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

ANNOUNCEMENT

PROPOSED RESTRUCTURING OF THE ELECTRONICS AND ACOUSTICS SUBSIDIARIES OF THE GROUP AND ISSUANCE OF SIMPLE AGREEMENTS FOR FUTURE EQUITY BY KEF GP GROUP LIMITED, A SUBSIDIARY OF GP INDUSTRIES LIMITED

1. INTRODUCTION

The Board of Directors (the "**Board**") of GP Industries Limited ("**GP Industries**" or the "**Company**" and together with its subsidiaries, the "**Group**") wishes to announce that:

(i) the Group is in the process of an internal restructuring exercise (the "**Restructuring**") involving, *inter alia*, the transfer of the principal subsidiaries of the Company operating the electronics and acoustics business of the Group (the "**Electronics and Acoustics Business**"), to KEF GP Group Limited ("**KEF GP**"), a wholly owned subsidiary of the Company. The Restructuring relates solely to the Electronics and Acoustics Business of the Group. The dormant companies and investment holding companies for industrial investments and associated companies of the Group are not part of the Restructuring; and

(ii) KEF GP has entered into certain simple agreements for future equity (the "**SAFEs**" and such entry into the SAFEs, the "**SAFE Issuance**") with various investors (the "**Investors**") in exchange for certain payments by each Investor (the "**Purchase Amount**"), with an aggregate amount of US$13.7 million (equivalent to S$17.9 million[1]). The principal terms of the SAFE are as set out in paragraph 4.2,

(collectively, the "**Transactions**").

Upon completion of the Restructuring, KEF GP and its subsidiaries (collectively, the "**KEF GP Group**") will be principally engaged in the design, manufacture and sale of professional audio products, KEF branded audio systems, Celestion branded loudspeakers and related electronic and acoustic products.

[1] For the purposes of this Announcement, unless otherwise stated, conversions of US$ into S$ are based on a rate of US$1.00 to S$1.31. The exchange rate is for reference only. No representation is made by the Company that any amount in US$ has been, could have been or could be converted at the above rate or at any other rates or at all.

2. INFORMATION ON KEF GP

2.1 General

KEF GP is a company incorporated in the Cayman Islands on 21 October 2022. Upon completion of the Restructuring, KEF GP will act as the investment holding company of the KEF GP Group and will focus on delivering results in the perceived growing Electronics and Acoustics Business. Neither KEF GP nor any company in the KEF GP Group is currently listed on or quoted on the Official List of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") or any securities exchange or any other regulated markets.

KEF GP has two classes of share capital, ordinary shares (the "**Ordinary Shares**") and preferred shares[2] (the "**Preferred Shares**", and together with the Ordinary Shares, the "**Capital Shares**"). As at the date of this Announcement, KEF GP has an issued and paid-up share capital of US$1 comprising one (1) Ordinary Share and the Company owns all of the issued Ordinary Share. The directors of KEF GP are Mr Lo Chung Wing Victor, Mr Lam Hin Lap, Mr Li Yiu Cheung Brian, Ms Lo Kit Yee Grace and Mr Law Wang Chak Waltery. As at the date of this Announcement, no Preferred Shares have been issued by KEF GP. The SAFEs will be convertible into Preferred Shares at an Equity Financing, and the Preferred Shares will have such rights as set out in the articles of association of KEF GP, including being entitled to dividend and priority in a liquidation, dissolution or winding up of KEF GP.

3. RESTRUCTURING

3.1 Rationale for the Restructuring

The Group acquired the KEF and Celestion branded loudspeakers and related audio business during the financial year ended 31 March 1998. Since then, the KEF branded loudspeakers have evolved with the advancement of acoustic technology and has more closely integrated with the subsidiaries operating the electronics manufacturing business for professional audio products within the Electronics and Acoustics Business and achieved operating and financial synergies realised from vertical integration. Over the past two decades, with rapid technological advancements in acoustics, digital wireless audio technology and new developments in the product development and manufacturing capabilities of the electronics manufacturing business, KEF has expanded its product range from standalone loudspeakers to electrically powered, internet ready wireless audio systems with built-in digital amplifiers and digital signal processing capabilities for optimized audio performance. Controlled by a bespoke mobile phone app, KEF's active wireless audio systems are all-in-one music systems capable of connecting to popular internet based music services, stand-alone digital music servers, televisions and traditional CD and Blue Ray players. The rapidly growing KEF business driven by these active wireless music systems also contributed to increase the business and profitability of the electronic manufacturing business within the Group.

