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PRE-CONDITIONAL VOLUNTARY CONDITIONAL CASH OFFER

by

Oversea-Chinese Banking Corporation Limited
(Incorporated in Singapore)
(Company Registration No. 193200032W)

for and on behalf of

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

for

GP Batteries International Limited
(Incorporated in the Republic of Singapore)
Co. Reg. No. 199002111N

1. INTRODUCTION

Oversea-Chinese Banking Corporation Limited ("**OCBC Bank**") wishes to announce, for and on behalf of GP Industries Limited (the "**Offeror**"), that subject to and contingent upon the satisfaction of the Pre-Condition (as defined in **paragraph 2.1** below), the Offeror intends to make a voluntary conditional cash offer (the "**Offer**") for all the issued ordinary shares ("**Shares**") in the capital of GP Batteries International Limited (the "**Company**" or "**GP Batteries**"), other than Shares already owned or agreed to be acquired by the Offeror as at the date of the Offer.

The Offeror is a subsidiary of Gold Peak Industries (Holdings) Limited ("**GPH**"), a company listed on The Stock Exchange of Hong Kong Limited (the "**HKEX**"). Further information on the Offeror and GPH is set out in **paragraph 6** below.

The formal Offer will only be made if the Pre-Condition has been fulfilled, on or before the date falling six months from the date of this Announcement (the "Pre-Conditional Offer Announcement Date"), or such other later date as the Securities Industry Council of Singapore (the "SIC") may agree (the "Long-Stop Date").

Accordingly, all references to the Offer in this Announcement refer to the possible Offer which will only be made if and when the Pre-Condition is fulfilled.

The shareholders of the Company (the "Shareholders") should exercise caution and seek appropriate independent advice when dealing in Shares or other securities of the Company.

2. THE PRE-CONDITION

2.1 **The Pre-Condition.** The proposed Offer constitutes a "major and connected transaction" for GPH under the Rules Governing the Listing of Securities on the HKEX, and needs to be approved by the shareholders of GPH at a general meeting (or any adjournment thereof) (the "**GPH Shareholder Approval**"). As such, the making of the Offer will be subject to the GPH Shareholder Approval being obtained (the "**Pre-Condition**").

The Offer is not subject to any other pre-condition. In particular, the Offeror is not required to seek the approval of its shareholders for the Offer, as noted in the announcement dated 10 August 2017 in relation to the Offer released by the Offeror on www.sgx.com.

2.2 **Formal Offer Announcement.** If and when the Pre-Condition is fulfilled, OCBC Bank, for and on behalf of the Offeror, will announce the firm intention on the part of the Offeror to make the Offer (the "**Formal Offer Announcement**"). **However, in the event that the Pre-Condition is not fulfilled, on or before the Long-Stop Date, the Offer will not be made and OCBC Bank will issue an announcement, for and on behalf of the Offeror, confirming that fact as soon as reasonably practicable.**

Shareholders should note that there is no certainty that the Pre-Condition will be fulfilled and that the Offer will be made. Shareholders are advised to exercise caution when dealing in Shares or other securities of the Company.

3. THE OFFER

3.1 **Terms of the Offer.** Subject to and contingent upon the satisfaction of the Pre-Condition, and the terms and conditions of the Offer to be set out in the formal offer document or the composite document (the "**Offer Document**") to be issued by OCBC Bank, for and on behalf of the Offeror, the Offeror will make the Offer for all the issued Shares, other than those already owned or agreed to be acquired by the Offeror as at the date of the Offer, in accordance with Section 139 of the Securities and Futures Act, Chapter 289 of Singapore, and the Singapore Code on Take-overs and Mergers (the "**Code**") on the following basis:

3.1.1 **Offer Shares.** The Offer, if made, will be made for all Shares (other than Shares already owned or agreed to be acquired by the Offeror as at the date of the Offer), and will be extended to all issued Shares owned or agreed to be acquired by parties acting or deemed to be acting in concert with the Offeror (collectively, the "**Offer Shares**").

