



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 Friday, 11 September 2020, 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 2020 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:

Mr Timothy Tong Wai Cheung	(pursuant to Article 77)	<b>(Resolution 2)</b>
Mr Christopher Lau Kwan	(pursuant to Article 77)	<b>(Resolution 3)</b>
Mr Victor Lo Chung Wing	(pursuant to Article 95)	<b>(Resolution 4)</b>
Mr Brian Li Yiu Cheung	(pursuant to Article 95)	<b>(Resolution 5)</b>
Mr Lim Jiew Keng	(pursuant to Article 95)	<b>(Resolution 6)</b>

Mr Timothy Tong Wai Cheung 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 Singapore Exchange Securities Trading Limited (“**SGX-ST**”).

Mr Christopher Lau Kwan 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.

Mr Victor Lo Chung Wing will, upon re-election as a Director of the Company, remain as the Chairman and Chief Executive Officer, an Executive Director and a member of the Nominating Committee.

Mr Brian Li Yiu Cheung will, upon re-election as a Director of the Company, remain as the Executive Vice President and an Executive Director.

Mr Lim Jiew Keng will, upon re-election as a Director of the Company, remain as a Non-Executive Independent Director, the Chairman of the Nominating Committee and a member of each of the Audit and Risk 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\$356,800 for the financial year ended 31 March 2020 (2019: S\$381,250).

**(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 to be held, whichever is earlier.

*[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 20 August 2020 (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 20 August 2020 (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)**

By Order of the Board

**Kelly Kiar Lee Noi**

Company Secretary

Singapore, 20 August 2020

### **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.

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 may be renewed at the next annual general meeting in year 2021 and is only valid until 31 December 2021, 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](mailto: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 ordinary 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 2020 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 previously 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.

**Notes:**

1. The AGM 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'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 20 August 2020. 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's website at the URL <https://www.sgx.com/securities/company-announcements>.
3. **Due to the current COVID-19 safe management measures implemented 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'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.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 2:30 p.m. on Tuesday, 1 September 2020.

4. The Chairman of the Meeting, as proxy, need not be a Member of the Company.
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 [AGM2020@gp-industries.com](mailto:AGM2020@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 implemented 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 2020 (the "**Annual Report**") and the Letter to Shareholders dated 20 August 2020 (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'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 Friday, 11 September 2020 (collectively, the “Retiring Directors” and each a “Retiring Director”).

- (I) Mr Timothy Tong Wai Cheung
- (II) Mr Christopher Lau Kwan
- (III) Mr Victor Lo Chung Wing
- (IV) Mr Brian Li Yiu Cheung
- (V) Mr Lim Jiew Keng

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	Mr Timothy Tong Wai Cheung	Mr Christopher Lau Kwan
Date of first appointment	1 April 2020	1 April 2020
Date of last re-appointment (if applicable)	Not Applicable	Not Applicable
Age	67	40
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)	<p>The Board had considered, <i>inter alia</i>, the recommendation of the Nominating Committee and Mr Tong’s qualifications and experience and approved that Mr Tong stands for re-election as a Non-Executive Independent Director.</p> <p>The Board considers Mr Tong to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.</p>	<p>The Board had considered, <i>inter alia</i>, the recommendation of the Nominating Committee and Mr Lau’s qualifications and experience and approved that Mr Lau stands for re-election as a Non-Executive Independent Director.</p> <p>The Board considers Mr Lau to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.</p>
Whether appointment is executive, and if so, the area of responsibility	Non-Executive Independent	Non-Executive Independent
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	<ul style="list-style-type: none"> <li>• Non-Executive Independent Director</li> <li>• Audit and Risk Committee Member</li> <li>• Nominating Committee Member</li> <li>• Remuneration Committee Member</li> </ul>	<ul style="list-style-type: none"> <li>• Non-Executive Independent Director</li> <li>• Audit and Risk Committee Member</li> <li>• Nominating Committee Member</li> <li>• Remuneration Committee Member</li> </ul>



<b>Mr Victor Lo Chung Wing</b>	<b>Mr Brian Li Yiu Cheung</b>	<b>Mr Lim Jiew Keng</b>
18 October 1995	18 October 1995	1 January 2018
28 July 2017	30 July 2018	30 July 2018
70	67	80
Hong Kong Special Administrative Region, People's Republic of China	Hong Kong Special Administrative Region, People's Republic of China	Singapore
The Board had considered, <i>inter alia</i> , the recommendation of the Nominating Committee and Mr Lo's qualifications and experience and approved that Mr 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 Li's qualifications and experience and approved that Mr Li stands for re-election as an Executive Director.	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.  The Board considers Mr Lim to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
Executive	Executive	Non-Executive Independent
<ul style="list-style-type: none"> <li>Chairman and Chief Executive Officer</li> <li>Executive Director</li> <li>Nominating Committee Member</li> </ul>	<ul style="list-style-type: none"> <li>Executive Vice President</li> <li>Executive Director</li> </ul>	<ul style="list-style-type: none"> <li>Non-Executive Independent Director</li> <li>Nominating Committee Chairman</li> <li>Remuneration Committee Member</li> <li>Audit and Risk Committee Member</li> </ul>

