



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 held at Atrium Ballroom, Level 5, PARKROYAL COLLECTION Marina Bay, Singapore, 6 Raffles Boulevard, Singapore 039594 on Friday, 29 July 2022, 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 2022 together with the Independent Auditor’s Report thereon.
(Resolution 1)
2. To declare a final tax-exempt (1-tier) dividend of 2.00 Singapore cents per ordinary share for the financial year ended 31 March 2022 (2021: Nil).
(Resolution 2)
3. To re-elect the following Directors of the Company retiring pursuant to Article 95 of the Company’s Constitution and/or Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”):

Mr Lam Hin Lap	(Resolution 3)
Mr Brian Li Yiu Cheung	(Resolution 4)
Mr Timothy Tong Wai Cheung	(Resolution 5)
Mr Christopher Lau Kwan	(Resolution 6)

[See Explanatory Note (i)]
4. To approve the payment of Directors’ fees of S\$509,000 for the financial year ended 31 March 2022 (2021: S\$498,000).
(Resolution 7)
5. 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)
6. 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:

7. Authority to issue shares

That pursuant to Section 161 of the Companies Act 1967 (the “**Companies Act**”) and Rule 806 of the Listing Manual of the SGX-ST, the Directors of the Company be authorised and empowered to:

- (a) (i) 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 fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (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) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of 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) 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,

and in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;

- (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 AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (ii)]

(Resolution 9)

8. **Renewal of Share Purchase Mandate**

That for the purposes of Sections 76C and 76E of the Companies Act 1967, 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 Annual General Meeting of the Company) at the price of up to but not exceeding the Maximum Price as defined in the Letter to Shareholders dated 14 July 2022 (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 AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iii)]

(Resolution 10)

9. **Renewal of Shareholders’ Mandate for Interested Person Transactions**

That for the purposes of Chapter 9 of the Listing Manual of the SGX-ST:

- (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 14 July 2022 (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 AGM of the Company or the date by which the next AGM 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 (iv)]

(Resolution 11)

By Order of the Board

Lee Tiong Hock
Company Secretary
Singapore, 14 July 2022

Explanatory Notes:

- (i) Mr Lam Hin Lap will, upon re-election as a Director of the Company, remain as the Vice Chairman and Executive Vice President, 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 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 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.

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.

- (ii) The Ordinary Resolution 9 in item 7 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM 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, fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings), 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) at the time this Ordinary Resolution 9 is passed after adjusting for 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 any subsequent bonus issue, consolidation or subdivision of Shares.

- (iii) The Ordinary Resolution 10 in item 8 above, if passed, will empower the Directors of the Company effective until the conclusion of the next AGM of the Company or the date by which the next AGM 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) 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 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 2022 are set out in greater detail in the Letter.
- (iv) The Ordinary Resolution 11 in item 9 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 revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

Notes:

1. (a) A Member who is not a relevant intermediary is entitled to appoint one or two proxies to attend, speak and vote at the Meeting. Where such Member's proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
- (b) A Member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member. Where such Member's proxy form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

2. A proxy need not be a Member of the Company.
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 3 Fusionopolis Link, #06-11 Nexus @one-north, Singapore 138543 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a Member (i) consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Member discloses the personal data of the Member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Member's breach of warranty.

Photographic, sound and/or video recordings of the Meeting may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the Meeting. 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 29 July 2022 (collectively, the “**Retiring Directors**” and each a “**Retiring Director**”).

- (I) Mr Lam Hin Lap
- (II) Mr Brian Li Yiu Cheung
- (III) Mr Timothy Tong Wai Cheung
- (IV) Mr Christopher Lau Kwan

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 Lam Hin Lap	Mr Brian Li Yiu Cheung
Date of first appointment	1 October 2016	18 October 1995
Date of last re-appointment (if applicable)	30 July 2019	11 September 2020
Age	61	69
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)	The Board had considered, <i>inter alia</i> , the recommendation of the Nominating Committee and Mr Lam’s qualifications and experience and approved that Mr Lam 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.
Whether appointment is executive, and if so, the area of responsibility	Executive	Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	<ul style="list-style-type: none"> • Vice Chairman • Executive Vice President • Executive Director • Nominating Committee Member 	<ul style="list-style-type: none"> • Executive Vice President • Executive Director
Professional qualifications	Mr Lam holds a Bachelor’s degree in Electrical Engineering from The University of New South Wales, Australia.	Mr 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.

