

**GRP LIMITED**

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

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1. **THE PROPOSED ADOPTION OF THE GRP PERFORMANCE SHARE PLAN**
  2. **THE PROPOSED PARTICIPATION OF THE CONTROLLING SHAREHOLDERS AND ASSOCIATE(S) OF CONTROLLING SHAREHOLDERS IN THE GRP PERFORMANCE SHARE PLAN**
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The Board of Directors (the "Board") of GRP Limited (the "Company") wishes to announce that it is proposing to convene an extraordinary general meeting to seek approval from the independent shareholders of the Company (the "Independent Shareholders") in respect of the following matters:

- (i) The proposed adoption of the GRP performance share plan (the "GRP PSP"); and
- (ii) The proposed participation of the controlling shareholders and associate(s) of controlling shareholders in the GRP PSP,

(collectively, the "Proposed Transactions").

The Board wishes to announce that it has on 29 April 2014 received in-principle approval from the Singapore Exchange Securities Trading Limited (the "SGX-ST") for the listing of and quotation for the new ordinary shares in the capital of the Company (the "New Shares") to be issued in connection with the proposed GRP PSP subject to:

- (i) Compliance with the SGX-ST's listing requirements and guidelines; and
- (ii) Independent Shareholders' approval being obtained for the GRP PSP.

Please note that the SGX-ST's in-principle approval is not to be taken as an indication of the merits of the GRP PSP, the New Shares, the Company and/or its subsidiaries.

A circular containing, *inter alia*, further details of the Proposed Transactions and enclosing a notice of the extraordinary general meeting in connection therewith, will be despatched to shareholders of the Company in due course.

**BY ORDER OF THE BOARD**

Kwan Chee Seng  
Executive Director  
29 April 2014