

ADDENDUM DATED 10 OCTOBER 2019

This Addendum is circulated to shareholders (the **“Shareholders”**) of GRP Limited (the **“Company”**) together with the Company’s annual report for the financial year ended 30 June 2019 (the **“Annual Report”**). Its purpose is to provide Shareholders with the relevant information relating to, and seek Shareholders’ approval to renew the Share Buyback Mandate (as defined herein) to be tabled at the annual general meeting (the **“AGM”**) of the Company to be held on 25 October 2019 at 10.00 a.m. or at any adjournment thereof at Esplanade Room 1 and 2, Level 3 of Singapore Recreation Club, B Connaught Drive, Singapore 179682.

The notice of AGM and a proxy form are enclosed with the Annual Report.

If you have sold or transferred all your ordinary shares in the capital of the Company held through The Central Depository (Pte) Limited (**“CDP”**), you need not forward this Addendum with the Annual Report and the attached proxy form to the purchaser or transferee as arrangements will be made by CDP for a separate Addendum with the Annual Report and the attached proxy form to be sent to the purchaser or transferee. If you have sold or transferred all your ordinary shares in the capital of the Company represented by physical share certificate(s), you should immediately forward this Addendum with the Annual Report and the attached proxy form to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or the transfer was effected, for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Addendum.



GRP LIMITED

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

ADDENDUM TO THE ANNUAL REPORT

IN RELATION TO

THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

LETTER TO SHAREHOLDERS

GRP LIMITED

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

Board of Directors

Teo Tong How (Chairman, Independent Non-Executive Director)
Kwan Chee Seng (Executive Director)
Kwan Yu Wen (Executive Director)
Goh Lik Kok (Independent Non-Executive Director)
Mahtani Bhagwandas (Independent Non-Executive Director)
Peter Moe (Independent Non-Executive Director)

Registered Office

8 Marina Boulevard
#13-02 Marina Bay Financial Centre
Tower 1
Singapore 018981

10 October 2019

To: The Shareholders of GRP Limited

Dear Sir/Madam

1. INTRODUCTION

- 1.1 Reference is made to the notice of AGM of the Company dated 10 October 2019 (the “**Notice of AGM**”) convening the AGM to be held on 25 October 2019.
- 1.2 The proposed Ordinary Resolution 10 in the Notice of AGM relates to the renewal of a share buyback mandate (the “**Share Buyback Mandate**”), which Shareholders had previously approved at an extraordinary general meeting of the Company held on 26 October 2018, to authorise the directors of the Company (the “**Directors**”) to purchase or otherwise acquire issued ordinary shares in the capital of the Company (the “**Shares**”) on the terms of the Share Buyback Mandate. The authority conferred by the Share Buyback Mandate will expire on 25 October 2019, being the date of the AGM.
- 1.3 The purpose of this Addendum is to provide Shareholders with the relevant information relating to and explain the rationale for the proposed renewal of the Share Buyback Mandate to be tabled at the AGM.
- 1.4 The Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Addendum. If a Shareholder is in any doubt as to the action he should take, he should consult his stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

2. PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

2.1 Authority and Limits of the Share Buyback Mandate

The Share Buyback Mandate, if renewed, will authorise the Directors, from time to time, to purchase Shares either through market purchases (the “**Market Purchases**”) or off-market purchases on an equal access scheme (the “**Off-Market Purchases**”) as defined in Section 76C of the Companies Act, Chapter 50 (the “**Companies Act**”) of up to a maximum of 10% of the total number of issued Shares as at the date of the AGM at which the Share Buyback Mandate is renewed, at such price up to but not exceeding the Maximum Price (as defined below). For the purpose of calculating the percentage of the total number of issued Shares above, any Shares which are held as treasury shares and subsidiary holdings will be disregarded.

For illustrative purposes only, based on the total number of issued Shares of 191,864,410 Shares (excluding treasury shares and subsidiary holdings) as at 20 September 2019, being the latest

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practicable date prior to the printing of this Addendum (the “**Latest Practicable Date**”), and assuming that there is no change in such number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the AGM, not more than 19,186,441 Shares (representing 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the AGM) may be purchased or acquired by the Company pursuant to the Share Buyback Mandate.

