



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

**ANNOUNCEMENT PURSUANT TO PROPOSED DISTRIBUTION *IN SPECIE* OF
483,843,482 SHARES IN GP ENERGY TECH LIMITED (“GPET”)**

NOTICE OF BOOKS CLOSURE DATE FOR THE PROPOSED DISTRIBUTION

1. INTRODUCTION

The Board of Directors (the “**Board**”) of GP Industries Limited (“the “**Company**”) refers to its announcement dated 28 December 2021 and the circular to Shareholders dated 10 November 2023 (the “**Circular**”) in relation to the Proposed Distribution.

Unless otherwise defined, all capitalised terms used herein shall bear the same meanings ascribed to them in the Circular.

2. NOTICE OF BOOKS CLOSURE DATE FOR THE PROPOSED DISTRIBUTION

NOTICE IS HEREBY GIVEN that, the Register of Members will be closed at **5.00 p.m. on Tuesday, 12 December 2023** (the “**Books Closure Date**”) to determine the entitlements of Entitled Shareholders to the GPET Shares under the Proposed Distribution.

3. CASH ALTERNATIVE, EXPECTED ELECTION PERIOD AND DESPATCH OF ELECTION FORMS

- 3.1. In order to provide flexibility for Entitled Shareholders who do not wish to hold GPET Shares (as GPET is an unlisted company), the Company will provide Entitled Shareholders with the right to elect to receive all (and not part of) their entitlement to the Proposed Distribution in the form of the cash so that they may choose to receive cash in consideration for all (and not part of) the GPET Shares which they are entitled to receive pursuant to the Proposed Distribution (the “**Cash Alternative**”). The cash equivalent of each GPET Share will be determined based on the dividend declared in respect of each Share pursuant to the Proposed Distribution, i.e., approximately 7.3201 Singapore cents¹ for each GPET Share¹.

¹ The figure has been rounded down to four (4) decimal places and is provided for illustration purposes only. The total cash equivalent of the GPET Shares to be received by an Electing Shareholder or an Excluded Overseas Shareholder will be determined by dividing S\$35.4 million, which is the net asset value of the GPET Group as at 31 March 2023, by the total number of Shares in issue as at the Books Closure Date, multiplied by the number of Shares held by each Electing Shareholder or Excluded Overseas Shareholder, as the case may be, at the Books Closure Date, rounded down to the nearest cent.

- 3.2. The Company will make a further announcement on the period during which an Entitled Shareholder (other than an Excluded Overseas Shareholder) can elect for the Cash Alternative (the “**Election Period**”) and will despatch an Election Form to all Entitled Shareholders (other than to the Excluded Overseas Shareholders, who will be deemed to have elected for the Cash Alternative and will receive all (and not part of) their full entitlements to the Proposed Distribution in cash). The Election Period is expected to commence from 9.00 a.m. on Monday, 18 December 2023 and end at 5.00 p.m. on Monday, 15 January 2024.

4. EXPECTED DATE OF DESPATCH OF GPET SHARE CERTIFICATES AND PAYMENT OF CASH

- 4.1. Following the Election Period:

- (i) For Entitled Shareholders

- (a) who have not elected for the Cash Alternative; and
- (b) who have invalid addresses,

and who are not Excluded Overseas Shareholders, will receive certificate(s) representing the number of GPET Shares that they are entitled to receive pursuant to the Proposed Distribution. The expected date of completion of the Proposed Distribution is Monday, 29 January 2024 and the GPET share certificates will be despatched to such Entitled Shareholders. In the case of Shareholders who hold Shares through a Depository Agent or finance company (for example, sub-account holders and SRS Investors), the Depository Agent and finance companies (including SRS Approved Banks) will be issued share certificate(s) in their name, representing the GPET Shares attributable to such Shareholders. Such Shareholders can write in to the Depository Agents and finance companies (including SRS Approved Banks) to request for the share certificates to be issued in the name of such shareholder; and

- (ii) Entitled Shareholders who have elected for the Cash Alternative or who are Excluded Overseas Shareholders, will receive payment, in Singapore dollars, of their respective entitlements to the Proposed Distribution. The expected date of payment of cash to such Entitled Shareholders is on or about Monday, 22 January 2024.

- 4.2. Further details on the administrative procedures for the Proposed Distribution have been set out in the Circular and will be announced by the Company in due course, on despatch of the Election Forms prior to the commencement of the Election Period.

