



**GRP LIMITED**

(Company Registration Number: 197701449C)  
(Incorporated in the Republic of Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of GRP Limited will be held at Lounge 1883, Level 1 of Singapore Recreation Club, B Connaught Drive, Singapore 179682 on Thursday, 26 October 2017 at 10.00 a.m. for the following purposes:

### AS ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements for the financial year ended 30 June 2017 together with the Directors' Statement and Auditor's Report thereon. **Resolution 1**
- To approve the payment of Directors' fees of \$150,000.00 for the financial year ended 30 June 2017 (FY2016 : \$150,000.00). **Resolution 2**
- To re-elect the following Directors pursuant to the Company's Constitution:  
(i) Mr Mahtani Bhagwandas (pursuant to Regulation 89) **Resolution 3**  
(ii) Mr Peter Moe (pursuant to Regulation 89) **Resolution 4**
- To re-appoint Messrs Deloitte & Touche LLP, Public Accountants and Chartered Accountants as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**
- To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution (with or without amendments) as Ordinary Resolutions:

- Authority to allot and issue shares  
THAT pursuant to Section 161 of the Companies Act, Cap. 50 and in accordance with Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:-
  - (i) allot and issue shares in the Company ("Shares") whether by way of right, bonus or otherwise and/or
  - (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,  
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion, deem fit; and
- (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force, provided that:-
  - (i) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed 50 per cent. (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed 20 per cent. (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);
  - (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed, after adjusting for:-
    - a. new shares arising from the conversion or exercise of any convertible securities;
    - b. new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of SGX-ST; and
    - c. any subsequent bonus issue, consolidation or subdivision of shares.
  - (iii) the 50 per cent. (50%) limit in sub-paragraph (i) above may be increased to 100 per cent. (100%) for issue of Units and/or Instruments by way of a renounceable rights issue where shareholders of the Company are entitled to participate in the same on a pro-rata basis ("Enhanced Rights Issue Limit")
  - (iv) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST as amended from time to time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
  - (v) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.  
[See Explanatory Note] **Resolution 6**
- Authority to allot and issue shares under the GRP Performance Share Plan (the "Share Plan")  
THAT authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of fully paid-up shares as may be required to be allotted and issued pursuant to the vesting of awards under the Share Plan, provided that the aggregate number of shares to be allotted and issued pursuant to the Share Plan shall not exceed 15% of the total number of issued shares in the capital of the Company from time to time.  
(See Explanatory Note) **Resolution 7**

### ON BEHALF OF THE BOARD

TAN CHENG SIEW  
SECRETARY

Date: October 9, 2017  
SINGAPORE

### Notes :

- A Member is entitled to appoint up to two proxies to attend and vote in his place. A proxy need not be a Member of the Company. Members wishing to vote by proxy at the meeting may use the proxy form enclosed. The completed proxy form must be lodged at the Registered Office of the Company at 11 Tanjong Pagar Crescent, Singapore 068974 not less than 48 hours before the time appointed for the Meeting.
- Pursuant to Section 181 of the Companies Act, Chapter 50 of Singapore, any member who is a relevant intermediary is entitled to appoint one or more proxies to attend and vote at the Annual General Meeting. Relevant intermediary is either:
  - a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
  - a capital markets services license holder which provides custodial services for securities under the Securities and Futures Act (Cap. 289) and holds shares in that capacity; or
  - the Central Provident Fund ("CPF") Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased on behalf of CPF investors.
- The Board of Directors, in consultation with the Nominating Committee, recommends to members the re-election of Mr Mahtani Bhagwandas and Mr Peter Moe.  
Mr Mahtani Bhagwandas will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and will be considered independent for the purpose of Rule 704(8) of the SGX-ST Listing Manual.  
Mr Peter Moe will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and will be considered independent for the purpose of Rule 704(8) of the SGX-ST Listing Manual.
- The Ordinary Resolution 6 proposed in item 6, if passed, will empower the Directors of the Company from the date of the above Meeting until the date of the next Annual General Meeting, or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to allot and issue new shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50 per cent. (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20 per cent. (20%) may be issued other than on a pro rata basis to shareholders.

#### Enhanced Rights Issue Limit

Set out in item 6(b)(iii), the mandate for the issue of shares pursuant to a pro rata renounceable rights issue is subject to conditions set forth in Practice Note 8.3 dated 13 March 2017. The Company will release immediate announcements on the use of the proceeds as and when the funds are materially disbursed and provide a status report on the use of proceeds in its annual report. The Board is of the view that the Enhanced Rights Issue Limit is in the interests of the Company and its shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed, after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed, and any subsequent bonus issue, consolidation or subdivision of shares.

- The Ordinary Resolution 7 proposed in item 7, if passed, will empower the Directors of the Company from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue new shares in the Company pursuant to the vesting of awards under the GRP Performance Share Plan. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

### PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes.