

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of GRC Limited (the “Company”) will be held at Furama City Centre, Ballroom 1, Level 5, 60 Eu Tong Sen Street, Singapore 059804 on Friday, 28 November 2025 at 2:00 p.m., to transact the following businesses:

AS ORDINARY BUSINESSES

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 June 2025, together with the Directors’ Statement and Independent Auditors’ Report thereon. *Resolution 1*
2. To declare a first and final one-tier tax exempt dividend of 0.13 Singapore cents per ordinary share for the financial year ended 30 June 2025. *Resolution 2*
3. To re-elect the following Directors retiring pursuant to Bye-Law 107 (A) and 107 (B) of the Company’s Bye-Laws:

Bye-Law 107 (A):

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|-----------------------------------|---------------------|
| a. Mr. Chia Lee Meng Raymond | <i>Resolution 3</i> |
| b. Mr. Michael Tong Chiew | <i>Resolution 4</i> |
| c. Mr. Tang Jialin | <i>Resolution 5</i> |
| d. Mr. Abdul Jabbar Bin Karam Din | <i>Resolution 6</i> |
| e. Prof. Low Teck Seng | <i>Resolution 7</i> |
| f. Dr. Neo Boon Siong | <i>Resolution 8</i> |
| g. Mr. Shng Yunn Chinn | <i>Resolution 9</i> |

(see Explanatory Note 1 below)

Bye-Law 107 (B):

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|----------------------------|----------------------|
| Mr. Yeo Gek Leong Clarence | <i>Resolution 10</i> |
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(see Explanatory Note 2 below)

4. To approve the payment of additional Directors’ fees of S\$103,000 for the financial period from 1 May 2025 to 30 June 2025. *Resolution 11*

(see Explanatory Note 3 below)
5. To approve the payment of Directors’ fees of S\$505,000 for the financial year ending 30 June 2026, to be paid quarterly in arrears. [2025: S\$286,500]. *Resolution 12*
6. To re-appoint Ernst & Young LLP as auditors of the Company until the conclusion of next annual general meeting and authorise the Directors to fix their remuneration. *Resolution 13*

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESSES

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:

7. **Authority to Allot and Issue Shares**

Resolution 14

That pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and Bye-laws of the Company, the Directors of the Company be authorised and empowered to:-

- (a) issue shares in the capital of the Company ("**shares**") whether by way of bonus issue, rights issue or otherwise; and/or
- (b) make or grant offers, agreements or options (collectively "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
- (c) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,

(the "**Share Issue Mandate**"),

provided that:

- (I) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution:-
 - (a) shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (II) below), of which the aggregate number of shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (II) below);

NOTICE OF ANNUAL GENERAL MEETING

(II) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under paragraph (I) above, the total number of issued shares and Instruments shall be based on the number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:-

- (a) new shares arising from the conversion or exercise of any Instruments or any convertible securities;
- (b) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8; and
- (c) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustment in accordance with (II)(a) and (II)(b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of passing of this Resolution.

(III) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-laws for the time being of the Company; and

(IV) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.

(See Explanatory Note 4)

8. To transact any other business which may properly be transacted at the Annual General Meeting of the Company.

BY ORDER OF THE BOARD

Loo Shi Yi
Company Secretary
5 November 2025

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

1. The proposed Ordinary Resolutions 3 to 9 are to re-elect Mr. Chia Lee Meng Raymond, Mr. Michael Tong Chiew, Mr. Tang Jialin, Mr. Abdul Jabbar Bin Karam Din, Prof. Low Teck Seng, Dr. Neo Boon Siong and Mr. Shng Yunn Chinn who will be retiring pursuant to Bye-Law 107(A) of the Company's Bye-Laws.

Mr. Chia Lee Meng Raymond will, upon re-election as a Director of the Company, remain as the Executive Chairman of the Company.

Mr. Michael Tong Chiew will, upon re-election as a Director of the Company, remain as the Non-Executive and Non-Independent Director of the Company.

Mr. Tang Jialin will, upon re-election as a Director of the Company, remain as the Non-Executive and Non-Independent Director of the Company.

Mr. Abdul Jabbar Bin Karam Din will, upon re-election as a Director of the Company, remain as the Lead Independent Director of the Company, Chairman of the Remuneration Committee, and a member of the Nominating Committee.

Prof. Low Teck Seng will, upon re-election as a Director of the Company, remain as an Independent Director of the Company, and a member of the Audit and Risk Committee and Remuneration Committee. Prof. Low Teck Seng will be considered independent pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.

Dr. Neo Boon Siong will, upon re-election as a Director of the Company, remain as an Independent Director of the Company, Chairman of the Audit and Risk Committee, and a member of the Nominating Committee. Dr. Neo Boon Siong will be considered independent pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.

