
NOTICE OF EXTRAORDINARY GENERAL MEETING

GRP LIMITED

(Company Registration Number: 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 by way of electronic means on 29 September 2021 at 10.30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following special resolution:

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular to the shareholders of the Company dated 7 September 2021.

SPECIAL RESOLUTION: PROPOSED DISTRIBUTION BY WAY OF CAPITAL REDUCTION

THAT:

- (a) Pursuant to Section 78A and Section 78C of the Companies Act, Chapter 50 of Singapore and Regulation 11(A) of the Constitution of the Company, the issued and paid-up capital of the Company be reduced by cancelling the issued and paid-up capital by S\$28,408,773 and that such reduction be effected by the distribution *in specie* of the issued and paid-up ordinary shares in the share capital of Luminor Financial Holdings Limited (the “**LFHL Shares**”) held by GRP Chongqing Land Pte. Ltd., an indirect wholly-owned subsidiary of the Company, to shareholders of the Company (the “**Shareholders**”) (the “**Proposed Distribution**”), in proportion to their respective shareholdings in the Company, on the basis of two (2) LFHL Shares for every three (3) issued and paid-up ordinary shares in the share capital of the Company as at such date and time to be determined by the directors of the Company (the “**Directors**”) for the purposes of determining the entitlement of Shareholders to the LFHL Shares (the “**Record Date**”), fractional entitlements (where applicable) to be disregarded, free of encumbrances and together with all rights attaching thereto on and from the date the Proposed Distribution is completed (to be determined by the Directors), except that for practical reasons and in order to avoid violating applicable securities laws outside Singapore, or where the Directors are of the view that such distribution may infringe any foreign law or may necessitate compliance with conditions or requirements which the Directors, in their absolute discretion, regard as onerous or impracticable by reason of costs, delay or otherwise, the LFHL Shares will not be distributed to any Shareholders whose registered addresses as at the Record Date (as recorded in the Register of Members or in the Depository Register maintained by The Central Depository (Pte) Limited (“**CDP**”)) for the service of notices and documents are outside Singapore (the “**Overseas Shareholders**”) and who have not at least three (3) Market Days prior to the Record Date provided the Company’s share registrar (being Tricor Barbinder Share Registration Services) at 80 Robinson Road #11-02 Singapore 068898 or CDP, as the case may be, with addresses in Singapore for the service of notices or documents and such LFHL Shares shall be dealt with in the manner set out in paragraph (b) below;
- (b) arrangements be made for the distribution of LFHL Shares which would otherwise have been distributed to the Overseas Shareholders pursuant to the Proposed Distribution to be distributed to such person(s) as the Directors may appoint, who shall sell such LFHL Shares at prices prevalent at the time of sale (as the Directors deem fit) and thereafter distribute the aggregate amount of the net proceeds, after deducting all dealing and other expenses in connection therewith, proportionately among such Overseas Shareholders according to the respective LFHL Shares they would otherwise have been entitled to as at the Record Date in full satisfaction of their rights to the LFHL Shares, provided that where the net proceeds to which any particular Overseas Shareholder is entitled is less than S\$10.00, such net proceeds shall be retained for

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the benefit of the Company, and no Overseas Shareholder shall have any claim whatsoever against the Company or CDP in connection therewith;

- (c) any resulting fractional LFHL Shares be aggregated and held by the Company for such purposes as the Directors deem fit; and
- (d) the Directors and each of them be and are hereby authorised and empowered to complete and do all such acts and things, decide all questions and exercise all discretions (including approving, modifying and executing all documents) as they or he may consider necessary or expedient for the purposes of or in connection with the Proposed Distribution and/or to give effect to the Proposed Distribution as they or he shall think fit in the interests of the Company.

By Order of the Board
GRP LIMITED

TEO TONG HOW
INDEPENDENT DIRECTOR AND CHAIRMAN
7 SEPTEMBER 2021

Notes:

To minimise physical interactions and COVID-19 transmission risks, the EGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. The Company will not accept any physical attendance by members. Any member seeking to attend the EGM physically in person will be turned away.

Printed copies of this notice and the accompanying Circular and Proxy Form will NOT be sent to members. Instead, these documents are made available to members solely by electronic means via publication on the SGXNET and the Company's website at www.grp.com.sg.

Alternative arrangements relating to members' participation at the EGM are:

- (a) observing and/or listening to the EGM proceedings contemporaneously via a live webcast and live audio feed of the EGM proceedings (the "**Live EGM Webcast**" and "**Live EGM Audio Feed**", respectively);
- (b) submitting questions in advance in relation of the special resolution set out in the notice of EGM; and
- (c) appointing the Chairman of the EGM as proxy to attend and vote on their behalf at the EGM.

Members will be able to participate in the EGM in the manner set out in the paragraphs below.