The purchase price (excluding applicable brokerage, stamp duties, commission, goods and services tax and other related expenses) to be paid for a Share will be determined by the Directors or a committee of Directors that may be constituted for the purposes of effecting purchases or acquisitions of Shares by the Company under the Share Buyback Mandate. However, the purchase price to be paid for the Shares pursuant to the purchases or acquisitions of the Shares must not exceed:

- (a) in the case of a Market Purchase, 105% of the Average Closing Price (as defined below); and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price (as defined below),

(the “**Maximum Price**”) in either case, excluding related expenses of the purchase or acquisition.

For the above purposes:

“**Average Closing Price**” means the average of the closing market prices of a Share over the last five days on which the SGX-ST is open for trading in securities (the “**Market Days**”), on which transactions in the Shares were recorded, before the day on which the Market Purchase was made, or as the case may be, the day of making of the offer for an Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five Market Day period; and

“**day of making of the offer**” means the day on which the Company makes an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

If renewed, the authority conferred by the Share Buyback Mandate will take effect from the date of the AGM and continue to be in force until the conclusion of the next AGM or the date by which such an AGM is required by law to be held (whereupon it will lapse, unless renewed at such meeting), whichever is earlier, unless prior thereto, the purchases or acquisitions of Shares are carried out to the full extent mandated or the Share Buyback Mandate is revoked or varied by the Company at a general meeting.

2.2 Manner of Purchase or Acquisition of Shares

Purchases or acquisitions of Shares may be made by the Company by way of:

- (a) Market Purchases transacted on the SGX-ST through the SGX-ST trading system or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (b) Off-Market Purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as defined under Section 76C of the Companies Act and as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the rules of the Listing Manual of the SGX-ST (the “**Listing Manual**”).

The Directors may impose such terms and conditions, which are consistent with the Share Buyback Mandate, the Companies Act, the Listing Manual and the Company’s Constitution, as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. Under the Companies Act, an equal access scheme must satisfy all the following conditions:

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- (a) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (b) all of the abovementioned persons shall be given a reasonable opportunity to accept the offers made to them; and
- (c) the terms of all the offers shall be the same, except that there shall be disregarded, where applicable:
 - (i) differences in consideration attributable to the fact that the offers relate to Shares with different accrued dividend entitlements;
 - (ii) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid; and
 - (iii) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

In addition, if the Company wishes to make an Off-Market Purchase in accordance with an equal access scheme, the Company must, as required by the Listing Manual, issue an offer document to all Shareholders containing at least the following information:

- (a) the terms and conditions of the offer;
- (b) the period and procedures for acceptances;
- (c) the reasons for the proposed purchase or acquisition of Shares;
- (d) the consequences, if any, of the purchases or acquisitions of Shares by the Company that will arise under the Take-over Code (as defined below) or other applicable take-over rules;
- (e) whether the purchases or acquisitions of Shares, if made, would have any effect on the listing of the Shares on the SGX-ST;
- (f) details of any purchases or acquisitions of Shares made by the Company in the previous 12 months (whether by way of Market Purchases or Off-Market Purchases), giving the total number of Shares purchased or acquired, the purchase price per Share or the highest and lowest prices paid for the purchases or acquisitions of Shares, where relevant, and the total consideration paid for such purchases or acquisitions; and
- (g) whether the Shares purchased or acquired by the Company will be cancelled and/or kept as treasury shares.

2.3 Rationale

The rationale for the Company to undertake the purchase or acquisition of its Shares is as follows:

- (a) In managing the business of the Company and its subsidiaries (the “**Group**”), the management team strives to increase Shareholders’ value by improving, *inter alia*, the return on equity of the Group. In addition to growth and expansion of the business, share buybacks may be considered as one of the ways through which the return on equity of the Group may be enhanced.
- (b) The Share Buyback Mandate would provide the Company with the flexibility to purchase or acquire its Shares if and when circumstances permit, during the period when the Share Buyback Mandate is in force. It is an expedient, effective and cost efficient way for the Company to return surplus cash/funds over and above its ordinary capital requirements, if any, which are in excess of its financial requirements, taking into account its growth and expansion plans, to its

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Shareholders. In addition, the Share Buyback Mandate will allow the Company to have greater flexibility over, *inter alia*, the Company's share capital structure and its dividend policy.

