

GLG Corp Limited
ACN 116 632 958

All Registry communications to:
Boardroom Pty Limited
Grosvenor Place Level 12,
225 George Street
Sydney NSW 2000
Australia
Telephone: +61 1300 737 760
Email: enquiries@boardroomlimited.com.au
Website: www.boardroomlimited.com.au

Dear Shareholder,

GLG CORP LIMITED: 2021 ANNUAL GENERAL MEETING

We are pleased to inform you that 2021 Annual General Meeting (**AGM**) of GLG Corp Limited (**GLG** or the **Company**) is to be held on Friday, 26 November 2021 at 3:00 pm (AEDT) or 12:00 noon (SGT) as a virtual meeting.

How to access the Notice of Meeting?

In reliance on the modifications to the *Corporation Act 2001 (Cth)* introduced in response to the Covid-19 pandemic, the Company will not be dispatching physical copies of the Notice of Meeting (NOM) instead, a copy of the NOM can be viewed and downloaded from <https://www.ghimli.com/investor-relations/announcements/>.

How to participate in the Annual General Meeting?

Your participation in the AGM is important to us and we invite all shareholders and proxy holders to participate in the AGM virtually, via the online platform at <https://web.lumiagm.com/309026708>.

You can log in to the meeting by entering:

- Your username, which is your Voting Access Code (VAC), which can be located on the first page of your proxy form or Notice of Meeting email.
- Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide for their password details.

If you have been nominated as a third-party proxy, please contact Boardroom on 1300 737 760.

How to appoint a Proxy?

If you're unable to attend the AGM, you are encouraged to appoint a proxy in advance of the meeting to vote on your behalf.

You may appoint a proxy:

- **electronically** at <https://web.lumiagm.com/309026708>
- **by returning a completed Proxy Form either via**

- by mail: Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

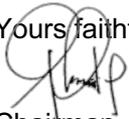
- in person: Boardroom Pty Limited
Level 12, Grosvenor Place
225 George Street
NSW 2000

- by facsimile: Australia - +61 2 9290 9655

In either case, the instruction to appoint a proxy must be received by **3:00 pm (AEDT) on Wednesday, 24 November 2021**, in order to be valid

If you are unable to access the Notice of Meeting or unable to lodge proxy votes online please contact our share registry Boardroom Pty Limited on www.boardroomlimited.com.au or by phone on 1300 737 760 (within Australia) or on +61 9290 9600 (outside Australia) between 8:30am and 5:30pm (AEDT) Monday to Friday.

Yours faithfully,



Chairman
GLG Corp Limited

Notice of annual general meeting and explanatory memorandum

GLG Corp Ltd

ACN 116 632 958

Date: Friday 26 November 2021

Time: 3.00 pm (AEDT) or 12.00 noon (SGT)

Place: The meeting will be a virtual meeting held online only. Instructions for attending the online meeting are provided within this notice

NOTICE OF 2021 ANNUAL GENERAL MEETING

NOTICE is given that the 2021 Annual General Meeting of GLG Corp Ltd ACN 116 632 958 (the Company) will be held online on Friday 26 November 2021 at 3.00 pm (AEDT)

The Company has determined that given the COVID-19 pandemic and subsequent government-imposed restrictions on public gatherings and travel, it would be prudent for its Annual General Meeting of Shareholders to be held online only. The Meeting will be held virtually via videoconference with strictly no Shareholders in physical attendance.

The Board encourages Shareholders to monitor the ASX and the Company's website for any updates in relation to the General Meeting that may need to be provided. In the meantime, the Board encourages Shareholders to submit their proxies as early as possible, even if they intend to attend the Meeting.

1. How to Register for the Online Meeting

To register for the Online Meeting, please visit <https://web.lumiagm.com/309026708>. Attendees will be required to register, with registration open 30 minutes prior to the start of the Meeting.

You can log in to the meeting by entering:

- Your username, which is your Voting Access Code (VAC), which can be located on the first page of your proxy form or Notice of Meeting email.
- Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide for their password details.
- If you have been nominated as a third-party proxy, please contact Boardroom on 1300 737 760.