3.1.2 **Offer Price.** The consideration for each Offer Share will be as follows:

For each Offer Share: S$1.30 in cash (the "Offer Price")

The Offer Price is final and if the Offer is made, the Offeror does not intend to increase the Offer Price.

3.1.3 Encumbrances and Distributions. The Offer Shares will be acquired (i) fully paid; (ii) free from any claim, charge, pledge, mortgage, lien, option, equity, power of sale, declaration of trust, hypothecation, retention of title, right of pre-emption, right of first refusal, moratorium or other third party right or security interest of any kind or an agreement, arrangement or obligation to create any of the foregoing; and (iii) together with all rights, benefits and entitlements attached thereto as at the date of the Formal Offer Announcement (the "**Formal Offer Announcement Date**") and thereafter attaching thereto, including the right to receive and retain all dividends, rights, other distributions or returns of capital (if any) declared, paid or made by the Company in respect of the Offer Shares (the "**Distributions**") on or after the Formal Offer Announcement Date, other than the dividend of 1.50 Singapore cents (in cash) for each Share declared by the board of directors of the Company on 22 May 2017 (the "**FY2017 Dividend**") and approved by the Shareholders at the Company's annual general meeting held on 28 July 2017.

If any Distribution, other than the FY2017 Dividend, is announced, declared, paid or made by the Company on or after the Formal Offer Announcement Date, and the Offeror is not entitled to receive such Distribution in full in respect of any Offer Share tendered in acceptance of the Offer, the Offer Price payable in respect of such Offer Share will be reduced by the amount of such Distribution, depending on when the settlement date in respect of the Offer Shares tendered in acceptance of the Offer by the accepting shareholder falls, as follows:

(i) if such settlement date falls on or before the books closure date for the determination of entitlements to the Distribution (the "**Books Closure Date**"), the Offer Price for each Offer Share shall remain unadjusted and the Offeror shall pay the accepting shareholder the unadjusted Offer Price for each Offer Share, as the Offeror will receive the Distribution in respect of such Offer Share from the Company; or

(ii) if such settlement date falls after the Books Closure Date, the Offer Price for each Offer Share shall be reduced by an amount which is equal to the amount of the Distribution in respect of each Offer Share (the Offer Price after such reduction, the "**Adjusted Offer Price**") and the Offeror shall pay the accepting shareholder the Adjusted Offer Price for each Offer Share, as the Offeror will not receive the Distribution in respect of such Offer Share from the Company.

3.2 Condition to the Offer. The Offer, if and when made, will be subject to the Offeror having received, by the close of the Offer, valid acceptances (which have not been withdrawn) in respect of such number of Shares which, when taken together with Shares owned, acquired or agreed to be acquired by the Offeror and any person acting in concert with it before or during the Offer, will result in the Offeror and any person acting in concert with it holding such number of Shares carrying more than 90 per cent. of the voting rights attributable to all the Shares in issue (excluding treasury Shares) as at the close of the Offer (the "**90 per cent. Acceptance Condition**").

3.3 **Offeror's Right to Waive or Revise the 90 per cent. Acceptance Condition.** The Offeror reserves the right to waive the 90 per cent. Acceptance Condition or reduce such condition to a level below 90 per cent. (but above 50 per cent.) of the voting rights attributable to all the Shares in issue (excluding treasury Shares) as at the close of the Offer, subject to the approval of the SIC. In the event that such waiver or revision is made during the course of the Offer with the approval of the SIC, the revised Offer will remain open for at least another 14 days following the date of the posting of the written notification of revision to Shareholders, and Shareholders who have accepted the initial Offer will be allowed to withdraw their acceptances within eight days of the posting of the written notification of the revision. The revised acceptance level will take into account withdrawals and new acceptances as at the close of the Offer.

