



Registry communications to:

- ✉ **By Mail** Boardroom Pty Limited
Lvl 8, 210 George Street
Sydney NSW 2001 Australia
- 📠 **Fax:** +61 2 9290 9655
- 💻 **Online:** boardroomlimited.com.au
- ☎ **Phone:** 1300 737 760
(within Australia)
+61 2 9290 9600
(outside Australia)

GLG Corp Ltd Annual General Meeting

The GLG Corp Ltd Annual General Meeting (AGM) will be held on Wednesday, 27 November 2024 at 14:00 pm (AEDT). You are encouraged to participate in the meeting using the following options:

MAKE YOUR VOTE COUNT



To vote online, visit:

<https://www.votingonline.com.au/gleagm2024>

or scan the QR code to the left on your smart phone.

For your proxy appointment to be effective it must be received by 14:00 pm (AEDT) Monday, 25 November 2024.

Please refer to your proxy form for other methods of submitting the form.

ATTENDING THE MEETING

The meeting will be held as a hybrid meeting.

If attending **in person**, the meeting is being held at Source Governance, Suite 4201 Level 42, 264-278 George Street, Sydney NSW 2000 at 14:00 pm (AEDT).

If attending **online**, you can access the meeting here:

<https://web.lumiagm.com/365-686-875>

To access the Notice of Meeting and 2024 Annual Report online, please visit

<https://www.ghimli.com/announcements/>

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Boardroom Pty Limited on 1300 737 760 (within Australia), +61 2 9290 9600 (outside Australia) or email enquiries@boardroomlimited.com.au.

Notice of Annual General Meeting and Explanatory Memorandum

GLG Corp Ltd

ACN 116 632 958

Date: Wednesday, 27 November 2024

Time: 14:00 pm (AEDT) or 11:00 am (SGT)

Place: The Meeting will be conducted physically and virtually.

Physical location:

Source Governance
Suite 4201 Level 42 264-278 George Street
Sydney NSW 2000

Virtual location:

<https://web.lumiagm.com/365-686-875>

Instructions for attending virtually are provided within this Notice.

NOTICE OF 2024 ANNUAL GENERAL MEETING

NOTICE is given that the Meeting will be held physically and virtually on Wednesday, 27 November 2024 at 14:00 pm (AEDT) and 11:00 am (SGT).

The Company has determined that the Meeting will be held physically in one location and virtually via videoconference, with Shareholders welcome to attend by either method.

All Resolutions will be decided by way of poll. The Board strongly recommends that all Shareholders lodge a proxy vote in accordance with this Notice, even if they intend to attend the Meeting. Proxy votes must be lodged by 14:00 pm (AEDT) on Monday, 25 November 2024 to be effective. However, the Board encourages Shareholders to submit their proxies as early as possible.

The Board also encourages Shareholders to monitor the ASX and the Company's website for any updates in relation to the Meeting that may need to be provided.

Virtual Meeting Instructions

The Company invites Shareholders to attend and participate in the Meeting virtually via the online platform at <https://web.lumiagm.com/365-686-875> (**Virtual Meeting**). Shareholders who attend the Virtual Meeting will be able to watch, listen, submit written questions and participate in all poll votes put to the Meeting.

1. Accessing the Virtual Meeting

Attendees will be required to register for the Virtual Meeting, with registration open 30 minutes prior to the start of the Meeting.

You can log in to the Virtual 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; and
- 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 the Company's Share Registry on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) to obtain your log in credentials.

2. Voting online and asking questions in the Virtual Meeting

Attending the Virtual Meeting enables Shareholders to view the Meeting live, ask questions and cast votes at the appropriate times whilst the Meeting is in progress.

However, for efficiency, we request that any questions from Shareholders are provided to the Company Secretary via email to cosec@sourceservices.com.au at least 24 hours prior to the Meeting.

For more information as to how Shareholders will be able to participate in and vote online at the Virtual Meeting, please refer to <https://www.ghimli.com/investor-relations/announcements/>.

3. Accessing the Virtual Meeting presentation

Shareholders are encouraged to access the Virtual 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.

BUSINESS

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

Ordinary Business

1. FINANCIAL AND RELATED REPORTS

Agenda Item 1	Financial and Related Reports
Description	To receive and consider the annual 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 2024.