Revenue from the sales of KEF audio systems reported significant growth in the past two years. For the financial years ended 31 March 2021 ("**FY2021**") and 31 March 2022 ("**FY2022**"), sales of KEF audio systems grew 26.2% and 37.1% respectively, on a year-on-year basis.

[2] Being the shares of the series of non-redeemable Preferred Shares issued to the investors investing new money in KEF GP in connection with the initial closing of the Equity Financing, other terms of which shall be agreed with such investors.

KEF's audio systems are sold to consumers as a premium item through distributors, dealers, KEF's own flagship stores and on-line sales networks. On the other hand, battery products from the Group's batteries business, which comprised 77.0% of the Group's revenue for FY2022, are mainly sold as a best value for money consumable item to consumers and private label industrial customers. As such, the strategy for growing the KEF GP Group's business is very different from that of the Group's batteries business and the premium audio and consumer batteries business each have their own business cycles.

Therefore, this Restructuring is expected to benefit the Group in the following areas:

(i) the new shareholding structure under KEF GP Group will more accurately reflect the synergies and mutually reinforcing relationships of the principal subsidiaries of the Electronics and Acoustics Business in research and development, product design, manufacturing, marketing and sales activities;

(ii) the Restructuring will facilitate the management to focus on maximizing the combined strength and to benefit from a coordinated long-term development strategy for these closely related principal subsidiaries within the KEF GP Group;

(iii) the Restructuring will facilitate the effective utilization of financial resources within the Group to fund the rapidly expanding businesses of the KEF GP Group in order to maximize its growth opportunities;

(iv) The Restructuring will enable and facilitate direct capital contribution into the KEF GP Group. The KEF GP Group represents a distinct opportunity for investors who are interested to invest into a globally renowned premium audio brands with in-house research, product design development, manufacturing, global distribution and direct to consumer marketing and sales capabilities;

(v) the KEF GP Group could represent an opportunity for GP Industries to better realize the underlying value within the KEF GP Group to provide better financial returns for its shareholders; and

(vi) new equity capital from the SAFE Issuance will contribute to migrate some of the financial resources needed to best support the rapidly expanding KEF GP Group businesses from debt financing to equity financing. This is highly desirable in the current high interest rate environment and will help to reduce the finance costs of the Group.

As such, the Directors believe that the Restructuring will benefit the Company and its shareholders (the "**Shareholders**").

3.2 Effect of the Restructuring

The current corporate structure of the Electronics and Acoustics Business is set out in **Appendix 1** to this Announcement.

The Group will undertake the Restructuring such that the principal subsidiaries of the Electronics and Acoustics Business will be held entirely by KEF GP, as illustrated by the corporate structure set out in **Appendix 2** to this Announcement.

Pursuant to the steps of the Restructuring:

(i) the Company will transfer all of its interest in GP Acoustics Limited, KEF Celestion Corporation, Celestion Music Asia Limited and GP Electronics (HK) Limited ("**GPEHK**") to KEF GP. Following completion of such transfers, each of the said entities will become direct wholly owned subsidiaries of KEF GP;

(ii) the Company will transfer all of its interest in GP Electronics (SZ) Limited and GP Electronics (Huizhou) Co., Ltd. to GPEHK. Following completion of such transfers, each of the said entities will become indirect wholly owned subsidiaries of KEF GP;

(iii) GP Acoustics International Limited ("**GPAIHK**"), an indirect wholly owned subsidiary of the Company, will acquire all of the equity interests in GP Acoustics (HK) Limited ("**GPAHK**") from GPE International Limited. Following completion of such transfer, GPAHK will become an indirect wholly owned subsidiary of KEF GP; and

(iv) GPAIHK will acquire all of the equity interests in 金柏電子有限公司[3] ("**GPAPRC**") from GPEHK. Following completion of such transfer, GPAPRC will become an indirect wholly owned subsidiary of KEF GP.