2. Online Voting Procedures during the AGM:

Shareholders who wish to participate in the AGM online may do so:

- From their computer or mobile device by entering the URL into their browser:
<https://web.lumiagm.com/309026708>

If you choose to participate in the AGM online, you can log in to the meeting by entering:

- Your username, which is your Voting Access Code (VAC), which can be located on the first page of your proxy form or Notice of Meeting email.
- Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide for their password details.
- If you have been nominated as a third-party proxy, please contact Boardroom on 1300 737 760

Attending the meeting online enables shareholders to view the AGM live and to also ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

More information regarding participating in the AGM online can be found by visiting <https://www.ghimli.com/investor-relations/announcements/> or at the end of this Notice of Meeting.

3. How to Ask a Question at the Online Meeting

Shareholders will have the opportunity to vote and ask questions at the Online Meeting via the videoconference. However, in order to provide for an efficient virtual meeting, we request that any questions from Shareholders are provided to the Company Secretary at least 24 hours in advance of the Online Meeting by emailing the Company Secretary (cosec@emersonoperations.com.au).

4. How to Access the Presentation for the Online Meeting

Shareholders are encouraged to access the Online Meeting via videoconference as a presentation will be displayed. Alternatively, the presentation will be available from the ASX announcement platform before the commencement of the meeting.

5. How to Vote at the Online Meeting

All resolutions will be decided by way of Poll. The Company strongly recommends that all Shareholders lodge a proxy vote before attending the meeting, via the Company's share registry. For a proxy vote to be effective it must be lodged with the Company's share registry prior to 3.00 pm (AEDT) on Wednesday, 24 November 2021.

BUSINESS

Shareholders are invited to consider the following items of business at the Annual General Meeting:

Ordinary Business

1. FINANCIAL AND RELATED REPORTS

Agenda Item 1	Financial and Related Reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2021.

2. ADOPTION OF REMUNERATION REPORT (NON-BINDING VOTE)

Resolution 1	Adoption of Remuneration Report (non-binding vote)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2021 Annual Report. In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the directors or the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT the Remuneration Report for the financial year ended 30 June 2021 included in the Directors' Report of the Annual Report, as required under section 300A of the Corporations Act, be adopted by the Company."</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution: <ul style="list-style-type: none">▪ by or on behalf of a member of the KMP named in the remuneration report for the year ended 30 June 2021, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast;▪ as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party, unless the vote is cast as a proxy for a person who is entitled to vote on this resolution:<ul style="list-style-type: none">○ in accordance with their directions of how to vote as set out in the proxy appointment; or○ by the Chair of the Meeting pursuant to an express authorisation on the Proxy Form, even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

3. RE-ELECTION OF DIRECTOR

Resolution 2	Re-election of Mr Grant Hummel as Director
Description	Mr Grant Hummel retires as a director of the Company by rotation in accordance with clause 12.3 of the Company’s constitution and being eligible under clause 12.11 (a) (i), offers himself for re-election.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT Mr Grant Hummel, having retired from his office as a Director in accordance with clause 12.3 of the Company’s constitution and, being eligible, be re-elected as a Director.”</i>

Dated: 21 October 2021

By order of the Board of GLG Corp Ltd



**Hasaka Martin
Company Secretary**

QUESTIONS FROM SHAREHOLDERS

Shareholder may submit in writing any questions to the Company or to the Company's auditor, BDO, in relation to the conduct of the external audit for the year ended 30 June 2021, or the content of its audit report. Please send your questions the Company Secretary, **GLG Corp Ltd** at cosec@emersonoperations.com.au

If you wish to submit a written question, questions must be received by no later than **5.00 pm (AEDT) on Friday 19 November 2021**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including Remuneration Report.

During the course of the Annual General Meeting, the Chair will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the Auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

VOTING INFORMATION

Voting by proxy

A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast two or more votes at the meeting, two proxies, to attend and vote instead of the shareholder.

- (b) Where two proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.

For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority by **3.00 pm (AEDT) on Wednesday 24 November 2021**:

- online by going to <https://web.lumiagm.com/309026708>

- by post to Boardroom Pty Limited; GPO Box 3993, Sydney NSW 2001;
- by personal delivery to Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000; or
- by facsimile: Australia – +61 2 9290 9655.

Voting and other entitlements at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that shares in the Company which are on issue at **7.00 pm (AEDT) on Wednesday 24 November 2021** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the meeting).