Mr Timothy Tong Wai Cheung	Mr Christopher Lau Kwan
1 April 2020	1 April 2020
11 September 2020	11 September 2020
69	42
Hong Kong Special Administrative Region, People's Republic of China	Hong Kong Special Administrative Region, People's Republic of China
<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>
Non-Executive Independent	Non-Executive Independent
<ul style="list-style-type: none"> • Non-Executive Independent Director • Audit and Risk Committee <i>Member</i> • Nominating Committee <i>Member</i> • Remuneration Committee <i>Member</i> 	<ul style="list-style-type: none"> • Non-Executive Independent Director • Audit and Risk Committee <i>Member</i> • Nominating Committee <i>Member</i> • Remuneration Committee <i>Member</i>
<p>Professor Tong holds a Bachelor of Science degree in Mechanical Engineering from Oregon State University, United States, and holds a Master's and Doctorate degree in the same discipline from the University of California, Berkeley, United States, and is a fellow of the American Society of Mechanical Engineers, the Hong Kong Academy of Engineering Sciences and the International Thermal Conductivity Conference.</p>	<p>Mr Lau holds a Bachelor's degree in Accounting and Finance from the Stern School of Business, New York University, New York, United States.</p>

Name of Retiring Directors	Mr Lam Hin Lap	Mr Brian Li Yiu Cheung
Working experience and occupation(s) during the past 10 years	<ul style="list-style-type: none"> • The Company <i>Vice Chairman (since 2021)</i> <i>Executive Vice President (since 2021)</i> <i>Executive Director (since October 2016)</i> <i>Group General Manager, Business Development (since 2014)</i> • Forbo Asia Pacific Ltd <i>President, Forbo Flooring Systems (2012 to 2014)</i> • Schneider Electric <i>Vice President, Wiring Devices and Installation Systems (2007 to 2012)</i> 	<ul style="list-style-type: none"> • The Company <i>Executive Director (since 1995)</i> <i>Executive Vice President (since 2018)</i> <i>Managing Director (2002 to 2018)</i>
Shareholding interest in the listed issuer and its subsidiaries	None	1,465,000 ordinary shares in the Company
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 Lam is the Managing Director and an Executive Director of Gold Peak Technology Group Limited, a substantial shareholder of the Company.	Mr Li is the Vice Chairman, Executive Vice President and an Executive Director of Gold Peak Technology Group Limited, a substantial shareholder of the Company.
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
Other Principal Commitments including Directorships		
- Past (for the last 5 years)	<ul style="list-style-type: none"> • GP Acoustics (Middle East) DWC-LLC • GP Acoustics (Singapore) Pte Limited • Shinwa Industries (Chongqing) Limited 	<ul style="list-style-type: none"> • GP Acoustics (Middle East) DWC-LLC • GP Acoustics (Singapore) Pte Limited • GP Industries Marketing Limited • Huizhou GP Wiring Technology Ltd • Whitehill Industries Limited
- Present	<ul style="list-style-type: none"> • Gold Peak Technology Group Limited <i>Managing Director and Executive Director</i> • Hanoi Battery Joint Stock Company <i>Director</i> • Meiloon Industrial Co., Ltd. <i>Authorised representative of a director (Famingo Pte Ltd)</i> <p><i>Please refer to Table A for a list of other present directorships of Mr Lam</i></p>	<ul style="list-style-type: none"> • Gold Peak Technology Group Limited <i>Vice Chairman, Executive Vice President and Executive Director</i> <p><i>Please refer to Table B for a list of other present directorships of Mr Li</i></p>