3.3 Cautionary Note

The Restructuring set out in paragraph 3.2 above is subject to the Company receiving further legal and financial advice (including on taxation matters) and may be subject to necessary refinement (including in relation to the consideration for the abovementioned transfers). Completion of the Restructuring is also subject to the Group receiving all regulatory approvals (where necessary) for the transfers set out in paragraph 3.2 above.

[3] For identification purpose, the translated name for this subsidiary is "GP Acoustics (China) Limited"

3.4 Summary Pro Forma Financial Information of the KEF GP Group

A summary of the pro forma financial information of the KEF GP Group on a combined basis is set out below and is prepared based on the financial information of the subsidiaries of the KEF GP Group for FY2022 and unaudited financial statements of the subsidiaries of the KEF GP Group for the six-month period ended 30 September 2022 ("**1HFY2023**"):

(i) Summary Pro Forma Combined Income Statement of the KEF GP Group

	FY2022 (1) S$ million	**1HFY2023** (2) S$ million
Revenue	282.2	130.9
Gross profit	118.3	55.6
Profit (Loss) before taxation, excluding non-recurring other operating income	4.5	(5.9)
Non-recurring other operating income	13.1(3)	-
Profit (Loss) before taxation	17.6	(5.9)
Profit (Loss) attributable to the equity holders of KEF GP	18.1	(4.2)

Notes:

(1) Assuming the Restructuring was completed on 1 April 2021.

(2) Assuming the Restructuring was completed on 1 April 2022.

(3) Being write back of excess provision for costs for relocation of the operations of GP Electronics (Huizhou) Co., Ltd. to Dongjiang, Huizhou, People's Republic of China.

(ii) Summary Pro Forma Combined Statement of Financial Position of the KEF GP Group

	31 March 2022 (1) S$ million	**30 September 2022** (2) S$ million
Current assets	211.3	209.3
Non-current assets	52.6	55.0
Current liabilities	158.4	165.3
Non-current liabilities	27.1	22.3
Net assets attributable to equity holders of KEF GP	76.7	76.3
Non-controlling interests	1.7	0.4

Notes:

(1) Assuming the Restructuring was completed on 31 March 2022.

(2) Assuming the Restructuring was completed on 30 September 2022.

4. DETAILS OF THE SAFE ISSUANCE

4.1 Introduction

KEF GP has entered into SAFEs for an aggregate purchase amount of US$13.7 million (equivalent to S$17.9 million[4]) with certain Investors who are long-term trade partners and business associates of the KEF GP Group and supporters of KEF and Celestion branded products. The principal terms of the SAFEs are set out in paragraph 4.2.

4.2 Principal Terms of the SAFEs

The following is a summary of the principal terms and conditions of the SAFEs:

Issuer	:	KEF GP.
Issue Date of SAFE	:	26 January 2023.
Nature of SAFE	:	The SAFE is an equity instrument but not a debt instrument and does not accrue interest or have a maturity date.
Post-Money Valuation	:	US$180 million.
Equity Financing	:	If there is an Equity Financing[5] before the termination of the SAFE, on the initial closing of such Equity Financing, the SAFE will automatically convert into the number of SAFE Preferred Shares[6], which is equal to the Purchase Amount divided by the Conversion Price[7], rounded down to the nearest whole share.

[4] For the purposes of this Announcement, unless otherwise stated, conversions of US$ into S$ are based on a rate of US$1.00 to S$1.31. The exchange rate is for reference only. No representation is made by the Company that any amount in US$ has been, could have been or could be converted at the above rate or at any other rates or at all.

[5] Being a bona fide transaction or series of transactions with the principal purpose of raising capital, pursuant to which KEF GP issues and sells Preferred Shares at a fixed valuation, including but not limited to, a pre-money or post-money valuation.

[6] Being shares of the series of Preferred Shares to be issued to the Investor in an Equity Financing, having the identical rights, privileges, preferences and restrictions as the shares of the series of Preferred Shares issued to the investors investing new money in KEF GP in connection with the initial closing of the Equity Financing, other than as set out in the SAFE.

[7] Being the price per share equal to the Post-Money Valuation divided by the Company Capitalisation. Company Capitalisation is 180,000 Ordinary Shares.