Mr. Shng Yunn Chinn will, upon re-election as a Director of the Company, remain as an Independent Director of the Company, and a member of the Audit and Risk Committee. Shng Yunn Chinn will be considered independent pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.

Detailed information of Mr. Chia Lee Meng Raymond, Mr. Michael Tong Chiew, Mr. Tang Jialin, Mr. Abdul Jabbar Bin Karam Din, Prof. Low Teck Seng, Dr. Neo Boon Siong and Mr. Shng Yunn Chinn as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST are set out on pages 103 to 111 of the Annual Report 2025.

2. The proposed Ordinary Resolution 10 is to re-elect Mr. Yeo Gek Leong Clarence who will be retiring pursuant to Bye-Law 107(B) of the Company's Bye-Laws.

Mr. Yeo Gek Leong Clarence will, upon re-election as a Director of the Company, remain as an Independent Director of the Company, Chairman of the Nominating Committee, and a member of the Remuneration Committee.

Detailed information of Mr. Yeo Gek Leong Clarence as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST are set out on pages 103 to 111 of the Annual Report 2025.

3. The proposed Resolution 11 is to seek shareholders' approval for additional Directors' fees to meet the shortfall in the amount payable for the financial year ended 30 June 2025. The amount approved at the last AGM held on 25 October 2024 was insufficient due to the enlarged board size. The additional Directors' fees proposed arise from fees payable to the Directors, Mr. Chia Lee Meng Raymond, Mr. Michael Tong Chiew, Mr. Tang Jialin, Mr. Abdul Jabbar Bin Karam Din, Prof. Low Teck Seng, Dr. Neo Boon Siong and Mr. Shng Yunn Chinn who were appointed on 30 April 2025.

4. The proposed Resolution 14, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue shares, make or grant instruments convertible into shares, and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which up to 20% may be issued other than on a pro-rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Resolution is passed, and any subsequent consolidation or subdivision of shares.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (a) The AGM of the Company will be held, in a wholly physical format at Furama City Centre, Ballroom 1, Level 5, 60 Eu Tong Sen Street, Singapore 059804, on Friday, 28 November 2025 at 2:00 p.m., **There will be no option for members to participate virtually.**
- (b) If a member wishes to submit questions related to the resolutions tabled for approval at the AGM prior to the AGM, all questions must be submitted by no later than 5:00 p.m. on 13 November 2025 through email to ir@grc.com.sg and provide the following particulars, for verification purpose:
- full name as it appears on his/her/its CDP records;
 - NRIC/Passport/UEN number;
 - contact number and email address; and
 - the manner in which you hold in the Company (e.g. via CDP).

Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

Alternatively, member may also ask question during the AGM.

- (c) The Company will endeavour to address all substantial and relevant questions received from shareholders by 23 November 2025, being not less than forty-eight (48) hours before the closing date and time for the lodgement of the proxy form, via SGXNet and the Company's website. The Company will also address any subsequent clarifications sought or follow up questions during the AGM in respect of substantial and relevant matters. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions will be individually addressed. The responses from the Board and the Management of the Company shall thereafter be published on (i) the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>; and (ii) the Company's website at the URL www.grc.com.sg together with the minutes of the AGM, within one (1) month after the conclusion of the AGM. The minutes will include the responses to substantial and relevant questions received from shareholders which are addressed during the AGM.
- (d) Shareholders (whether individual or corporate) appointing the proxy, proxies or the Chairman of the AGM as proxy must give specific instructions as to their manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.
- (e) The proxy form, together with the letter or power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must be submitted to the Company's Share Transfer Agent, In.Corp Corporate Services Pte. Ltd. at 36 Robinson Road, #20-01, City House, Singapore 068877 by 2:00 p.m. on 26 November 2025 (being 48 hours before the time fixed for the AGM).
- (f) A proxy need not be a member of the Company.
- (g) The instrument appointing the proxy, proxies or the Chairman of the AGM as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the proxy, proxies or the Chairman of the AGM as proxy is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the instrument appointing the proxy, proxies or the Chairman of the AGM as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy.
- (h) The Company shall be entitled to reject the instrument appointing the proxy, proxies or the Chairman of the AGM as proxy 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 the instrument appointing the proxy, proxies or the Chairman of the AGM as proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the proxy, proxies or the Chairman of the AGM as proxy lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at forty-eight (48) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

NOTICE OF ANNUAL GENERAL MEETING

PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) submitting any question prior to the AGM of the Company in accordance with this Notice, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of the appointment of the Chairman as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (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**"), (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 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, (iii) addressing substantial and relevant questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions, (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities, and (v) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.