

GP Industries Limited

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

IMPORTANT:

- The extraordinary general meeting ("EGM" or the "Meeting") of GP Industries Limited (the "Company") 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. Printed copies of the Notice of EGM will not be sent to members of the Company ("Members"). Instead, the Notice of EGM will be sent to Members by electronic means via publication on the Company's website at the URL <https://www.gp-industries.com/IR.htm> and on the website of Singapore Exchange Securities Trading Limited ("SGX-ST") at the URL <https://www.sgx.com/securities/company-announcements>.
- Alternative arrangements relating to: including: (a) arrangements by which the Meeting 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 or (ii) by appointing the Chairman of the Meeting as proxy at the EGM, are set out in the accompanying Company's circular dated 15 December 2022, a copy of which may 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>.
- A Shareholder 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: (a) (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 (b) (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.
- A Shareholder who wishes to 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 must, in addition to completing and submitting an instrument appointing a proxy(ies), pre-register his/her/its proxy(ies) at the pre-registration website which is accessible from the URL <https://agmegm.motionmediaworks.com/gpindustries2022egm> by **10:30 a.m. (Singapore time) on 28 December 2022**.
- This proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by SRS investors. SRS investors may (a) vote "live" 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**.
- By submitting this proxy form, the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 15 December 2022.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy(ies).**

I/We*, _____ (Name), _____
(NRIC/Passport/Company Registration Number) of _____
_____ (Address), being a Shareholder/Shareholders of the Company, hereby appoint:

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

and/or

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

or failing him/her, if no persons are named above, the Chairman of the EGM as my/our* proxy to vote for me/us* on my/our* behalf at the EGM of the Company to be convened and held by electronic means on **30 December 2022 at 10:30 a.m. (Singapore time)** and at any adjournment thereof.

*I/We direct *my/our proxy/proxies to vote for or against, or to abstain from voting on, the Resolution to be proposed at the EGM as indicated hereunder.

	Number of Shares ⁽¹⁾		
	For ⁽¹⁾	Against ⁽¹⁾	Abstain ⁽¹⁾
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			

- (1) Voting will be conducted by poll for the Ordinary Resolution. If you wish your proxy/proxies to cast all your votes "For" or "Against" the Ordinary Resolution, please indicate with a tick "✓" in the "For" or "Against" box provided. Alternatively, please indicate the number of votes "For" or "Against" in the "For" or "Against" box provided. If you wish your proxy to abstain from voting on the Ordinary Resolution, please indicate with a tick "✓" in the "Abstain" box provided. Alternatively, please indicate the number of shares that your proxy is directed to abstain from voting in the "Abstain" box provided.

Dated this _____ day of December 2022

Signature of Member(s)
or Common Seal of Corporate Member

*Delete where inapplicable

Total Number of Shares held

Notes:

1. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), 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, this form of proxy shall be deemed to relate to all the shares held by you in the Company.
2. **A Shareholder 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:
 - (a) (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
 - (b) (where the Shareholder is an individual or corporate) appoint the Chairman of the Meeting 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.
3. This proxy form 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>.

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.
4. A proxy need not be a member of the Company.
5. SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5:00 p.m. (Singapore time) on 19 December 2022**. The instrument appointing a proxy(ies) must be submitted to the Company 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 sent via email, to the Company at EGM2022@gp-industries.com

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

6. The instrument appointing a proxy(ies) must be under the hand of the appointor or of his/her/its attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy(ies) is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument appointing a proxy(ies) is submitted by post, be lodged with the instrument of proxy(ies) or, if the instrument appointing a proxy(ies) is submitted electronically via email, be emailed with the instrument of proxy(ies); failing which, the instrument may be treated as invalid.

General:

The Company shall be entitled to reject the Proxy Form 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 Proxy Form (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman of the EGM as proxy). In addition, in the case of ordinary shares entered in the Depository Register, the Company may reject any Proxy Form lodged if the member, being the appointor, is not shown to have ordinary 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.

Personal Data Privacy:

By submitting an instrument appointing a proxy, the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 15 December 2022.