



GP Industries Limited

(Incorporated in the Republic of Singapore)

Co. Reg. No. 199502128C

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM” or the “Meeting”) of GP Industries Limited (the “Company”) will be convened and held by way of electronics means on Tuesday, 27 July 2021, at 2:30 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 March 2021 together with the Independent Auditor’s Report thereon.

(Resolution 1)

2. To re-elect the following Directors of the Company retiring pursuant to Articles 77 and 95 of the Company’s Constitution and/or Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”):

Ms Grace Lo Kit Yee	(pursuant to Article 77)	(Resolution 2)
Mr Waltery Law Wang Chak	(pursuant to Article 95)	(Resolution 3)
Mr Lim Ah Doo	(pursuant to Article 95 and Rule 720(5))	(Resolution 4)
Mr Allan Choy Kam Wing	(pursuant to Article 95)	(Resolution 5)
Mr Goh Boon Seong	(pursuant to Article 95 and Rule 720(5))	(Resolution 6)

Mr Waltery Law Wang Chak will, upon re-election as a Director of the Company, remain as an Executive Director, the Chief Financial Officer and the Chief Risk Officer.

Mr Lim Ah Doo will, upon re-election as a Director of the Company, remain as a Non-Executive Independent Director, the Lead Independent Director, the Chairman of the Audit and Risk Committee and a member of each of the Nominating and Remuneration Committees, and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST, subject to Two-Tier Voting as defined in Explanatory Note (iv).

Mr Allan Choy Kam Wing, upon re-election as a Director of the Company, remain as a Non-Executive Independent Director, the Chairman of the Remuneration Committee and a member of each of the Audit and Risk and Nominating Committees, and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST, subject to Two-Tier Voting as defined in Explanatory Note (iv).

Mr Goh Boon Seong will, upon re-election as a Director of the Company, remain as a Non-Executive Independent Director, and a member of each of the Audit and Risk, Nominating and Remuneration Committees, and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

Information on the Directors seeking re-election as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found in Appendix 1 to this Notice of AGM.

3. To approve the payment of Directors’ fees of S\$498,000 for the financial year ended 31 March 2021 (2020: S\$356,800).

(Resolution 7)

4. To re-appoint Messrs Deloitte & Touche LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

(Resolution 8)

5. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

6. Authority to allot and issue new shares

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Directors of the Company be authorised and empowered to:

- (a) (i) allot and issue shares in the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution) to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of any convertible securities;
 - (b) new Shares arising from exercising share options or vesting of share awards; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, and otherwise the Constitution of the Company; and

- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law or the SGX-ST Mainboard Listing Manual to be held, whichever is the earliest.

[See Explanatory Note (i)]

(Resolution 9)

7. **Renewal of Share Purchase Mandate**

That for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore, the Directors of the Company be and are hereby authorised to make purchases or otherwise acquire issued shares in the capital of the Company from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to ten per centum (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as ascertained as at the date of AGM of the Company) at the price of up to but not exceeding the Maximum Price as defined in the Letter to Shareholders dated 12 July 2021 (the “**Letter**”), in accordance with the “Terms of the Share Purchase Mandate” set out in the Letter, and this mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (ii)]

(Resolution 10)

8. **Renewal of Shareholders’ Mandate for Interested Person Transactions**

That for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited:

- (a) approval be given for the renewal of the mandate for the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the categories of Interested Person Transactions as set out in the Letter to Shareholders dated 12 July 2021 (the “**Letter**”) with any party who is of the class of Interested Persons described in the Letter, provided that such transactions are carried out on normal commercial terms and in accordance with the review procedures of the Company for such Interested Person Transactions as set out in the Letter (the “**Shareholders’ Mandate**”);
- (b) the Shareholders’ Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier; and
- (c) authority be given to the Directors of the Company to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary, desirable or expedient to give effect to the Shareholders’ Mandate as they may think fit.