- (c) The purchase or acquisition of Shares under the Share Buyback Mandate will help mitigate short-term share price volatility (by way of stabilising the supply and demand of Shares) and offset the effects of short-term share price speculation, supporting the fundamental value of the Shares, thereby bolstering Shareholders' confidence and employees' morale.
- (d) Repurchased Shares which are held in treasury may be transferred for the purposes of or pursuant to employees' share schemes implemented by the Company.

While the Share Buyback Mandate would authorise a purchase or acquisition of Shares up to the 10% limit during the period referred to in paragraph 2.1 above, Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Buyback Mandate may not be carried out to the full 10% limit as authorised and the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate will be made only as and when the Directors consider it to be in the best interests of the Company and/or the Shareholders and in circumstances which they believe will not result in any material adverse effect on the financial position of the Company or the Group, or result in the Company being delisted from the SGX-ST. The Directors will use their best efforts to ensure that after a purchase or acquisition of Shares pursuant to the Share Buyback Mandate, the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or adversely affect the orderly trading and listing status of the Shares on the SGX-ST.

2.4 Sources of Funds

The Company may only apply funds legally available for the purchase or acquisition of its Shares as provided in its Constitution and in accordance with the applicable laws in Singapore. The Company may not purchase or acquire its Shares for a consideration other than in cash or, in the case of a Market Purchase, for settlement otherwise than in accordance with the trading rules of the SGX-ST.

Under the Companies Act, the Company may purchase or acquire its Shares out of capital or profits so long as the Company is solvent.

The Company intends to use internal sources of funds or borrowings or a combination of both to finance the Company's purchase or acquisition of Shares pursuant to the Share Buyback Mandate. In purchasing or acquiring Shares pursuant to the Share Buyback Mandate, the Directors will principally consider the availability of internal resources. In addition, the Directors will consider the availability of external financing. However, in considering the option of external financing, the Directors will consider particularly the prevailing gearing level of the Group and the costs of such financing.

The Directors will only make purchases or acquisitions of Shares pursuant to the Share Buyback Mandate in circumstances which they believe will not result in any material adverse effect to the financial position of the Company or the Group.

2.5 Status of Purchased or Acquired Shares

Shares purchased or acquired by the Company are deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to those Shares will expire on such cancellation) unless such Shares are held by the Company as treasury shares. The total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares.

Shares purchased or acquired by the Company and cancelled will be automatically delisted by the SGX-ST. Certificates in respect thereof will be cancelled by the Company as soon as reasonably practicable following settlement of any such purchase or acquisition.

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2.6 Treasury Shares

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act are summarised below:

- (a) The number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares (the “**Treasury Shares Limit**”).
- (b) The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at general meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.
- (c) In addition, no dividend may be paid, and no other distribution of the Company’s assets may be made to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. A subdivision or consolidation of any treasury share into treasury shares of a greater or smaller number is also allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.
- (d) Where Shares are held as treasury shares, the Company may at any time but subject always to the Take-over Code:
 - (i) sell the treasury shares (or any of them) for cash;
 - (ii) transfer the treasury shares (or any of them) for the purposes of or pursuant to any share scheme, whether for employees, directors or other persons;
 - (iii) transfer the treasury shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;
 - (iv) cancel the treasury shares (or any of them); or
 - (v) sell, transfer or otherwise use the treasury shares for such other purposes as the Minister for Finance may by order prescribe.

Shares purchased or acquired under the Share Buyback Mandate will be held as treasury shares or cancelled by the Company taking into consideration the then prevailing circumstances and requirements of the Company at the relevant time.

As at the Latest Practicable Date, the Company has 1,837,200 treasury shares representing approximately 0.95% of the total number of issued Shares. Where Shares purchased or acquired pursuant to the Share Buyback Mandate are held as treasury shares, the number of such Shares to be held as treasury shares, when aggregated with the existing treasury shares held, shall not, subject to the Companies Act, exceed the Treasury Shares Limit at any time.

2.7 Reporting Requirements

2.7.1 Notification to the Accounting and Corporate Regulatory Authority of Singapore

Within 30 days of the passing of the Shareholders’ resolution to approve the proposed renewal of the Share Buyback Mandate, the Company will lodge a copy of such resolution with the Accounting and Corporate Regulatory Authority of Singapore (“**ACRA**”).