Mr Timothy Tong Wai Cheung	Mr Christopher Lau Kwan
<ul style="list-style-type: none"> • AMTD Foundation <i>Chief Executive Officer (since 2019)</i> • The Hong Kong Polytechnic University <i>President (2009 to 2018)</i> 	<ul style="list-style-type: none"> • XK Capital Limited <i>Managing Director (since 2022)</i> • Cargo Services Far East Limited <i>Group Assistant Managing Director and Head of Greater China Region (2018 to 2021)</i> • eCargo Holdings Limited <i>Chief Executive Officer (2013 to 2018)</i> • Cargo Services Far East Limited <i>Executive Director (2006 to 2012)</i>
None	None
Mr Tong is an Independent Non-Executive Director of Gold Peak Technology Group Limited, a substantial shareholder of the Company.	No
No	No
Yes	Yes
None	<ul style="list-style-type: none"> • Cargo Services Far East Limited • Cargo Services Group Limited • CS China Logistics Limited • CS Investment Management Limited • eCargo Holdings Limited
<ul style="list-style-type: none"> • Airstar Bank Limited <i>Independent Non-Executive Director</i> • AMTD Digital Inc. <i>Chairman of the board and Independent Non-Executive Director</i> • AMTD Digital Solutions Power Pte. Ltd. <i>Independent Non-Executive Director</i> • AMTD Foundation <i>Chief Executive Officer</i> • AMTD IDEA Group <i>Independent Non-Executive Director</i> • Applaud Digital Solutions Pte. Ltd. <i>Independent Non-Executive Director</i> 	<ul style="list-style-type: none"> • XK Capital Limited <i>Managing Director</i> • Hong Kong Chinese Importers' & Exporters' Association <i>Director</i>

Name of Retiring Directors	Mr Lam Hin Lap	Mr Brian Li Yiu Cheung
Information required pursuant to Listing Rule 704(7)		
(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
(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

Mr Timothy Tong Wai Cheung	Mr Christopher Lau Kwan
<ul style="list-style-type: none"> • Freetech Road Recycling Technology (Holdings) Limited <i>Non-Executive Director</i> • Gold Peak Technology Group Limited <i>Independent Non-Executive Director</i> • Gravitation Fintech HK Limited <i>Independent Non-Executive Director</i> • Xiaomi Corporation <i>Independent Non-Executive Director</i> 	
No	No
No	No
No	No
No	No

Name of Retiring Directors	Mr Lam Hin Lap	Mr Brian Li Yiu Cheung
(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

Mr Timothy Tong Wai Cheung	Mr Christopher Lau Kwan
No	No
No	No
No	No
No	No
No	No

Name of Retiring Directors	Mr Lam Hin Lap	Mr Brian Li Yiu Cheung
<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> <p>i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</p> <p>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</p> <p>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</p> <p>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</p> <p>in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?</p>	<p>No</p> <p>No</p> <p>No</p> <p>No</p>	<p>No</p> <p>No</p> <p>No</p> <p>No</p>
<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>	<p>No</p>	<p>No</p>

Mr Timothy Tong Wai Cheung	Mr Christopher Lau Kwan
No	No
No	No
No	No
No	No
No	No
No	No

Table A

Mr Lam Hin Lap Other present directorships

GP Industries Limited Group Companies

1	Bowden Industries Limited
2	Celestion Music Asia Limited
3	CIH Limited
4	Dragon Star Enterprises Limited
5	GP Acoustics (China) Limited
6	GP Acoustics (HK) Limited
7	GP Acoustics (Taiwan) Limited
8	GP Acoustics (UK) Limited
9	GP Acoustics (US), Inc.
10	GP Acoustics GmbH
11	GP Acoustics International Limited
12	GP Acoustics Limited
13	GP Batteries International Limited
14	GP Battery (Poland) Sp. z.o.o *
15	GP Global Marketing Corporation
16	GP Global Marketing Limited
17	GP Marketing Services (Shenzhen) Company Limited
18	GPI International Limited
19	Julong Technology Limited
20	KEF Celestion Corporation
21	KEF Japan, Inc.
22	Ningbo Biba Energy Co., Ltd
23	Ningbo Fubang Battery Co Ltd
24	Ningbo GP & Sonluk Battery Co., Ltd
25	Ningbo GP Energy Co., Ltd
26	Shinwa Industries (H.K.) Limited
27	Wisefull Technology Limited
28	Youjia Technology Limited

