

GRAND BANKS YACHTS LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No.: 197601189E)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at **York Hotel Singapore (Rose Room I & II – Upper Lobby Level), 21 Mount Elizabeth, Singapore 228516 on Thursday, 24 October 2019 at 10.00 a.m.** to transact the following business:

ORDINARY BUSINESS

- 1) To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 30 June 2019 together with the Auditors' Report thereon. **(Resolution 1)**
- 2) To re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 2)**
- 3) To approve the payment of Directors' fees of S\$252,500 for the financial year ending 30 June 2020, to be paid quarterly in arrears. (2019: S\$252,500) **(Resolution 3)**
- 4) To re-appoint Mr. Heine Askaer-Jensen, who is retiring pursuant to Article 86 of the Constitution of the Company and Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST") and who, being eligible, offers himself for re-appointment as an Independent Director.
[see Explanatory Note (i)(a)] **(Resolution 4)**
- 5) To re-appoint Mr. Mark Jonathon Richards, who is retiring pursuant to Article 86 of the Constitution of the Company and Rule 720(5) of the Listing Manual of the SGX-ST, and who, being eligible, offers himself for re-election as an Executive Director.
[see Explanatory Note (i)(b)] **(Resolution 5)**
- 6) To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

7) **Authority to issue shares**

That pursuant to Section 161 of the Companies Act, Chapter 50 (the "Companies Act") and Rule 806 of the Listing Manual of the SGX-ST and notwithstanding the provisions of the Constitution of the Company, authority be and is hereby given to the Directors of the Company to:

- (a) (i) allot and issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or

- (ii) 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 to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this resolution may have ceased to be in force), issue shares in pursuance of any Instruments made or granted by the Directors while this resolution was in force,

provided that:

1. the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of the Instruments made or granted pursuant to this resolution) does not exceed fifty per centum (50%) of the total number of issued shares, excluding treasury shares and subsidiary holdings (if any), in the capital of the Company (as calculated in accordance with sub-paragraph 2 below), of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company (including shares to be issued in pursuance of the Instruments made or granted pursuant to this resolution) does not exceed twenty per centum (20%) of the total number of issued shares, excluding treasury shares and subsidiary holdings (if any), in the capital of the Company (as calculated in accordance with sub-paragraph 2 below);
2. (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph 1 above, the percentage of the total number of issued shares, excluding treasury shares and subsidiary holdings (if any), shall be based on the total number of issued shares, excluding treasury shares and subsidiary holdings (if any), in the capital of the Company at the time that this resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities;
 - (ii) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time this resolution is passed; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
3. in exercising the authority 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 Constitution of the Company; and
4. unless revoked or varied by the Company in general meeting, the authority conferred by this resolution shall continue in force 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 the earlier.
[see Explanatory Note (ii)]

(Resolution 6)

8) **Authority to issue shares under Grand Banks Performance Share Plan 2014 and Grand Banks Employee Share Option Scheme 2014**

That pursuant to Section 161 of the Companies Act and Rule 806 of the Listing Manual of the SGX-ST, authority be and is hereby given to the Directors and/or the Remuneration Committee to grant awards in accordance with the Grand Banks Performance Share Plan 2014 (the "PSP"), and/or offer and grant options in accordance with the provisions of the Grand Banks Employee Share Option Scheme 2014 (the "ESOS") and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the PSP and/or to the exercise of options under the ESOS, provided always that the aggregate number of additional shares to be allotted and issued in respect of all awards granted under the PSP and all options granted under the ESOS shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company from time to time, and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force 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.

[see Explanatory Note (iii)]

(Resolution 7)

BY ORDER OF THE BOARD

Ler Ching Chua
Company Secretary

Singapore
9 October 2019

Explanatory Notes:

(i) Resolutions 4 and 5 above, relates to the re-appointment of the following Directors retiring by rotation pursuant to Article 86 of the Company's Constitution and Rule 720(5) of the Listing Manual of the SGX-ST:

- (a) Mr. Heine Askaer-Jensen will, upon re-appointment as a Director of the Company, remain as Chairman of the Board, Chairman of Remuneration Committee, a member of the Risk Management and Audit Committee, Nominating Committee and Strategic Committee, and will be considered independent.

