

GRP LIMITED

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

PROPOSED SHARE CONSOLIDATION OF EVERY FIVE (5) EXISTING ISSUED ORDINARY SHARES IN THE CAPITAL OF GRP LIMITED HELD BY SHAREHOLDERS AS AT A BOOKS CLOSURE DATE TO BE DETERMINED, INTO ONE (1) ORDINARY SHARE, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED

- NOTICE OF BOOKS CLOSURE DATE

Unless otherwise defined, all capitalised terms used herein shall bear the same meanings as in the Circular (as defined below).

INTRODUCTION

The Board of Directors (the "**Board**") of GRP Limited (the "**Company**") refers to the Company's announcements dated 17 September 2015 and 2 October 2015, and the circular to Shareholders dated 9 October 2015 (the "**Circular**") in relation to the Proposed Share Consolidation.

NOTICE OF BOOKS CLOSURE DATE

NOTICE IS HEREBY GIVEN that the Register of Members and the Share Transfer Books of the Company will be closed at 5.00 p.m. on 4 December 2015 (the "**Books Closure Date**") in order to determine the entitlements of Shareholders to the Consolidated Shares pursuant to the Proposed Share Consolidation.

On the Books Closure Date, every five (5) existing Shares registered in the name, or standing to the credit of the Securities Account, of each Shareholder or Depositor (as the case may be) will be consolidated into one (1) Consolidated Share, fractional entitlements to be disregarded. Each Consolidated Share will rank *pari passu* in all respects with each other, and will be traded in board lots of 100 Consolidated Shares.

The Shares will begin trading in board lots of 100 Consolidated Shares with effect from 9.00 a.m. on 2 December 2015 (the "**Effective Trading Date**") on the Mainboard of the SGX-ST. Accordingly, five (5) existing Shares as at 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date will represent one (1) Consolidated Share with effect from 9.00 a.m. on the Effective Trading Date. Trading in the existing Shares will cease after 5.00 p.m. on 1 December 2015, being the Market Day immediately preceding the Effective Trading Date. For illustrative purposes only, a Shareholder who holds 500 existing Shares as at 5.00 p.m. on 1 December 2015 will hold 100 Consolidated Shares with effect from 9.00 a.m. on 2 December 2015.

The Proposed Share Consolidation shall be effective from 9.00 a.m. on 7 December 2015, being the Market Day immediately following the Books Closure Date, whereupon the Register of Members and the Depository Register will be updated to reflect the number of Consolidated Shares held by each Shareholder based on the number of existing Shares held by them as at the Books Closure Date.

Shareholders should note that the number of Consolidated Shares which they will be entitled to pursuant to the Proposed Share Consolidation, based on their holdings of the existing Shares as at the Books Closure Date, will be rounded down to the nearest whole Consolidated Share and any fractions of a Consolidated Share arising from the Proposed Share Consolidation will be disregarded. Affected Shareholders will not be paid for any fractions of a Consolidated Share which are disregarded. All fractional entitlements arising from the implementation of the Proposed Share Consolidation will be dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including (i) disregarding the fractional entitlements, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company.

SHARE CERTIFICATES

Deposit of Share Certificates with CDP

Shareholders who hold physical share certificates for the existing Shares in their own names (“**Old Share Certificates**”) and who wish to deposit the same with CDP and have their Consolidated Shares credited to their Securities Accounts maintained with CDP must deposit their Old Share Certificates with CDP, together with duly executed instruments of transfer in favour of CDP, no later than 12 Market Days prior to the Books Closure Date.

After the Books Closure Date, CDP will only accept the deposit of share certificates for Consolidated Shares (“**New Share Certificates**”). Shareholders who wish to deposit their share certificates with CDP after the Books Closure Date must first deliver their Old Share Certificates to the Company’s Share Registrar, Intertrust Singapore Corporate Services Pte. Ltd. at 3 Anson Road, #27-01 Springleaf Tower, Singapore 079909, for cancellation and issuance of New Share Certificates in replacement thereof as described below. Upon receipt of the New Share Certificates in their own names, Shareholders may then proceed to deposit these New Share Certificates in their own names with CDP.