Non-GP Industries Limited Group Companies

1	Worldgreen Limited
2	The KEF Foundation (Asia) Limited

* Supervisor of the company/entity

Table B

Mr Brian Li Yiu Cheung Other present directorships

GP Industries Limited Group Companies

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

Non-GP Industries Limited Group Companies

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

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GP Industries Limited

(Incorporated in the Republic of Singapore)

Co. Reg. No. 199502128C

IMPORTANT:

1. A relevant intermediary may appoint more than two proxies to attend the Annual General Meeting and vote (please see note 2 overleaf for the definition of "relevant intermediary").
2. For investor who holds under Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investor") (as may be applicable), this Proxy Form is not valid for use and shall be ineffective for all intents and purpose if used or purported to be used by them. CPF/SRS Investors should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies.

Proxy Form

(Please see notes overleaf before completing this Form)

I/We, _____

of _____

being a Member/Members* of GP Industries Limited (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		Number of Shares	%
Address			

and/or* (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		Number of Shares	%
Address			

or failing the person, or either or both of the persons, referred to above, the Chairman of the annual general meeting (the "Meeting") as my/our* proxy/proxies* to vote for me/us* on my/our* behalf at the Meeting of the Company to be held at Atrium Ballroom, Level 5, PARKROYAL COLLECTION Marina Bay, Singapore, 6 Raffles Boulevard, Singapore 039594 on Friday, 29 July 2022, at 2:30 p.m. and at any adjournment thereof. I/We* direct my/our proxy/proxies* to vote for or against the Resolutions proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the proxy/proxies* will vote or abstain from voting at his/her/their* discretion.

Note: Voting will be conducted by poll for all resolutions. If you wish to exercise all your votes "For" or "Against", please tick (✓) within the box provided. Otherwise, please indicate the number of votes as appropriate.

No.	Resolutions Relating to:	For	Against
1	Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2022		
2	Payment of proposed final tax-exempt (1-tier) dividend		
3	Re-election of Mr Lam Hin Lap as a Director		
4	Re-election of Mr Brian Li Yiu Cheung as a Director		
5	Re-election of Mr Timothy Tong Wai Cheung as a Director		
6	Re-election of Mr Christopher Lau Kwan as a Director		
7	Approval of Directors' fees amounting to S\$509,000		
8	Re-appointment of Messrs Deloitte & Touche LLP as Auditors		
9	Authority to issue shares		
10	Renewal of Share Purchase Mandate		
11	Renewal of Shareholders' Mandate for Interested Person Transactions		

Dated this _____ day of July 2022

Total Number of Shares Held

Signature of Member(s)

or Common Seal of Corporate Member

* Delete where inapplicable



Notes:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), 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, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
2. (a) A Member who is not a relevant intermediary is entitled to appoint one or two proxies to attend, speak and vote at the Meeting. Where such Member's proxy form appoints two proxies, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
(b) A Member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member. Where such Member's proxy form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 and means:

- (i) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
 - (iii) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit or members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
3. A proxy need not be a Member of the Company.
 4. Completion and return of this instrument appointing a proxy shall not preclude a Member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a Member attends the Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Meeting.
 5. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 3 Fusionopolis Link, #06-11 Nexus @one-north, Singapore 138543 not less than forty-eight (48) hours before the time appointed for the Meeting.
 6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
 7. A corporation which is a Member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act 1967.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the Member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 14 July 2022.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies 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 a proxy or proxies. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged 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.