[See Explanatory Note (iii)]

(Resolution 11)

9. **Approval for the continued appointment of Mr Lim Ah Doo, as a Non-Executive Independent Director, for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”)**

That, subject to and contingent upon the passing of Resolution 4 by shareholders of the Company by appointing the Chairman of the Meeting as proxy to vote at the annual general meeting (“**AGM**”) and the passing of Resolution 13 by shareholders of the Company by appointing the Chairman of the Meeting as proxy to vote at the AGM, excluding the Directors and the Chief Executive Officer of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST):

- (a) the continued appointment of Mr Lim Ah Doo, as a Non-Executive Independent Director, for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and
- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following:
 - (i) the retirement or resignation of Mr Lim Ah Doo as a Director; or
 - (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.

[See Explanatory Note (iv)]

(Resolution 12)

10. **Approval for the continued appointment of Mr Lim Ah Doo, as a Non-Executive Independent Director, for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST**

That, subject to and contingent upon the passing of Resolution 4:

- (a) the continued appointment of Mr Lim Ah Doo, as a Non-Executive Independent Director, for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and
- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following:
 - (i) the retirement or resignation of Mr Lim Ah Doo as a Director; or
 - (ii) the conclusion of the third AGM of the Company following the passing of this Resolution,

provided that this Resolution shall only be proposed and voted upon if Resolution 12 is passed by all shareholders of the Company by appointing the Chairman of the Meeting as proxy to vote at the AGM.

[See Explanatory Note (iv)]

(Resolution 13)

In compliance with Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022), the Directors and the Chief Executive Officer of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST), shall abstain from voting on Resolution 13.

11. **Approval for the continued appointment of Mr Allan Choy Kam Wing, as a Non-Executive Independent Director, for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”)**

That, subject to and contingent upon the passing of Resolution 5 by shareholders of the Company by appointing the Chairman of the Meeting as proxy to vote at the annual general meeting (“**AGM**”) and the passing of Resolution 15 by shareholders of the Company by appointing the Chairman of the Meeting as proxy to vote at the AGM, excluding the Directors and the Chief Executive Officer of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST):

- (a) the continued appointment of Mr Allan Choy Kam Wing, as a Non-Executive Independent Director, for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and

- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following:
(i) the retirement or resignation of Mr Allan Choy Kam Wing as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.

[See Explanatory Note (iv)]

(Resolution 14)

12. **Approval for the continued appointment of Mr Allan Choy Kam Wing, as a Non-Executive Independent Director, for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST**

That, subject to and contingent upon the passing of Resolution 5:

- (a) the continued appointment of Mr Allan Choy Kam Wing, as a Non-Executive Independent Director, for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and
- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following:
(i) the retirement or resignation of Mr Allan Choy Kam Wing as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution,

provided that this Resolution shall only be proposed and voted upon if Resolution 14 is passed by all shareholders of the Company by appointing the Chairman of the Meeting as proxy to vote at the AGM.

[See Explanatory Note (iv)]

(Resolution 15)

In compliance with Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022), the Directors and the Chief Executive Officer of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST), shall abstain from voting on Resolution 15.

By Order of the Board

Kiar Lee Noi

Company Secretary
Singapore, 12 July 2021

Explanatory Notes:

- (i) On 8 April 2020, Singapore Exchange Regulation (“**SGX RegCo**”) issued a news release which introduced measures to support issuers amid the challenging business and economic climate due to COVID-19, including enabling the acceleration of fund-raising efforts by allowing Mainboard issuers to provisionally seek a general mandate for an issue of shares and convertible securities on a pro-rata basis of up to an aggregate of one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings (the “**Enhanced Share Issue Limit**”)), versus fifty per centum (50%) previously. On 16 March 2021, SGX RegCo in consultation with the Monetary Authority of Singapore (MAS) had extended the availability of the Enhanced Share Issue Limit for the Mainboard issuers. Hence, the Mainboard issuers will have up to 31 December 2021 to seek or renew a general mandate for the Enhanced Share Issue Limited, which will expire at the conclusion of the next annual general meeting or on the date by which the next annual general meeting is required by law or the SGX-ST Mainboard Listing Manual to be held, whichever is the earliest.

The Company is proposing to avail itself of these measures and to seek shareholders’ approval for a general mandate with an Enhanced Share Issue Limit at the AGM in the event that circumstances evolving amid the COVID-19 situation reach such an extent that a fifty per centum (50%) limit for pro-rata issues is no longer sufficient to meet the Company’s needs. If this was to occur and no Enhanced Share Issue Limit was to be in place, fund raising efforts would otherwise be unnecessarily hampered and compromised by the time needed to obtain shareholders’ approval to issue shares above the fifty per centum (50%) threshold.

