



## COMPANY ANNOUNCEMENT

10 November 2009

### SHAREHOLDER APPROVAL OF AMEC SCHEME AND DISCLOSURE OF VOTING

GRD Limited (ASX: GRD) announces that at today's court ordered meeting Shareholders have approved the Scheme of Arrangement for the acquisition of all shares in GRD by AMEC Australia Finance Company Pty Ltd, a subsidiary of AMEC plc (the Scheme).

In accordance with the Listing Rules and section 251AA of the Corporations Act, we attach details of the proxies received in respect of the resolution and voting on the resolution.

Under the Scheme, GRD Shareholders will receive a cash consideration of A\$0.55 per GRD share.

The Hon. Richard Court, Chairman of GRD said "The Board would like to thank Shareholders for exercising their right to vote on the Scheme and participating in this very important decision."

Implementation of the Scheme remains subject to approval by the Federal Court of Australia, at a hearing set down for Monday, 16 November 2009. If the Court approves the Scheme, GRD intends to lodge a copy of the Court order with ASIC and the ASX that day, and the Scheme will then become Effective.

In the event that the Scheme is approved by the Court, it is expected that trading in GRD securities will be suspended from the close of trading on Monday, 16 November 2009.

A timetable of the remaining key dates in relation to the Scheme is set out below.

Further details in relation to the Scheme and implementation are set out in the Scheme Booklet (which is available at [www.grd.com.au](http://www.grd.com.au)). Capitalised terms in this announcement have the meanings given in the Scheme Booklet.

#### Timetable

Expected key dates for the Scheme are set out below:

<b>Effective Date</b>	16 November 2009
- Second Federal Court Hearing for approval of the Scheme	
- Court order lodged with ASIC and advised to ASX	
- GRD shares suspended from trading on ASX from close of trading	
<b>Record Date</b>	23 November 2009
- For determination of entitlement to the Scheme Consideration	
<b>Scheme Implementation Date</b>	30 November 2009
- Payment of Scheme Consideration	

In the event that the Court hearing does not take place as anticipated, GRD reserves the right to vary the times and dates above accordingly and will immediately announce any changes to the ASX.

-Ends-



For further information contact:

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#### **About GRD**

**GRD Limited** is an Australian engineering and development company.

[www.grd.com.au](http://www.grd.com.au)

**GRD Minproc**, a wholly owned subsidiary of GRD Limited, is a leading global engineering and project delivery business providing high value services and specialising in the design, procurement and construction of mineral resource and waste-to-resources projects.

The company's process engineering and project record are internationally recognised with extensive experience gained in copper, gold, uranium, nickel and iron ore.

**Global Renewables** is a UK based development company specialising in the recovery of resources from municipal solid waste. Global Renewables is currently undertaking the Lancashire Waste Partnership PFI Project, one of the largest waste contracts of its type in the United Kingdom.



**Court Ordered Scheme Meeting – 10.00am, Tuesday, 10 November 2009**  
**Disclosure of Votes**

In accordance with the Listing Rules and Section 251AA of the Corporations Act, the following information is provided to the Australian Stock Exchange Limited in relation to the resolution in the Notice of Court Ordered Scheme Meeting of GRD Limited.

**Resolution**

Approval of Scheme

*"That, pursuant to and in accordance with section 411 of the Corporations Act, the scheme of arrangement proposed between GRD and the Shareholders, which is set out in Annexure 5 of the Scheme Booklet accompanying the Notice of Meeting, is agreed to, and the Board of Directors of GRD are authorised to agree to such alterations or conditions as are thought fit by the Court, and subject to approval by the Court, to implement the scheme with any such modifications or conditions."*

**Proxy Vote Disclosure**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

	Number of Shares
For	122,824,466
Against	4,803,218
Open at Proxy's direction	493,707
Abstained	56,406

**Result of Poll**

The resolution was carried by a poll, the details of which are:

Votes Cast:

	Number	%
For	123,348,661	95.93
Against	5,237,106	4.07
Total	128,585,767	100.00
Abstained	56,406	

Holders Voting:

	Number	%
For	699	68.33
Against	324	31.67
Total	1,023	100.00
Abstained	13	

**GRD Limited**

**SIMON CATER**  
Company Secretary  
10 November 2009