4. IRREVOCABLE UNDERTAKINGS

4.1 **Irrevocable Undertakings.** As at the Pre-Conditional Offer Announcement Date, Victor Lo Chung Wing and Richard Ku Yuk Hing (collectively, the "**Undertaking Shareholders**") have each provided irrevocable undertakings to the Offeror (the "**Irrevocable Undertakings**"), pursuant to which each Undertaking Shareholder has undertaken, *inter alia*:

4.1.1 to accept, or procure the acceptance of, the Offer in respect of all the Shares held by each of them (or their nominees) respectively (the "**Relevant Shares**"), not later than 12.00 p.m. (Singapore time) on the 10th business day after the date of despatch of the Offer Document, and not to withdraw such acceptance for any reason thereafter;

4.1.2 except pursuant to the Offer, not to dispose of, charge, pledge or otherwise encumber or grant any option or other right over or accept any other offer for the Relevant Shares or otherwise deal with any of the Relevant Shares or any interest in them (whether conditionally or unconditionally);

4.1.3 to exercise all voting rights attaching to the Relevant Shares in such manner as to enable the Offer to be made and become unconditional and oppose the taking of any action which might result in any pre-condition or condition of the Offer not being satisfied;

4.1.4 not to enter into any agreement or arrangement with any person, whether conditionally or unconditionally, to do any of the acts prohibited by the above terms of **paragraphs 4.1.2** and **4.1.3**;

4.1.5 to take no action which may preclude or materially restrict, delay, frustrate or otherwise prejudice the Offer; and

4.1.6 (i) not to withdraw their acceptance of the Offer in respect of all the Relevant Shares and where applicable, will procure their nominee(s) not to withdraw their acceptance of the Offer in respect of all the Relevant Shares for any reason; (ii) not to solicit or enter into discussions regarding any general offer for the Shares or any other class of shares in the Company from any third party or any proposal for

a scheme of arrangement or amalgamation of the Company or any proposal for the acquisition of the assets of the Company which would preclude or materially restrict, delay, frustrate or otherwise prejudice the Offer ("**Competing Proposal**"), and to use best efforts to procure that the Company does not solicit or enter into discussions regarding any Competing Proposal; (iii) not to recommend, vote or agree to vote for any Competing Proposal; and (iv) to notify the Offeror upon becoming aware of any approach by any third party made with a view to making a Competing Proposal or any such solicitation or discussions,

provided always that, where such Undertaking Shareholder is a director of the Company, nothing in **paragraphs 4.1.5** to **4.1.6** above shall prevent such Undertaking Shareholder (in his capacity as a director of the Company) from complying with his fiduciary duties and any requirements of the Code, the SIC, the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") or any other relevant regulatory authority.

The Undertaking Shareholders have undertaken to accept the Offer in respect of an aggregate of 451,500 Shares, constituting approximately 0.29 per cent. of the issued share capital of the Company. Details of the Shares held by the Undertaking Shareholders are set out in **Appendix 1** to this Announcement.

4.2 **Cessation of Irrevocable Undertakings.** The Irrevocable Undertakings will cease and terminate on either:

4.2.1 the Long-Stop Date, if Pre-Condition is not satisfied on or before such date; or

4.2.2 the date on which the Offer lapses or is withdrawn, or fails to become or be declared unconditional (or such later date as may be agreed in writing by the respective parties) for any reason other than a breach of the obligations of the Undertaking Shareholders under their respective Irrevocable Undertakings.

For the avoidance of doubt, an Undertaking Shareholder will NOT have a right to terminate his Irrevocable Undertaking on the basis that another offer for the Shares has been made (even if the price offered for the Shares is higher than the Offer Price).

4.3 **Available for Inspection.** Copies of the Irrevocable Undertakings are available for inspection for the duration of the Offer at 3 Fusionopolis Link, #06-11 Nexus @one-north, Singapore 138543, during normal business hours.