In connection with the Enhanced Share Issue Limit mandate, the Board of Directors is of the view that it would be in the interest of the Company and its shareholders on the basis of the following:

- (a) the Enhanced Share Issue Limit mandate will provide the Company with an option to strengthen its balance sheet, if required;
- (b) the proceeds from such fund raisings may be used to, among others, refinance existing borrowing, to pursue acquisitions or to fund capital expenditures; and
- (c) the Enhanced Share Issue Limit mandate will provide the Company with the flexibility to raise funds expediently, if required.

Accordingly, the Ordinary Resolution 9 in item 6 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a pro-rata basis to existing shareholders of the Company.

For determining the aggregate number of Shares that may be issued, the total number of issued Shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution 9 is passed after adjusting for (i) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution 9 is passed; and (ii) any subsequent bonus issue, consolidation or subdivision of Shares.

The Enhanced Share Issue Limit is only valid until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law or the SGX-ST Mainboard Listing Manual to be held, or such authority is varied or revoked by the Company in a general meeting, whichever is the earliest, by which date any Shares issued pursuant to the Enhanced Share Issue Limit must be listed, and no further Shares may be issued under that limit.

The Company will notify SGX RegCo, by way of email to enhancedsharelimit@sgx.com, of the date on which the general mandate with the Enhanced Share Issue Limit has been approved by shareholders.

- (ii) The Ordinary Resolution 10 in item 7 above, if passed, will empower the Directors of the Company effective until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier, to repurchase issued shares of the Company by way of market purchases or off-market purchases of up to ten per centum (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the Maximum Price as defined in the Letter. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate on the audited consolidated financial statements of the Group for the financial year ended 31 March 2021 are set out in greater detail in the Letter.
- (iii) The Ordinary Resolution 11 in item 8 above, if passed, will authorise the Interested Person Transactions as described in the Letter and recurring in the year and will empower the Directors of the Company to do all acts necessary to give effect to the Shareholders' Mandate. This authority will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.
- (iv) The Ordinary Resolutions 12, 13, 14 and 15 in items 9, 10, 11 and 12 above are in anticipation of Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022.

Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST provides that a Director will not be independent if he/she has been a Director for an aggregate period of more than nine (9) years and his/her continued appointment as an independent Director has not been sought and approved in separate resolutions by (A) all shareholders; and (B) shareholders excluding the Directors and the Chief Executive Officer of the Company, and their respective associates (the **"Two-Tier Voting"**).

Mr Lim Ah Doo and Mr Allan Choy Kam Wing are the Non-Executive Independent Directors who have served on the Board more than nine (9) years.

Upon passing the Ordinary Resolutions 12, 13, 14 and 15 respectively, the continued appointment of each of Mr Lim Ah Doo and Mr Allan Choy Kam Wing as a Non-Executive Independent Director of the Company shall continue in force until the earlier of: (i) their retirement or resignation as the Non-Executive Independent Directors; or (ii) the conclusion of the third AGM of the Company following the passing of these resolutions.

Should the Ordinary Resolution(s) for the continued appointment of each of Mr Lim Ah Doo and Mr Allan Choy Kam Wing as a Non-Executive Independent Director is/are not passed at the forthcoming AGM, each of Mr Lim Ah Doo and/or Mr Allan Choy Kam Wing will no longer be independent and shall continue as Non-Executive Non-Independent Director(s) of the Company with effect from 1 January 2022.

Rule 210(5)(c) of the Listing Manual of the SGX-ST (which will come into effect on 1 January 2022) and Provision 2.2 of the Code of Corporate Governance 2018 (the **"Code"**) provides that the independent Directors must comprise of at least one-third of the Board and the independent Directors shall make up a majority of the Board where the Chairman is not independent respectively. In the event that the Ordinary Resolution(s) for the continued appointment of each of Mr Lim Ah Doo and/or Mr Allan Choy Kam Wing as a Non-Executive Independent Director is/are not passed at the forthcoming AGM which renders the Company unable to meet these requirements, the Company shall make the necessary arrangement to comply with the relevant listing rules of the Listing Manual of the SGX-ST and the Code.

