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If you have sold or transferred all of your shares in Greka Engineering & Technology Ltd., please forward this document and accompanying documents as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of shares in Greka Engineering & Technology Ltd, you should consult the stockbroker, bank or other agent through whom the sale or transfer was effected as to the action you should take. This document does not constitute any offer to issue, buy or sell any shares in the Company nor does it constitute any solicitation of an offer to subscribe for, buy or sell any such shares.

Notice of an extraordinary general meeting of the Company is set out at the end of this document. The action to be taken in respect of the EGM is set out on page 3 of this document. A Form of Proxy (or Form of Direction for holders of Depository Interests only) for use in connection with the EGM is enclosed with this document. To be valid for use at the EGM, the Form of Proxy or Form of Direction (as appropriate) should be completed and returned to the Company's registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and in any event so as to be received (in the case of the Form of Proxy) not later than 10.00 a.m. on 5 June 2016 and (in the case of the Form of Direction) not later than 10.00 a.m. on 4 June 2016. Holders of Depository Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. To be effective a CREST Voting Instruction must be transmitted so as to be received by the Company's agent Capita Asset Services by no later than 10.00 a.m. on 4 June 2016.



GREKA ENGINEERING & TECHNOLOGY LTD.

(Incorporated and registered in the Cayman Islands with Registered Number 276273)

Directors:

Randeep S. Grewal (*Chairman*)
Sanjay Saxena
Bryan Smart

Registered Office:

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103 South Church Street
George Town
Grand Cayman KY-1106
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20 May 2016

Dear Shareholder

PROPOSED DELISTING AND NOTICE OF EGM

Introduction

On 20 May 2016, Greka Engineering announced its intention to seek Shareholder approval for the cancellation of the admission of the Ordinary Shares to trading on AIM. The Board is proposing a resolution to approve the Delisting at an EGM to be held at 10.00 a.m. on 7 June 2016. The purpose of this document is to set out the reasons for the proposed Delisting and explain why the Directors unanimously consider

the proposed Delisting to be in the best interests of the Company and its Shareholders as a whole and are recommending that Shareholders should vote in favour of the proposed Delisting at the EGM. The notice convening the EGM is set out at the end of this document.

Reasons for the Delisting

The Directors have concluded that, for the reasons set out below, the costs of maintaining the Company's admission to AIM are not justified by the benefits gained from maintaining admission:

- the Ordinary Shares suffer from a lack of meaningful liquidity and their overall price performance since admission to AIM in September 2013 has been poor; and
- the ongoing costs associated with maintaining the listing on AIM are high relative to the Company's market capitalisation and there is a significant administrative and regulatory burden involved in admission to AIM.

Accordingly, the Board has concluded that it is no longer in the interests of the Company or its Shareholders as a whole for the Ordinary Shares to remain traded on AIM.

Principal effects of Delisting

The principal effects that the Delisting will have on Shareholders include the following:

- there will no longer be a formal market mechanism enabling Shareholders to trade their Ordinary Shares on AIM (or any other recognised market or trading exchange);
- while the Ordinary Shares will remain freely transferable, they may be more difficult to sell compared to shares of companies traded on AIM (or any other recognised market or trading exchange);
- it may be more difficult for Shareholders to determine the market value of their investment in the Company at any given time;
- the Company will no longer be subject to the AIM Rules and, accordingly, Shareholders will no longer be afforded the protections given by the AIM Rules - in particular, the Company will not be bound to: make any public announcements of material events, or to announce interim or final results; comply with any of the corporate governance practices applicable to AIM companies; announce substantial transactions and related party transactions; or comply with the requirement to obtain shareholder approval for reverse takeovers and fundamental changes in the Company's business;
- the Company will cease to retain a nominated adviser and broker; and
- the Delisting might have either positive or negative taxation consequences for Shareholders (Shareholders who are in any doubt about their tax position should consult their own professional independent adviser immediately).

Notwithstanding the Delisting, the Company will continue to comply with the applicable statutory requirements and the Company's articles of association.