Live EGM Webcast and Live EGM Audio Feed:

The Company is arranging for the Live EGM Webcast and the Live EGM Audio Feed which will take place on 29 September 2021 at 10.30 a.m. in place of the physical EGM. Members will be able to watch or listen to the EGM proceedings through the Live EGM Webcast or the Live EGM Audio Feed via mobile phone, tablet, computer or any such electronic device.

In order to do so, members (including CPF and SRS Investors) must pre-register online at <https://globalmeeting.bigbangdesign.co/grp2021egm/> by 10.30 a.m. on 27 September 2021 (the

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“**Registration Deadline**”), being not less than 48 hours before the time appointed for holding the EGM, to enable the Company to verify their members’ status.

Following the verification and upon the closure of pre-registration, authenticated members will receive email instructions to access the Live EGM Webcast and the Live EGM Audio Feed of the EGM proceedings by 10.30 a.m. on 28 September 2021 (being 24 hours before the time appointed for the holding of the EGM).

Members are reminded that the EGM proceedings are private. Accordingly, members must not forward the abovementioned email instructions to other persons who are not members and who are not entitled to attend the EGM. This is also to avoid any technical disruptions or overload to the Live EGM Webcast and the Live EGM Audio Feed.

Members who register by the Registration Deadline but do not receive the abovementioned email instructions by 10.30 a.m. on 28 September 2021 may contact the Company’s technical support by email at pypeng@grp.com.sg for assistance.

Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act) and wish to participate in the EGM should contact their respective relevant intermediaries through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the EGM.

Submission of Questions in Advance:

Please note that members will not be able to raise questions at the EGM during the Live EGM Webcast or the Live EGM Audio Feed. Members may submit questions relating to the special resolution set out in the notice of EGM in advance (i) by post to the registered office of the Company at 8 Marina Boulevard, #13-02 Marina Bay Financial Centre Tower 1, Singapore 018981; or (ii) by email to investor@grp.com.sg. All questions must be submitted by 10.30 a.m. on 26 September 2021 (being 72 hours before the time appointed for the holding of the EGM).

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/company registration numbers, contact numbers, shareholding types and number of shares held together with their submission of questions, to the office address or email address provided.

Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act) should contact their respective relevant intermediaries through which they hold such shares to submit their questions based on the abovementioned instructions.

The Company will endeavour to address the substantial and relevant questions before or during the EGM. The responses to questions from members will be posted on the SGXNET and the Company’s website soonest possible before the EGM, or if answered during the EGM, to be included in the minutes of the EGM which will be published on the SGXNET and the Company’s website within one (1) month after the date of the EGM.

Submission of Proxy Forms to Vote:

Members will not be able to vote online or through the Live EGM Webcast or the Live EGM Audio Feed on the special resolution to be tabled for approval at the EGM. Members who wish to exercise their votes must submit a Proxy Form to appoint the Chairman of the EGM to cast votes on their behalf.

Members (whether individual or corporate) appointing the Chairman of the EGM as proxy must give specific instructions as to their manner of voting, or abstention from voting, in the Proxy Form, failing which the appointment will be treated as invalid.

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The Chairman of the EGM, as proxy, need not be a member of the Company.

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.

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 (i) by post to the registered office of the Company at 8 Marina Boulevard, #13-02 Marina Bay Financial Centre Tower 1, Singapore 018981; or (ii) by email to investor@grp.com.sg, in each case, not less than 48 hours before the time appointed for holding the EGM, i.e. by 10.30 a.m. on 27 September 2021.

A member who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act), including CPF and SRS Investors, who 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 (7) working days before the EGM (i.e. by 5.00 p.m. on 17 September 2021) 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 by 10.30 a.m. on 27 September 2021.

The Company shall be entitled to reject the Proxy Form appointing the Chairman of the EGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form appointing the Chairman of the EGM as proxy (such as in the case where the appointor submits more than one Proxy Form).

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 Depositor to be entitled to attend and vote at the EGM.

IMPORTANT NOTICE: Due to the evolving COVID-19 situation in Singapore, the Company may change the EGM arrangements at short notice. The Company will announce any changes to the holding or conduct of the EGM via the SGXNET. Members are advised to check the SGXNET regularly for updates on the EGM.

Personal Data Privacy:

By (a) submitting a form appointing the Chairman of the EGM as proxy to attend and vote at the EGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the EGM via the Live EGM Webcast or the Live EGM Audio Feed, or (c) submitting any question prior to the EGM in accordance with this notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the EGM as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof);

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- (ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to observe the proceedings of the EGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members received before the EGM and if necessary, following up with the relevant members in relation to such questions; and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.

The member's personal data and its proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes, and retained for such period as may be necessary for the Company's verification and record purposes.