Notes:

1. The AGM is being convened, and will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice of AGM will not be sent to members of the Company (the "**Members**"). Instead, this Notice of AGM will be sent to Members by electronic means via publication on the Company's website at the URL <http://www.gp-industries.com/IR.htm>. This Notice of AGM will also be made available on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the Meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions in advance in relation to any resolutions set out in this Notice of AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the accompanying Company's announcement dated 12 July 2021. This announcement may be accessed at the Company's website at the URL <http://www.gp-industries.com/IR.htm>, and will also be made available on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.
3. **Due to the current COVID-19 safe management measures in Singapore, a Member will not be able to attend the AGM in person. A Member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM if such Member wishes to exercise his/her/its voting rights at the Meeting.** The accompanying proxy form for the AGM may be accessed at the Company's website at the URL <http://www.gp-industries.com/IR.htm>, and will also be made available on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.

Where a Member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy; failing which, the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

Supplementary Retirement Scheme ("**SRS**") investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective SRS Operators to submit their votes by 2:30 p.m. on 14 July 2021.

4. The Chairman of the Meeting, as proxy, need not be a Member.
5. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
 - (a) if submitted by post, be deposited at the Registered Office of the Company at 3 Fusionopolis Link, #06-11 Nexus @one-north, Singapore 138543; or
 - (b) if submitted electronically, be sent via email to the Company at AGM2021@gp-industries.com,

in either case, not less than forty-eight (48) hours before the time appointed for holding the AGM.

A Member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Due to the current COVID-19 safe management measures in Singapore, Members are strongly encouraged to submit completed proxy forms electronically via email.

6. The Company's Annual Report for the financial year ended 31 March 2021 (the "**Annual Report**") and the Letter to Shareholders dated 12 July 2021 (in relation to the proposed renewal of the share purchase mandate and the proposed renewal of the general mandate for interested person transactions) may be accessed at the Company's website at the URL <http://www.gp-industries.com/IR.htm> and will also be made available on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.

Personal data privacy:

By submitting (a) the Proxy Form appointing the Chairman of the Meeting as proxy to vote at the AGM of the Company and/or any adjournment thereof; or (b) details for the registration to observe the proceedings of the AGM via live audio-visual webcast or live audio-only stream; or (c) questions in advance in relation to any resolution set out in the Notice of AGM, a Member consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes (including questions and answers) and other documents relating to the AGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to Members (or their corporate representatives in the case of Members which are legal entities) to observe and/or listen the proceedings of the AGM via live audio-visual webcast or live audio-only stream and providing them with any technical assistance where necessary;
- (iii) addressing all substantial and relevant questions received from Members relating to the resolutions set out in the Notice of AGM to be tabled for approval at the AGM prior to the AGM and if necessary, following up with the relevant Members in relation to such questions; and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a Member may be recorded by the Company (or its agents or service providers) for such purposes.

Appendix 1

Information on Directors Seeking Re-election as Required Pursuant to Rule 720(6) of the Listing Manual of the Singapore Exchange Securities Trading Limited

The following Directors are seeking re-election at the forthcoming Annual General Meeting (“**AGM**”) of the Company to be convened on 27 July 2021 (collectively, the “**Retiring Directors**” and each a “**Retiring Director**”).

- (I) Ms Grace Lo Kit Yee
- (II) Mr Waltery Law Wang Chak
- (III) Mr Lim Ah Doo
- (IV) Mr Allan Choy Kam Wing
- (V) Mr Goh Boon Seong

Pursuant to Rule 720(6) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the following is the information relating to the Retiring Directors as set out in Appendix 7.4.1 to the Listing Manual of the SGX-ST:

Name of Retiring Directors	Ms Grace Lo Kit Yee	Mr Waltery Law Wang Chak
Date of first appointment	1 July 2021	1 April 2019
Date of last re-appointment (if applicable)	Not Applicable	30 July 2019
Age	49	58
Country of principal residence	Hong Kong Special Administrative Region, People’s Republic of China	Hong Kong Special Administrative Region, People’s Republic of China
The Board’s comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board had considered, <i>inter alia</i> , the recommendation of the Nominating Committee and Ms Lo’s qualifications and experience and approved that Ms Lo stands for re-election as an Executive Director.	The Board had considered, <i>inter alia</i> , the recommendation of the Nominating Committee and Mr Law’s qualifications and experience and approved that Mr Law stands for re-election as an Executive Director.
Whether appointment is executive, and if so, the area of responsibility	Executive and Ms Lo’s areas of responsibilities include overseeing the Group’s acoustics business	Executive and Mr Law is mainly responsible for the financial activities of the Group

Mr Lim Ah Doo	Mr Allan Choy Kam Wing	Mr Goh Boon Seong
15 May 1997	Mr Allan Choy Kam Wing was appointed as a Non-Executive Independent Director on 1 October 2012. Prior to that, he had been an Executive Director for the period from 15 May 1997 to 7 November 1998.	1 January 2018
30 July 2018	30 July 2019	30 July 2018
72	77	67
Singapore	Singapore	Singapore
<p>The Board had considered, <i>inter alia</i>, the recommendation of the Nominating Committee and Mr Lim's qualifications and experience and approved that Mr Lim stands for re-election as a Non-Executive Independent Director.</p> <p>The Board considers Mr Lim to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.</p> <p>Mr Lim's continued appointment as a Non-Executive Independent Director from 1 January 2022 onwards is subject to approval by shareholders as required under Rule 210(5)(d)(iii) of the Listing Manual of SGX-ST at the forthcoming AGM.</p>	<p>The Board had considered, <i>inter alia</i>, the recommendation of the Nominating Committee and Mr Choy's qualifications and experience and approved that Mr Choy stands for re-election as a Non-Executive Independent Director.</p> <p>The Board considers Mr Choy to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.</p> <p>Mr Choy's continued appointment as a Non-Executive Independent Director from 1 January 2022 onwards is subject to approval by shareholders as required under Rule 210(5)(d)(iii) of the Listing Manual of SGX-ST at the forthcoming AGM.</p>	<p>The Board had considered, <i>inter alia</i>, the recommendation of the Nominating Committee and Mr Goh's qualifications and experience and approved that Mr Goh stands for re-election as a Non-Executive Independent Director.</p> <p>The Board considers Mr Goh to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.</p>
Non-Executive Independent	Non-Executive Independent	Non-Executive Independent

Name of Retiring Directors	Ms Grace Lo Kit Yee	Mr Waltery Law Wang Chak
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	<ul style="list-style-type: none"> Executive Director 	<ul style="list-style-type: none"> Executive Director Chief Financial Officer Chief Risk Officer Senior Vice President, Finance and Corporate Development
Professional qualifications	Ms Lo graduated from the Northwestern University, US and holds a Master of Design degree from Illinois Institute of Technology, US as well as an MBA degree from The Hong Kong University of Science and Technology.	Mr Law is a fellow of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales. He is currently registered as a certified public accountant with the Hong Kong Institute of Certified Public Accountants. He holds a Bachelor's degree in Economics and a Master's degree in Financial Economics, both from the London School of Economics and Political Science, the University of London, UK.
Working experience and occupation(s) during the past 10 years	<ul style="list-style-type: none"> The Company: <i>Executive Director (July 2021 to present)</i> Subsidiaries of the Company: KEF Audio Group <i>President (January 2021 to present)</i> <i>Managing Director (September 2017 to January 2021)</i> GP Acoustics International Limited <i>Marketing Director (May 2011 to September 2017)</i> GP Acoustics Hong Kong Limited <i>General Manager (May 2005 to May 2011)</i> Gold Peak Industries (Holdings) Limited: <i>Deputy Managing Director (July 2021 to present)</i> <i>Deputy Group General Manager (May 2019 to June 2021)</i> <i>Deputy General Manager (July 2009 to May 2019)</i> 	<ul style="list-style-type: none"> The Company: <i>Executive Director (April 2019 to present)</i> <i>Chief Financial Officer (April 2019 to present)</i> <i>Chief Risk Officer (July 2018 to present)</i> <i>Senior Vice President, Finance and Corporate Development (February 2018 to present)</i> Gold Peak industries (Holdings) Limited: <i>Executive Director (July 2021 to present)</i> <i>Senior Vice President, Finance Management (February 2018 to present)</i> Profundas Capital Limited <i>Executive partner (2010 to January 2018)</i>
Shareholding interest in the listed issuer and its subsidiaries	None	116,400 ordinary shares in the Company