Liquidity Event : If there is a Liquidity Event[8] before the termination of the SAFE, the SAFE will automatically be entitled (subject to the Liquidation Priority as set out below) to receive a portion of cash and other assets that are proceeds from such event and legally available for distribution (the "**Proceeds**"), due and payable to the Investor prior to, or concurrent with, the consummation of such Liquidity Event, equal to the greater of (i) the Purchase Amount (the "**Cash-Out Amount**") or (ii) the price payable on the number of Ordinary Shares equal to the Purchase Amount divided by the Liquidity Price[9] (the "**Conversion Amount**").

If any of KEF GP's securityholders are given a choice as to the form and amount of Proceeds to be received in a Liquidity Event, the Investor will be given the same choice provided that the Investor may not choose to receive a form of consideration that the Investor would be ineligible to receive as a result of the Investor's failure to satisfy any requirement or limitation generally applicable to KEF GP's securityholders, or under any applicable laws.

Notwithstanding the foregoing, in connection with a Change of Control intended to qualify as a tax-free reorganisation, KEF GP may reduce the cash portion of Proceeds payable to the Investor by the amount determined by its board of directors in good faith for such Change of Control to qualify as a tax-free reorganisation, provided that such reduction (i) does not reduce the total Proceeds payable to such Investor and (ii) is applied in the same manner and on a pro rata basis to all securityholders who have equal priority to the Investor under the Liquidation Priority (as set out below).

[8] Being a "**Change of Control**". In turn, Change of Control means (a) a transfer (whether by merger, consolidation, exchange or otherwise), in one transaction or a series of related transactions, to a person or group of affiliated persons (other than an underwriter of KEF GP's securities), of KEF GP securities or Capital Shares if, after such closing, such person or group of affiliated persons would hold at least a majority of the total voting power represented by the outstanding voting securities of KEF GP or such other surviving or resulting entity; (b) any reorganisation, scheme of arrangement, merger, amalgamation or other consolidation of KEF GP, other than a transaction or series of related transactions in which the holders of the voting securities of KEF GP outstanding immediately prior to such transaction or series of related transactions retain, immediately after such transaction or series of related transactions, at least a majority of the total voting power represented by the outstanding voting securities of KEF GP or such other surviving or resulting entity or (c) a sale, lease or other disposition of all or substantially all of the assets of the KEF GP Group.

[9] Being the price per share equal to the Post-Money Valuation divided by the Liquidity Capitalisation. Liquidity Capitalisation is calculated as of immediately prior to the Liquidity Event, and includes (without double-counting, in each case calculated on an as-converted to Ordinary Shares basis):

(a) all Capital Shares issued and outstanding;
(b) all (i) issued and outstanding options, restricted share awards or purchases, restricted share units, share appreciation rights, warrants or similar securities, vested or unvested ("Options") and (ii) to the extent receiving Proceeds, promised but ungranted Options ("Promised Options"); and
(c) the SAFE and other convertible securities issued by KEF GP, other than any SAFEs and other convertible securities (including without limitation Preferred Shares) where the holders of such securities are receiving Cash-Out Amounts or similar liquidation preference payments in lieu of Conversion Amounts or similar "as-converted" payments but excludes all Capital Shares that are reserved, available for future grant and not subject to any outstanding Options or Promised Options under any equity incentive or similar plan.

Dissolution Event : If there is a Dissolution Event[10] before the termination of the SAFE, the Investor will automatically be entitled (subject to the Liquidation Priority set out below) to receive a portion of Proceeds equal to the Cash-Out Amount, due and payable to the Investor immediately prior to the consummation of the Dissolution Event.

Liquidation Priority : In a Liquidity Event or Dissolution Event, the SAFE is intended to operate like standard non-participating Preferred Shares. The Investor's right to receive the Cash-Out Amount is:

(i) junior to payment of outstanding indebtedness and creditor claims, including contractual claims for payment and convertible promissory notes (to the extent such convertible promissory notes are not actually or notionally converted into Capital Shares);

(ii) on par with payments for other SAFEs and/or Preferred Shares, and if the applicable Proceeds are insufficient to permit full payments to the Investor and such other SAFEs and/or Preferred Shares, the applicable Proceeds will be distributed pro rata to the Investor and such other SAFEs and/or Preferred Shares in proportion to the full payments that would otherwise be due; and

(iii) senior to payments for Ordinary Shares.

