



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 Clover 1, Level 1, PARKROYAL COLLECTION Marina Bay, Singapore, 6 Raffles Boulevard, Singapore 039594 on Friday, 26 July 2024, 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 2024 (“FY2024”) together with the Independent Auditor’s Report thereon.

(Resolution 1)

2. To declare a final tax-exempt (1-tier) dividend of 1.00 Singapore cent per ordinary share for FY2024 (FY2023: 1.50 Singapore cents per ordinary share).

(Resolution 2)

3. To re-elect the following Directors of the Company who would be retiring pursuant to Articles 82 and 101 of the Company’s Constitution and/or Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”):

Mr Goh Boon Seong (pursuant to Article 101)

(Resolution 3)

Mr Eric Yim Chi Ming (pursuant to Article 82)

(Resolution 4)

Mr Hung Cheung Fuk (pursuant to Article 82)

(Resolution 5)

Mr Seah Han Leong (pursuant to Article 82)

(Resolution 6)

[See Explanatory Note (i)]

4. To note the retirement of Mr Lim Ah Doo as Non-Executive Independent Director of the Company pursuant to Article 101 of the Company’s Constitution.

[See Explanatory Note (ii)]

5. To note the retirement of Mr Allan Choy Kam Wing as Non-Executive Independent Director of the Company pursuant to Article 101 of the Company’s Constitution.

[See Explanatory Note (ii)]

6. To approve Directors’ fees of S\$506,000 for FY2024 (FY2023: S\$422,100).

(Resolution 7)

7. 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)

8. 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, with or without any modifications, the following resolutions which will be proposed as Ordinary Resolutions:

9. Authority to issue shares

That pursuant to Section 161 of the Companies Act 1967 of Singapore (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 capital of 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 Ordinary 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 to be issued under this Ordinary Resolution (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Ordinary Resolution but excluding Shares which may be issued pursuant to any adjustments effected under any relevant Instrument) 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 to be issued, other than on a pro-rata basis to existing shareholders of the Company (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Ordinary Resolution), 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 percentage of issued Shares shall be based on the total number of issued Shares, excluding treasury shares and subsidiary holdings, at the time of the passing of this Ordinary Resolution, after adjusting for:
 - (a) 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 of this Ordinary Resolution is passed; and
 - (b) 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 Ordinary 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 for the time being 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 (iii)]

(Resolution 9)

10. **Renewal of The Share Purchase Mandate**

That for the purposes of Sections 76C and 76E of the Companies Act, the Directors of the Company be and are hereby authorised to make purchases or otherwise acquire issued Shares 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, (as ascertained as at the date of AGM of the Company) at the price of up to but not exceeding the Maximum Price as defined in the Letter to Shareholders dated 11 July 2024 (the “**Letter to Shareholders**”), in accordance with the “Terms of the Share Purchase Mandate” set out in the Letter to Shareholders, 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 (iv)]

(Resolution 10)

11. **Renewal of the General 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 with any party who is of the class of Interested Persons described in the Letter to Shareholders, 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 to Shareholders (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 (v)]

(Resolution 11)

By Order of the Board

Wong Yoen Har
Company Secretary
Singapore, 11 July 2024

Explanatory Notes:

- (i) **Resolutions 3 to 6** - Detailed information on Directors who are proposed to be re-elected as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found under the sections on “Board of Directors and Senior Management” and “Additional Information on Directors Seeking Re-election” in the Annual Report for FY2024 (the “**Annual Report 2024**”).

Mr Goh Boon Seong will, upon re-election as a Director of the Company, remain as a Non-Executive Independent Director, the Lead Independent Director, the Chairman of Audit and Risk Committee, a member of each of the Nominating and Remuneration Committees and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Key information on Mr Goh can be found on pages 12 and 147 of the Annual Report 2024.

Mr Eric Yim Chi Ming will, upon re-election as a Director of the Company, remain as a Non-Executive Independent Director, the Chairman of Nominating Committee, a member of each of the Audit and Risk and Remuneration Committees and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Key information on Mr Yim can be found on pages 13 and 148 of the Annual Report 2024.

Mr Hung Cheung Fuk will, upon re-election as a Director of the Company, remain as a Non-Executive Independent Director, 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. Key information on Mr Hung can be found on pages 14 and 150 of the Annual Report 2024.

