



GP Industries Limited

(Incorporated in the Republic of Singapore)

Co. Reg. No. 199502128C

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**” or the “**Meeting**”) of GP Industries Limited (the “**Company**”) will be convened and held by way of electronic means on 30 December 2022 at 10:30 a.m. (Singapore time), for the purpose of considering and if thought fit, passing, with or without amendments, the resolution below as an Ordinary Resolution:

ORDINARY RESOLUTION

Approval for the Proposed Acquisition of Light Engine Technologies Limited by XIC Innovation Limited (formerly known as Linkz Industries Limited), an Associated Company

Resolved that:

- (a) approval be and is hereby given for the acquisition (the “**Proposed Acquisition**”) by XIC Innovation Limited (formerly known as Linkz Industries Limited) (the “**Purchaser**”) of the entire issued ordinary share capital of Light Engine Technologies Limited from United Luminous International (Holdings) Limited (the “**Vendor**”) at the consideration of HK\$1,100,000,000, to be satisfied in cash or by telegraphic transfer or other methods as agreed by the Vendor, on the terms and conditions set out in the conditional share sale and purchase agreement dated 31 March 2022, and as amended from time to time, including by way of the amendment agreements dated 31 August 2022 and 31 October 2022, entered into between the Vendor, the Purchaser and Mr Paul Lo Chung Wai (the “**Warrantor**”); and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required in connection with this Ordinary Resolution and the Proposed Acquisition) as they or he may consider desirable, necessary or expedient in the interests of the Company to give full effect to this Ordinary Resolution and the Proposed Acquisition.

By Order of the Board

Lee Tiong Hock
Company Secretary

Singapore
15 December 2022

Notes:

1. The EGM is being convened, and will be held by, electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. An electronic copy of the circular dated 15 December 2022 in relation to the Proposed Acquisition (the “Circular”) and the Notice of EGM will be made available on the Company’s website at the URL <https://www.gp-industries.com/IR.htm> and on the SGX-ST’s website at the URL <https://www.sgx.com/securities/company-announcements>.
2. The EGM will be held by way of electronic means and a shareholder of the Company (each a “Shareholder” and together the “Shareholders”) will be able to watch the proceedings of the EGM through a “live” webcast via his/her/its mobile phones, tablets or computers or listen to these proceedings through a “live” audio feed via telephone. In order to do so, a Shareholder who wishes to watch the “live” webcast or listen to the “live” audio feed must pre-register by **10:30 a.m. (Singapore time) on 28 December 2022** at the URL <https://agmegm.motionmediaworks.com/gpindustries2022egm>. Following authentication of his/her/its status as Shareholders, authenticated Shareholders will receive email instructions on how to access the webcast and audio feed of the proceedings of the EGM by **12:30 p.m. (Singapore time) on 29 December 2022**. Shareholders who have received the email instructions must not forward the email instructions to other persons who are not Shareholders or who are not entitled to attend the EGM. This is to avoid any technical disruption or overload to the “live” webcast or “live” audio feed.
3. Further details relating to: (a) arrangements by which the EGM can be electronically accessed via live audio-visual webcast or live audio-only stream; (b) submission of questions in relation to the Ordinary Resolution set out in this Notice of EGM in advance of, or live, at the EGM, addressing of substantial and relevant questions in advance of, or live at, the EGM; and/or (c) voting at the EGM by (i) live voting during the EGM with their mobile phones, tablets or computers by the Shareholder or his/her/its duly appointed proxy(ies) (other than the Chairman of the Meeting) or (ii) by appointing the Chairman of the Meeting as proxy to vote on the Shareholder’s behalf at the EGM, are set out in the accompanying Circular, a copy of which may also be accessed at the Company’s website at the URL <https://www.gp-industries.com/IR.htm>, and will also be made available on the SGX-ST’s website at the URL <https://www.sgx.com/securities/company-announcements>.
4. All Shareholders may submit substantial and relevant questions related to the business of the EGM **no later than 8:00 a.m. (Singapore time), 23 December 2022** through one of the following means:
 - (i) via the pre-registration website at the URL <https://agmegm.motionmediaworks.com/gpindustries2022egm>;
 - (ii) via email to the Company at EGM2022@gp-industries.com; or
 - (iii) by post to the Company at 3 Fusionopolis Link, #06-11 Nexus @one-north, Singapore 138543.Shareholders will need to identify themselves when posing questions by email or by mail by providing the following details:
 - (a) the Shareholder’s full name as it appears on his/her/its CDP/SRS share records;
 - (b) the Shareholder’s NRIC/Passport/UEN number;
 - (c) the Shareholder’s contact number and email address; and
 - (d) the manner in which the Shareholder holds his/her/its shares in the Company (e.g. via CDP or SRS).
5. Shareholders (including SRS investors) and, where applicable, appointed proxy(ies), who wish to attend the EGM and asking questions “live” at the EGM must first pre-register at the pre-registration website at the URL <https://agmegm.motionmediaworks.com/gpindustries2022egm>. Details of the steps for pre-registration, submission of questions and voting at the EGM by Shareholders (including SRS investors) are set out on pages 156 to 159 of the Circular.
6. Shareholders and proxyholders who pre-registered and are verified to attend the EGM will be able to ask substantial and relevant questions relating to the business of the EGM via the audio-visual webcast platform.
7. **Shareholders will not be able to attend the EGM in person.** If a Shareholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it may:
 - (i) (where the Shareholder is an individual) vote “live” via electronic means at the EGM (or where the Shareholder is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote “live” via electronic means at the EGM on his/her/its behalf; or
 - (ii) (where the Shareholder is an individual or corporate) appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. Where a Shareholder (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy; failing which, the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
8. The accompanying proxy form for the EGM may also be accessed at the Company’s website at the URL <https://www.gp-industries.com/IR.htm>, and will also be made available on the SGX-ST’s website at the URL <https://www.sgx.com/securities/company-announcements>.
9. A proxy need not be a member of the Company.
10. The instrument appointing a proxy(ies), together with the power of attorney or other authority under which it is signed (if applicable) or a notarially certified copy thereof, must be submitted to the Company in the following manner:
 - (i) if submitted by post, be deposited at the Registered Office of the Company at 3 Fusionopolis Link, #06-11 Nexus @ one-north, Singapore 138543; or
 - (ii) if submitted electronically, be sent via email to the Company at EGM2022@gp-industries.com.