Name of Retiring Directors	Mr Timothy Tong Wai Cheung	Mr Christopher Lau Kwan
Professional qualifications	Professor Tong holds a Bachelor of Science degree in Mechanical Engineering from Oregon State University, US, and holds a Master's and Doctorate degree in the same discipline from the University of California, Berkeley, US, and is a fellow of the American Society of Mechanical Engineers, the Hong Kong Academy of Engineering Sciences and the International Thermal Conductivity Conference.	Mr Lau holds a Bachelor's degree in Accounting and Finance from the Stern School of Business, New York University, New York, US.
Working experience and occupation(s) during the past 10 years	<ul style="list-style-type: none"> <li>• AMTD Foundation <i>Chief Executive Officer (since 2019)</i></li> <li>• The Hong Kong Polytechnic University <i>President (2009 to 2018)</i></li> </ul>	<ul style="list-style-type: none"> <li>• Cargo Services Far East Limited <i>Group Assistant Managing Director and Head of Greater China Region (2018 to present)</i></li> <li>• eCargo Holdings Limited <i>Chief Executive Officer (2013 to 2018)</i></li> <li>• Cargo Services Far East Limited <i>Executive Director (2006 to 2012)</i></li> </ul>
Shareholding interest in the listed issuer and its subsidiaries	None	None
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	Mr Tong is an Independent Non-Executive Director of Gold Peak Industries (Holdings) Limited	No
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

Mr Victor Lo Chung Wing	Mr Brian Li Yiu Cheung	Mr Lim Jiew Keng
<p>Mr Lo graduated from Institute of Design of Illinois Institute of Technology, US with a Bachelor of Science degree in Product Design. He also holds an Honorary Doctorate from The Hong Kong Polytechnic University.</p>	<p>Dr Li is a fellow of The Hong Kong Institution of Engineers. He holds a Bachelor's degree in Electrical Engineering from The University of British Columbia, Canada, a Master's degree in Global Business with Dean's Honour from The Chinese University of Hong Kong and a Doctor of Business Administration degree from City University of Hong Kong.</p>	<p>Mr Lim holds a Bachelor of Social Science (Honours) degree in Economics from National University of Singapore (formerly University of Singapore), a Certificate in Education from National Institute of Education (formerly Teachers' Training College), Singapore and completed an Advanced Management Programme at Fuqua School of Business of Duke University, US. Mr Lim has been a member of the Singapore Institute of Directors since 2002.</p>
<ul style="list-style-type: none"> <li>• The Company <i>Chairman and Executive Director Chief Executive Officer (since 2016)</i></li> <li>• Gold Peak Industries (Holdings) Limited <i>Executive Director, Chairman and Chief Executive</i></li> </ul>	<ul style="list-style-type: none"> <li>• The Company <i>Executive Director Executive Vice President (since 2018) Managing Director (2002 to 2018)</i></li> <li>• Gold Peak Industries (Holdings) Limited <i>Executive Director (since 2015) Executive Vice President (since 2019)</i></li> </ul>	<p>BSL Consultants Pte Ltd <i>Director and Senior Consultant</i></p>
<p>Direct interest in 300,000 ordinary shares in the Company and deemed interest in 414,098,443 ordinary shares of the Company. Mr Lo's deemed interest in the Company's issued shares arises pursuant to Mr Lo's aggregate direct and deemed interests of approximately 24.82% in the issued shares of Gold Peak Industries (Holdings) Limited, which has a direct interest in 414,098,443 issued shares of the Company.</p>	<p>1,465,000 ordinary shares in the Company</p>	<p>None</p>
<p>Mr Lo is an Executive Director, the Chairman and Chief Executive of Gold Peak Industries (Holdings) Limited and is deemed to be a substantial shareholder of the Company</p>	<p>Mr Li is an Executive Director and the Executive Vice President of Gold Peak Industries (Holdings) Limited</p>	<p>No</p>
<p>No</p>	<p>No</p>	<p>No</p>
<p>Yes</p>	<p>Yes</p>	<p>Yes</p>