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, as set out in the Directors' report section of the 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 2024 be adopted by the Company."</i>
Voting Prohibition	<p>The Corporations Act prohibits voting on this resolution by or on behalf of a member of the KMP named in the Remuneration Report for the year ended 30 June 2024, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast.</p> <p>In addition, voting on this resolution is prohibited by proxy who is 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:</p> <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 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 by rotation in accordance with clause 20.6 of the Constitution and Listing Rule 14.4 and, being eligible, 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, retiring by rotation in accordance with clause 20.6 of the Constitution and Listing Rule 14.4, and being eligible, is re-elected as a Director of the Company.”</i>

4. RE-ELECTION OF DIRECTOR

Resolution 3	Re-election of Mr Por Khay Ti as Director
Description	Mr Por Khay Ti retires as a director by rotation in accordance with clause 20.6 of the Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT Mr Por Khay Ti, retiring by rotation in accordance with clause 20.6 of the Constitution and Listing Rule 14.4, and being eligible, is re-elected as a Director of the Company.”</i>

Special Business

5. APPROVAL TO ISSUE SECURITIES UNDER THE GLG CORP PERFORMANCE RIGHTS PLAN

Resolution 4	Approval to issue securities under the GLG Corp Performance Rights Plan
Description	Under Listing Rule 7.2 (Exception 13(b)), securities issued under an employee incentive scheme do not to count towards the Company's 15% placement capacity if within 3 years before the issue date the Shareholders have approved the issue of securities under the employee incentive scheme as an exception to Listing Rule 7.1.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT, for the purposes of ASX Listing Rule 7.2 (Exception 13(b)), and for all other purposes, Shareholders approve the issue of securities under the GLG Corp Performance Rights Plan on the terms and conditions outlined in the Explanatory Memorandum.”</i>
Voting Prohibition	A person appointed as a proxy must not vote on the basis of that appointment, on this Resolution 4 if:

	<p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution 4 is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
Voting Exclusion Statement	<p>The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any person who is eligible to participate in the PR Plan, or any associate of that person or those persons.</p> <p>However, this does not apply to a vote cast in favour of Resolution 4 by:</p> <p>(a) a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with the directions given to the proxy or attorney to vote on Resolution 4 in that way; or</p> <p>(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair to vote on Resolution 4 as the Chair decides; or</p> <p>(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <p>(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 4; and</p> <p>(ii) the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.</p>

Dated: 25 October 2024

By order of the Board

Jade Cook

Jade Cook
Company Secretary

QUESTIONS FROM SHAREHOLDERS

In accordance with the Corporations Act and the Constitution, shareholders will have a reasonable opportunity to ask questions, or make comments, in relation to the management of the Company and the items of business to be considered at the meeting.

During the 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 Meeting. Please note that individual responses may not be sent to Shareholders.

A shareholders may ask questions of the auditor in relation to the content of the auditor's report and the conduct of the audit if the financial reports. Written question to the Auditor must be received no later than the fifth business day before the day on which the AGM, being 5:00 pm (AEDT) on Wednesday, 20 November 2024. Written questions to the auditor may be directed to the Company Secretary at cosec@sourceservices.com.au.

Shareholders may submit written questions, or comments, to the Company before the AGM, in relation to the management of the Company and the items of business to be considered at the meeting to the Company. It is requested that written question to the Company be directed to the Company Secretary at cosec@sourceservices.com.au by 5:00 pm (AEDT) on Wednesday, 20 November 2024.

VOTING INFORMATION

Voting and other entitlements at the Meeting

The Board have determined under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that Shares which are on issue at **7:00 pm (AEDT) on Monday, 25 November 2024** will be taken to be held by the persons who held them at that time for the purposes of the Meeting (including determining voting entitlements at the Meeting).

Voting by proxy

A Shareholder entitled to attend and vote at the 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 using the Proxy Form.

