



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of GRP Limited will be held at Albizia Room, Level 2 of Jurong Country Club, 9 Science Centre Road, Singapore 609078 on Monday, 27 October 2014 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 30 June 2014 together with the Directors' Report and Auditor's Report thereon. **Resolution 1**
2. To declare a final one-tier tax exempt dividend of 0.5 cent per ordinary share for the financial year ended 30 June 2014 (FY2013 : 1 cent). **Resolution 2**
3. To approve the payment of Directors' fees of \$131,000 for the financial year ended 30 June 2014 (FY2013 : \$131,000.00). **Resolution 3**
4. To re-elect the following Directors retiring pursuant to the Company's Articles of Association:
 - (i) Mr Goh Lik Kok (pursuant to Article 89) **Resolution 4**
 - (ii) Mr Kwan Chee Seng (pursuant to Article 89) **Resolution 5**
5. To pass the following resolution pursuant to Section 153(6) of the Companies Act, Cap.50 : -

"That pursuant to Section 153(6) of the Companies Act, Cap. 50, Mr Teo Tong How be and is hereby re-appointed as a Director of the Company to hold such office until the next Annual General Meeting of the Company."
[See Explanatory Note] **Resolution 6**
6. To re-appoint Messrs Deloitte & Touche LLP, Chartered Accountants as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**
7. 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 Resolution:

8. Authority to allot and issue shares up to 50% of the total number of issued shares
THAT pursuant to Section 161 of the Companies Act, Cap. 50 and subject to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the authority be and is hereby given to the Directors of the Company to issue shares or convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit provided that: -
 - (i) the aggregate number of shares and convertible securities to be issued pursuant to this Resolution does not exceed 50 per cent. (50%) of the total number of issued shares in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares and convertible securities 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 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 shall be based on the total number of issued shares 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 consolidation or subdivision of shares.
 - (iii) 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 Articles of Association for the time being of the Company; and
 - (iv) 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 8**

ON BEHALF OF THE BOARD

TIONG HIN WON, ERIC
SECRETARY

Date: October 10, 2014
SINGAPORE

Notes :

- (i) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf.
A proxy need not be a member of the Company.
The instrument appointing a proxy must be deposited at the Company's registered office at 11 Tanjong Penjuru Crescent, Singapore 608974 at least 48 hours before the time of the Meeting.
- (ii) The Board of Directors, in consultation with the Nominating Committee, recommends to members the re-election of Mr Goh Lik Kok, Mr Kwan Chee Seng and Mr Teo Tong How.
Mr Goh Lik Kok will, upon re-election as a Director of the Company, remain as the Chairman of Audit Committee and will be considered independent for the purpose of Rule 704(8) of the SGX-ST Listing Manual.
- (iii) The effect of the Ordinary Resolution proposed in item (5) above, if passed, is to re-appoint Mr Teo Tong How, over the age of 70 years old, as a Director of the Company to hold office until the next Annual General Meeting of the Company. Section 153(6) of the Companies Act requires the re-appointment to be approved by way of ordinary resolution at the Annual General Meeting of the Company.
- (iv) The Ordinary Resolution 8 proposed in item 8, 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 (whether by way of rights, bonus or otherwise). The number of shares which the Directors may issue under this Resolution shall not exceed 50% of the total number of issued shares in the capital of the Company. For issue of shares other than on a pro-rata basis to all shareholders of the Company, the aggregate number of shares to be issued shall not exceed 20% of the total number of issued shares in the capital of the Company. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares will be calculated in accordance with Rule 806(3) of the SGX-ST Listing Manual as set-out in sub-paragraph (ii) of this Ordinary Resolution. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.