The Company will also lodge with ACRA a notice of purchase or acquisition of Shares within 30 days of such purchase or acquisition. Such notification shall include the date of purchase or acquisition, the number of Shares purchased or acquired, the number of Shares cancelled or held as treasury

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shares, the Company's issued share capital before and after the purchase or acquisition, the amount of consideration paid for the purchase or acquisition and whether such consideration is paid out of profits or capital of the Company, and such other information as may be prescribed from time to time.

In addition, within 30 days of the cancellation or disposal of treasury shares in accordance with the provisions of the Companies Act, the Company will lodge with ACRA a notice of cancellation or disposal of treasury shares with such information as may be prescribed from time to time.

2.7.2 Notification to the SGX-ST

The Company shall notify the SGX-ST of all purchases or acquisitions of its Shares not later than 9.00 a.m.:

- (a) in the case of a Market Purchase, on the Market Day following the day on which the Market Purchase was made, and
- (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptance of the offer.

Such announcement shall include the number of Shares authorised for purchase or acquisition, the date of purchase or acquisition, the number of Shares purchased or acquired, the purchase price per Share or (in the case of Market Purchases) the purchase price per Share or the highest price and lowest price per Share, the total consideration paid for the Shares, the number of issued Shares after purchase or acquisition and such other information as may be prescribed from time to time.

In addition, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares (in each case, the "**usage**"). Such announcement must include the date of usage, the purpose of usage, the number of treasury shares comprised in the usage, the number of treasury shares before and after the usage, the percentage of the number of treasury shares comprised in the usage against the total number of issued Shares before and after the usage, the value of the treasury shares comprised in the usage and such other information as may be prescribed from time to time.

2.8 Financial Effects

It is not possible for the Company to realistically calculate or quantify the impact of purchases or acquisitions of Shares that may be made pursuant to the Share Buyback Mandate on the earnings per Share ("**EPS**") and net tangible assets ("**NTA**") per Share of the Company and the Group as the resultant effect would depend on, *inter alia*, the aggregate number of Shares purchased or acquired, whether the purchase or acquisition is made out of capital or profits, the purchase prices paid for such Shares, the amount (if any) borrowed by the Company to fund such purchases or acquisitions and whether the Shares purchased or acquired are cancelled or held as treasury shares.

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration (including costs incidental to the purchase or acquisition) will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

The Directors do not propose to exercise the Share Buyback Mandate to such an extent that it would have a material adverse effect on the working capital requirements of the Group. The purchase or acquisition of Shares will only be effected after considering relevant factors such as the working capital requirements, the availability of financial resources, the expansion and investment plans of the Group and the prevailing market conditions. The Share Buyback Mandate will be exercised with a view to enhancing the EPS and/or the NTA per Share of the Group.

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The financial effects presented below are based on the following assumptions:

(a) *Information as at the Latest Practicable Date*

As at the Latest Practicable Date, the Company has 191,864,410 issued Shares (excluding treasury shares and subsidiary holdings).

(b) *Illustrative Financial Effects*

Purely for illustrative purposes, on the basis of 191,864,410 Shares in issue (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date, the purchase or acquisition by the Company of 10% of its Shares will result in the purchase or acquisition of 19,186,441 Shares.

In the case of Market Purchases by the Company and assuming that the Company purchases or acquires 19,186,441 Shares at the Maximum Price of \$0.1869 for each Share (being the price equivalent to 105% of the Average Closing Price of the Shares for the last five Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 19,186,441 Shares is approximately \$3.586 million.

In the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 19,186,441 Shares at the Maximum Price of \$0.2136 for each Share (being the price equivalent to 120% of the Average Closing Price of the Shares for the last five Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 19,186,441 Shares is approximately \$4.098 million.

