THE COMPANIES ACT
(CHAPTER 50)

THE COMPANIES REGULATIONS
SECTION 215(3) /
REGULATION 11(2)

NOTICE TO NON-ASSENTING SHAREHOLDER

FORM

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Name of Company : **GP BATTERIES INTERNATIONAL LIMITED**

Company No : **199002111N**

To the Non-Assenting Shareholders of GP Batteries International Limited

In this notice -

GP Batteries International Limited is referred to as "**the transferor company**", and

GP Industries Limited is referred to as "**the transferee**".

A scheme or contract involving the transfer of ordinary shares in the transferor company to the transferee was, up to 31 October 2017 (being a date within 4 months after the making of the offer in that behalf by the transferee), approved by the holders of not less than 90 per cent. of the total number of ordinary shares in the transferor company.

In pursuance of that scheme or contract, an aggregate of 40,317,287 ordinary shares were, between 6 October 2017 and 9 November 2017, transferred to the transferee or its nominee.

The transferee hereby gives you notice, in pursuance of Section 215 of the Companies Act, that those shares together with such other shares in the transferor company as were held by, or by a nominee for, the transferee or its subsidiary at the last-mentioned date comprise or include 90 per cent. of the total number of ordinary shares in the transferor company.

In pursuance of the abovementioned provisions you may, within 3 months from the giving of this notice, give notice that you require the transferee to acquire your holding of ordinary shares in the transferor company, and if you give that notice the transferee will be entitled and bound to acquire those shares on the terms on which under the scheme or contract the shares of the approving shareholders were transferred to it, or on such other terms as are agreed or as the High Court on application made to it by you or by the transferee thinks fit to enter.

Dated this 15th day of November 2017

Signature: .....
Wong Man Kit
Director, GP Industries Limited (Company No: 199502128C)