5. FINANCIAL ASPECTS OF THE OFFER

5.1 **Offer Price.** The Offer Price of S$1.30 for each Offer Share represents the following premium over the historical traded prices of the Shares:

	Benchmark Price [(1)(2)] **(S$)**	**Premium of the Offer Price to Benchmark Price** [(3)] **(%)**

	Benchmark Price [(1)(2)] (S$)	Premium of the Offer Price to Benchmark Price [(3)] (%)
Last traded price per Share as quoted on the SGX-ST on 8 August 2017 (the "**Latest Practicable Date**")	0.800	62.5
Volume weighted average price ("**VWAP**") of the Shares as transacted on the SGX-ST for the one-month period up to and including the Latest Practicable Date	0.798	62.9
VWAP of the Shares as transacted on the SGX-ST for the three-month period up to and including the Latest Practicable Date	0.799	62.7
VWAP of the Shares as transacted on the SGX-ST for the six-month period up to and including the Latest Practicable Date	0.807	61.1
VWAP of the Shares as transacted on the SGX-ST for the one-year period up to and including the Latest Practicable Date	0.805	61.5

Notes:

(1) Based on data extracted from Bloomberg as at the Latest Practicable Date.

(2) Computed based on the Share prices rounded to the nearest three decimal places.

(3) Rounded to the nearest one (1) decimal place.

Comparison of the Offer Price to NAV. As at 30 June 2017, the unaudited net asset value ("**NAV**") was approximately S$1.46 per Share. The Offer Price of S$1.30 also implies a price-to-NAV ratio of approximately 0.89x.

6. INFORMATION ON THE OFFEROR AND GPH

6.1 The Offeror. The Offeror is a company incorporated in the Republic of Singapore on 28 March 1995 and has been listed on the Mainboard of the SGX-ST since 1995. In addition to the battery business conducted through the Company, the Offeror is principally engaged in the development, manufacturing and marketing of electronic and acoustic products, as well as the manufacturing of automotive wire harness products. The Offeror is the main industrial investment vehicle of HKEX-listed GPH.

As at the Latest Practicable Date:

6.1.1 the Offeror directly holds 102,580,044 Shares, constituting approximately 64.88 per cent. of the issued share capital of the Company[1], and is the majority

[1] Unless otherwise stated, all shareholding percentages in respect of the Company in this Announcement are calculated based on a total of 158,116,552 issued Shares as at the Latest Practicable Date (excluding treasury Shares) and rounded to the nearest two decimal places.

shareholder of the Company;

6.1.2 GPH directly holds 414,098,443 issued ordinary shares in the Offeror, constituting approximately 85.47 per cent. of the issued share capital of the Offeror[2], and is the majority shareholder of the Offeror. As the Offeror is a subsidiary of GPH, GPH is also deemed to be interested in 102,580,044 Shares, constituting approximately 64.88 per cent. of the issued share capital of the Company. GPH is the ultimate holding company of the Company; and

6.1.3 the directors of the Offeror are:

(i) Victor Lo Chung Wing;

(ii) Leung Pak Chuen;

(iii) Brian Li Yiu Cheung;

(iv) Andrew Chuang Siu Leung;

(v) Wong Man Kit;

(vi) Lam Hin Lap;

(vii) Lim Ah Doo;

(viii) Lim Hock Beng; and

(ix) Allan Choy Kam Wing.

6.2 **GPH.** GPH was established in 1964 and has been listed on the HKEX since 1984. GPH and its subsidiaries (the "**GPH Group**") is an Asian multinational group which owns high-quality industrial investments through the Offeror, its major industrial investment vehicle. The GPH Group has built renowned brand names for its major product categories, such as GP batteries, KEF premium consumer speakers and CELESTION professional speaker drivers. The GPH Group's turnover for the financial year ended 31 March 2017 amounted to approximately HK$5.8 billion (equivalent to approximately S$1.04 billion)[3] and its total assets as at 31 March 2017 exceeded HK$6.1 billion (equivalent to approximately S$1.10 billion)[4]. The GPH Group employed approximately 8,200 people worldwide as at 31 March 2017.