Name of Retiring Directors	Mr Timothy Tong Wai Cheung	Mr Christopher Lau Kwan
<b>Other Principal Commitments including Directorships</b>		
- Past (for the last 5 years)	None	eCargo Holdings Limited <i>Chief Executive Officer and Executive Director</i>
- Present	<ol style="list-style-type: none"> <li>1. Airstar Bank Limited <i>Independent Non-Executive Director</i></li> <li>2. Freetech Road Recycling Technology (Holdings) Limited <i>Non-Executive Director</i></li> <li>3. Gold Peak Industries (Holdings) Limited <i>Independent Non-Executive Director</i></li> <li>4. Gravitation Fintech HK Limited <i>Independent Non-Executive Director</i></li> <li>5. Xiaomi Corporation <i>Independent Non-Executive Director</i></li> </ol>	<ol style="list-style-type: none"> <li>1. eCargo Holdings Limited <i>Non-Executive Director</i></li> <li>2. Cargo Services Group Limited <i>Director</i></li> <li>3. CS China Logistics Ltd <i>Director</i></li> <li>4. CS Investment Management Limited <i>Director</i></li> </ol>
<b>Information required pursuant to Listing Rule 704(7)</b>		
(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

Mr Victor Lo Chung Wing	Mr Brian Li Yiu Cheung	Mr Lim Jiew Keng
None	GP Industries Limited Group Company Whitehill Industries Limited <i>Director</i>	GP Industries Limited Group Company GP Batteries International Limited <i>Non-Executive Independent Director</i>
Gold Peak Industries (Holdings) Limited <i>Executive Director, Chairman and Chief Executive</i>  <i>Please refer to Table A for a list of other present directorships of Mr Lo</i>	Gold Peak Industries (Holdings) Limited <i>Executive Director and Executive Vice President</i>  <i>Please refer to Table B for a list of other present directorships of Mr Li</i>	BSL Consultants Pte Ltd. <i>Director and Senior Consultant</i>
No	No	No
No	No	No
No	No	No

Name of Retiring Directors	Mr Timothy Tong Wai Cheung	Mr Christopher Lau Kwan
(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
(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

<b>Mr Victor Lo Chung Wing</b>	<b>Mr Brian Li Yiu Cheung</b>	<b>Mr Lim Jiew Keng</b>
No	No	No
No	No	No
No	No	No
No	No	No
No	No	No
No	No	No



Name of Retiring Directors	Mr Timothy Tong Wai Cheung	Mr Christopher Lau Kwan
<p>(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:-</p> <ul style="list-style-type: none"> <li>i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</li> <li>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</li> <li>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</li> <li>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</li> </ul> <p>in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?</p>	No	No
<p>(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?</p>	No	No
<b>Disclosure applicable to the appointment of Director only</b>		
<p>Any prior experience as a director of an issuer on the Exchange?</p> <p>If yes, please provide details of prior experience.</p> <p>If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.</p> <p>Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).</p>	Not applicable	Not applicable

Mr Victor Lo Chung Wing	Mr Brian Li Yiu Cheung	Mr Lim Jiew Keng
No	No	No
No	No	No
Not applicable	Not applicable	Not applicable

## Table A

### Mr Victor Lo Chung Wing Other present directorships

#### GP Industries Limited Group Companies

1. GP Batteries International Limited
2. GP Electronics (HK) Limited
3. GP Global Marketing Corporation
4. GP Global Marketing Limited
5. KEF Celestion Corporation
6. Shinwa Industries (H.K.) Limited

#### Non-GP Industries Limited Group Companies

1. Amazing Wesley Limited
2. Debbie Lo Creativity Foundation Limited
3. Euro Asian Investments Limited
4. Expert Harvest Limited
5. Hong Kong Design Centre Limited
6. Hotel ICON Limited
7. M K Lau Collection Limited
8. M K Lau Foundation Limited
9. M Plus Museum Limited
10. PMQ Management Company
11. The Ink Society Limited
12. Well Glory International Limited
13. West Kowloon Cultural District Foundation Limited

## Table B

### Mr Brian Li Yiu Cheung Other present directorships

#### GP Industries Limited Group Companies

1. Celestion International Limited
2. Famingo Pte Ltd
3. GP Acoustics Limited
4. GP Acoustics (HK) Limited
5. GP Acoustics (Middle East) DWC-LLC
6. GP Acoustics (Singapore) Pte Limited
7. GP Acoustics (Taiwan) Limited
8. GP Acoustics (UK) Limited
9. GP Acoustics (US), Inc.
10. GP Acoustics International Limited
11. GP Electronics & Acoustics Co., Ltd.
12. GP Electronics (China) Limited
13. GP Electronics (HK) Limited
14. GP Electronics (Huizhou) Limited
15. GP Electronics (Huizhou) Co., Ltd.
16. GP Electronics (SZ) Limited
17. GP Industries Marketing Limited
18. GPE International Limited
19. Huizhou GP Wiring Technology Ltd.
20. KEF Audio (UK) Ltd
21. KEF Celestion Corporation
22. KEF Japan, Inc.
23. Key Win Industrial Limited
24. Nike Enterprises Limited
25. 金柏電子有限公司

#### Non-GP Industries Limited Group Company

1. Celestion (China) Limited
2. Hong Kong Electronics Promotions Limited
3. The Hong Kong Electronic Industries Association Limited