For illustrative purposes only and on the basis of the assumptions set out above as well as the following:

- (i) the Share Buyback Mandate had been effective on 1 July 2018; and
- (ii) such purchases or acquisitions of Shares are funded solely by internal resources,

the financial effects of the share buyback on the audited consolidated financial statements of the Company and the Group for the financial year ended 30 June 2019 (“**FY2019**”), are set out below:

(i) **PURCHASES MADE ENTIRELY OUT OF CAPITAL AND HELD AS TREASURY SHARES**

(a) **Market Purchases**

As at 30 June 2019	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
	Group		Company	
	(\$'000)	(\$'000)	(\$'000)	(\$'000)
Shareholders' Funds	67,687	64,101	79,172	75,586
NTA ⁽¹⁾	67,656	64,070	79,147	75,561
Current Assets	81,762	78,176	70,658	67,072
Current Liabilities	16,039	16,039	1,180	1,180
Total Borrowings	900	900	–	–
Number of Shares ('000)	191,994	172,808	191,994	172,808
<u>Financial Ratios</u>				
NTA per Share (cents) ⁽²⁾	35.24	37.08	41.22	43.73
Current Ratio (times) ⁽³⁾	5.10	4.87	59.88	56.84
Basic EPS (cents)	(2.45)	(2.72)	1.57	1.74

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(b) **Off-Market Purchases**

As at 30 June 2019	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
	Group		Company	
	(\$'000)	(\$'000)	(\$'000)	(\$'000)
Shareholders' Funds	67,687	63,589	79,172	75,074
NTA ⁽¹⁾	67,656	63,558	79,147	75,049
Current Assets	81,762	77,664	70,658	66,560
Current Liabilities	16,039	16,039	1,180	1,180
Total Borrowings	900	900	–	–
Number of Shares ('000)	191,994	172,808	191,994	172,808
<u>Financial Ratios</u>				
NTA per Share (cents) ⁽²⁾	35.24	36.78	41.22	43.43
Current Ratio (times) ⁽³⁾	5.10	4.84	59.88	56.41
Basic EPS (cents)	(2.45)	(2.72)	1.57	1.74

(ii) **PURCHASES MADE ENTIRELY OUT OF CAPITAL AND CANCELLED**

(a) **Market Purchases**

As at 30 June 2019	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
	Group		Company	
	(\$'000)	(\$'000)	(\$'000)	(\$'000)
Shareholders' Funds	67,687	64,101	79,172	75,586
NTA ⁽¹⁾	67,656	64,070	79,147	75,561
Current Assets	81,762	78,176	70,658	67,072
Current Liabilities	16,039	16,039	1,180	1,180
Total Borrowings	900	900	–	–
Number of Shares ('000)	191,994	172,808	191,994	172,808
<u>Financial Ratios</u>				
NTA per Share (cents) ⁽²⁾	35.24	37.08	41.22	43.73
Current Ratio (times) ⁽³⁾	5.10	4.87	59.88	56.84
Basic EPS (cents)	(2.45)	(2.72)	1.57	1.74

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(b) Off-Market Purchases

As at 30 June 2019	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
	Group		Company	
	(\$'000)	(\$'000)	(\$'000)	(\$'000)
Shareholders' Funds	67,687	63,589	79,172	75,074
NTA ⁽¹⁾	67,656	63,558	79,147	75,049
Current Assets	81,762	77,664	70,658	66,560
Current Liabilities	16,039	16,039	1,180	1,180
Total Borrowings	900	900	–	–
Number of Shares ('000)	191,994	172,808	191,994	172,808
<u>Financial Ratios</u>				
NTA per Share (cents) ⁽²⁾	35.24	36.78	41.22	43.43
Current Ratio (times) ⁽³⁾	5.10	4.84	59.88	56.41
Basic EPS (cents)	(2.45)	(2.72)	1.57	1.74

Notes:

(1) NTA represents total assets less total liabilities and non-controlling interest.

(2) NTA per Share is calculated based on NTA and 191,994,410 Shares in issue as at 30 June 2019.

(3) Current ratio equals current assets divided by current liabilities.

Shareholders should note that the financial effects illustrated above are based on certain assumptions and purely for illustrative purposes only. In particular, it is important to note that the above analysis is based on the audited consolidated financial statements of the Company and the Group for FY2019, and is not necessarily representative of the future financial performance of the Company or the Group.

The Company will take into account both financial and non-financial factors (for example, stock market conditions and the performance of the Shares) in assessing the relative impact of a purchase or acquisition of Shares before execution. Although the Share Buyback Mandate would authorise the Company to purchase or acquire up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 10% of the total number of its issued Shares (excluding treasury shares and subsidiary holdings). In addition, the Company may cancel all or part of the Shares purchased or hold all or part of the Shares purchased in treasury.