As at the Latest Practicable Date, the directors of GPH are:

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[2] Unless otherwise stated, all shareholding percentages in respect of the Offeror in this Announcement are calculated based on a total of 484,469,182 issued ordinary shares in the capital of the Offeror as at the Latest Practicable Date (excluding treasury shares) and rounded to the nearest two decimal places.

[3] An exchange rate of S$1 = HK$5.6116 was used for converting this amount from HK$ into S$. The said exchange rate is for reference only. No representation is made by the Offeror that any amount in HK$ has been, could have been or could be converted at the above rate or at any other rates or at all.

[4] An exchange rate of S$1 = HK$5.5583 was used for converting this amount from HK$ into S$. The said exchange rate is for reference only. No representation is made by the Offeror that any amount in HK$ has been, could have been or could be converted at the above rate or at any other rates or at all.

6.2.1 Victor Lo Chung Wing;

6.2.2 Leung Pak Chuen;

6.2.3 Richard Ku Yuk Hing;

6.2.4 Andrew Chuang Siu Leung;

6.2.5 Brian Li Yiu Cheung;

6.2.6 Lui Ming Wah;

6.2.7 Frank Chan Chi Chung;

6.2.8 Chan Kei Biu; and

6.2.9 Karen Ng Ka Fai.

7. INFORMATION ON THE COMPANY

7.1 GP Batteries is a company incorporated in the Republic of Singapore on 4 May 1990 and has been listed on the Mainboard of the SGX-ST since 1991. The Company is a major global developer, manufacturer and distributor of primary and rechargeable batteries. It has production plants in China, Taiwan, Vietnam and Malaysia, as well as sales and marketing offices in Asia, Europe and North America.

As at the Latest Practicable Date:

7.1.1 the Company has an issued and paid-up share capital of approximately S$257.40 million, comprising 164,806,752 Shares (including 6,690,200 treasury Shares);

7.1.2 the Company has no outstanding instruments convertible into, rights to subscribe for, or options in respect of, Shares; and

7.1.3 the directors of the Company ("**Directors**") are as follows:

(i) Victor Lo Chung Wing;

(ii) Richard Ku Yuk Hing;

(iii) Henry Leung Kwong Hang;

(iv) Leung Pak Chuen;

(v) Hui Wing Sun;

(vi) Brian Wong Tze Hang;

(vii) Lim Jiew Keng;

(viii) Allan Choy Kam Wing; and

(ix) Goh Boon Seong.

8. RATIONALE FOR THE OFFER

8.1 The Offeror's rationale for the Offer is as follows:

8.1.1 Opportunity for Shareholders to Realise their Investments in Cash at a Premium to the Market Trading Price. The Offer Price represents a premium of approximately 62.5 per cent. over the last traded price per Share as quoted on the SGX-ST on the Latest Practicable Date. The consideration under the Offer therefore presents the Shareholders with an opportunity to realise their entire investment in the Shares in cash at a premium over the prevailing trading prices of the Shares without incurring brokerage and other trading costs.

8.1.2 Low Market Liquidity. As at the Latest Practicable Date, the Offeror holds 102,580,044 Shares, constituting approximately 64.88 per cent. of the issued share capital of the Company. The trading volume of the Shares on the SGX-ST has generally been low with the average daily trading volume[5] of the Shares being approximately 17,600 Shares over the 12 months up to and including the Latest Practicable Date, representing approximately 0.01 per cent. of the issued share capital (excluding treasury Shares) of the Company. As such, the Offeror is of the view that the low trading volume of the Shares on the SGX-ST may not provide Shareholders with sufficient opportunity to efficiently exit their investments in the Company.

8.1.3 Flexibility to Optimise the Use of Management Resources. The Offeror is of the view that the delisting and privatisation of the Company will provide the Offeror and the Company with more flexibility to manage the business of the Company, optimise the use of its management and resources and facilitate the implementation of any strategic alternatives and/or operational changes.