The Investor's right to receive its Conversion Amount is (a) on par with payments for Ordinary Shares and other SAFEs and/or Preferred Shares who are also receiving Conversion Amounts or Proceeds on a similar as-converted to Ordinary Shares basis; and (b) junior to payments described in paragraphs (i) and (ii) above (in the latter case, to the extent such payments are Cash-Out Amounts or similar liquidation preferences).

Termination : The SAFE will automatically terminate (without relieving KEF GP of any obligations arising from a prior breach or non-compliance with the SAFE) immediately following the earliest to occur of (i) the issuance of Capital Shares to the Investor pursuant to the automatic conversion of the SAFE in the event of an Equity Financing or (ii) the payment, or setting aside for payment, of amounts due to the Investor pursuant to a Liquidity Event or Dissolution Event.

Governing Law : The SAFE shall be governed by, and construed and enforced in accordance with, the laws of Hong Kong.

[10] Being (a) a voluntary termination of operations; (b) a general assignment for the benefit of KEF GP's creditors or (c) any other liquidation, dissolution or winding up of KEF GP (excluding a Liquidity Event), whether voluntary or involuntary.

5. RATIONALE AND USE OF PROCEEDS

5.1 Rationale

The ability to source large volumes of consistently high-quality raw materials and components under stable, long-term arrangements, is critical to the success of the KEF GP Group in meeting its customers' cost objectives and environmental policies. The KEF GP Group has maintained a long-term relationship with its major suppliers and would not have managed the many sourcing challenges, including the shortage in some critical components, in the past two financial years without the trust and support from the KEF GP Group's major suppliers.

The KEF GP Group operates a global sales network with different sales channels, including e-commerce and local distributors, to obtain direct market information and provide better services to customers. With the joint efforts of KEF GP Group's own sales force, local distributors, other trade partners and supporters of KEF branded products, the revenue from the sales of KEF audio systems reported significant growth in the past two financial years. For FY2021 and FY2022, sales of KEF audio systems grew 26.2% and 37.1% respectively, on a year-on-year basis.

The Investors, being the long-term trade partners and business associates of the KEF GP Group and supporters of KEF and Celestion branded products, have been identified as they have a clear and deep understanding of the mission, vision and strategies of the KEF GP Group. There have been strong investor interests in the KEF GP Group from these stakeholders given the KEF GP Group's current growth trajectory.

As discussed in paragraph 3.1(iv) above, the Restructuring will create a separate and distinct group of companies focusing on the research and development, product design, manufacturing, sales and marketing of electronics and branded acoustics products. The Company expects to attract interest from the Company's business associates and other stakeholders upon completion of the Restructuring.

5.2 Use of Proceeds

Proceeds from the SAFEs issued by KEF GP will be applied towards funding future expansion and working capital requirements of the KEF GP Group.

6. PRO FORMA FINANCIAL EFFECTS OF THE TRANSACTIONS ON THE GROUP

6.1 Basis and Assumptions

The pro forma financial effects of the Transactions on selected financial measures of the Group have been prepared based on the audited consolidated financial statements of the Group for FY2022 and the unaudited consolidated financial statements of the Group for 1HFY2023, and are purely for illustrative purposes only and do not reflect the future actual financial position of the Group following the completion of the Transactions.

The pro forma financial effects have also been prepared based on, *inter alia*, the following assumptions:

(i) the net tangible assets ("**NTA**") per issued ordinary share in the capital of the Company (excluding treasury shares and subsidiary holdings) (each a "**Share**"), leverage ratio and working capital of the Group as at 31 March 2022 have been prepared on the assumptions that the Transactions had been completed on 31 March 2022;

(ii) the NTA per Share, leverage ratio and working capital of the Group as at 30 September 2022 have been prepared on the assumption that the Transactions had been completed on 30 September 2022;

(iii) the earnings per Share ("**EPS**") and return on equity ("**ROE**") of the Group for FY2022 has been prepared on the assumption that the Transactions had been completed on 1 April 2021;

(iv) the EPS and ROE of the Group for 1HFY2023 has been prepared on the assumptions that the Transactions had been completed on 1 April 2022;

(v) the proceeds from SAFEs remained as cash and bank balances of the Group and there is no interest income or expense impact on the proceeds from the SAFEs; and

(vi) any discrepancies presented in the tables below are due to rounding. Accordingly, totals and percentages presented may not be a precise reflection of the figures that precede them.

