

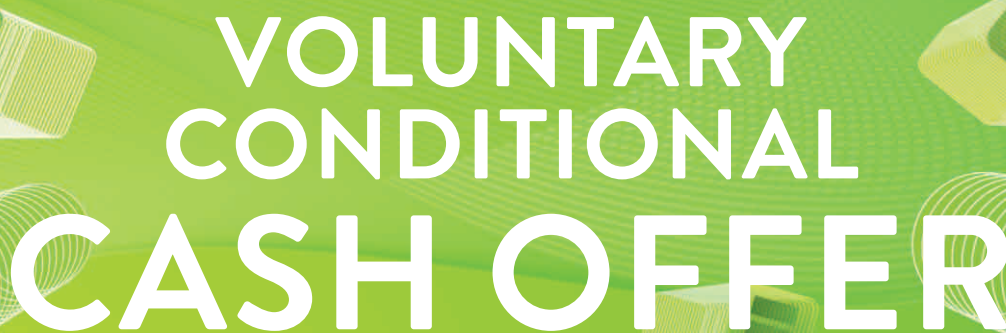
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OFFER DOCUMENT DATED 6 OCTOBER 2017

THIS OFFER DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

IF YOU ARE IN DOUBT ABOUT THIS OFFER (AS DEFINED HEREIN), YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

THE VIEWS OF THE INDEPENDENT DIRECTORS (AS DEFINED HEREIN) AND THE INDEPENDENT FINANCIAL ADVISER TO THE INDEPENDENT DIRECTORS ON THE OFFER WILL BE MADE AVAILABLE TO YOU IN DUE COURSE. YOU MAY WISH TO CONSIDER THEIR ADVICE BEFORE TAKING ANY ACTION IN RELATION TO THE OFFER.



# VOLUNTARY CONDITIONAL CASH OFFER

for and on behalf of

**GP INDUSTRIES**

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

for

**GP**

**GP Batteries International Limited**  
(Incorporated in the Republic of Singapore)  
Co. Reg. No. 199002111N

by

 **OCBC Bank**

**Oversea-Chinese Banking Corporation Limited**  
(Incorporated in Singapore)  
Co. Reg. No. 193200032W

FINAL OFFER PRICE OF  
**\$\$\$1.30** IN CASH  
FOR EACH OFFER SHARE

**ACCEPTANCES SHOULD BE RECEIVED BY THE CLOSE OF THE OFFER AT 5.30 P.M. (SINGAPORE TIME) ON 3 NOVEMBER 2017 OR SUCH LATER DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE OFFEROR.**

The procedures for acceptance of the Offer are set out in Appendix 2 to this Offer Document and in the accompanying Acceptance Forms.

Oversea-Chinese Banking Corporation Limited ("**OCBC Bank**") is acting for and on behalf of GP Industries Limited (the "**Offeror**") and does not purport to advise the shareholders of GP Batteries International Limited (the "**Company**") or any other person. In preparing its letter to Shareholders (as defined herein) for and on behalf of the Offeror, OCBC Bank has not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any individual Shareholder.

If you have sold or transferred all your Offer Shares (as defined herein) held through CDP (as defined herein), you need not forward this Offer Document and/or the FAA (as defined herein) to the purchaser or transferee, as arrangements will be made by CDP for a separate Offer Document and FAA to be sent to the purchaser or transferee. If you have sold or transferred all your Offer Shares not deposited with CDP, you should immediately hand this Offer Document and the accompanying FAT (as defined herein) to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

This Offer Document should be read in conjunction with the accompanying Acceptance Forms (as defined herein), the contents of which form part of the terms and conditions of the Offer. The Singapore Exchange Securities Trading Limited (the "**SGX-ST**") assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Offer Document.