
NOTICE OF EXTRAORDINARY GENERAL MEETING



GP Industries Limited
(Incorporated in the Republic of Singapore)
Company Registration 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 at Clover 1, Level 1, PARKROYAL COLLECTION Marina Bay, Singapore, 6 Raffles Boulevard, Singapore 039594 on 4 December 2023 at 2:30 p.m. (Singapore time), for the purpose of considering and if thought fit, passing, with or without amendments, the resolutions below.

All capitalised terms used in this notice of EGM which are not defined shall have the same meanings ascribed to them in the circular to shareholders of the Company dated 10 November 2023 (the “**Circular**”).

SPECIAL RESOLUTION

1. Proposed Alteration to the Objects Clause

- (a) Resolved that the objects clause in the Existing Constitution be deleted in its entirety and substituted therefor for the following clause:

*“(3) **Business or Activity.** Subject to the provisions of the Act and any other written law and this Constitution, the Company has:*

- (a) full capacity to carry on or undertake any business or activity, do any act or enter into any transaction; and*
- (b) for these purposes, full rights, powers and privileges.”,*

which shall be incorporated in the New Constitution, to be adopted by Special Resolution 2.

2. Proposed Adoption of the New Constitution of the Company

- (a) Resolved that:
- (i) the Articles contained in the New Constitution submitted to this meeting, as set out in Appendix A to Annexure I of the Circular, be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and
- (ii) the directors of the Company (the “**Directors**”) 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 Special Resolution and the proposed adoption of the New Constitution) as they or he may consider desirable, necessary or expedient in the interests of the Company to give full effect to this Special Resolution and the proposed adoption of the New Constitution.

ORDINARY RESOLUTION

1. Proposed Distribution

- (a) Resolved that pursuant to Article 113 of the Constitution of the Company, approval be and is hereby given for the Company to make a distribution (the “**Proposed Distribution**”) of all the ordinary shares in the issued share capital of GP Energy Tech Limited (“**GPET**” and such shares the “**GPET Shares**”) held by the Company to shareholders of the Company

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(the “**Shareholders**” and each a “**Shareholder**”) by way of a distribution *in specie* on a *pro rata* basis of one (1) GPET Share for each ordinary share in the capital of the Company (the “**Shares**”) held by or on behalf of Shareholders, fractional entitlements to be disregarded, such that:

- (i) the GPET Shares are distributed free of encumbrances and together with all rights attaching thereto on and from the Books Closure Date;
- (ii) the Company will provide Shareholders with the right to elect to receive their entitlement to the Proposed Distribution by way of cash (the “**Cash Alternative**”);
- (iii) where the Directors are of the view that the distribution of the GPET Shares to any Shareholder whose registered address as recorded in the Register of Members of the Company or in the Depository Register maintained by CDP on the Books Closure Date is outside Singapore may infringe any foreign law or may necessitate compliance with conditions or requirements which the Directors, in their absolute discretion, regard as onerous or impracticable by reason of costs, delay or otherwise (the “**Overseas Shareholder**”), such GPET Shares shall not be distributed to such Overseas Shareholder, but shall be dealt with in the manner set out in sub-paragraph (iv) below;
- (iv) the GPET Shares which such Overseas Shareholders would have been entitled to pursuant to the Proposed Distribution will not be distributed to such Overseas Shareholders (the “**Excluded Overseas Shareholders**”). Excluded Overseas Shareholders will not receive the Election Form, will be deemed to have elected for the Cash Alternative and will receive cash in lieu of their pro-rata entitlements to the Proposed Distribution in cash in respect of the Shares held by them as at the Books Closure Date;
- (v) the Directors and/or any of them be and are hereby authorised to appropriate an amount of approximately S\$35.4 million out of the retained profits of the Company to meet the dividend to be declared based on the following factors:
 - (I) the Net Asset Value (“**NAV**”) of the GPET Group as at 31 March 2023; and
 - (II) the nature of the assets and liabilities included in the calculation of the NAV of GPET and its subsidiaries (the “**GPET Group**”) as at 31 March 2023;
- (vi) the Directors and/or any of them be authorised to deal with the GPET Shares remaining with the Company (including any resulting fractional GPET Shares arising from the Proposed Distribution) after the Proposed Distribution, in such manner as they deem fit; and
- (vii) the Directors and each of them be and are hereby authorised to do all acts and things and to execute all such documents as they or he may consider necessary or expedient to give effect to the Proposed Distribution as set out in this Resolution.

By Order of the Board

Lee Tiong Hock
Company Secretary

Singapore
10 November 2023

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Notes:

Access to Documents

1. Printed copies of this Notice and the accompanying proxy form will be sent by post to members. These document together with the Circular will be made available on the Company's website at the URL <https://www.gp.industries> and on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.

Submission of Questions in Advance

2. All Shareholders, including SRS investors, may submit questions related to the business of the EGM **no later than 5:00 p.m., 24 November 2023 (Singapore time)** through one of the following means:
 - (a) via email to the Company at EGM2023@gp.industries; or
 - (b) by post to the Registered Office of the Company at 83 Clemenceau Avenue, #14-01 UE Square, Singapore 239920.

When submitting questions via email or by post, Shareholders are required to provide the following details: (i) the Shareholder's full name (for individuals)/company name (for corporates) as it appears on his/her/its CDP/ SRS share records; (ii) the Shareholder's NRIC/passport number/company registration number, contact number, address and email address; (iii) shareholding type (e.g. via CDP or SRS) and number of shares held.

The Company will endeavour to address the substantial and relevant questions prior to and/or at the EGM. The responses to questions from members will be posted on the Singapore Exchange's website at <https://www.sgx.com/securities/companyannouncements> and the Company's website at <http://www.gp.industries> soonest possible before the EGM, or if answered during the EGM, to be included in the minutes of the EGM which will be published on the Singapore Exchange's website and the Company's website within one month after the date of the EGM.

Where substantially similar questions are received, the Company will consolidate such questions and consequently, not all questions may be individually addressed.

Submission of Proxy Form to Vote

3. A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
4. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, 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 instrument appointing a proxy(ies) 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 instrument.
5. **"Relevant intermediary"** has the meaning ascribed to it in Section 181 of the Companies Act 1967. A member who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below.
6. A proxy need not be a member of the Company.
7. 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.
8. In the case of a Shareholder whose shares are entered against his/her 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 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.
9. 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 one of the following means:
 - (a) via email to the Company at EGM2023@gp.industries; or
 - (b) by post to the Registered Office of the Company at 83 Clemenceau Avenue, #14-01 UE Square, Singapore 239920,in either case, not less than forty-eight (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.

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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 questions in advance in relation to any resolution set out in the Notice of EGM, a Shareholder:

- (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 and analysis 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, proxy 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 legislation, the Listing Manual of SGX-ST and/or 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 and agrees to provide the Company such 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 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.