Proxy voting by the Chair

The *Corporations Act* imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolution 1. In accordance with this express authority provided by you, the Chair will vote in favour of Resolution 1. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Chair of the Meeting intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chair, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, he or she will not vote your proxy on that item of business.

EXPLANATORY MEMORANDUM TO NOTICE OF 2021 ANNUAL GENERAL MEETING

1. FINANCIAL AND RELATED REPORTS

Agenda Item 1	Financial and Related Reports
Explanation	<p>Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2021 to be laid before the Company's 2021 Annual General Meeting. There is no requirement for a formal resolution on this item.</p> <p>The financial report contains the financial statements of the consolidated entity consisting of GLG and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2021 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy. A copy of the 2021 Annual Report is available from the Company's website (https://www.ghimli.com/).</p> <p>The Chair of the meeting will allow a reasonable opportunity at the meeting for Shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, BDO, questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2021, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements, and the independence of BDO in relation to the conduct of the audit.</p>

2. ADOPTION OF REMUNERATION REPORT (NON-BINDING VOTE)

Resolution 1	Adoption of Remuneration Report (non-binding vote)
Explanation	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2021 Annual Report and is available from the Company's website (https://www.ghimli.com/).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> ▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; ▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and ▪ explains the differences between the basis for remunerating non-executive directors and senior executives, including the Managing Director (or equivalent). <p>The vote on this resolution is advisory only and does not bind the Directors. However, the Board will take into account any discussion on this resolution and the</p>

	outcome of the vote when considering the future remuneration policies and practices of the Company.
Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that Shareholders vote in favour of adopting the Remuneration Report.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of Resolution 1.

3. RE-ELECTION OF DIRECTOR

Resolution 2	Re-election of Mr Grant Hummel
Explanation	<p>Under the Constitution, at each Annual General Meeting of the Company, one third of the Directors of the Company, except the Managing Director, must retire from office.</p> <p>A retiring Director is eligible for re-election as a Director.</p> <p>Accordingly, having retired from his office as a Director at this Annual General Meeting, Mr Grant Hummel seeks re-election as a Director at the Annual General Meeting.</p>
About Mr Hummel	<p>Mr Grant Hummel joined the board as Independent Director of GLG on 1 December 2018. Mr Hummel is a Chair of the Nomination and Remuneration Committee and a member of the Audit Committee.</p> <p>Mr Hummel is partner at a major Australian law firm with extensive experience and expertise in capital raisings, securities law, mergers and acquisitions, advising in relation to the Corporations Act, and the ASX Listing Rules.</p> <p>Mr Hummel holds Bachelor of Science (Honours) and Bachelor of Law (Honours) degrees from the University of Tasmania, Australia. He also has a Graduate Diploma of Applied Finance and Investment from Finsia (now Kaplan).</p>
Board Recommendation	The Board, with Mr Grant Hummel abstaining, recommends that Shareholders vote in favour of Mr Grant Hummel's re-election.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of Resolution 2.

DEFINITIONS

Board	means the Company's Board of Directors.
Company or GLG	means GLG Corp Ltd ACN 116 632 958.
Constitution	means the constitution of GLG Corp Ltd.
Corporations Act	means Corporations Act 2001 (C'th).
Director	means a director of the board of GLG Corp Ltd.
Closely Related Party (of a member of KMP of an entity)	has the definition given to it by section 9 of the Corporations Act, and means: <ul style="list-style-type: none"> a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).
Explanatory Memorandum	means this explanatory memorandum accompanying and forming part of this Notice.
FY21	means the financial year from 1 July 2020 to 30 June 2021.
Key Management Personnel or KMP	means those people described as Key Management Personnel in the Remuneration Report and includes all directors.
Meeting	means the annual general meeting of the Company for 2021 to which the Notice relates.
Notice	means this notice of meeting of the Company, including the accompanying Explanatory Memorandum.
Resolution	means a resolution set out in this Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of at least one Share.

-ENDS-



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 3:00pm (AEDT) on Wednesday 24 November 2021**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/gleagm2021>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore **by 3:00pm (AEDT) on Wednesday 24 November 2021**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/gleagm2021>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **GLG Corp Ltd** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held as a virtual meeting **on Friday 26 November 2021 at 3:00 pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To re-elect Mr Grant Hummel as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021