Mr Seah Han Leong will, upon re-election as a Director of the Company, remain as a Non-Executive Independent Director, 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. Key information on Mr Seah can be found on pages 13 and 149 of the Annual Report 2024.

- (ii) Mr Lim Ah Doo will, upon retirement as a Non-Executive Independent Director of the Company at the conclusion of the AGM, cease to be the Lead Independent Director, Chairman of the Audit and Risk Committee and a member of each of the Remuneration and Nominating Committees.

Mr Allan Choy Kam Wing will, upon retirement as a Non-Executive Independent Director of the Company at the conclusion of the AGM, cease to be the Chairman of the Remuneration Committee and a member of each of the Audit and Risk and Nominating Committees.

- (iii) **Resolution 9** - 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.

- (iv) **Resolution 10** - 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 to Shareholders. 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 FY2024 are set out in greater detail in the Letter to Shareholders.

- (v) **Resolution 11** - if passed, will authorise the Interested Person Transactions as described in the Letter to Shareholders 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:

Appointment of Proxy(ies)

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.

Persons who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act), including Supplementary Retirement Scheme ("SRS") investors should approach their respective relevant intermediary or SRS Operators to submit their votes at least seven (7) working days before the Meeting, **by 5:00 p.m. on 16 July 2024.**

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 83 Clemenceau Avenue, #14-01 UE Square, Singapore 239920 or via email to AGM2024@gp.industries not less than seventy-two (72) hours before the time appointed for holding the Meeting, **by 2:30 p.m. on 23 July 2024.**

Submission of Questions

4. Members, including SRS investors, may submit questions related to the resolutions to be tabled for approval at the Meeting in advance of the Meeting:
 - (a) by post to the Registered Office of the Company at 83 Clemenceau Avenue, #14-01 UE Square, Singapore 239920; or
 - (b) via email to the Company at AGM2024@gp.industries.

When submitting questions by post or via email, members should also provide the following details: (i) the member's full name; (ii) the member's address; and (iii) the manner in which the member holds shares in the Company (e.g. via CDP or SRS), for verification purposes.

All questions must be received **by 2:30 p.m. on 19 July 2024.**

5. The Company will address all substantial and relevant questions received from members before the above-mentioned deadline by publishing its responses to such questions on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's Corporate website at the URL <https://www.gp.industries> by 21 July 2024. The Company will respond to questions or follow-up questions submitted after the 19 July 2024 deadline at the Meeting itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

Access to Documents

6. Printed copies of this Notice and the accompanying proxy form will be sent by post to members. These documents will also be published on the Company's Corporate website at the URL <https://www.gp.industries> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

The Annual Report 2024 and the Letter to Shareholders (in relation to the proposed renewal of the Share Purchase Mandate and renewal of the Shareholders' Mandate for Interested Person Transactions) may be accessed on the Company's Corporate website at the URL <https://www.gp.industries> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Members may request for printed copies of the Annual Report 2024 and the Letter to Shareholders (in relation to the proposed renewal of the Share Purchase Mandate and renewal of the Shareholders' Mandate for Interested Person Transactions) by completing and returning the request form before 19 July 2024.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and representative(s) and/or Chairman to attend, speak and vote at the Meeting and/or any adjournment thereof, or submitting any questions prior to the Meeting in accordance with this Notice, a member of the Company:

- (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, 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 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.

Notice of Record Date and Dividend Payment Date:

Notice is hereby given that the Register of Members and Share Transfer Books of the Company will be closed at 5:00 p.m. on 8 August 2024 for determining members' entitlements to the proposed tax-exempt (1-tier) final dividend of 1.00 Singapore cent per ordinary share for FY2024 ("**Proposed Dividend**").

Duly completed registrable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. of 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 up to 5:00 p.m. on 8 August 2024 (the "**Record Date**") will be registered to determine the members' entitlements to this Proposed Dividend. Subject as aforesaid, members whose securities accounts with the Central Depository (Pte) Limited are credited with ordinary shares of the Company as at 5:00 p.m. on the Record Date will be entitled to the Proposed Dividend.

The Proposed Dividend, if approved by the members at the AGM of the Company to be held on 26 July 2024, will be paid on 22 August 2024.