In line with Guideline 4.7 of the 2012 Code of Corporate Governance: (i) there are no relationships including immediate family relationships between Mr. Heine Askaer-Jensen and the other Directors, the Company or its 10% shareholders; and (ii) Mr. Heine Askaer-Jensen does not hold any current directorship in other public listed companies nor does he have any other principal commitments.

- (b) Mr. Mark Jonathon Richards will, upon re-appointment as an Executive Director, remain as Chief Executive Officer of the Company.

In line with Guideline 4.7 of the 2012 Code of Corporate Governance: (i) there are no relationships including immediate family relationships between Mr. Mark Jonathon Richards and the other Directors, the Company or its 10% shareholders; and (ii) Mr. Mark Jonathon Richards does not hold any current directorship in other public listed companies nor does he have any other principal commitments.

Additional information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, in the format as set out in the Appendix 7.4.1 of the Listing Manual of the SGX-ST, on Mr. Heine Askaer-Jensen and Mr. Mark Jonathon Richards who are subject to retirement and re-appointment at the Annual General Meeting can be found under "Board of Directors", "Corporate Governance" and "Additional Information on Directors Seeking Re-Appointment at Annual General Meeting on 24 October 2019" sections of the FY2019 Annual Report of the Company.

- (ii) Resolution 6, if passed, authorises the Directors from the date of the Annual General Meeting up to the date of the next Annual General Meeting, or the date by which the next Annual General Meeting of the Company is required by law to be held or by which this 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 50% of the issued shares, excluding treasury shares and subsidiary holdings (if any), in the capital of the Company on a pro-rata basis to shareholders (of which up to 20% of the issued shares, excluding treasury shares and subsidiary holdings (if any), in the capital of the Company, may be issued on a non pro-rata basis to shareholders). For determining the aggregate number of shares that may be issued, the percentage of issued shares, excluding treasury shares and subsidiary holdings (if any), will be calculated based on the total number of

issued shares, excluding treasury shares and subsidiary holdings (if any), in the capital of the Company at the time that this resolution is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that this resolution is passed, and (b) any subsequent bonus issue, consolidation or subdivision of shares.

- (iii) Resolution 7, if passed, authorises the Directors and/or Remuneration Committee from the date of this Annual General Meeting up to the date of the next Annual General Meeting, or the date by which the next Annual General Meeting of the Company is required by law to be held or by which this authority is varied or revoked by the Company in a general meeting, whichever is earlier, to grant awards under the PSP and to grant options under the ESOS and to allot and issue fully paid-up shares in the capital of the Company, provided that the aggregate number of shares which may be allotted and issued in respect of all awards granted under the PSP and all options granted under the ESOS shall not exceed 15% of the total number of issued shares, excluding treasury shares and subsidiary holdings (if any), in the capital of the Company from time to time.

Notes:

1. (i) A member who is not a relevant intermediary, is entitled to appoint one or two proxies to attend and vote at the Annual General Meeting (the "**Meeting**"). Where a member appoints more than one proxy, the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy shall be specified in the form of proxy.

(ii) A member who is a relevant intermediary, is entitled to appoint more than two proxies to attend and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act:
 - (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 274 Upper Bukit Timah Road #03-16 Singapore 588213 not less than **twenty-four (24) hours** before the time appointed for the taking of the poll of the Meeting pursuant to Article 76 of the Company's Constitution.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (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 shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder 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, and (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING ON 24 OCTOBER 2019

Pursuant to Rule 720(6) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), the information as set out in the Appendix 7.4.1 of the Listing Manual of the SGX-ST on Messrs Heine Askaer-Jensen and Mark Jonathon Richards, who are seeking re-appointment as Directors at the Company’s forthcoming Annual General Meeting on 24 October 2019, are set out below:

Name Of Directors	Heine Askaer-Jensen <i>Non-Executive and Independent Director</i>	Mark Jonathon Richards <i>Executive Director and Chief Executive Officer</i>
Date of appointment	14 November 2011	1 August 2014
Date of last re-appointment	26 October 2017	26 October 2016
Age	66	54
Country of principal residence	Denmark	Malaysia
The Board’s comments on this re-appointment (including rationale, selection criteria, and the search and nomination process)	The NC had recommended to the Board the re-appointment of Mr. Heine Askaer-Jensen as a Director and took into account his attendance at meetings, contributions and performance in its assessment and recommendation. The Board concurred with the NC’s recommendation on Mr. Heine’s re-appointment as a Director of the Company.	The NC had recommended to the Board the re-appointment of Mr. Mark Jonathon Richards as a Director and took into account his attendance at meetings, contributions and performance in its assessment and recommendation. The Board concurred with the NC’s recommendation on Mr. Richards’ re-appointment as a Director of the Company.
Whether re-appointment is executive, and if so, the area of responsibility	N.A.	Yes
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Independent and Non-Executive Director; Chairman of the Board of Directors; Chairman of the Remuneration Committee; and a member of the Risk Management and Audit Committee, Nominating Committee, and Strategic Committee.	Executive Director and Chief Executive Officer
Professional qualifications	Please refer to the “Board of Directors” section on page 08 of the Annual Report.	Please refer to the “Board of Directors” section on page 08 of the Annual Report.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING ON 24 OCTOBER 2019

Name Of Directors	Heine Askaer-Jensen <i>Non-Executive and Independent Director</i>	Mark Jonathon Richards <i>Executive Director and Chief Executive Officer</i>
Working experience and occupation(s) during the past 10 years	<p>2011 – Present: Independent and Non-Executive Director of the Company</p> <p>1970 – 2011 Group Managing Director/Executive Vice Chairman of Jebsen & Jessen (SEA) Pte. Ltd.</p> <p>1994 – 2011 Deputy Chairman and member of the board of the Singapore International Chamber of Commerce</p>	<p>2008 – Present Lot 50 NewBridge Road Pty Ltd – Director</p> <p>Palm Beach Motor Yacht Co Pty Ltd – Managing Director</p> <p>Palm Beach Motor Yachts Asia Pty Limited – Director</p>
Shareholding interest in the listed issuer and its subsidiaries	501,500 ordinary shares 200,000 share options	11,025,400 ordinary shares 1,350,000 share options
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the issuer or of any of its principal subsidiaries	Nil	Nil
Conflict of interest (including any competing business)	Nil	Nil
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING ON 24 OCTOBER 2019

Name Of Directors	Heine Askaer-Jensen <i>Non-Executive and Independent Director</i>	Mark Jonathon Richards <i>Executive Director and Chief Executive Officer</i>
Other Principal Commitments¹ including Directorships²	<p>Past Directorships (for the last 5 years):</p> <p>2011 to 2016 Aglaia Investment Mgmt Pte Ltd – Non Executive Director</p> <p>2012 to 2016 Singvik Singapore – Director</p> <p>Present/Existing Directorships, and Other Principal Commitments:</p> <p>Nil</p>	<p>Past Directorships (for the last 5 years):</p> <p>Nil</p> <p>Present/Existing Directorships: Lot 50 Newbridge Road Pty Ltd – Director</p> <p>Palm Beach Motor Yacht Co Pty Ltd – Managing Director</p> <p>Palm Beach Motor Yachts Asia Pty Limited – Director</p> <p>Other Principal Commitments:</p> <p>Nil</p>
Disclosures as set out in paragraphs (a) to (k) of the Appendix 7.4.1	Mr Heine Askaer-Jensen has provided a negative confirmation to each of the items (a) to (k).	Mr Mark Jonathon Richards has provided a negative confirmation to each of the items (a) to (k).

¹ "Principal Commitments" has the same meaning as defined in the 2012 Code of Corporate Governance (i.e. includes all commitments which involve significant time commitment such as full-time occupation, consultancy work, committee work, non-listed company board representations and directorships and involvement in non-profit organisations. Where a director sits on the boards of non-active related corporations, those appointments should not normally be considered principal commitments).

² Not applicable for announcements of appointment pursuant to Rule 704(9) of the Listing Manual of the SGX-ST (i.e. appointment of a person who is a relative of a director or chief executive officer or substantial shareholder of the Company to a managerial position in the Company or any of its principal subsidiaries).