



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of GRP Limited (the “**Company**”) will be held at Lounge 1883, Level 1 of the Singapore Recreation Club, B Connaught Drive, Singapore 179682 on Friday, 24 October 2025 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.30 a.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolutions:

*All capitalised terms used in this notice which are not otherwise defined shall have the same meanings as ascribed to them in the Company’s circular to its shareholders dated 9 October 2025 (“**Circular**”).*

ORDINARY RESOLUTIONS

RESOLUTION 1: PROPOSED ADOPTION OF THE GRP EMPLOYEE SHARE OPTION SCHEME 2025

THAT:

- (a) a share option scheme to be known as the “GRP Employee Share Option Scheme 2025” (the “**GRP ESOS**”), the details and rules of which are set out in the Circular, under which options (“**Options**”) to subscribe for ordinary shares in the capital of the Company (the “**Shares**”) will be granted to selected Employees and Directors of the Company and its Subsidiaries (including Non-Executive Directors) and Controlling Shareholders and/or their Associates, and other selected participants, details of which are set out in the Circular, be approved;
- (b) the Directors of the Company or the remuneration committee be authorised to:
 - (i) implement, establish and administer the GRP ESOS; and
 - (ii) modify and/or amend the GRP ESOS from time to time, provided that such modification and/or amendment is effected in accordance with the provisions of the GRP ESOS and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the GRP ESOS;
 - (iii) offer and grant Options in accordance with the rules of the GRP ESOS and pursuant to Section 161 of the Companies Act to allot and issue and/or deliver from time to time such number of fully paid-up Shares as may be required to be issued or delivered pursuant to the exercise of Options provided that the aggregate number of Shares available pursuant to the GRP ESOS, the GRP PSP and any other share-based schemes of the Company, shall not exceed 15% of the total number of all issued Shares of the Company (excluding treasury shares and subsidiary holdings) from time to time; and

- (iv) subject to the same being allowed by law, apply any Share purchased under any share buyback mandate towards the Shares required to be issued pursuant to the exercise of Options granted under the GRP ESOS; and
- (c) complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution.

RESOLUTION 2: PROPOSED GRANT OF OPTIONS UNDER THE GRP EMPLOYEE SHARE OPTION SCHEME 2025 AT A DISCOUNT

THAT, subject to and contingent upon the passing of Ordinary Resolution 1, approval be given for Options to be granted under the GRP ESOS for the subscription of Shares at exercise prices which may, at the discretion of the Committee administering the GRP ESOS, be set at a discount not exceeding 20% of the Market Price for the Shares prevailing at the Date of Grant of the respective Options (such market price to be determined in accordance with the Rules of the GRP ESOS), provided that such discount does not exceed the relevant limits as may be set by the SGX-ST from time to time.

RESOLUTION 3: PROPOSED ADOPTION OF THE GRP PERFORMANCE SHARE PLAN 2025

THAT:

- (a) a share award plan to be known as the "GRP Performance Share Plan 2025" (the "**GRP PSP**"), the rules of which are set out in the Circular and under which awards ("**Awards**") of fully-paid Shares, their equivalent cash value or combinations thereof will be granted, free of payment, to selected employees of the Company and/or its subsidiaries, including the Directors of the Company, and other selected participants, details of which are set out in the Circular, be approved;
- (b) the Directors of the Company or the remuneration committee be authorised to:
 - (i) implement, establish and administer the GRP PSP; and
 - (ii) modify and/or amend the GRP PSP from time to time, provided that such modification and/or amendment is effected in accordance with the provisions of the GRP PSP and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the GRP PSP; and
 - (iii) offer and grant Awards in accordance with the rules of the GRP PSP and pursuant to Section 161 of the Companies Act and to allot and issue such number of fully-paid Shares and/or transfer such number of existing Shares held in treasury, free of charge, as may be required to be issued or delivered from time to time pursuant to the vesting of Awards under the GRP PSP, provided that the aggregate number of Shares issued and/or issuable and/or transferred and transferable pursuant to the GRP ESOS, the GRP PSP and all other share-based incentive schemes of the Company for the time being in force, shall not exceed 15% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) from time to time; and
 - (iv) subject to the same being allowed by law, apply any Share purchased under any share buyback mandate towards the satisfaction of Awards granted under the GRP PSP; and

- (c) the Directors be authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may in their absolute discretion consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this Ordinary Resolution 3.