SHAREHOLDERS SHOULD NOTE THAT GPET IS NOT, AND THERE IS NO INDICATION THAT IT WILL BE, LISTED ON THE SGX-ST OR ANY OTHER STOCK EXCHANGE. NO ASSURANCE CAN BE GIVEN TO SHAREHOLDERS THAT THERE WILL BE A MARKET FOR GPET SHARES. SHAREHOLDERS SHOULD CAREFULLY CONSIDER THE RISK FACTORS AS SET OUT IN APPENDIX B TO ANNEXURE II OF THE CIRCULAR, TOGETHER WITH ALL OF THE OTHER INFORMATION CONTAINED IN THE CIRCULAR. AS SET OUT IN PARAGRAPH 3.2, THE COMPANY WILL DESPATCH ELECTION FORMS TO ENTITLED SHAREHOLDERS FOLLOWING THE BOOKS CLOSURE DATE TO ALLOW THEM TO ELECT TO RECEIVE ALL (AND NOT PART OF) THEIR ENTITLEMENT TO THE PROPOSED DISTRIBUTION IN THE FORM OF THE CASH ALTERNATIVE. ENTITLED SHAREHOLDERS WHO WISH TO DO SO SHOULD COMPLETE THE ELECTION FORM AND RETURN IT TO THE COMPANY AS SOON AS POSSIBLE DURING THE ELECTION PERIOD.

Entitled Shareholders (other than the Excluded Overseas Shareholders) who do not submit the Election Form to the Company during the Election Period, and Entitled Shareholders with invalid addresses, will receive the GPET Shares as part of their entitlements to the Proposed Distribution. However, Entitled Shareholders who miss this deadline and who do not submit the Election Form to the Company during the Election Period but who still wish to elect for the Cash Alternative, can contact the Company at gpind@gp.industries or +65 6395 0850 within one (1) year after the expiry of the Election Period to elect for the Cash Alternative. Any cash amount paid out to the Entitled Shareholder will be net of any dividend or distribution paid by GPET to such Entitled Shareholder during such period.

5. OVERSEAS SHAREHOLDERS

- 5.1. An Entitled Shareholder will be regarded as an Overseas Shareholder if his/her/its registered address on the Register or the Depository Register (as the case may be) is not in Singapore as at the Books Closure Date. Shareholders who wish to change their registered address on the Register or the Depository Register (as the case may be) to provide an address in Singapore in substitution thereof prior to the Books Closure Date may do so by sending a notice in writing to the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632, (in the case of a change of address on the Register) or CDP, at 11 North Buona Vista Drive, #06-07 The Metropolis Tower 2, Singapore 138589 (in the case of a change of address on the Depository Register), respectively not later than three Market Days prior to the Books Closure Date.
- 5.2. The distribution of the GPET Shares pursuant to the Proposed Distribution may be prohibited or restricted (either absolutely or subject to various securities requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions. Overseas Shareholders are required to inform themselves and to observe any such prohibition or restriction at their own expense and without any liability to the Company.

- 5.3. Where the Board is of the view that the distribution of the GPET Shares to any Entitled Shareholders who are Overseas Shareholders may infringe any relevant foreign law or may necessitate compliance with conditions or requirements which they, in their sole discretion, regard as onerous by reason of costs, delay or otherwise, the GPET Shares which such Overseas Shareholders would have been entitled to pursuant to the Proposed Distribution will not be distributed to such Overseas Shareholders (such Shareholders, “**Excluded Overseas Shareholders**”). Excluded Overseas Shareholders include any Entitled Shareholder with a registered address (as recorded in the Register of Members of the Company or in the Depository Register maintained by CDP) in the United States of America, Australia, India, Indonesia, Ireland, Japan, Netherlands, New Zealand and Taiwan and who has not, at least three (3) Market Days prior to the Books Closure Date, provided CDP or the Share Registrar, as the case may be, with an address in Singapore for the service of documents or notices. Excluded Overseas Shareholders will not receive the Election Form, will be deemed to have elected for the Cash Alternative, and will only be entitled to receive their pro-rata entitlements to the Proposed Distribution in cash in respect of the Shares held by them as at the Books Closure Date. No Excluded Overseas Shareholders shall have any claim whatsoever against the Company and/or GPET in connection therewith.

Any Shareholder whose registered address (as recorded in the Register of Members or in the Depository Register maintained by CDP) is in Singapore or who has provided CDP or the Share Registrar, as the case may be, with an address in Singapore for the service of documents or notices and located or resident in the United States of America, Australia, India, Indonesia, Ireland, Japan, Netherlands, New Zealand and Taiwan is required to notify the Company in writing of such fact no later than five (5) Market Days prior to the Books Closure Date. Upon being notified of such fact, the Company will regard such Shareholder as an Excluded Overseas Shareholder who will be deemed to have elected for the Cash Alternative.

In the absence of any such notification, each Entitled Shareholder whose registered address (as recorded in the Register of Members or in the Depository Register maintained by CDP) is in Singapore as of the Books Closure Date or who has provided CDP or the Share Registrar, as the case may be, with an address in Singapore for the service of documents or notices shall be deemed to represent and warrant to the Company that he is not located or resident in the United States of America, Australia, India, Indonesia, Ireland, Japan, Netherlands, New Zealand and Taiwan.

By Order of the Board

Lee Tiong Hock
Company Secretary

4 December 2023