8.1.4 Streamlining the Offeror Group and Savings in Costs Associated with Delisting the Company. The intention of the Offeror is to delist the Company and streamline the organisational structure of the Offeror and its subsidiaries (the "**Offeror Group**") by reducing the number of listed entities in the Offeror Group. Further, the Offeror is of the view that the delisting and privatisation of the Company from the SGX-ST will reduce the compliance costs associated with the maintenance of the Company's listed status.

8.1.5 No Need for Access to Singapore Capital Markets. Since 11 March 2014, when the Company allotted and issued 54,935,584 new Shares pursuant to a renounceable non-underwritten rights issue at an issue price of S$0.486 for each rights share, the Company has not carried out any equity fund raising. The Offeror

[5] Average daily trading volume is defined as total volume of shares traded in a period divided by the corresponding number of market trading days (excluding public holidays) in the same period.

is of the view that the Company is unlikely to require equity fund raising in the foreseeable future as the Company has various other available funding sources such as bank borrowing facilities and the financial support of the Offeror.

9. LISTING STATUS AND COMPULSORY ACQUISITION

9.1 **Listing Status and Trading Suspension.** Under Rule 1105 of the Listing Manual of the SGX-ST (the "**Listing Manual**"), upon an announcement by the Offeror that acceptances have been received that bring the holdings of the Shares owned by the Offeror and parties acting in concert with the Offeror to above 90 per cent. of the total number of issued Shares (excluding treasury Shares), the SGX-ST may suspend the trading of the listed securities of the Company on the SGX-ST until such time when the SGX-ST is satisfied that at least 10 per cent. of the total number of issued Shares (excluding treasury Shares) are held by at least 500 Shareholders who are members of the public. Under Rule 1303(1) of the Listing Manual, where the Offeror succeeds in garnering acceptances exceeding 90 per cent. of the total number of issued Shares (excluding treasury Shares), thus causing the percentage of the total number of issued Shares (excluding treasury Shares) held in public hands to fall below 10 per cent., the SGX-ST will suspend trading of the listed securities of the Company at the close of the Offer.

Shareholders are advised to note that Rule 723 of the Listing Manual requires the Company to ensure that at least 10 per cent. of the total number of issued Shares (excluding treasury Shares) is at all times held by the public (the "**Free Float Requirement**"). In addition, under Rule 724 of the Listing Manual, if the percentage of the total number of issued Shares (excluding treasury Shares) held in public hands falls below 10 per cent., the Company must, as soon as practicable, announce that fact and the SGX-ST may suspend trading of all securities of the Company on the SGX-ST. Rule 724 of the Listing Manual further states that the SGX-ST may allow the Company a period of three months, or such longer period as the SGX-ST may agree, for the percentage of the total number of issued Shares (excluding treasury Shares) held by members of the public to be raised to at least 10 per cent., failing which the Company may be removed from the Official List of the SGX-ST.

In the event the Company does not meet the Free Float Requirement, the Offeror does not intend to preserve the listing status of the Company and does not intend to take any steps for any trading suspension in the securities of the Company to be lifted.

9.2 **Compulsory Acquisition.** Pursuant to Section 215(1) of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**"), if the Offeror receives valid acceptances of the Offer and/or acquires such number of Offer Shares from the date of the Offer otherwise than through valid acceptances of the Offer in respect of not less than 90 per cent. of the total number of Shares in issue as at the close of the Offer (other than those already held by the Offeror, its related corporations or their respective nominees as at the despatch date of the Offer Document), the Offeror would be entitled to exercise the right to compulsorily acquire all the Offer Shares of the Shareholders who have not accepted the Offer (the "**Dissenting Shareholders**") on the same terms as those offered under the Offer.

In such event, the Offeror intends to exercise its right to compulsorily acquire all the Offer Shares not acquired under the Offer. The Offeror will then proceed to delist the Company from the SGX-ST.

