

# GP INDUSTRIES

GP Industries Limited  
(Incorporated in the Republic of Singapore)  
Co. Reg. No. 199502128C

## Proxy Form

### IMPORTANT:

1. The Annual General Meeting (“AGM” or the “Meeting”) of GP Industries Limited (the “Company”) 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 the Notice of AGM will not be sent to members of the Company (the “Members”). Instead, the 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>. The 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 resolution set out in the 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 AGM.**
4. 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.
5. By submitting this proxy form appointing the Chairman of the Meeting as proxy, the Member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 20 August 2020.
6. **Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the Meeting as a member’s proxy to vote on his/her/its behalf at the AGM.**

I/We\*, \_\_\_\_\_ (Name)

\_\_\_\_\_ (NRIC/Passport/Company Registration Number)

of \_\_\_\_\_ (Address)

being a Member/Members of the Company, hereby appoint **the Chairman of the Meeting** as my/our\* proxy to vote for me/us\* on my/our\* behalf at the AGM of the Company to be convened and held by electronic means on **Friday, 11 September 2020, at 2:30 p.m.** and at any adjournment thereof.

No.	Resolutions Relating to:	Number of Shares**		
		For**	Against**	Abstain**
1	Directors’ Statement and Audited Financial Statements for the financial year ended 31 March 2020 together with the Independent Auditor’s Report			
2	Re-election of Mr Timothy Tong Wai Cheung as a Director			
3	Re-election of Mr Christopher Lau Kwan as a Director			
4	Re-election of Mr Victor Lo Chung Wing as a Director			
5	Re-election of Mr Brian Li Yiu Cheung as a Director			
6	Re-election of Mr Lim Jiew Keng as a Director			
7	Approval of Directors’ fees amounting to S\$356,800			
8	Re-appointment of Messrs Deloitte & Touche LLP as Auditors			
9	Authority to allot and issue new shares			
10	Renewal of Share Purchase Mandate			
11	Renewal of Shareholders’ Mandate for Interested Person Transactions			

\*\* Note: Voting will be conducted by poll for all resolutions. If you wish the Chairman of the Meeting as your proxy to cast all your votes “For” or “Against” a resolution, please tick “✓” in the “For” or “Against” box provided in respect of that resolution. Alternatively, please indicate the number of votes “For” or “Against” in the “For” or “Against” box provided in respect of that resolution. If you wish the Chairman of the Meeting as your proxy to abstain from voting on a resolution, please indicate with a tick “✓” in the “Abstain” box provided in respect of that resolution. Alternatively, please indicate the number of shares that the Chairman of the Meeting as your proxy is directed to abstain from voting in the “Abstain” box provided in respect of that resolution. **In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy for that resolution will be treated as invalid.**

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Total Number of Shares Held

\_\_\_\_\_  
Signature of Member(s)  
or Common Seal of Corporate Member

\* Delete where inapplicable

## Notes:

1. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this form of proxy shall be deemed to relate to all the shares held by you in the Company.
2. **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.** This proxy form 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.

3. The Chairman of the Meeting, as proxy, need not be a Member of the Company.
4. 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 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.**

5. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing the Chairman of the Meeting as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument appointing the Chairman of the Meeting as proxy is submitted by post, be lodged with the instrument of proxy or, if the instrument appointing the Chairman of the Meeting as proxy is submitted electronically via email, be emailed with the instrument of proxy, failing which the instrument may be treated as invalid.

## General:

The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting as proxy (including any related attachment). In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting as proxy lodged or submitted if the Member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

## Personal Data Privacy:

By submitting an instrument appointing a proxy, the Member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 20 August 2020.