in either case, not less than 48 hours before the time appointed for holding the EGM.

A Shareholder who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Shareholders are strongly encouraged to submit completed proxy forms electronically via email.

11. The instrument appointing a proxy(ies) must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a company, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney.
12. In the case of a Shareholder whose shares are entered against his/her/its name in the Depository Register, the Company may reject any instrument appointing the Chairman of the EGM as proxy lodged if such Shareholder, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.
13. Persons who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore), including SRS investors, and who wish to participate in the EGM ("**Relevant Intermediary Participants**") by (a) observing and/or listening to the EGM proceedings via the "live" webcast or the "live" audio feed in the manner provided in Note 2 above; (b) submitting questions in advance of, or "live" at the EGM; and/or (c) voting at the EGM (i) "live" by the Shareholders themselves if they are appointed as proxies by their respective SRS Operators; or (ii) by appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM, should contact the relevant intermediary (which would include, in the case of SRS investors, their respective SRS Operators) through which they hold such shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the EGM. SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective SRS Operators to submit their votes by **5:00 p.m. (Singapore time) on 19 December 2022**.
14. The Circular may also be accessed at the Company's website at the URL <https://www.gp-industries.com/IR.htm> and will also be made available on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.

Personal data privacy:

By submitting (a) the Proxy Form appointing a proxy(ies) to attend, speak and vote at the EGM and/or any adjournment thereof; or (b) any details of Relevant Intermediary Participants in connection with the EGM; or (c) details for the registration to observe the proceedings of the EGM via live audio-visual webcast or live audio-only stream or to ask questions "live" at the EGM; or (d) questions in advance in relation to any resolution set out in the Notice of EGM, a Shareholder consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of the appointment of proxy(ies) for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes (including questions and answers) and other documents relating to the EGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to Shareholders (or their corporate representatives in the case of Shareholders which are legal entities) to observe and/or listen the proceedings of the EGM via live audio-visual webcast or live audio-only stream and providing them with any technical assistance where necessary;
- (iii) addressing all substantial and relevant questions received from Shareholders relating to the resolutions set out in the Notice of EGM to be tabled for approval at the EGM prior to the EGM and if necessary, following up with the relevant Shareholders in relation to such questions; and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a Shareholder may be recorded by the Company (or its agents or service providers) for such purposes.