Dissenting Shareholders have the right under and subject to Section 215(3) of the Companies Act, to require the Offeror to acquire their Shares in the event that the Offeror, its related corporations or their respective nominees acquire, pursuant to the Offer, such number of Shares which, together with the Shares held by the Offeror, its related corporations or their respective nominees, comprise 90 per cent. or more of the total number of issued Shares (excluding treasury Shares) as at the final closing date of the Offer. **Dissenting Shareholders who wish to exercise such right are advised to seek their own independent legal advice.** Unlike Section 215(1) of the Companies Act, the 90 per cent. threshold under Section 215(3) of the Companies Act does not exclude Shares held by the Offeror, its related corporations or their respective nominees as at the date of the Offer.

10. DISCLOSURE OF HOLDINGS

10.1 **Holdings and Dealings in GP Batteries Securities.** As at the Pre-Conditional Offer Announcement Date, save as set out in this Announcement and **Appendix 2**, none of (i) the Offeror and its directors; (ii) GPH and its directors; and (iii) the financial adviser to the Offeror, OCBC Bank (collectively, the "**Relevant Persons**" and each, a "**Relevant Person**"):

10.1.1 owns, controls or has agreed to acquire any Shares or convertible securities, warrants, options or derivatives in respect of the Shares (collectively, the "**GP Batteries Securities**"); or

10.1.2 has dealt for value in any GP Batteries Securities in the three months preceding the Pre-Conditional Offer Announcement Date.

10.2 **Other Arrangements.** As at the Pre-Conditional Offer Announcement Date, save as set out in this Announcement and **Appendix 2**, none of the Relevant Persons:

10.2.1 has received any irrevocable commitment to accept the Offer (other than the Irrevocable Undertakings);

10.2.2 has entered into any arrangements (whether by way of option, indemnity or otherwise) in relation to GP Batteries Securities which might be material to the Offer;

10.2.3 has granted a security interest to another person, whether through a charge, pledge or otherwise;

10.2.4 has borrowed from another person (excluding borrowed securities which have been on-lent or sold); or

10.2.5 has lent any GP Batteries Securities to another person.

10.3 **Confidentiality.** In the interests of confidentiality, none of the Relevant Persons has made enquiries in respect of certain other parties who are or may be presumed to be acting in concert with the Offeror in connection with the Offer. Further enquiries will be made of such persons after the Pre-Conditional Offer Announcement Date and the relevant disclosures will be made in the Offer Document (if and when the Offer is made).

11. CONFIRMATION OF FINANCIAL RESOURCES

OCBC Bank, as the financial adviser to the Offeror in relation to the Offer, confirms that sufficient financial resources are available to the Offeror to satisfy in full all acceptances of the Offer, if and when made, by the Shareholders on the basis of the Offer Price.

12. DESPATCH OF THE OFFER DOCUMENT

If and when the Offer is made, further information on the Offer will be set out in the Offer Document. The Offer Document, which will contain the terms and conditions of the Offer, and enclose the appropriate form(s) of acceptance, will, unless prior permission is obtained from the SIC, be despatched to Shareholders not earlier than 14 days and not later than 21 days from the Formal Offer Announcement Date, provided that there may be restrictions on sending the Offer Document to any overseas jurisdictions as disclosed in **paragraph 13** below. The Offer will remain open for acceptances by Shareholders for a period of at least 28 days from the date of posting of the Offer Document.

13. OVERSEAS PERSONS

13.1 **Overseas Persons.** This Announcement does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this Announcement in any jurisdiction in contravention of applicable law.

The Offer will be made solely by the Offer Document and the relevant form(s) of acceptance accompanying the Offer Document, which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted.

For the avoidance of doubt, the Offer (if and when made) will be open to all Shareholders, as the case may be, including those to whom the Offer Document and relevant form(s) of acceptance may not be sent.

The release, publication or distribution of this Announcement in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this Announcement is released, published or distributed should inform themselves about and observe such restrictions.