Further, the pro forma financial effects have been prepared taking into account the current steps for the Restructuring, as described in paragraph 3.2 above. In the event that such steps are modified or further refined (for example, following the receipt of legal and/or financial advice (including on taxation matters) or otherwise), such modification or refinement may have an impact on the pro forma financial effects of the Transactions on the Group.

The pro forma financial effects do not illustrate the impact upon conversion of the SAFEs into SAFE Preferred Shares, as it is not practicable to estimate the financial impact of such conversion without any information on a future Equity Financing.

6.2 NTA

NTA is defined as Shareholders' funds less intangible assets. The Transactions will not have any impact on NTA of the Group after the Transactions.

6.3 EPS

The Transactions will not have any impact on net profits attributed to Shareholders or the number of Shares held by Shareholders after the Transactions.

6.4 ROE

ROE is calculated based on net profits attributable to Shareholders divided by the equity attributable to equity holders of the Company of the Group. The Transactions will not have any impact on ROE of the Group after the Transactions.

6.5 Leverage Ratio

For illustrative purposes only:

(i) assuming that the Transactions had been completed on 31 March 2022, the pro forma financial effects of the Transactions on the leverage ratios of the Group as at 31 March 2022 are as follows:

	Before the Transactions	After the Transactions
Net bank borrowings [(1)] (S$ million)	374.4	355.8
Shareholders' funds and non-controlling interest (S$ million)	567.6	586.1
Gearing [(2)] (times)	0.66	0.61

Notes:

(1) Net bank borrowings include total bank borrowings and finance leases less bank balances, deposits and cash.

(2) Gearing is determined based on net bank borrowings divided by Shareholders' funds and non-controlling interest.

(ii) assuming that the Transactions had been completed on 30 September 2022, the pro forma financial effects of the Transactions on the leverage ratios of the Group as at 30 September 2022 are as follows:

	Before the Transactions	After the Transactions
Net bank borrowings [(1)] (S$ million)	364.2	344.5
Shareholders' funds and non-controlling interest (S$ million)	561.8	581.4
Gearing [(2)] (times)	0.65	0.59

Notes:

(1) Net bank borrowings include total bank borrowings and finance leases less bank balances, deposits and cash.

(2) Gearing is determined based on net bank borrowings divided by Shareholders' funds and non-controlling interest.

6.6 Share Capital

The Transactions will not have any impact on the number of Shares held by Shareholders or on the share capital of the Company after the Transactions.

6.7 Working Capital

For illustrative purposes only:

(i) assuming that the Transactions had been completed on 31 March 2022, the pro forma financial effects of the Transactions on the working capital of the Group as at 31 March 2022 are as follows:

	Before the Transactions	**After the Transactions**
Net current liabilities (S$ million)	69.2	50.6
Current ratio [(1)] (times)	0.91	0.94

Note:

(1) Current ratio is determined based on total current assets divided by total current liabilities.

(ii) assuming that the Transactions had been completed on 30 September 2022, the pro forma financial effects of the Transactions on the working capital of the Group as at 30 September 2022 are as follows:

	Before the Transactions	**After the Transactions**
Net current liabilities (S$ million)	21.0	1.4
Current ratio [(1)] (times)	0.97	1.00

Note:

(1) Current ratio is determined based on total current assets divided by total current liabilities.

7. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the Directors or controlling Shareholders of the Company has any interest, direct or indirect, in the Restructuring and SAFE Issuance, other than through their respective direct or indirect shareholdings (if any) in the Company.

8. RELATED PARTIES TRANSACTIONS

Some Investors may become related parties of the Group after the SAFE Issuance and upon conversion of the SAFEs into SAFE Preferred Shares. The Group has adopted an internal policy in respect of any transactions with related parties ("**RPTs**") and has set out the procedures for review and approval of the Group's RPTs to ensure that these transactions are on normal commercial terms and are not prejudicial to the interests of the Group and its minority Shareholders and are properly disclosed in the Group's financial statements.

