

## GRP LIMITED

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

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### NON-BINDING HEADS OF AGREEMENT IN RELATION TO THE PROPOSED ACQUISITION OF A MINORITY STAKE IN BINTAN INVESTMENT MANAGEMENT PTE LTD

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The Board of Directors (the “**Board**” or “**Directors**”) of GRP Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to inform shareholders that the Company has on 7 January 2025 executed a non-binding heads of agreement (the “**HOA**”) with its Independent Non-Executive Chairman, Mr Chua Seng Kiat, Francis (the “**Vendor**”) and Bintan Investment Management Pte. Ltd. (the “**Target**”) to explore the proposed acquisition of a minority stake in the Target (the “**Proposed Acquisition**”).

The Board has also established a Related Party Transaction Committee (“**RPTC**”) on 7 January 2025 to review, explore and further negotiate the terms of the Proposed Acquisition with the Vendor. Among others, the objectives of the RPTC are to assist the Board to:

- (a) continuously evaluate existing relationships between and among businesses and counterparties to ensure that all related parties are continuously identified, related party transactions are monitored, and subsequent changes in relationships are captured;
- (b) evaluate all related party transactions to ensure that these are not undertaken on more favourable economic terms than similar transactions with non-related parties;
- (c) recommend for approval of the Board the related party transaction if it determines in good faith that such transaction is in the best interests of the Company and all its shareholders.

The RPTC comprises Mr Liew Heng San (Independent Director), Mr Law Ren Kai Kenneth (Independent Director) and Mr Goh Lik Kok (Executive Director and Chief Executive Officer), and is chaired by Mr Liew Heng San. In making its recommendation to explore the Proposed Acquisition with the Vendor, the RPTC took into account the following:

- (i) The Vendor has informed that the Target is the developer of an integrated industrial park to cover projects such as solar and agriculture facilities, in Bintan Island, Indonesia.
- (ii) With the Proposed Acquisition, the Group intends to diversify its business into the renewable energy and agriculture industries, which are strategic sectors due to the increased global awareness of the damage caused by climate change. This is part of the Group’s ongoing strategic corporate strategy to enter into industries with high-growth opportunities.

Subject to the completion of a due diligence exercise by the Company, the Proposed Acquisition is intended to be undertaken on the following key terms:

1. The Company will issue consideration shares to the Vendor, in exchange for a minority stake in the Target to be negotiated; and
2. The Company will undertake a free warrants rights issue to be offered to all its shareholders, at a ratio of 1 warrant to 1 existing ordinary share at an exercise price to be announced in due course.

The HOA is not intended to be legally binding between the parties, except for certain provisions relating to, inter alia, confidentiality and governing law, and accordingly the terms above remain under negotiation and are subject to the entry of the definitive agreement(s). The Company will make further announcements in compliance with the requirements of Chapter 10 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**Listing Manual**”) as and when there are material developments.

The Proposed Acquisition, if undertaken and completed, is expected to result in:

- (a) a “Major Transaction” as defined under Chapter 10 of the Listing Manual ;
- (b) an “Interested Person Transaction” as defined under Chapter 9 of the Listing Manual, as the Vendor is the Independent Non-Executive Chairman of the Company and sole shareholder and director of the Target,

and will be subject to, inter alia, the approval of independent shareholders of the Company at an extraordinary general meeting to be convened, the receipt of an independent financial adviser’s opinion that the terms of the Proposed Acquisition are fair and reasonable, and an independent valuation report on the value of the Target.

Save as disclosed in this announcement in relation to the Vendor’s interest, none of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the Proposed Acquisition.

**Shareholders and potential investors of the Company are advised to read this announcement and any further announcements made by the Company carefully. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. Shareholders and potential investors of the Company should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.**

**BY ORDER OF THE BOARD**

Goh Lik Kok  
Executive Director and Chief Executive Officer  
7 January 2025