

GLG CORP LTD

ABN 98 116 632 958

NOTICE OF ANNUAL GENERAL MEETING including EXPLANATORY STATEMENT

DATE AND TIME OF MEETING

23rd November 2017 11:00 (AEDST)

Level 11, 1 MARGARET STREET, SYDNEY NSW 2000
COMPLETED AND RETURNED TO THE COMPANY NO LATER THAN
11:00AM SYDNEY TIME AEDST

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GLG CORP LTD

A.C.N 116 632 958

Chairman's Letter

17th October 2017

Dear Shareholder

The Directors of GLG Corp Ltd ACN 116 632 958 (**Company**) have convened the Annual General Meeting of Shareholders to be held on Thursday, 23rd November 2017 to:

1. table the financial statements and reports of the Company for the financial year ended 30 June 2017;
2. vote on the re-election of Directors; and
3. obtain the approval of shareholders to re-appoint BDO East Coast Partnership as auditor.

Notice of Annual General Meeting and accompanying documents

This letter is accompanied by a Notice of Annual General Meeting, and an Explanatory Memorandum. The Notice of Annual General Meeting sets out the Resolution that Shareholders are to consider.

Shareholders are encouraged to read these Notice Documents, including the Explanatory Memorandum, closely and in their entirety and to attend the Annual General Meeting.

A proxy form is enclosed to enable any Shareholder who is unable to attend the Annual General Meeting to vote at the meeting.

Yours faithfully

Estina Ang Suan Hong
Chairman & CEO

Notice of Annual General Meeting and Explanatory Memorandum

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of GLG Corp Ltd ACN 116 632 958 (**GLG** or the **Company**) will be held at will be held at BDO Sydney being at Level 11, 1 Margaret Street, Sydney NSW 2000 on Thursday, 23rd November 2017 at 11:00am Sydney time.

The Explanatory Memorandum which accompanies and forms part of this Notice describes the matters to be considered at the Annual General Meeting.

AGENDA

Business

Accounts and Reports

To table and consider the Annual Report of the Company which includes the Financial Report, Directors' Report and Auditor's Report for the period ended 30 June 2017.

Note: The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2017 will be laid before the meeting. There is no requirement for Shareholders to approve those reports. Shareholders will be given an opportunity to raise questions of the Directors and the Company's auditor on the Financial Report and Auditor's Report at the Annual General Meeting.

Resolution 1 – Adoption of Remuneration Report

To consider and if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purpose of Section 250R(2-3) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2017."

Note: *the vote on this Resolution is advisory only and does not bind the Directors or the Company.*

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) Closely Related Party of such a member.

However, a person described above may vote on this Resolution if:

- (c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- (d) the vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above

Resolution 2–Re-Election of Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

That Mr Shane Hartwig, having been appointed as an addition to the Board, and who retires in accordance with clause 12.7 of the Company's Constitution, and being eligible, offers himself for re-election as a Director of the Company.

Mr Hartwig joined the board as a Director of GLG on 2 December 2014. Mr Hartwig is an Independent Director, a member of the Nomination and Remuneration Committee and the Audit Committee.

Mr Hartwig is a Certified Practising Accountant and Chartered Company Secretary and holds a Bachelor of Business degree, majoring in Accounting and Taxation from Curtin University of Technology in Western Australia.

Mr Hartwig is involved in the areas of initial public offerings, capital raisings, prospectus and information memorandum preparation and project management, company assessments and due diligence reviews, mergers and acquisitions and providing general corporate advice. Mr Hartwig has over 20 years' experience in the finance industry both nationally and internationally with exposure to both the debt and equity capital markets.

Resolution 2 seeks to confirm the re-election of Mr Hartwig as a Director of the Company.

Resolution 3–Re-Appointment of Auditor of the Company

The Directors are seeking the approval of Shareholders to re-appoint BDO East Coast Partnership as auditor effective as at the date of this Annual General Meeting. Previously, on 16th January, 2017 GLG Corp Ltd announced that BDO East Coast Partnership was appointed as auditor of the company. This appointment follows the resignation of Deloitte Touch Tohmatsu and ASIC (Australian Securities and Investments Commission)'s consent to the resignation in accordance with s329(5) of the Corporations Act 2001.

In accordance with s327C of the Corporation Act 2001, BDO East Coast Partnership continued to hold office the next Annual General Meeting, at which time the shareholders will formally approve the new auditor. Accordingly, the Company is seeking the approval of Shareholders in accordance with Listing Rule 14.8. The Company proposes, and a shareholder has nominated that BDO East Coast Partnership be appointed. A copy of the nomination is attached to this notice.

For the purposes of section 327B of the Corporations Act 2001, BDO East Coast Partnership consents to be appointed as auditor of the Company.

DATE: 17th October 2017

BY ORDER OF THE BOARD

**ALISTAIR CHONG
COMPANYSECRETARY**

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of a Notice of Meeting convening the Annual General Meeting ("the Meeting") of shareholders of GLG Corp Ltd ("GLG" or the "Company") to be held on 23rd November 2017 at 11:00 (AEDST) at Level 11, 1 Margaret Street, Sydney NSW 2000. This Memorandum is to be read in conjunction with the Notice of Meeting.

1. Resolution 1 – Adoption of Remuneration Report

1.1 General

The Corporations Act requires that at a listed company's Annual General Meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

Under changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2017 Annual General Meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an [extraordinary] general meeting to consider the appointment of directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the [extraordinary] general meeting (**Spill Meeting**) within 90 days of the Company's 2017 annual general meeting. All of the Directors who were in office when the Company's 2016 Directors' report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2017.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

1.2 Proxy Restrictions

Pursuant to the Corporations Act, if you elect to appoint the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or any Closely Related Party of that member as your proxy to vote on this Resolution 1, *you must direct the proxy how they are to vote*. Where you do not direct the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or Closely Related Party of that member on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution 1.