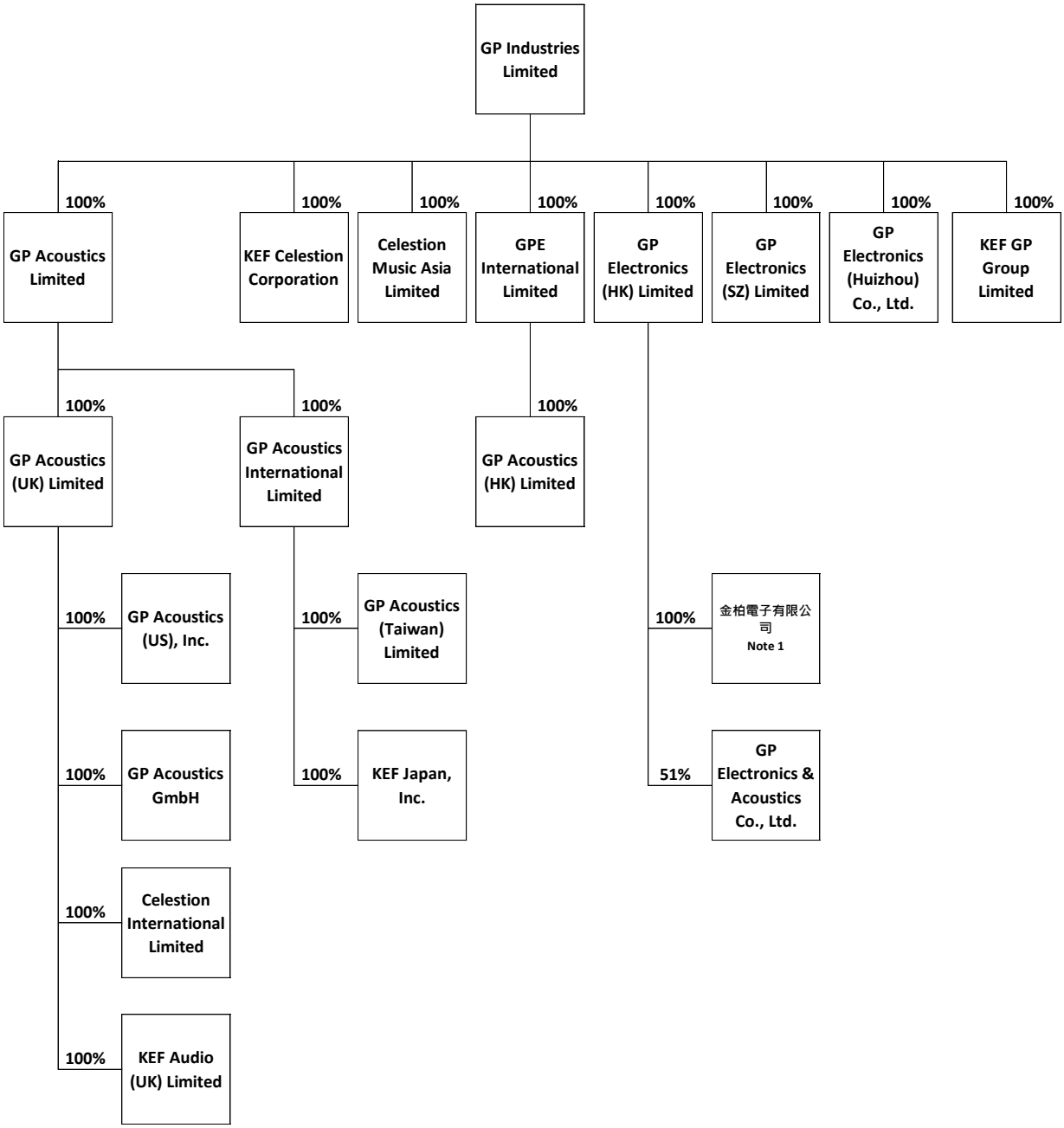
9. FURTHER ANNOUNCEMENT

The Company will update Shareholders via announcements on SGX-Net as and when there are developments regarding any future Equity Financing and related conversions of SAFEs into SAFE Preferred Shares.