In accordance with the Corporations Act, Shareholders are advised that:

- (a) 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;

- (b) a proxy need not be a Shareholder of the Company; and
- (c) 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 completed, signed and received together with the power of attorney or other authority (if any) under which the form is signed, or a certified copy (by a notary public) of that power of authority by **14:00 pm (AEDT) on Monday, 25 November 2024:**

- online at <https://web.lumiagm.com/365-686-875>
- by post to Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001;
- by personal delivery to Boardroom Pty Limited, Level 8, 210 George Street Sydney NSW 2000; or
- by facsimile: Australia – +61 2 9290 9655.

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 remuneration matters.

However, the Chair 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 to vote on your behalf as proxy, and you do not mark any of the boxes so as to direct him 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 as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

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

If you appoint as your proxy any Director, 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 Resolutions 1 and 3, he or she will not vote your proxy on that item of business.

EXPLANATORY MEMORANDUM TO NOTICE OF 2024 ANNUAL GENERAL MEETING

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice.

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 2024 to be laid before the 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>In accordance with the Corporations Act, the Company will not provide a printed copy of the Annual Report to Shareholders unless specifically requested to do so. The Annual Report is available from the Company's website (https://www.ghimli.com/).</p> <p>The Chair 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 2024, 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 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 Company's senior management team; andexplains the differences between the basis for remunerating non-executive directors and senior executives, including the Managing Director (or equivalent).

	The vote on this Resolution is advisory only and does not bind the Directors. However, the Board will consider any discussion on this Resolution and the outcome of the vote when considering the future remuneration policies and practices of the Company.
Voting Prohibition	A voting prohibition 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 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, 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 Meeting, Mr Grant Hummel seeks re-election as a Director at the Meeting.</p>
About Mr Grant Hummel	<p>Mr Grant Hummel was appointed to the Board as an independent director on 12 November 2018 and is a member of the Audit and Risk Committee and the Chair of the Nomination and Remuneration Committee of the Board.</p> <p>Mr Hummel has been a partner of a major Australian law firm for over a decade. He has experience with commercial and corporate transactions, with particular expertise in capital raisings, securities law, merger and acquisitions 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> <p>Mr Hummel is a Non-executive Director of ASX listed company, Next Science Limited, and was appointed in August 2023.</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 intends to vote all available proxies in favour of Resolution 2.

4. RE-ELECTION OF DIRECTOR

Resolution 3	Re-election of Mr Por Khay Ti
Explanation	<p>Under the Constitution, at each annual general meeting of the Company, one third of the Directors, 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 Meeting, Mr Por Khay Ti seeks re-election as a Director at the Meeting.</p>
About Mr Grant Hummel	<p>Mr Por Khay Ti was appointed to the Board as an independent director on 25 October 2022 and is Deputy Chair of the Board and a member of the Audit and Risk Committee and Nomination and Remuneration Committee of the Board.</p> <p>Mr Por has more than 30 years' experience in international manufacturing and trading, on government boards and varied manufacturing industries such as printed circuit boards, leather upholsteries, furniture, technology, and apparel. Currently CEO of Adventech (S) Pte Ltd a supplier of printed circuits boards to MNCs in North Asia and ASEAN countries. He served The Economic Development Board ("EDB") for 13 years in four divisions (Projects, Investment, International and Local Enterprises), of which 5 years were in the United States of America. The EDB is the lead government agency under the Ministry of Trade and Industry of the Singapore Government. Subsequently he joined the private sector where he gained experience in manufacturing industries and developed his board management skills.</p> <p>Mr Por has a BSc (Hons) degree in Mechanical Engineering and a post-graduate Diploma in Business Administration. He was a member of the Strategic Planning Committee of Asian Productivity Organisation, a Founding member of SFIC Institute (training and development initiative for the furniture industry), Executive Committee Member of Singapore Furniture Industries Council (SFIC) and Honorary Secretary of the Singapore Manufacturers Federation.</p>
Board Recommendation	<p>The Board, with Mr Por Khay Ti abstaining, recommends that Shareholders vote in favour of Mr Por Khay Ti's re-election.</p>
Chair's available proxies	<p>The Chair intends to vote all available proxies in favour of Resolution 3.</p>