Mr Lim Ah Doo	Mr Allan Choy Kam Wing	Mr Goh Boon Seong
<ul style="list-style-type: none"> • Non-Executive Independent Director • Lead Independent Director • Audit and Risk Committee <i>Chairman</i> • Nominating Committee <i>Member</i> • Remuneration Committee <i>Member</i> 	<ul style="list-style-type: none"> • Non-Executive Independent Director • Remuneration Committee <i>Chairman</i> • Audit and Risk Committee <i>Member</i> • Remuneration Committee <i>Member</i> 	<ul style="list-style-type: none"> • Non-Executive Independent Director • Audit and Risk Committee <i>Member</i> • Nominating Committee <i>Member</i> • Remuneration Committee <i>Member</i>
<p>Mr Lim graduated from Queen Mary College of University of London, UK with a Bachelor of Science degree in Engineering and holds an MBA degree from Cranfield School of Management, UK.</p>	<p>Mr Choy holds a Diploma in Management Studies from The University of Hong Kong and an MBA degree from University of Macau.</p>	<p>Mr Goh graduated from National University of Singapore (formerly University of Singapore) with a Bachelor of Business Administration degree.</p>
<p>Mr Lim has over 40 years of broad and in-depth experience of the banking and commerce world and held senior positions in an investment bank and a major global resource group. Mr Lim has been appointed independent director of several listed companies and has been the Non-Executive and Independent Chairman of Olam International Limited since January 2017.</p>	<p>Mr Choy has more than 50 years' experience in the electronics and battery industries and held senior positions in multinational corporations until 2007. From 2011 to January 2018, Mr Choy served on the board of GP Batteries International Limited as a Non-Executive Independent Director.</p>	<p>Mr Goh has over 35 years of management experience in the private sector and is currently the Managing Director of Boustead Medical Care Holdings Pte Ltd and the Chief Executive Officer of WhiteRock Medical Company Pte. Ltd.</p>
<p>300,000 ordinary shares in the Company</p>	<p>None</p>	<p>None</p>

Name of Retiring Directors	Ms Grace Lo Kit Yee	Mr Waltery Law Wang Chak
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	<p>Ms Lo is the daughter of Mr Victor Lo Chung Wing, an Executive Director, Chairman and Chief Executive Officer, and a deemed substantial shareholder of the Company.</p> <p>Ms Lo is the Deputy Managing Director of Gold Peak Industries (Holdings) Limited, a substantial shareholder of the Company.</p>	Mr Law is an Executive Director and Senior Vice President, Finance Management of Gold Peak Industries (Holdings) Limited, a substantial shareholder of the Company.
Conflict of Interest (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments including Directorships		
- Past (for the last 5 years)	<ul style="list-style-type: none"> • GP Acoustics (Middle East) DWC-LLC <i>Director</i> 	<i>Please refer to Table B for a list of past directorships of Mr Law</i>
- Present	<ul style="list-style-type: none"> • Gold Peak Industries (Holdings) Limited <i>Deputy Managing Director</i> <p><i>Please refer to Table A for a list of other present directorships of Ms Lo</i></p>	<ul style="list-style-type: none"> • Gold Peak Industries (Holdings) Limited <i>Executive Director and Senior Vice President, Finance Management</i> <p><i>Please refer to Table C for a list of other present directorships of Mr Law</i></p>