2.9 Take-over Implications under the Singapore Code on Take-overs and Mergers

Appendix 2 of the Singapore Code on Take-overs and Mergers (the “**Take-over Code**”) contains the Share Buy-back Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below.

2.9.1 Obligations to Make a Take-over Offer

Pursuant to the Take-over Code, an increase of a shareholder’s proportionate interest in the voting rights of the Company resulting from a share buyback by the Company will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code.

Under Rule 14 of the Take-over Code, a Shareholder and persons acting in concert with the Shareholder will incur an obligation to make a mandatory take-over offer if, *inter alia*, he and persons acting in

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concert with him increase their voting rights in the Company to 30% or more or, if they, together holding between 30% and 50% of the Company's voting rights, increase their voting rights in the Company by more than 1% in any period of six months.

2.9.2 Persons Acting in Concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), cooperate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

Unless the contrary is established, the Take-over Code presumes, *inter alia*, the following individuals and companies to be persons acting in concert with each other:

- (a) a company with its parent company, its subsidiaries, its fellow subsidiaries, any associated companies of the foregoing companies, any company whose associated companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing for the purchase of voting rights;
- (b) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);
- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
- (e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and persons controlling, controlled by or under the same control as the adviser, and all the funds which the adviser manages on a discretionary basis, where the shareholdings of the adviser and any of those funds in the client total 10% or more of the client's equity share capital;
- (f) directors of a company (together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts) which is subject to an offer or where the directors have reason to believe a bona fide offer for their company may be imminent;
- (g) partners; and
- (h) an individual, his close relatives, his related trusts, any person who is accustomed to act in accordance to his instructions, companies controlled by any of the foregoing persons, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing persons and/or entities for the purchase of voting rights.

For this purpose, ownership or control of at least 20% but not more than 50% of the voting rights of a company will be regarded as the test of associated company status.

The circumstances under which Shareholders (including Directors) and persons acting in concert with each of them, will incur an obligation to make a mandatory take-over offer under Rule 14 of the Take-over Code after a purchase or acquisition of Shares by the Company are set out in Appendix 2 of the Take-over Code.

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2.9.3 Application of the Take-over Code

As at the Latest Practicable Date, Kwan Chee Seng, who is an executive Director and Controlling Shareholder of the Company, held 64,064,440 Shares, constituting 33.39% of the total number of the issued voting Shares of the Company. Kwan Yu Wen, who is an executive Director of the Company and the daughter of Kwan Chee Seng, did not hold any Shares as at the Latest Practicable Date.

In the event that, after the proposed renewal of the Share Buyback Mandate is approved by Shareholders at the AGM, and should the Company purchase or acquire up to 10% of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) as at the date of the AGM as permitted by the Share Buyback Mandate, the voting rights of Kwan Chee Seng would increase by more than 1% in any period of six months to 37.10%. Under the Take-over Code, Kwan Chee Seng would therefore incur a mandatory take-over obligation for the issued Shares not already owned by him.

2.9.4 Securities Industry Council's Waiver

Under Appendix 2 of the Take-over Code, Kwan Chee Seng, Kwan Yu Wen and the persons acting in concert with them (the "**Concert Party Group**") will be exempted from the requirement under Rule 14 of the Take-over Code to make a mandatory take-over offer for the issued Shares not already owned by them if their voting rights in the Company increase by more than 1% in any period of six months, as a result of any share buyback carried out pursuant to the Share Buyback Mandate, subject to the following conditions:

- (a) this Addendum contains advice to the effect that by voting for the resolution authorising the proposed renewal of the Share Buyback Mandate, Shareholders are waiving their rights to a general offer at the required price from the Concert Party Group, who, as a result of the Company buying back its Shares under the Share Buyback Mandate, would increase their voting rights by more than 1% in any period of six months; and the names of the Concert Party Group and their voting rights at the time of the resolution and after the proposed share buyback are disclosed in this Addendum;
- (b) the resolution authorising the proposed renewal of the Share Buyback Mandate is approved by a majority of those Shareholders present and voting at the AGM on a poll who could not become obliged to make an offer as a result of the Company purchasing or acquiring its Shares pursuant to the Share Buyback Mandate;
- (c) the Concert Party Group abstain from voting for and/or recommending Shareholders to vote in favour of the resolution authorising the proposed renewal of the Share Buyback Mandate;
- (d) within seven days after the passing of the resolution authorising the proposed renewal of the Share Buyback Mandate, Kwan Chee Seng and Kwan Yu Wen to submit to the Securities Industry Council ("**SIC**") a duly signed form as prescribed by the SIC; and
- (e) the Concert Party Group has not acquired and will not acquire any Shares between the date on which they know that the announcement of the Share Buyback Mandate is imminent and the earlier of:
 - (i) the date on which the authority of the Share Buyback Mandate expires; and
 - (ii) the date on which the Company announces it has bought back such number of Shares as authorised by the Share Buyback Mandate or it has decided to cease buying back its Shares, as the case may be,