By Order of the Board

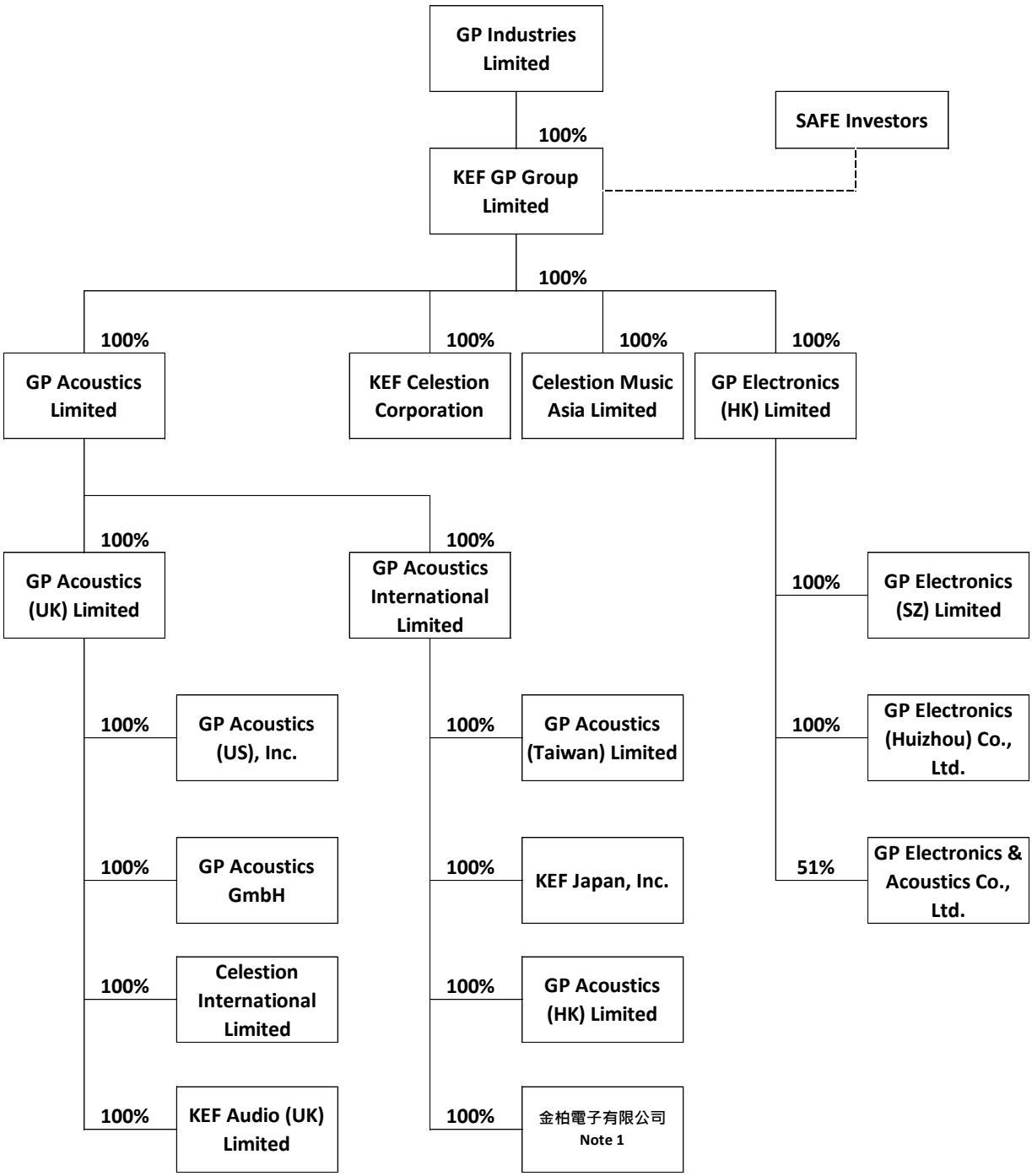
Lee Tiong Hock
Company Secretary
26 January 2023

Appendix 1
Corporate Structure of Electronics and Acoustics Business
before Restructuring



Note 1: For identification purpose, the translated name for this subsidiary is "GP Acoustics (China) Limited"

Appendix 2
Corporate Structure of Electronics and Acoustics Business
after Restructuring and the SAFE Issuance, but prior to conversion of the SAFEs



Note 1: For identification purpose, the translated name for this subsidiary is “GP Acoustics (China) Limited”