The Board intends to continue to maintain the Company's website (www.grekaengineering.com) and to post updates on that website from time to time, although Shareholders should be aware that there will be no obligation on the Company to include the information required under AIM Rule 26 or to update the website as required by the AIM Rules. In addition, Shareholders are reminded that as the Company is registered in the Cayman Islands, Shareholders are not afforded the protections provided by the City Code on Takeovers and Mergers.

Process for Delisting

The Delisting is conditional on the approval of not less than 75 per cent. of votes cast by Shareholders (in person or by proxy) at a general meeting. The resolution in the notice of EGM, which is set out in at the end of this document, proposes that the admission of the Ordinary Shares to trading on AIM be cancelled.

Furthermore, Rule 41 of the AIM Rules requires an AIM company that wishes the London Stock Exchange to cancel the admission of its shares to trading on AIM to notify such intended cancellation and separately inform the London Stock Exchange of its preferred cancellation date at least 20 business days prior to such date. In accordance with AIM Rule 41, the Directors have notified AIM of the Company's intention, subject to the resolution being passed at the EGM, to cancel the Company's admission of the Ordinary Shares to trading on AIM. Accordingly, if the resolution is passed at the EGM, the Delisting will become effective at 7.00 a.m. on 21 June 2016.

Transactions in Ordinary Shares

Shareholders should note that, if effected, the Delisting will significantly reduce the liquidity and marketability of the Ordinary Shares. The Directors do not intend to provide, seek or support any arrangements whereby Ordinary Shares can be bought or sold on a matched bargain basis following the Delisting becoming effective. Accordingly, interests in Ordinary Shares are unlikely to be readily capable of sale and, where a buyer is identified, it will be difficult to place a fair value on any such sale.

GDGH Ltd., the Company's parent company, recognises that many Shareholders will not be able or willing to continue to own shares in the Company following Delisting. Therefore, an affiliate of GDGH Ltd. is making arrangements for Charles Stanley & Co. Limited (Paul Brotherhood 0207 033 4900) as broker to acquire (subject to the normal AIM close period rules) any Ordinary Shares which are available in the market until Delisting (up to a maximum number of 97,496,527, being those Ordinary Shares not owned by GDGH Ltd. or Randeep Grewal) at a price per Ordinary Share of 0.8p; this represents a premium of 28 per cent. to the closing price of the Ordinary Shares on AIM on 18 May 2016.

Extraordinary General Meeting

The notice convening the extraordinary general meeting of the Company for 10.00 a.m. on 7 June 2016 at 25 Moorgate, London EC2R 6AY, is set out at the end of this document. The resolution to be proposed at the EGM is:

Special resolution:

To approve the cancellation of the admission of the Ordinary Shares to trading on AIM and authorise the Directors to take all action reasonable or necessary to effect such cancellation.

The approval of at least 75 per cent. of those Shareholders voting in person or by proxy is required in order to pass the resolution.

Action to be taken

You will find enclosed with this document a Form of Proxy (or Form of Direction for DI Holders only) for use in connection with the EGM. Whether or not you are intending to be present at the EGM, you are requested to complete the enclosed Form of Proxy/Form of Direction in accordance with the instructions printed thereon and to return it to the Company's registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and in any event so that the Form of Proxy is received not later than 10.00 a.m. on 5 June 2016 and the Form of Direction is received not later than 10.00 a.m. on 4 June 2016. The completion and return of the Form of Proxy/Form of Direction will not prevent you from attending and voting at the EGM in person if you so wish. A DI Holder wishing to attend and vote at the EGM in person should contact the Depository by no later than 10.00 a.m. on 4 June 2016 to enable the appropriate authority to be issued to such holder.

Recommendation

The Directors consider that the Delisting is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend Shareholders to vote in favour of the resolution to be proposed at the EGM as they intend to do in respect of their own beneficial holdings amounting to 312,125,606 Ordinary Shares (representing 76.2 per cent. of the Company's issued share capital).