if such acquisitions, taken together with the proposed share buyback, would cause their aggregate voting rights in the Company to increase by more than 1% in the preceding six months.

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It follows that where the aggregate voting rights held by the Concert Party Group increases by more than 1% solely as a result of the Company purchasing or acquiring its Shares and none of them has acquired any Shares during the relevant period defined above, then the Concert Party Group would be eligible for SIC's exemption from the requirement to make a general offer under Rule 14 of the Take-over Code, or where such exemption had been granted, would continue to enjoy the exemption.

2.9.5 Advice to Shareholders

Shareholders should therefore note that by voting for the proposed renewal of the Share Buyback Mandate, they are waiving their rights to a mandatory take-over offer by the Concert Party Group under the circumstances set out above. Such take-over offer, if required to be made and had not been exempted by the SIC, would have to be made in cash or be accompanied by a cash alternative at the Required Price (as defined below).

Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Take-over Code as a result of any purchase or acquisition of Shares by the Company should consult the SIC and/or their professional advisers at the earliest opportunity.

“**Required Price**” means in relation to the offer required to be made under the provisions of Rule 14.1 of the Take-over Code, the highest of the price paid by the offerors and/or any person(s) acting in concert with them for the Shares (i) during the offer period and within the preceding six months, (ii) acquired through the exercise of instruments convertible into securities which carry voting rights within six months of the offer and during the offer period, or (iii) acquire through the exercise of rights to subscribe for, and options in respect of, securities which carry voting rights within six months of the offer or during the offer period; or at such price as determined by the SIC under Rule 14.3 of the Take-over Code.

Other than as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert who may become obligated to make a mandatory take-over offer in the event the Directors exercise the power to purchase or acquire Shares pursuant to the Share Buyback Mandate.

2.10 **Tax Implications**

Shareholders who are in doubt as to their respective tax positions or the tax implications of purchase or acquisition of Shares by the Company or who may be subject to tax, whether in or outside Singapore, should consult their professional advisers.

2.11 **Listing Manual**

2.11.1 While the Listing Manual does not expressly prohibit any purchase or acquisition of shares by a listed company during any particular time, because the listed company would be regarded as an “insider” in relation to any purchase or acquisition of its issued shares, the Company, together with its officers, will not undertake any purchase or acquisition of Shares at any time after any matter or development of a price-sensitive nature has occurred or has been the subject of consideration and/or a decision of the Board until such price-sensitive information has been publicly announced. Further, in line with the best practices on dealing with securities stipulated in the Listing Manual, the Company and its officers will not purchase or acquire any Shares through Market Purchases or Off Market Purchases during the period commencing one month immediately preceding the announcement of the Company's half-year or full-year results.

2.11.2 The Company does not have any individual shareholding limit or foreign shareholding limit. The Listing Manual requires a listed company to ensure that at least 10% of the total number of issued shares (excluding preference shares, convertible equity securities and treasury shares) in a class that is listed must be held by public Shareholders. Where such percentage falls below 10%, the SGX-ST may at any time suspend trading of the shares of the listed company. The term “public”, as defined under the

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Listing Manual, are persons other than (i) the Directors, chief executive officer, substantial shareholders or controlling shareholder of the Company and its subsidiaries; and (ii) associates of the persons in (i).

As at the Latest Practicable Date, approximately 117,221,270 Shares, representing 61.10% of the total number of issued Shares are held by public Shareholders. For illustrative purposes only, assuming the Company exercises the Share Buyback Mandate in full and purchases 10% of the total number of issued Shares through Market Purchases from the public, the public float would be reduced to approximately 98,034,829 Shares, representing approximately 56.77% of the total number of issued Shares.

