

PROXY FORM

GRP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 197701449C)

IMPORTANT:-

- CPF/SRS investors may attend and vote at the AGM in person. CPF/SRS investors who are unable to attend the AGM but would like to vote may approach their CPF agent banks/SRS operators to appoint the Chairman of the AGM to act as their proxy and submit their votes by 10.30 a.m. on 17 October 2022, in which case, such CPF/SRS investors shall be precluded from attending the AGM.
- This Proxy Form is not valid for use by the CPF/SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
- Please read the notes to this Proxy Form. By submitting an instrument appointing proxy(ies) and/or representative(s), a shareholder accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 12 October 2022.

I/We*, _____ (Name) (NRIC/Passport/Registration Number* _____)

of _____ (Address) being a Member/members* of **GRP LIMITED** (the "**Company**"), hereby appoint:-

Name	NRIC/Passport Number	Proportion of Shareholding	
		Number of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport Number	Proportion of Shareholding	
		Number of Shares	%
Address			

or failing him, the Chairman of the Annual General Meeting ("**AGM**") of the Company as my/our* proxy/proxies* to attend and vote for me/us* on my/our* behalf at the AGM of the Company to be held at Lounge 1883, Level 1 of Singapore Recreation Club, B Connaught Drive, Singapore 179682 on Thursday, 27 October 2022 at 10.30 a.m. and at any adjournment thereof.

I/We* direct my/our* proxy/proxies* to vote for, against or abstain from the resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies* will vote or abstain from voting at his/their* discretion, as he/they* will on any other matter arising at the AGM and at any adjournment thereof.

NO.	RESOLUTIONS	FOR**	AGAINST**	ABSTAIN**
	ORDINARY BUSINESS			
1.	To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2022 together with the Independent Auditor's Report thereon.			
2.	To approve the payment of Directors' fees amounting to \$150,000 for the financial year ended 30 June 2022 [FY2021: \$146,250].			
3.	To re-elect Mr Peter Moe as a Director of the Company.			
4.	To re-elect Ms Kwan Yu Wen as a Director of the Company.			
5.	To re-appoint Messrs Baker Tilly TFW LLP as auditors of the Company and to authorise the Directors of the Company to fix their remuneration.			
	SPECIAL BUSINESS			
6.	To authorise the Directors to allot and issue shares and convertible securities.			
7.	To authorise the Directors to grant awards and to allot and issue shares in accordance with the provisions of the GRP Performance Share Plan.			
8.	To approve the proposed renewal of Share Buyback Mandate.			
9.	To approve the continued appointment of Mr Peter Moe as an Independent Director, for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST.			
10.	To approve the continued appointment of Mr Peter Moe as an Independent Director, for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST.			

* Delete accordingly

** If you wish to exercise all your votes "For", "Against" or "Abstain", please indicate with a tick [v] within the boxes provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2022

Total Number of Shares in	Number of Shares
(a) Depository Register	
(b) Register of Members	

Signature(s) or Common Seal of Member(s)

IMPORTANT: PLEASE READ NOTES OVERLEAF

**Notes:
IMPORTANT**

1. If the member has shares entered against his name in the Depository Register, he should insert that number of shares. If the member has shares registered in his name in the Register of Members, he should insert that number of shares. If the member has shares entered against his name in the Depository Register and registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this Proxy Form will be deemed to relate to all the shares held by the member.
2. A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend and vote at the AGM. Where such member appoints two proxies, the proportion of his shareholding to be represented by each proxy shall be specified in this Proxy Form. If the proportion of his shareholding is not specified, the first named proxy shall be deemed to represent 100% of his shareholding and the second named proxy shall be deemed to be an alternate to the first named.

A member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the AGM, 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 this Proxy Form.

“relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act 1967.

3. A proxy need not be a member of the Company.
4. This Proxy Form, duly executed must be submitted (a) by email to sg.is.proxy@sg.tricorglobal.com; or (b) by post to the 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 AGM, i.e. by 10.30 a.m. on 25 October 2022.
5. The appointment of a proxy or proxies shall not preclude a member from attending and voting in person at the AGM. If a member attends the AGM in person, the appointment of a proxy or proxies shall be deemed to be revoked, and the Company reserves the right to refuse to admit such proxy or proxies to the AGM.
6. This 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.
7. Where this Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney or other authority or a notarially certified copy thereof (failing previous registration with the Company) must be lodged with this Proxy Form, failing which this Proxy Form may be treated as invalid.
8. A corporation which is a member may authorise by a resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM in accordance with Section 179 of the Companies Act 1967.
9. Persons who hold shares through relevant intermediaries (including CPF/SRS investors) and wish to exercise their votes by appointing the Chairman of the AGM as proxy should approach their respective relevant intermediaries (which would include CPF agent banks/SRS operators) through which they hold such shares in order to submit their voting instructions at least seven working days before the AGM (i.e. by 10.30 a.m. on 17 October 2022) in order to allow sufficient time for their respective relevant intermediaries to in turn submit this Proxy Form to appoint the Chairman of the AGM to vote on their behalf by 10.30 a.m. on 25 October 2022.
10. The Company shall be entitled to reject this Proxy Form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in this Proxy Form (including any related attachment). In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject any Proxy Form lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting this proxy form appointing a proxy, the member is deemed to have accepted and agreed to the personal data privacy terms set out in the Notice of AGM dated 12 October 2022.