Yours faithfully

Randeep S. Grewal
Chairman

DEFINITIONS

“AIM”	the market of that name operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange from time to time
“Board” or “Directors”	the Directors of the Company
“Company” or “Greka Engineering”	Greka Engineering & Technology Ltd.
“CREST”	the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear UK and Ireland Limited
“Delisting”	the proposed cancellation of admission of the Ordinary Shares to trading on AIM as described in this document
“Depository”	Capita IRG Trustee Limited
“Depository Interests” or “DIs”	the depository interests issued by the Depository in respect of and representing on a one-for-one basis Ordinary Shares held by the Depository
“DI Holders”	holders of Depository Interests
“EGM”	the extraordinary general meeting of Greka Engineering which is due to be held on 7 June 2016, notice of which is set out at the end of this document, or any reconvened meeting following any adjournment thereof
“Form of Direction”	the form of direction to be completed by DI Holders for use at the EGM
“Form of Proxy”	the form of proxy to be completed by Shareholders for use at the EGM
“London Stock Exchange”	London Stock Exchange plc
“Ordinary Shares”	the ordinary shares of US\$0.00001 each in the capital of the Company and (if the context so requires) Depository Interests representing such shares
“Shareholders”	holders of Ordinary Shares and (if the context so requires) Depository Interests representing Ordinary Shares

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "EGM") of the above-named company (the "Company") will be held at the offices of Smith & Williamson at 25 Moorgate, London EC2R 6AY at 10.00 a.m. on 7 June 2016 for the purpose of considering and, if thought fit, passing the following special resolution:

"IT IS RESOLVED THAT, in accordance with Rule 41 of the AIM Rules for Companies, the cancellation of the admission of the ordinary shares in the capital of the Company to trading on AIM be and is hereby approved and that the directors of the Company be authorized to take all action reasonable or necessary to effect such cancellation."

By Order of the Board

Randeep S. Grewal

Chairman

For and on behalf of

Greka Engineering & Technology Ltd.

Dated: 20 May 2016

Notes:

1. As members of the Company, Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the EGM. A Form of Proxy (for the use of holders of Ordinary Shares) or Form of Direction (for the use of the holders of depository interests ("Depository Interests") representing Ordinary Shares) is enclosed with this document. A proxy may only be appointed by a member of the Company, using the procedures set out in these notes and the notes to the Form of Proxy.
2. A proxy does not need to be a member of the Company but must attend the EGM to represent the person appointing him/her. Details of how to appoint the Chairman of the EGM or another person as a proxy using the Form of Proxy are set out in the notes to the Form of Proxy. Any member wishing a proxy to speak on his/her behalf at the Meeting will need to appoint their own choice of proxy (not the Chairman) and give his/her instructions directly to them.
3. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share.
4. To be valid, a Form of Proxy and Form of Direction and any power of attorney or other authority under which it is signed must be lodged with the Company's registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU in the case of a Form of Proxy by not later than 48 hours before the time appointed for the holding of the EGM and in the case of a Form of Direction by not later than 72 hours before the time appointed for the holding of the EGM.
5. Completion and return of the Form of Proxy/Form of Direction does not preclude a member from attending and voting at the EGM or at any adjournment thereof in person. Depository Interest holders wishing to attend the meeting should contact the Depository at Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or by email by using custodymgmt@capita.co.uk to request a Letter of Representation by no later than 72 hours before the time appointed for holding the Meeting or any adjourned meeting.
6. In the case of joint holders, the person whose name appears first in the register of members is required to sign the Form of Proxy and that person's vote will be accepted to the exclusion of the other joint holders.
7. Holders of Depository Interests in uncertified form (i.e. in CREST) may transmit voting instructions for the EGM or any adjournment by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf. In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "CREST Voting Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for those instructions as described in the CREST Manual (available via www.euroclear.com/CREST).
8. To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent Capita Asset Services, not less than seventy-two hours before the time appointed for holding the EGM or adjournment as the case may be. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.

9. Holders of Depository Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the Depository Interest holder concerned to take (or, if the Depository Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depository Interest holders and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Voting Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
10. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, to be entitled to attend and vote at the EGM (and for the purposes of the determination by the Company of the number of votes they may cast) members must be entered on the Company's register of members at 6.00 p.m. two days prior to the EGM.