Instructions for pre-registration, submission of questions and voting at the EGM

Shareholders will be able to (a) observe and/or listen to the EGM proceedings via live audio-visual webcast or live audio-only stream; (b) submit questions in relation to the Ordinary Resolution set out in this Notice of EGM, and substantial and relevant questions will be addressed in advance of, or live at the EGM; and/or (c) vote at the EGM by (i) live voting during the EGM, with their mobile phones, tablets or computers or (ii) by appointing the Chairman of the Meeting as proxy at the EGM.

To do so, they will need to complete the following steps:

Step 1: Pre-registration

No.	Actions	Details
1	Register at the pre-registration website	Shareholders (including SRS investors) can pre-register themselves or, where applicable, their appointed proxy(ies) for the EGM at the pre-registration website which is accessible from the URL https://agmegm.motionmediaworks.com/gpindustries2022egm from 9:00 a.m. (Singapore time) on 15 December 2022 up to 10:30 a.m. (Singapore time) on 28 December 2022 to enable the Company to verify their status. Individuals or corporates whose status as shareholders cannot be verified will receive an email by 12:30 p.m. (Singapore time) on 29 December 2022 informing them of this. Such individuals or corporates may contact the Company, at +65 6395 0850 between 12:31 p.m. (Singapore time) and 5:30 p.m. (Singapore time) on 29 December 2022, or via email at EGM2022@gp-industries.com, if they have any questions. Following the verification, authenticated shareholders (including SRS investors) or, where applicable, their appointed proxy(ies) who have (or have been) pre-registered will receive a confirmation email ("Confirmation Email") by 12:30 p.m. (Singapore time) on 29 December 2022, which will contain unique user credentials and instructions on how to access the "live" audio-visual webcast or "live" audio-only stream of the EGM proceedings. Shareholders (including SRS investors) or, where applicable, their appointed proxy(ies) who do not receive the Confirmation Email by 12:30 p.m. (Singapore time) on 29 December 2022, but have (or have been) pre-registered by the 28 December 2022 deadline and have not been informed of an unsuccessful registration, should contact the Company, at +65 6395 0850 between 12:31 p.m. (Singapore time) and 5:30 p.m. (Singapore time) on 29 December 2022, or via email at EGM2022@gp-industries.com.

Step 2: Submission of questions

No.	Actions	Details
2(a)	Submission of questions in advance of and live at the EGM	How to submit questions in advance of the EGM. Shareholders (including SRS investors) can submit substantial and relevant questions related to the resolutions to be tabled for approval at the EGM to the Chairman of the Meeting, in advance of the EGM, in the following manner: (a) Via pre-registration website. Shareholders who pre-register for the EGM may submit their questions via the pre-registration website which is accessible from the URL https://agmegm.motionmediaworks.com/gpindustries2022egm. (b) Via email. Shareholders may submit their questions via email to the Company at EGM2022@gp-industries.com. (c) By post. Shareholders may submit their questions by post to the Company at 3 Fusionopolis Link, #06-11 Nexus @ one-north, Singapore 138543. When submitting questions via email or by post, the Shareholder would also need to provide the following details: (a) the Shareholder's full name as it appears on his/her/its CDP/SRS share records; (b) the Shareholder's NRIC/Passport/UEN number; (c) the Shareholder's contact number and email address; and (d) the manner in which the Shareholder holds his/her/its shares in the Company (e.g. via CDP or SRS). Deadline to submit questions in advance of the EGM. All questions submitted in advance of the EGM via any of the above channels must be received by 8:00 a.m. (Singapore time) on 23 December 2022. How to ask questions "live" at the EGM. Shareholders (including SRS investors) or, where applicable, their appointed proxy(ies) will be able to ask substantial and relevant questions relating to the business of the EGM "live" at the EGM, via the audio-visual webcast platform.