The Board supports the adoption of the Remuneration Report.

Resolution 2 – Re - Election of Director

Re-election of Mr Shane Hartwig as Director.

Mr Hartwig joined the board as a Director of GLG on 2 December 2014. Mr Hartwig is an Independent Director, a member of the Nomination and Remuneration Committee and the Audit Committee.

Mr Hartwig is a Certified Practising Accountant and Chartered Company Secretary and holds a Bachelor of Business degree, majoring in Accounting and Taxation from Curtin University of Technology in Western Australia.

Mr Hartwig is involved in the areas of initial public offerings, capital raisings, prospectus and information memorandum preparation and project management, company assessments and due diligence reviews, mergers and acquisitions and providing general corporate advice. Mr Hartwig has over 20 years' experience in the finance industry both nationally and internationally with exposure to both the debt and equity capital markets

Resolution 2 seeks to confirm the re-election of Mr Hartwig as a Director of the Company.

The Board supports the re-election of Mr Hartwig.

Resolution 3 – Appointment of Auditor

Deloitte Touche Tohmatsu has been the auditor of the Company over a period of 11 years since 2005. The Board of GLG Corp Ltd has mandated that the Company needs to rotate its auditor after a certain period of time, as part of its Corporate Governance process.

Following the resignation of Deloitte Touch Tohmatsu, and ASIC's consent to the resignation, BDO East Coast Partnership was appointed by the Board as auditor with effect from 16th January, 2017. The Audit Committee has also noted that BDO is a registered auditor under section 1280 of the Corporations Act and is a well-established firm with the necessary expertise in auditing and resources to meet the Company's requirements.

BDO East Coast Partnership did not provide any services to the Company, and the Company confirms that it is unaware of any matter or circumstance that would give rise to a 'conflict of interest situation', as defined in Section 324CD of the Corporations Act, in relation to the Company.

The Company proposes, and a shareholder has nominated that BDO East Coast Partnership be re-appointed as auditor of the Company. A copy of the Notice of Nomination of BDO East Coast Partnership as auditor is attached.

Registered Holders

The Directors have determined that for the purpose of voting at the Annual General Meeting, shares in the Company will be taken to be held by the registered holders at 10:00 (AEDST) on 21st November 2017 (being two business days prior to the Annual General Meeting).

1. Proxies

A shareholder who is entitled to vote at the Annual General Meeting has a right to appoint a proxy of the shareholder's choice and should use the Proxy Form with this Notice. The proxy need not be a shareholder of the Company.

A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion each proxy is appointed to exercise. If a shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, section 249X(3) of the Corporations Act will take effect so that each proxy may exercise half of the votes.

The Proxy Form must be signed and dated by the shareholder or the shareholder's attorney. Proxy Forms and the original or a certified copy of the power of attorney (if any) must be either lodged at the share registry of the Company, Link Market Services Limited at Level 12, 680 George Street, Sydney NSW 2000 or received by facsimile on +612 9287 0309 by 10:00 (AEDST) on 21st November 2017 (being two business days prior to the Annual General Meeting).

2. 2017 Annual Report

Copies of the Company's 2017 Annual Report for the financial year ending 30 June 2017 ("Annual Report") comprising the Annual Financial Reports, Directors' Report and Auditor's Report of the Company and the Company's controlled entities will be distributed to those shareholders requesting a physical copy of these documents.

The Company's Annual Report can be viewed and obtained at the Company's website at www.ghimli.com/investor-relations

3. Enquiries

Shareholders are invited to contact GLG Corp Ltd's company secretary, Alistair Chong at +61 438 272 439 or via email at alistair@corpsecretary.com if they have any queries in respect of the matters set out in these documents.

4. Update of Contact Details of Shareholders

Shareholders are invited to write to GLG Corp Ltd's company secretary, Alistair Chong via email at alistair@corpsecretary.com to update the company of their email address and any changes to their contact details. This will facilitate with ease of future communication with the shareholders including electronic transmission of documents.

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GLG CORP LTD

A.C.N 116 632 958

GLOSSARY

Annual General Meeting means the meeting convened by the Notice.

ASX means ASX Limited.

Board means the board of directors of the Company

Company and **GLG** means GLG Corp Ltd (ABN 98 116 632 958)

Constitution means the Company's constitution

Corporations Act means the Corporations Act 2001

Directors mean the current directors of the Company

Explanatory Memorandum means the explanatory memorandum incorporated in this Notice

Notice means the Notice of Meeting together with the Explanatory Memorandum

Proxy Form means the proxy form for the Annual General Meeting accompanying this Notice

10th October, 2017

The Directors

GLG Corp Ltd
Level 40, Northpoint
100 Miller Street
North Sydney, NSW 2060

NOTICE OF NOMINATION OF BDO EAST COAST PARTNERSHIP AS AUDITOR

Dear Directors,

The undersigned, being a member of GLG Corp Ltd, hereby nominates BDO East Coast Partnership for appointment as auditor of the company at the forthcoming Annual General Meeting.


Yours faithfully




Christopher Chong
Lead Independent Director
Chairman, Audit Committee of GLG Corp


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 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
GLG Corp Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

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

APPOINT A PROXY

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

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am on Thursday, 23 November 2017 at Level 11, 1 Margaret Street, Sydney, NSW, 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.


VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

For Against Abstain*

- 1 Remuneration Report
- 2 Re-election of Mr Shane Hartwig as Director
- 3 Appointment of BDO East Coast Partnership as Auditor

 * 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 votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

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STEP 1

STEP 2

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am on Tuesday, 21 November 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

GLG Corp Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.