Mr Lim Ah Doo	Mr Allan Choy Kam Wing	Mr Goh Boon Seong
No	No	No
No	No	No
Yes	Yes	Yes
<ul style="list-style-type: none"> • ARA Trust Management (Cache) Limited <i>Independent Director</i> • Bracell Limited <i>Independent Director</i> • Sembcorp Marine Limited <i>Independent Director</i> • SM Investments Corporation <i>Independent Director</i> • ST Engineering Marine Ltd. <i>Director</i> • STT GDC Pte Ltd <i>Director</i> 	<ul style="list-style-type: none"> • GP Batteries International Limited <i>Non-Executive Independent Director</i> • Redkifree Industries Co. Ltd. <i>Managing Director</i> • Shanghai Hertel Yanda Installation Engineering Co. Ltd. <i>Director</i> 	<ul style="list-style-type: none"> • BMEC Pte Ltd (formerly known as United BMEC Pte Ltd) <i>Director</i> • BMEC Sleep Care Pte Ltd (formerly known as WhiteRock Medical Asia Pte Ltd) <i>Director</i> • Boustead Singapore Limited <i>Independent Director</i> • Cadi Scientific Pte. Ltd. <i>Director</i> • GP Batteries International Limited <i>Non-Executive Independent Director</i>
<ul style="list-style-type: none"> • GDS Holdings Limited <i>Independent Director</i> • Olam International Limited <i>Non-Executive Chairman and Independent Director</i> • Singapore Technologies Engineering Ltd <i>Independent Director</i> • Singapore Technologies Telemedia Pte Ltd <i>Director</i> • STT Communications Ltd <i>Director</i> • STT Global Data Centres Private Limited <i>Director</i> • U Mobile Sdn Bhd <i>Director</i> • Virtus HoldCo Limited <i>Director</i> 	None	<ul style="list-style-type: none"> • BMEC BodyEngineering Pte Ltd (formerly known as BODYENGINEERING Pte Ltd) <i>Director</i> • Boustead Medical Care Holdings Pte Ltd (formerly known as WhiteRock Incorporation Private Limited) <i>Managing Director</i> • Medpro Corporation Pte Ltd <i>Director</i> • Shenzhen Solaris Medical Technology Co. Ltd. <i>Director</i> • Somnetics Global Pte Ltd <i>Director</i> • WhiteRock Medical Company Pte. Ltd. <i>Director and Chief Executive Officer</i> • WhiteRock Medical Limited <i>Director</i>

Name of Retiring Directors	Ms Grace Lo Kit Yee	Mr Waltery Law Wang Chak
Information required pursuant to Listing Rule 704(7)		
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No

Mr Lim Ah Doo	Mr Allan Choy Kam Wing	Mr Goh Boon Seong
No	No	No
No	No	No
No	No	No
No	No	No
No	No	No

Name of Retiring Directors	Ms Grace Lo Kit Yee	Mr Waltery Law Wang Chak
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:– i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No No	No No

Mr Lim Ah Doo	Mr Allan Choy Kam Wing	Mr Goh Boon Seong
No	No	No
No	No	No
No	No	No
No	No	No
Yes. Please refer to Note a for details.	No	Yes. Please refer to Note b for details.
No	No	No

Name of Retiring Directors	Ms Grace Lo Kit Yee	Mr Waltery Law Wang Chak
iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No

(Note a) **PT Indosat:** Mr Lim was non-executive independent Commissioner of PT Indosat Tbk ("**PT Indosat**") from December 2002 to August 2008, and Chairman of the Audit Committee from June 2004 to June 2008. In November 2007, PT Indosat along with six other Indonesian telecommunications companies were investigated by Indonesia's anti-competition KKPU, on allegations of price fixing of charges for short text messages and breach of Anti-Monopoly Law of Indonesia. PT Indosat and eight other companies were also investigated by KKPU of concern of breaches of Article 27(a) of the Anti-Monopoly Law of Indonesia. There was no finding of breach of law by PT Indosat at the time Mr Lim left PT Indosat.

Asian Agri: Mr Lim was president of RGM International Pte Ltd ("**RGMI**") from October 2003 to June 2007 and non-executive vice chairman of RGMI from June 2007 to November 2008. Mr Lim was also acting president of AAA Oils and Fats Pte Ltd ("**AAA**") from June 2007 to November 2007 and non-executive deputy chairman of AAA from November 2007 to November 2008. RGMI provides strategy services and support to a global group of independent companies (the "**RGM Group**") operating in the resources development sector. Each business group within the RGM Group operates independently with its own holding company and directors responsible for the operation of that business group. Asian Agri is a member of the RGM Group and AAA is a member of Asian Agri. Certain Indonesian companies of Asian Agri operating in Indonesia were investigated by the tax authorities of Indonesia in November 2006 for alleged non-payment of certain tax. The tax authorities of Indonesia had not confirmed any findings of breach of law at the time when Mr Lim left the RGM Group in November 2008. Mr Lim was not a member of the board nor was he concerned with the management of the companies under investigation.