The Directors will use their best efforts to ensure that the Company does not effect a purchase or acquisition of Shares if the purchase or acquisition of Shares would result in the number of issued Shares remaining in the hands of the public falling to such a level as to cause market illiquidity or adversely affect the listing status of the Company. Before deciding to effect a purchase or acquisition of Shares, the Directors will ensure that, notwithstanding such purchase or acquisition, a sufficient float in the hands of the public will be maintained to provide for an orderly market for trading in the Shares.

2.12 Share Buybacks in the Previous 12 months

Pursuant to the Share Buyback Mandate and as at the Latest Practicable Date, the Company had bought back by way of market acquisitions a total number of 1,837,200 Shares in the previous 12 months. The highest price paid per Share was \$0.200 and the lowest price paid per Share was \$0.107. The total consideration paid was \$318,981.78 (inclusive of brokerage and clearing fees).

3. INTERESTS OF DIRECTORS AND/OR SUBSTANTIAL SHAREHOLDER

The interests of the Directors and the substantial shareholder of the Company in the Shares, as recorded in the register of Directors' shareholdings and the register of Substantial Shareholders of the Company respectively, as at the Latest Practicable Date, are as follows:

	Direct Interest		Deemed Interest	
	Number of Shares	% ⁽¹⁾	Number of Shares	%
Directors				
Teo Tong How ⁽²⁾	8,011,600	4.18	–	–
Kwan Chee Seng ⁽³⁾	64,064,440	33.39	–	–
Kwan Yu Wen	–	–	–	–
Goh Lik Kok	–	–	–	–
Mahtani Bhagwandas ⁽⁴⁾	252,000	0.13	–	–
Peter Moe	–	–	–	–
Substantial Shareholder				
Kwan Chee Seng ⁽³⁾	64,064,440	33.39	–	–

Notes:

- (1) Based on the Company's issued and paid up share capital of 191,864,410 Shares as at the Latest Practicable Date.
- (2) 7,200,000 Shares are registered in the name of United Overseas Bank Nominees Pte Ltd which is holding the Shares as bare trustee.
- (3) 61,073,940 Shares are registered in the name of Citibank Nominees Singapore Pte Ltd which is holding the Shares as bare trustee.
- (4) 252,000 Shares are registered in the name of Lim & Tan Securities Pte Ltd which is holding the Shares as bare trustee.

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4. APPROVAL AND RESOLUTION

Shareholders' approval for the proposed renewal of the Share Buyback Mandate will be sought at the AGM. The resolution relating to the proposed renewal of the Share Buyback Mandate is contained in the Notice of AGM as Ordinary Resolution 10.

5. DIRECTORS' RECOMMENDATION

Kwan Chee Seng and Kwan Yu Wen will abstain from voting on the resolution relating to the proposed renewal of the Share Buyback Mandate and have therefore refrained from making any recommendation to Shareholders on Ordinary Resolution 10 set out in the Notice of AGM. The rest of the Directors, after having considered the rationale and the information relating to the proposed renewal of the Share Buyback Mandate, are of the opinion that the proposed renewal of the Share Buyback Mandate is in the best interests of the Company, and accordingly, recommend that Shareholders vote in favour of the Ordinary Resolution 10 set out in the Notice of AGM.

6. ABSTENTION FROM VOTING

The Concert Party Group as well as their associates will abstain from voting, whether by representative or proxy, on Ordinary Resolution 10 set out in the Notice of AGM. They will also not accept nominations as proxies or otherwise for voting in respect of the aforesaid ordinary resolution at the AGM unless specific instruction has been given in the proxy form as to the manner in which votes are to be cast in respect of such ordinary resolution.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Addendum and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Addendum constitutes full and true disclosure of all material facts about the proposed renewal of the Share Buyback Mandate and the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Addendum misleading. Where information in this Addendum has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Addendum in its proper form and context.

8. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection by Shareholders at the registered office of the Company at 8 Marina Boulevard, #13-02 Marina Bay Financial Centre Tower 1, Singapore 018981, during normal business hours from the date of this Addendum up to and including the date of the AGM:

- (i) the Constitution of the Company; and
- (ii) the annual report of the Company for FY2019.

Yours faithfully
For and on behalf of the Board

Teo Tong How
Chairman, Independent Non-Executive Director
GRP Limited