5. APPROVAL TO ISSUE SECURITIES UNDER THE GLG CORP PERFORMANCE RIGHTS PLAN

Resolution 4	Approval to issue securities under the GLG Corp Performance Rights Plan
<p>Explanation</p>	<p>The Directors consider it desirable for the Company to operate an employee incentive scheme pursuant to which Directors, employees and certain consultants (together, the Eligible Participants) may be offered the opportunity to be granted performance rights under the PR Plan, which will be converted to Shares if the specified performance criteria are satisfied within the specified performance period (Performance Rights). The PR Plan will increase the range of potential incentives available to Eligible Participants and will align the interests of the Eligible Participants with the Company's performance.</p> <p>Listing Rule 7.1 broadly provides that a company may issue equity securities (such as Performance Rights and Shares) (Equity Securities) up to 15% of its issued capital in any 12-month period without Shareholder approval. Listing Rule 7.2 allows certain issues of Equity Securities to be excluded from the calculation of the number of Equity Securities issued in the 12-month period, including under Exception 13(b) where an issue of Equity Securities is made under an employee incentive scheme if, within three years before the issue date, the holders of the entity's ordinary securities have approved the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1. Accordingly, Shareholder approval is sought for the purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of Equity Securities under the PR Plan.</p> <p>The Plan is designed to provide incentives to Eligible Participants and to recognise their contribution to the Company's success. The Directors consider that the issue of Performance Rights (and the issue of Shares upon the vesting of those Performance Rights) to Eligible Participants:</p> <ul style="list-style-type: none"> a) is a cost effective and efficient means for the Company to provide incentives to these individuals, as opposed to alternative forms of incentives such as cash bonuses or increased remuneration; b) is a flexible form of long-term remuneration, enabling the Company to provide incentives over various periods of time; c) enables the Company to attract and retain employees and Directors who can assist the Company in achieving its objectives; d) encourages continued improvement in performance over time; and e) encourages personnel to acquire and retain significant shareholdings in the Company. <p>Under the PR Plan, the Board may grant to Eligible Participants the number of Performance Rights as the Board may decide and, on the terms set out in the rules of the PR Plan, a summary of which is set out in Schedule 1 to this Explanatory Memorandum (PR Plan Rules). The number of Performance Rights to be granted to each Eligible Participant under the PR Plan will be granted on the basis of the contribution of the relevant Eligible Participants to the Company.</p> <p>The maximum number of Performance Rights proposed to be issued under the PR Plan following Shareholder approval over the next three years is approximately</p>

	<p>2,000,000 Performance Rights (some or all of which may vest and convert to Shares). This maximum is not intended to be a prediction of the actual number of Performance Rights to be issued under the PR Plan but is specified for the purposes of setting a ceiling on the number of Performance Rights approved to be issued under and for the purposes of Listing Rule 7.2, Exception 13. Once this number is reached, the Company will need to seek fresh approval from Shareholders, otherwise any additional issues of Performance Rights under the PR Plan over the maximum will count towards the calculation of the Company's 15% placement capacity under Listing Rule 7.1.</p> <p>If Resolution 4 is passed, the Company will be able to issue 2,000,000 Performance Rights under the PR Plan without those Performance Rights counting towards the calculation of the Company's 15% placement capacity under Listing Rule 7.1.</p> <p>If Resolution 4 is not passed, the Company will be able to proceed with the issue of Performance Rights under the PR Plan, however the issue of those Performance Rights will count towards the calculation of the 15% placement capacity under Listing Rule 7.1, and therefore effectively decreasing the number of Equity Securities which may be issued without Shareholder approval.</p> <p>In accordance with the requirements of Listing Rule 7.2 Exception 13(b), the following information is provided:</p> <ul style="list-style-type: none">a) A summary of the PR Plan is provided at Schedule 1 to this Notice and Explanatory Memorandum, and a full copy of the PR Plan is available on the Company's website.b) As the PR Plan has only recently been established, no Equity Securities have been granted under the PR Plan to date.c) The maximum number of Equity Securities proposed to be issued under the Plan following Shareholder approval of this Resolution 4 is 2,000,000 and will not exceed 5% of the Company's total issued Shares when aggregated with the number of Equity Securities issued. Once this number is reached, the Company will need to seek fresh approval from Shareholders if the subsequent issue of Performance Rights is to fall within Listing Rule 7.2 Exception 13.
Voting Prohibition and Exclusion	A voting prohibition statement and voting exclusion statement are included in this Notice.
Board Recommendation	The Board recommends that Shareholders vote in favour this Resolution 4.
Chair's available proxies	The Chair intends to vote all available proxies in favour of Resolution 4.