(Note b) Mr Goh was a director of PrimeEast Capital (Asia) Pte Ltd ("**PECA**"). PECA was investigated by Commercial Affairs Department in late 1995/early 1996. No charges was brought against PECA but a letter of warning was served. PECA has since been wound up voluntarily.

Mr Lim Ah Doo	Mr Allan Choy Kam Wing	Mr Goh Boon Seong
No	No	No
No	No	No
No	No	No

Table A

Ms Grace Lo Kit Yee Other present directorships

GP Industries Limited Group Companies

1. GP Acoustics (China) Limited
2. GP Acoustics (HK) Limited
3. GP Acoustics (Singapore) Pte Limited
4. GP Acoustics (Taiwan) Limited
5. GP Acoustics (UK) Limited
6. GP Acoustics (US), Inc.
7. GP Acoustics GmbH
8. GP Acoustics International Limited
9. GP Acoustics Limited
10. GP Global Marketing Corporation
11. GP Global Marketing Limited
12. KEF Audio (UK) Limited
13. KEF Celestion Corporation
14. KEF Japan, Inc.

Table B

Mr Waltery Law Wang Chak Past directorships

GP Industries Limited Group Companies

1. Whitehill Industries Limited

Non-GP Industries Limited Group Companies

1. Best Drop Wine Limited
2. AB Builders Group Limited
3. D&G Technology Holding Company Limited
4. In Technical Productions Holdings Limited
5. Orient Victory Travel Group Company Limited (formerly known as Orient Victory China Holdings Limited)
6. Solis Holdings Limited
7. Vicon Holdings Limited

Table C

Mr Waltery Law Wang Chak Other present directorships

GP Industries Limited Group Companies

- | | |
|--|---|
| 1. Loonchenfa Investment Co Ltd | 19. Key Win Industrial Limited |
| 2. Dongguan Jifu Metallic Products Limited | 20. Makingo Development Corporation |
| 3. Dongguan Meiloon Acoustic Equipments Co Ltd | 21. Maxson Industries Limited |
| 4. Dongguan Zhixin Metallic Products Co. Ltd | 22. Mei Xin Audio Equip (Dongguan) Co Ltd |
| 5. Faith Capital Investment Limited | 23. Meida Technology (Suzhou) Co Ltd |
| 6. Famingo Pte Ltd | 24. Meiloon Industrial Co Ltd |
| 7. Fine Station Ltd | 25. Meiloon International Ltd |
| 8. GP Auto Parts Limited | 26. Nike Enterprises Limited |
| 9. GP Electronics & Acoustics Co Ltd | 27. PT Meiloon Technology Indonesia |
| 10. GP Electronics (Huizhou) Co Ltd * | 28. PT. Taifa Jaya Development |
| 11. GP Electronics (China) Limited | 29. Shinwa Electronics (Haining) Limited |
| 12. GP Global Marketing Corporation | 30. Shinwa Industries (China) Ltd |
| 13. GP Global Marketing Limited | 31. Shinwa Industries (H.K.) Ltd |
| 14. GP Industries Limited | 32. Shinwa Industries (Hangzhou) Ltd |
| 15. GP Industries Marketing Ltd | 33. Suzhou Yue Tai Trading Co Ltd |
| 16. Huizhou GP Wiring Technology Co Ltd * | 34. Wisefull Technology Ltd |
| 17. Julong Technology Ltd | 35. Youjia Technology Ltd |
| 18. KEF Celestion Corporation | |

Non-GP Industries Limited Group Companies

1. Celestion (China) Limited
2. Himart Limited
3. Joint Leader Enterprises Limited
4. Nam Kwok Football Club Limited
5. Profundas Capital Limited
6. Waltery & Partners Limited

* Supervisor of the company/entity