

ASSET ACQUISITIONS AND DISPOSALS::ANNOUNCEMENT PURSUANT TO RULE 706A OF THE SGX-ST LISTING MANUAL

Issuer & Securities

Issuer/ Manager

GP INDUSTRIES LIMITED

Securities

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ANNOUNCEMENT PURSUANT TO RULE 706A OF THE SGX-ST LISTING MANUAL

Announcement Reference

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Submitted By (Co./ Ind. Name)

Waltery Law Wang Chak

Designation

Executive Director

Description (Please provide a detailed description of the event in the box below)

Please refer to the attachment.

Attachments

[GP Ind Rule 706A.pdf](#)

Total size = 139K MB



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

ANNOUNCEMENT PURSUANT TO RULE 706A OF THE LISTING MANUAL OF SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

Pursuant to Rule 706A of the Listing Manual of Singapore Exchange Securities Trading Limited, the board of directors (the “**Board**”) of GP Industries Limited (the “**Company**”) wishes to announce the changes of its interests in the following subsidiaries and associated companies that occurred during the second half year ended 31 March 2024 (“**2HFY2024**”), details of which are set out below.

1. Increase in interest in a subsidiary – GP Batteries (Vietnam) Limited Liability Company (“**VNGP**”)

GP Batteries International Limited (“**GPBI**”), a wholly-owned subsidiary of the Company, has increased its contribution to the charter capital of VNGP by capitalising a shareholder’s loan amounting to VND65.7 billion (approximately S\$3.7 million) due from VNGP to GPBI (the “**Capitalisation**”) on 18 January 2024. The shareholder’s loan was funded by the internal resources of the Company and its subsidiaries (the “**Group**”).

Arising from the Capitalisation, the direct interest of GPBI in VNGP increased from 90.2% to 92.1% while the interest of the other shareholder of VNGP, Hanoi Battery Joint Stock Company (“**HABACO**”, which is a 49% owned associate of GPBI), decreased from 9.8% to 7.9%. After taking into account the indirect interest in VNGP held through HABACO, GPBI’s total effective interest in VNGP increased from 95.0% to 96.0%.

VNGP is incorporated in Vietnam and is principally engaged in the manufacturing of batteries.

Based on the unaudited management accounts of VNGP as at 31 December 2023, the net asset value of the shares acquired pursuant to the Capitalisation was approximately S\$9.9 million.

2. Increase in interest in a subsidiary – GP Electronics & Acoustics Co., Ltd. (“**GPE Thailand**”)

GP Electronics (HK) Limited (“**GPEHK**”), a wholly-owned subsidiary of the Company, has increased its shareholding in GPE Thailand from 51% to 90% on 27 February 2024, in connection with the partial repayment of a loan amount of THB7,983,988 (equivalent to US\$220,860) and transfer of 858,000 shares in GPE Thailand to GPEHK.

The net liabilities value represented by 39% of equity interest in the shares of GPE Thailand as at 27 February 2024 was THB55.9 million (approximately S\$2.1 million*). Payment of the consideration was funded by the Group’s internal resources.

Please refer to the announcement dated 18 March 2024 for more information on this transaction.

3. Restructuring of the Electronics and Acoustics Business

The Company announced on 26 January 2023 its proposed internal restructuring exercise (the “**E&A Restructuring**”) involving the transfer of the principal subsidiaries of the Company operating the electronics and acoustics business of the Group (the “**Electronics and Acoustics Business**”) to KEF GP Group Limited (“**KEF GP**”), a wholly-owned subsidiary of the Company. The new shareholding structure under KGG will better reflect the synergies and mutually reinforce relationships of the principal subsidiaries of the Electronics and Acoustics Business in research and development, product design, manufacturing, branding, marketing and sales activities, and will enable and facilitate direct capital contribution into KGG.

The Group completed the E&A Restructuring on 21 March 2024, such that:

- (i) GP Acoustics Limited, KEF Celestion Corporation, Celestion Music Asia Limited and GP Electronics (HK) Limited (“**GPEHK**”) are direct wholly-owned subsidiaries of KEF GP, arising from the transfer of all the Company’s interest in the said entities to KEF GP. The net asset value of the shares of GP Acoustics Limited, KEF Celestion Corporation, and GPEHK as at 21 March 2024 was HK\$484.8 million (approximately S\$83.7 million*), HK\$8.9 million (approximately S\$1.5 million*), and HK\$57.0 million (approximately S\$9.8 million*) respectively; and the net liability value of the shares of Celestion Music Asia Limited as at 21 March 2024 was HK\$9.4 million (approximately S\$1.6 million*);
- (ii) GP Electronics (SZ) Limited and GP Electronics (Huizhou) Co., Ltd. are direct wholly-owned subsidiaries of GPEHK, and indirect wholly-owned subsidiaries of KEF GP, arising from the transfer of all the Company’s interest in the said entities to GPEHK. The net asset value of the shares of GP Electronics (SZ) Limited and GP Electronics (Huizhou) Co., Ltd as at 21 March 2024 was HK\$13.1 million (approximately S\$2.3 million*), and HK\$240.2 million (approximately S\$41.5 million*) respectively;
- (iii) GP Acoustics (HK) Limited (“**GPAHK**”) is a direct wholly-owned subsidiary of GP Acoustics International Limited (“**GPAIHK**”) and an indirect wholly-owned subsidiary of KEF GP, arising from the acquisition of all the equity interests in GPAHK by GPAIHK from GPE International Limited; and
- (iv) 金柏電子有限公司 (“**GPAPRC**”) is a direct wholly-owned subsidiary of GPAIHK, and an indirect wholly-owned subsidiary of KEF GP arising from the acquisition of all the equity interests in GPAPRC by GPAIHK from GPEHK.

Please refer to the announcement dated 26 January 2023 for more information on the E&A Restructuring.

4. Distribution in specie of 483,843,482 shares in a subsidiary – GP Energy Tech Limited (“DIS of GPET Shares”)

With reference to the Company’s announcements dated 28 December 2021, 4 December 2023, 18 December 2023, and 29 January 2024, and the circular to Shareholders dated 10 November 2023 in relation to the DIS of GPET Shares, the Company had completed the DIS of GPET Shares on 29 January 2024.

Following the completion of the DIS of GPET Shares, the Company’s direct holding in GPET Shares decreased from 483,843,482 GPET Shares (representing 100% of the total number of GPET Shares in issue) to 54,008,994 GPET Shares (representing approximately 11.162%

of the total number of GPET Shares in issue). The cash consideration and the net asset value of the 54,008,994 GPET Shares as at 29 January 2024 was S\$3,953,512 and S\$3,533,868 respectively.

As a result, GPET and its subsidiaries (the “GPET Group”) ceased to become subsidiaries of the Group, and the Company’s investment in GPET is classified as financial assets at fair value through profit or loss.

Please refer to the announcements dated 28 December 2021, 4 December 2023, 18 December 2023, and 29 January 2024, and the circular to Shareholders dated 10 November 2023 for more information the DIS of GPET Shares.

Save as disclosed above and in the FY2024 Results Announcement of the Company, the above-mentioned transactions did not have any material impact on the earnings per share and net tangible asset per share of the Group for the financial year ended 31 March 2024.

None of the Directors or controlling shareholders of the Company has any interest, direct or indirect (other than through their shareholdings in the Company), in the above-mentioned transactions.

* Unless otherwise stated, the approximate S\$ equivalent of HK\$ and THB amounts in this announcement are based on an exchange rate of HK\$1 : S\$0.1726 and THB1 : S\$0.03823 respectively.

By order of the Board

Waltery Law Wang Chak
Executive Director
30 May 2024