RESOLUTION 4: THE PROPOSED PARTICIPATION BY KWAN CHEE SENG IN THE GRP ESOS AND THE GRP PSP

That subject to and contingent upon the passing of Ordinary Resolutions 1 and 3, the participation of Kwan Chee Seng, who is a Controlling Shareholder, in the GRP ESOS and the GRP PSP be and is hereby approved.

RESOLUTION 5: THE PROPOSED PARTICIPATION BY KELVIN KWAN CHEE HONG IN THE GRP ESOS AND THE GRP PSP

That subject to and contingent upon the passing of Ordinary Resolutions 1 and 3, the participation of Kelvin Kwan Chee Hong, who is an Associate of a Controlling Shareholder, in the GRP ESOS and the GRP PSP be and is hereby approved.

By Order of the Board
GRP LIMITED

GOH LIK KOK
Executive Director and Chief Executive Officer
9 October 2025

Important Information

1. All Members of the Company are invited to **attend the EGM physically**. There will be no option for Members to participate virtually. The Notice of EGM, Proxy Form, Request Form, and the Circular will be made available on the SGXNET and the Company's website at <https://grp.com.sg/>. Printed copies of the Notice of EGM, Proxy Form and the Request Form will be despatched to Members.
2. Members may submit questions relating to the Circular and resolutions set out in the Notice of EGM in advance:
 - (a) by email to investor@grp.com.sg; or
 - (b) by post to the registered office of the Company at 30 Cecil Street, #10-01/02 Prudential Tower, Singapore 049712.

Members, including CPF and SRS investors, who wish to submit their questions by post or by email are required to indicate their full names (for individuals)/company names (for corporates), NRIC/passport/registration numbers, contact numbers, shareholding types and number of Shares held together with their submission of questions, to the email address or Registered Office provided. Investors who hold Shares through relevant intermediaries (as defined in Section 181 of the Act), excluding CPF and SRS investors, should contact their respective relevant intermediaries to submit their questions based on the abovementioned instructions.

All questions must be submitted by 16 October 2025.

3. The Company will endeavour to address the substantial and relevant questions from members soonest possible and in any case, not later than 48 hours before the closing date and time for the lodgement of Proxy Forms. The responses to questions from members will be posted on the SGXNET and the Company's website at <https://grp.com.sg/>. Any subsequent clarifications sought by the members after 16 October 2025 will be addressed at the EGM.
4. The minutes of the EGM will be published on the SGXNET and the Company's website at <https://grp.com.sg/> within 1 month after the date of the EGM.
5. A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend and vote at the EGM. Where such member appoints 2 proxies, the proportion of his shareholding to be represented by each proxy shall be specified in Proxy Form.

A member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than one proxy, the number of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Act.

6. A proxy needs not be a member of the Company.
7. The Proxy Form, duly executed together with the power of attorney or other authority, if any, under which the Proxy Form is signed or a notarially certified copy of that power of attorney or other authority (failing previous registration with the Company), must be submitted:
 - (a) by email to investor@grp.com.sg; or
 - (b) by post to the registered office of the Company at 30 Cecil Street, #10-01/02 Prudential Tower, Singapore 049712.

in each case, not less than 48 hours before the time appointed for holding the EGM, i.e. by 11.00 a.m. on 22 October 2025.

8. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.
9. Persons who hold Shares through relevant intermediaries (including CPF and SRS investors) and wish to exercise their votes by appointing the Chairman of the EGM as proxy should approach their respective relevant intermediaries (which would include CPF agent banks and SRS operators) through which they hold such Shares in order to submit their voting instructions at least seven working days before the EGM in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman of the EGM to vote on their behalf.
10. A Depositor's name must appear on the Depository Register maintained by the Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the EGM in order for the Depository to be entitled to attend and vote at the EGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM of the Company and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's and its proxy(ies)'s or representative(s)'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 EGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM of the Company (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**"); and (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 express 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.