DEFINITIONS

AEDT	means Australian Eastern Daylight Time as observed in Sydney, New South Wales.
Annual Report	means the annual report of the Company for the year ended 30 June 2024.
ASX	means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited, as the context requires.
Auditor	means the Company's auditor, BDO.
Board	means the board of directors of the Company.
Chair	means the chair of the Meeting.
Company or GLG	means GLG Corp Ltd ACN 116 632 958.
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
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: a) a spouse or child of the member; b) a child of the member's spouse; c) a dependant of the member or of the member's spouse; 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.
Explanatory Memorandum	means this explanatory memorandum accompanying and forming part of this Notice.
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 2024 to which the Notice relates.
Listing Rules	means the listing rules of ASX.
Notice	means this notice of meeting of the Company, including the accompanying Explanatory Memorandum.
PR Plan	means the GLG Corp Performance Rights Plan.

Remuneration Report	means the remuneration report set out in the Directors' report section of the Company's annual financial report for the year ended 30 June 2024.
Proxy Form	means the proxy form accompanying the Notice.
Resolutions	means the resolutions set out in this Notice, or any one of them as the context requires.
SGT	means Singapore Time as observed in Singapore.
Share	means a fully paid ordinary share in the capital of the Company.
Share Registry	means the share registry of the Company, Boardroom Pty Limited ACN 003 209 836.
Shareholder	means a holder of at least one Share.

Schedule 1 - Material terms of the PR Plan

Eligible Participant	means a person (not being a company, a local or public authority or an unincorporated body of persons) who is a full-time or part-time employee (including an executive Director), a non-executive Director, a contractor or a casual employee of the Company and any of its associated companies who the Board determines to be eligible to participate in the PR Plan.
Plan Interests	Eligible Participants will be provided with an opportunity to acquire a financial interest in the Company, which will align their interests more closely with Shareholders and provide greater incentive for them to focus on the Company's longer-term goals.
Quantum	The number of Performance Rights offered to an Eligible Participant will be specified in the invitation made to that Eligible Participant. Each Performance Right carries a right to receive a Share, subject to the satisfaction of any specified performance criteria (Performance Criteria), which must be met within a specified performance period (Performance Period).
Terms and conditions	<p>The Board may from time to time invite an Eligible Participant to participate in the PR Plan (Invitation).</p> <p>The Board will, in relation to an Invitation, prescribe the Performance Criteria that must be satisfied as a condition for a Performance Right to vest and for a Share to be allocated in respect of a Performance Right, and the Performance Period(s) over which the performance criteria must be satisfied.</p> <p>An Invitation will specify, among other things, the number of Performance Rights available, the Performance Criteria, the Performance Period(s), the circumstances in which the Performance Rights will lapse, the circumstances in which there may be an accelerated vesting of Performance Rights, and anything else that the Board considers relevant.</p> <p>Following receipt by an Eligible Participant of an Invitation, the Eligible Participant may make an application to participate in the PR Plan by delivering to the Company a duly completed and executed application form within the closing time specified in the Invitation. An Eligible Participant is not required to make any payment to participate in the PR Plan and receive Performance Rights.</p> <p>A Performance Right will only vest if the Board determines that the performance criteria (if any) have been satisfied within the performance period.</p> <p>If at any time prior to the last date of the Performance Period:</p> <ul style="list-style-type: none"> • an Eligible Participant ceases to be an employee of an Employing Company as a result of special circumstances (including retirement, redundancy, death or permanent disablement of an Eligible Participant, or other circumstances that the Board determines from time to time), the Board may at its discretion waive some or all of the Performance Criteria and determine the number of Performance Rights that may vest; and • a specified event occurs (including a takeover bid being made in respect of the Company or an insolvency event occurring with respect to the Company) (Event), the Board may at its discretion waive some or all of the Performance Criteria and determine that any unvested Performance Rights vest within 10 business days of an Event occurring (or such longer period determined by the Board) by giving written notice.