The availability of the Offer to Shareholders whose addresses are outside Singapore as shown in the register of shareholders of the Company or, as the case may be, in the records of The Central Depository (Pte) Limited (the "**Overseas Persons**") may be affected by the laws of the relevant overseas jurisdictions. Accordingly, Overseas Persons should inform themselves about, and observe, any applicable legal requirements in their

own jurisdictions. Further details in relation to Overseas Persons will be contained in the Offer Document.

13.2 Copy of the Offer Document. Where there are potential restrictions on sending the Offer Document to any overseas jurisdictions, the Offeror and OCBC Bank each reserves the right not to send the Offer Document to such overseas jurisdictions. Any affected Overseas Person may nonetheless obtain copies of the Offer Document during normal business hours from the office of the Company's share registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623. Alternatively, an affected Overseas Person may write to the Company's share registrar to request the Offer Document and the relevant form(s) to be sent to an address in Singapore by ordinary post at his own risk.

14. RESPONSIBILITY STATEMENT

The directors of the Offeror (including any director who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement. The directors of the Offeror jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, in relation to the Company and its subsidiaries), the sole responsibility of the directors of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

Issued by
Oversea-Chinese Banking Corporation Limited

For and on behalf of
GP Industries Limited

10 August 2017

Any enquiries relating to this Announcement or the Offer should be directed during office hours to Oversea-Chinese Banking Corporation Limited at telephone number + (65) 6530 1275.

Forward-Looking Statements

All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "aim", "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future and conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect the Offeror's current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors of the Company and shareholders and investors of the Offeror should not place undue reliance on such forward-looking statements. Neither the Offeror nor OCBC Bank guarantees any future performance or event or undertakes any obligation to update publicly or revise any forward-looking statements.

APPENDIX 1

Details of Holdings of the Relevant Shares held by the Undertaking Shareholders

	Direct Interest		Deemed Interest	
	No. of Shares	**%**[3]	**No. of Shares**	**%**[3]
Victor Lo Chung Wing[1]	300,000	0.19	102,580,044	64.88
Richard Ku Yuk Hing[2]	151,500	0.10	-	-

Note:

(1) Victor Lo Chung Wing, the chairman and chief executive officer of both the Offeror and the Company, holds 300,000 Shares. His deemed interest in approximately 64.88 per cent. of the issued Shares of the Company arises pursuant to his aggregate direct and deemed interest in the issued shares of GPH of approximately 21.66 per cent., GPH's direct interest in the issued shares of the Offeror of approximately 85.47 per cent. and the Offeror's direct interest in the issued Shares of the Company of approximately 64.88 per cent.

(2) Richard Ku Yuk Hing is the vice chairman of the Company.

(3) Calculated based on a total of 158,116,552 issued Shares (excluding treasury Shares) as at the Latest Practicable Date and rounded to the nearest two decimal places.

APPENDIX 2

Details of Holdings of GP Batteries Securities by the Relevant Persons

Name	No. of Shares					
	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	%[1]	No. of Shares	%[1]	No. of Shares	%[1]
GPH	-	-	102,580,044	64.88	102,580,044	64.88
Offeror	102,580,044	64.88	-	-	102,580,044	64.88
Victor Lo Chung Wing[2]	300,000	0.19	102,580,044	64.88	102,880,044	65.07
Richard Ku Yuk Hing[3]	151,500	0.10	-	-	151,500	0.10
Paul Lo Chung Wai[4]	120,000	0.08	-	-	120,000	0.08

Notes:

(1) Calculated based on a total of 158,116,552 issued Shares (excluding treasury Shares) as at the Latest Practicable Date and rounded to the nearest two decimal places.

(2) Victor Lo Chung Wing is a director of GPH and the Offeror.

(3) Richard Ku Yuk Hing is a director of GPH.

(4) Paul Lo Chung Wai is a brother of Victor Lo Chung Wing.