

GRAND BANKS YACHTS LIMITED

("Company")

(Incorporated in the Republic of Singapore)

(Company Registration No. 197601189E)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held on **15 July 2014 at 10.00 a.m. at York Hotel Singapore, 21 Mount Elizabeth, Singapore 228516 (Rose Room I & II at Upper Lobby Level)**, for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions:

All capitalised terms used below which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 30 June 2014 ("Circular"), unless otherwise defined herein or where the context otherwise requires.

ORDINARY RESOLUTIONS

RESOLUTION 1: THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARES IN THE CAPITAL OF PALM BEACH MOTOR YACHT CO PTY LTD AS A MAJOR TRANSACTION

THAT subject to and contingent upon Resolution 2 being passed:-

- (i) approval be and is hereby given for the acquisition by the Company of the entire issued and paid-up shares in the capital of Palm Beach Motor Yacht Co Pty Ltd from Mr. Mark Richards, on the terms and subject to the conditions of the Option Agreement dated 10 April 2014 entered into between the Company and Mr. Mark Richards, as the same may be amended from time to time ("**Option Agreement**"); and
- (ii) any Director be authorised to complete and do all such acts and things, including without limitation, entering into all such transactions, arrangements and agreements and executing all such documents, as he may consider necessary or expedient to give effect to this resolution.

RESOLUTION 2: THE PROPOSED ALLOTMENT AND ISSUANCE OF THE CONSIDERATION SHARES TO THE VENDOR PURSUANT TO THE PROPOSED ACQUISITION

THAT subject to and contingent upon Resolution 1 being passed and pursuant to Section 161 of the Companies Act (Chapter 50):-

- (i) approval be and is hereby given to the Directors to allot and issue the Consideration Shares at an issue price of S\$0.2126 per Consideration Share, credited as fully paid-up, to the Vendor or his nominee, on the terms and subject to the conditions of the Option Agreement; and
- (ii) any Director be authorised to complete and do all such acts and things, including without limitation, entering into all such transactions, arrangements and agreements and executing all such documents, as he may consider necessary or expedient to give effect to this resolution.

By Order of the Board

Peter Kevin Poli
Executive Director

GRAND BANKS YACHTS LIMITED

Singapore
30 June 2014

Notes:

- (1) A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his stead.
- (2) The instrument appointing a proxy must be deposited at the registered office of the Company at 541 Orchard Road, #11-04 Liat Towers, Singapore 238881, not less than 48 hours before the time appointed for holding the EGM.