	<p>The Board may determine that instead of allocating Shares to a participant, the Company will pay a cash amount equivalent to the market value of the Shares (as determined by the Board) reduced by the amount and any superannuation contribution or taxes paid or withheld by the Company.</p>
Lapse of Performance Rights	<p>A Performance Right will lapse on the earliest date that:</p> <ul style="list-style-type: none"> a) is the last date of the Performance Period and the Performance Criteria have not been satisfied in respect of that Performance Right; b) if the relevant person ceases to be an employee at any time before the end of the Performance Period (and there are no Special Circumstances), the date that the relevant person ceases to be an employee (or such longer period determined by the Board); c) if an Event occurs but the Board has not waived the performance criteria, is 5 business days of an Event occurring (or such longer period determined by the Board); d) the Board determines that the relevant person has, in the Board's opinion: <ul style="list-style-type: none"> a. been dismissed with cause; b. committed any act of fraud, theft or gross misconduct in relation to the affairs of an employing company (whether or not charged with an offence); or c. brought an employing company into disrepute; e) if the relevant person is a non-executive Director: <ul style="list-style-type: none"> a. the relevant person is removed as a non-executive Director of pursuant to a resolution of Shareholders in accordance with section 203D of the Corporations Act; or b. the relevant person ceases to act as a non-executive Director where the relevant person has been disqualified from managing corporations under Part 2D.6 of the Corporations Act; or f) the Board determines that a breach or occurrence of any condition or event contained in the Invitation requires the lapse of the Performance Right.
Trust	<p>The Company will establish an employee share trust for the Plan (Trust) and appoint a trustee to act as trustee of the Trust (Plan Trustee).</p> <p>If a participant's Performance Rights vest, the Company will allocate to the participant the number of Shares to which the participant is entitled by:</p> <ul style="list-style-type: none"> a) directing the Plan Trustee to acquire Shares in the ordinary course of trading on the market conducted by ASX; and/or b) issuing new Shares to the Plan Trustee. <p>The Plan Trustee will hold the participant's Shares on behalf of the participant until such time as the participant's Shares are sold on behalf of, or transferred to, the participant at the direction of that participant.</p>
Restrictions	<p>A participant must not assign, transfer, sell or grant a security interest or otherwise deal with a Performance Right.</p>

Amendments	<p>The Board may at any time:</p> <ul style="list-style-type: none">a) amend the PR Plan Rules; andb) waive or amend the application of the PR Plan Rules in relation to a participant. <p>If any amendment reduces any of the participants' rights in respect of any granted Performance Right, the Board must obtain the prior written consent of at least 75% of the Participants affected by the proposed change, unless the amendments is to:</p> <ul style="list-style-type: none">a) comply with, or conform to, the applicable law or present or future laws governing or regulating the maintenance or operation of the PR Plan or like plans, in any jurisdiction in which grants or invitations under the PR Plan have been made;b) take into consideration possible adverse tax implications in respect of the PR Plan; orc) to correct a manifest error or mistake. <p>The Board may also waive, amend or replace any performance measure in a Performance Criteria if the Board determines that the original Performance Criteria is no longer appropriate or applicable, provided that the interests of the relevant participant are not, in the opinion of the Board, materially prejudiced or advantaged relative to the position reasonably anticipated at the time of the grant.</p>
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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 14:00pm (AEDT) or 11:00am (SGT) on Monday, 25 November 2024.**

🖥 TO APPOINT A PROXY ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/gleagm2024>

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 **14:00pm (AEDT) or 11:00am (SGT) on Monday, 25 November 2024.** 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/gleagm2024>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

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 Limited** ((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 virtually via <https://web.lumiagm.com/365-686-875> and at **Source Governance, Suite 4201, Level 42, 264-278 George Street on Wednesday, 27 November, 2024 at 14:00pm (AEDT) or 11:00am (SGT)** 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.

The Chair of the Meeting is 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 Resolutions 1 and 4, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 and 4 are 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 Resolutions 1 and 4). 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	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Grant Hummel as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Por Khay Ti as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to Issue Securities under the GLG Corp Performance Rights Plan	<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 / / 2024