2(b)	Addressing of questions	Addressing questions in advance of the EGM. We will endeavour to address all substantial and relevant questions (which are related to the Ordinary Resolution for approval at the EGM) received from shareholders in advance of the EGM by publishing our responses to such questions on the Company's website at the URL https://www.gp-industries.com/IR.htm and on the SGX website at the URL https://www.sgx.com/securities/company-announcements prior to the EGM. Addressing questions during the EGM. We will address substantial and relevant questions (which are related to the Ordinary Resolution for approval at the EGM) which have not already been addressed prior to the EGM, as well as those received via the audio-visual webcast platform at the EGM itself. Where substantially similar questions are received, we will consolidate such questions and consequently not all questions may be individually addressed. Minutes of EGM. We will publish the minutes of the EGM on the Company's website and on the SGX website, and the minutes will include the responses to substantial and relevant questions from Shareholders which are addressed during the EGM.
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Step 3: Voting at the EGM

No.	Actions	Details
3(a)	Exercise of voting rights at the EGM	Shareholders who wish to exercise their voting rights at the EGM may: (a) (where such Shareholders are individuals) vote "live" via electronic means at the EGM or (whether Shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote "live" via electronic means at the EGM on their behalf; or (b) (where such Shareholders are individuals or corporates) appoint the Chairman of the Meeting as their proxy to attend, speak and vote on their behalf at the EGM. Where a Shareholder (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy; failing which, the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid. Shareholders who wish to appoint a proxy(ies) must submit an instrument appointing a proxy(ies) in accordance with the instructions on the proxy form.

3(b)	Pre-register to vote “live” at the EGM by Shareholders and Proxy(ies)	Pre-registration required for Shareholders and proxies. Shareholders (including SRS investors) who wish to vote “live” via electronic means at the EGM must first pre-register themselves at the pre-registration website which is accessible from the URL https://agmegm.motionmediaworks.com/gpindustries2022egm. Shareholders who wish to appoint a proxy(ies) (other than the Chairman of the Meeting) to vote “live” via electronic means at the EGM on their behalf must, in addition to completing and submitting an instrument appointing a proxy(ies), pre-register their appointed proxy(ies) at the pre-registration website which is accessible from the URL https://agmegm.motionmediaworks.com/gpindustries2022egm. Access EGM proceedings via “live” audio-visual webcast to vote. Shareholders (including SRS investors) or, where applicable, their appointed proxy(ies) must access the EGM proceedings via the “live” audio-visual webcast in order to vote “live” at the EGM, and will not be able to do so via the “live” audio-only stream of the EGM proceedings.
3(c)	Submission of instruments appointing a proxy(ies)	How to submit instruments appointing a proxy(ies). Shareholders who wish to submit instruments appointing a proxy(ies) must do so in the following manner: (a) if submitted by post, be deposited at the Registered Office of the Company at 3 Fusionopolis Link, #06-11 Nexus @ one-north, Singapore 138543; or (b) if submitted electronically, be <u>submitted</u> via email, to EGM2022@gp-industries.com in each case, by 10:30 a.m. (Singapore time) on 28 December 2022. Where to obtain proxy form. A shareholder who wishes to submit an instrument appointing a proxy(ies) can download a copy of the proxy form from Company’s pre-registration website at the URL provided above, the Company’s website at the URL https://www.gp-industries.com/IR.htm or the SGX website at the URL https://www.sgx.com/securities/company-announcements, and complete and sign the proxy form, before submitting it by post to the address provided above or before scanning and submitting it via email to the email address provided above. Shareholders are strongly encouraged to submit completed proxy forms electronically via email.
3(d)	Voting by SRS investors	How SRS investors may vote. SRS investors: (a) may vote “live” via electronic means at the EGM if they are appointed as proxies by their respective SRS Operators, and should contact their respective SRS Operators if they have any queries regarding their appointment as proxies; or (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the EGM, in which case they should approach their respective SRS Operators to submit their votes by 5:00 p.m. (Singapore time) on 19 December 2022.