

GRP LIMITED

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

FRAMEWORK STRUCTURE AGREEMENT

The Board of Directors of GRP Limited (the "**Company**" and together with its subsidiaries, the "**Group**") wishes to announce that the Company has signed a Framework Structure Agreement ("**FSA**") with Kanbawza Group of Companies Limited ("**KBZ**"), a company having its principal place of business in Myanmar on 26 July 2014 where KBZ will grant and the Company will acquire the land development right to develop an office cum commercial complex and residential apartments on a plot of approximately 4 acres of land situated on Kabaaye Pagoda Road, along with Kabaaye Pagoda Road, bounded by Kabaaye Pagoda Road, former Ministry of Heavy Industry No. (2) Compound, former Ministry of Agriculture Compound, and Gyo Phyu Water Supply Pipeline, in Mayangone Township, Yangon, Myanmar ("**Proposed Investment**").

The consideration payable by the Company to KBZ, and for corporate advisory services, for the Proposed Investment is a total of approximately US\$24,953,000 payable in stages over a 2 year period, with the first payment of US\$1,000,000 being payable by the Company within 3 business days upon signing of the FSA. In addition, the Company will be required to pay an annual land rent of US\$2,734,700 to KBZ with the first payment commencing 2 years subsequent to the date the land development right is acquired by the Company.

All payments made by the Company under the FSA is refundable if and when the FSA or the Proposed Investment is terminated or cannot be fulfilled for whatever reason. For this purpose, Air Kanbawza Limited, being an affiliate of KBZ has issued a guarantee to the Company to secure the payment obligations of KBZ arising from or in connection with the Proposed Investment or of any provisions of the FSA (including the refund to the Company of all payments made by the Company in connection with the Proposed Investment or of any provisions of the FSA).

The FSA shall be legally binding and the parties will enter into definitive terms and agreements for the Proposed Investment based on the terms of the FSA as the principal commercial terms. The terms include the establishment of a Shareholder agreement between KBZ and the Company, whereby KBZ shall participate up to 20% in the equity of the Joint Venture Company that shall acquire the development rights. The Company shall also be responsible to obtain or source for the funding of the development on the land plot .

KBZ and Air Kanbawza Limited, are both affiliates of the Kanbawza Group ("**KBZ Group**"). The KBZ Group is one of the largest conglomerates in Myanmar, involved in activities including banking, cement and infrastructure development, domestic airlines and insurance. In July 2014, its affiliate the KBZ Bank, the largest private commercial bank in Myanmar with more than 250 branches, was named as the Best Bank in Myanmar by UK-based financial markets magazine Euromoney, and similarly by the Asian Banking and Finance Association. In 2013 the KBZ Group was chosen for the Best Corporate Governance award by the World Finance Magazine.

The Company has also signed an introducer and facilitation services agreement with Pacific Prince International Pte Ltd. The fee payable is US\$1,032,000 on a success basis.

The Company will make further announcements in relation to the Proposed Investment as and when further material developments arise.

The Proposed Investment is not expected to have any material effect on the earnings per share or net tangible assets per share of the Group for the financial year ending 30 June 2015.

None of the directors or substantial shareholders of the Company has an interest, direct or indirect, in the Proposed Investment other than through their shareholdings in the Company.

BY ORDER OF THE BOARD

Kwan Chee Seng
Executive Director
29 July 2014