

# Appendix 3Z

## Final Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

<b>Name of entity</b>	<b>GRD Limited</b>
<b>ABN</b>	<b>95 009 201 754</b>

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of director</b>	RICHARD FAIRFAX COURT
<b>Date of last notice</b>	17/03/2008
<b>Date that director ceased to be director</b>	16 NOVEMBER 2009

### Part 1 – Director's relevant interests in securities of which the director is the registered holder *In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Number &amp; class of securities</b>
N/A

### Part 2 – Director's relevant interests in securities of which the director is not the registered holder

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

<b>Name of holder &amp; nature of interest</b> Note: Provide details of the circumstances giving rise to the relevant interest	<b>Number &amp; class of securities</b>
Mr Court is a beneficiary of:  Tower Life Pty Ltd	Ordinary Shares – 127,000

+ See chapter 19 for defined terms.

**Part 3 – Director's interests in contracts**

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>No. and class of securities to which interest relates</b>	

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<b>ABN</b>	<b>95 009 201 754</b>

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of director</b>	MARK CLIFFORD LAWRENSON
<b>Date of last notice</b>	12/11/2009
<b>Date that director ceased to be director</b>	16 NOVEMBER 2009

### Part 1 – Director's relevant interests in securities of which the director is the registered holder *In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<p><b>Number &amp; class of securities</b></p> <p>Ordinary Shares - 250,000</p> <p>Unlisted Share Options – 3,750,000 options to acquire fully paid ordinary shares in the company at the following exercise prices:</p> <p>\$2.90: 750,000 options, expiry 30/09/15</p> <p>\$2.90: 1,000,000 options, expiry 1/06/16</p> <p>\$2.40: 2,000,000 options, expiry 1/06/16</p> <p>Mr Lawrenson has entered into a conditional Option Cancellation Deed with GRD Limited. The Option Cancellation Deed provides that all of Mr Lawrenson's share options will be cancelled in consideration for a total cash payment of \$175,825, being an estimate of fair value derived using a Black and Scholes option pricing model.</p> <p>The Option Cancellation Deed is conditional upon the Scheme of Arrangement between the Company and its shareholders in relation to the acquisition of GRD by AMEC plc becoming effective, and, if shareholder approval is required for the cancellation of the share options under the ASX Listing Rules at the time the Scheme of Arrangements becomes effective:</p> <ul style="list-style-type: none"><li>(a) the delisting of the Company; or</li><li>(b) the approval of the shareholders of the cancellation of the share options.</li></ul>
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**Part 2 – Director's relevant interests in securities of which the director is not the registered holder**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

<b>Name of holder &amp; nature of interest</b> Note: Provide details of the circumstances giving rise to the relevant interest	<b>Number &amp; class of securities</b>
Mr Lawrenson is the beneficial owner of ordinary shares held by the trustee of the GRD Employee Share Acquisition Plan.	Ordinary Shares - 40,270

**Part 3 – Director's interests in contracts**

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>No. and class of securities to which interest relates</b>	

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<b>Name of entity</b>	<b>GRD Limited</b>
<b>ABN</b>	<b>95 009 201 754</b>

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of director</b>	JOHN DOUGLAS WHITE
<b>Date of last notice</b>	12/11/2009
<b>Date that director ceased to be director</b>	16 NOVEMBER 2009

### Part 1 – Director's relevant interests in securities of which the director is the registered holder

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

#### Number & class of securities

Unlisted Share Options – 4,000,000 options to acquire fully paid ordinary shares in the company at the following exercise prices:

\$1.40: 2,000,000 options, no expiry date  
\$1.90: 1,000,000 options, no expiry date  
\$2.40: 1,000,000 options, no expiry date

Dr White has entered into a conditional Option Cancellation Deed with GRD Limited. The Option Cancellation Deed provides that all of Dr White's options will be cancelled in consideration for a total cash payment of \$450,200, being an estimate of fair value derived using a Black and Scholes option pricing model.

The Option Cancellation Deed is conditional upon the Scheme of Arrangement between the Company and its shareholders in relation to the proposed acquisition of GRD by AMEC plc becoming effective, and, if shareholder approval is required for the cancellation of the share options under the ASX Listing Rules at the time the Scheme of Arrangements becomes effective:

- (a) the delisting of the Company; or
- (b) the approval of the shareholders of the cancellation of the share options.

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**Part 2 – Director's relevant interests in securities of which the director is not the registered holder**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

<b>Name of holder &amp; nature of interest</b> Note: Provide details of the circumstances giving rise to the relevant interest	<b>Number &amp; class of securities</b>
Dr John White is a director and beneficiary of:  JJIS Pty Ltd JJIS Pty Ltd Super Fund	Ordinary Shares – 20,000 Ordinary Shares – 135,142

**Part 3 – Director's interests in contracts**

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>No. and class of securities to which interest relates</b>	

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<b>ABN</b>	<b>95 009 201 754</b>

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of director</b>	CHRISTOPHER RICHARD POINTON
<b>Date of last notice</b>	18/03/2008
<b>Date that director ceased to be director</b>	16 NOVEMBER 2009

**Part 1 – Director's relevant interests in securities of which the director is the registered holder**  
*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Number &amp; class of securities</b>
N/A

**Part 2 – Director's relevant interests in securities of which the director is not the registered holder**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

<b>Name of holder &amp; nature of interest</b> Note: Provide details of the circumstances giving rise to the relevant interest	<b>Number &amp; class of securities</b>
Christopher Pointon holds the shares through a nominee shareholding company.	Ordinary Shares – 33,000

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**Part 3 – Director's interests in contracts**

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>No. and class of securities to which interest relates</b>	

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<b>ABN</b>	<b>95 009 201 754</b>

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of director</b>	BRUCE GEOFFREY THOMAS
<b>Date of last notice</b>	11/4/2008
<b>Date that director ceased to be director</b>	16 NOVEMBER 2009

**Part 1 – Director's relevant interests in securities of which the director is the registered holder**  
*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Number &amp; class of securities</b>
N/A

**Part 2 – Director's relevant interests in securities of which the director is not the registered holder**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

<b>Name of holder &amp; nature of interest</b> Note: Provide details of the circumstances giving rise to the relevant interest	<b>Number &amp; class of securities</b>
Bruce Thomas is a director and shareholder of:	
Leet Investments Pty Ltd	Ordinary Shares – 3,860,000

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**Part 3 – Director's interests in contracts**

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>No. and class of securities to which interest relates</b>	

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<b>ABN</b>	<b>95 009 201 754</b>

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of director</b>	RICHARD JOHN LINNELL
<b>Date of last notice</b>	31 /03/2008
<b>Date that director ceased to be director</b>	16 NOVEMBER 2009

**Part 1 – Director's relevant interests in securities of which the director is the registered holder**  
*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Number &amp; class of securities</b>
N/A

**Part 2 – Director's relevant interests in securities of which the director is not the registered holder**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part. *In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

<b>Name of holder &amp; nature of interest</b> Note: Provide details of the circumstances giving rise to the relevant interest	<b>Number &amp; class of securities</b>
N/A	

**Part 3 – Director's interests in contracts**

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>No. and class of securities to which interest relates</b>	

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