Issue of New Share Certificates

Depositors and Shareholders who have deposited their Old Share Certificates with CDP at least 12 Market Days prior to the Books Closure Date need not take any action. The Company will make arrangements with CDP to effect the exchange for New Share Certificates pursuant to the Proposed Share Consolidation.

Shareholders who have not deposited their Old Share Certificates as aforesaid or who do not wish to deposit their Old Share Certificates with CDP are advised to forward all their Old Share Certificates to the Company’s Share Registrar, Intertrust Singapore Corporate Services Pte. Ltd. at 3 Anson Road, #27-01 Springleaf Tower, Singapore 079909, as soon as possible after they have been notified of the Books Closure Date for cancellation and exchange for New Share Certificates, and preferably, not later than five Market Days after the Books Closure Date for cancellation and exchange for New Share Certificates. No acknowledgement of receipt will be issued by the Share Registrar upon receipt of any Old Share Certificates. The New Share Certificates will be sent by ordinary mail to the registered addresses of Shareholders at their own risk within 10 Market Days from the Books Closure Date or the date of receipt of the Old Share Certificates, whichever is later.

Shareholders are to deliver their respective Old Share Certificates to the Company’s Share Registrar or CDP in accordance with the provisions set out above, only after the Company’s announcement of the Books Closure Date.

Shareholders should note that New Share Certificates will not be issued to Shareholders unless their Old Share Certificates have already been tendered to the Company’s Share Registrar for cancellation.

Shareholders should notify the Company’s Share Registrar if they have lost any of their existing Old Share Certificates or if there is any change in their respective addresses from that reflected in the Register of Members.

Share Certificates not Valid for Settlement of Trades on the Mainboard of the SGX-ST

Shareholders are reminded that their physical share certificates are not valid for settlement of trading in the Shares on the Mainboard of the SGX-ST, as the Company is under a book-entry (scripless) settlement system. After the date on which the Proposed Share Consolidation becomes effective, their Old Share Certificates will continue to be accepted by the Company’s Share Registrar for cancellation and issue of New Share Certificates in replacement thereof for an indefinite period. The New Share Certificates will not be valid for delivery for trades done on the Mainboard of the SGX-ST although they will continue to be *prima facie* evidence of legal title.

TRADING ARRANGEMENTS FOR ODD LOTS OF CONSOLIDATED SHARES

The Shares are currently traded in board lots of 100 Shares in the ready market. Following the Proposed Share Consolidation, the Securities Accounts of Shareholders (being Depositors) may be credited with odd lots of Consolidated Shares (that is, lots other than board lots of 100 Consolidated Shares). The market for trading of such odd lots of Consolidated Shares may be illiquid. Shareholders (being Depositors) who receive odd lots of Consolidated Shares pursuant to the Proposed Share Consolidation and who wish to trade such odd lots of Consolidated Shares on the SGX-ST should note that odd lots of Consolidated Shares can be traded on the unit share market which allows trading in odd lots with a minimum size of one Consolidated Share.

EXPECTED TIMETABLE OF KEY EVENTS

The table below sets out the indicative timetable for the Proposed Share Consolidation:

Time and Date	Event
25 November 2015	Announcement of Notice of Books Closure Date for the Proposed Share Consolidation
5.00 p.m. on 1 December 2015	Last date and time for trading of Shares on pre-consolidation basis
9.00 a.m. on 2 December 2015	Effective Trading Date (commencement of trading of the Consolidated Shares on the Mainboard of the SGX-ST in board lots of 100 Consolidated Shares)
5.00 p.m. on 4 December 2015	Books Closure Date for the Proposed Share Consolidation
9.00 a.m. on 7 December 2015	Date on which the Proposed Share Consolidation becomes effective

CONTACT INFORMATION

The address of the Share Registrar of the Company, Intertrust Singapore Corporate Services Pte. Ltd., is as follows:

Intertrust Singapore Corporate Services Pte. Ltd.

3 Anson Road
#27-01 Springleaf Tower
Singapore 079909

The address of CDP is as follows:

The Central Depository (Pte) Limited

9 North Buona Vista Drive
#01-19/20 The Metropolis
Singapore 138588

BY ORDER OF THE BOARD

Kwan Chee Seng
Executive Director
25 November 2015