

## Miscellaneous

\* Asterisks denote mandatory information

Name of Announcer *	GP BATTERIES INT LTD
Company Registration No.	199002111N
Announcement submitted on behalf of	GP BATTERIES INT LTD
Announcement is submitted with respect to *	GP BATTERIES INT LTD
Announcement is submitted by *	Tan San-Ju
Designation *	Company Secretary
Date & Time of Broadcast	26-Apr-2007 17:55:13
Announcement No.	00150

## >> Announcement Details

The details of the announcement start here ...

Announcement Title *	SALE OF SHARES IN TCL CORPORATION
Description	Please see attached.

## **GP BATTERIES INTERNATIONAL LIMITED**

(Registration No. 199002111N)

(Incorporated in the Republic of Singapore)

### **SALE OF SHARES IN TCL CORPORATION**

The directors of GP Batteries International Limited ("**GPB**" or the "**Company**") wish to announce that as at 25 April 2007, it has disposed of an aggregate of 25,592,323 ordinary shares ("**Sale Shares**") in the issued share capital of TCL Corporation ("**TCL**") at an average price of RMB5.278 per share (the "**Transaction**"). The disposal was made in the open market through the Shenzhen Stock Exchange via a series of sales. It is the intention of the Company to finally dispose of its entire shareholding in TCL comprising 40,300,086 ordinary shares in the issued share capital of TCL (the "**TCL Shares**") in the open market through the Shenzhen Stock Exchange.

The Company acquired the TCL Shares in early 2002 as an investment. The TCL Shares are classified in the Company's financial statements as "Available-for-sale Investments" under "Current Assets". As the aggregate sale proceeds arising from the disposal of the TCL Shares (the "**Disposal**") may exceed 20% of the Company's market capitalization, the Disposal may be regarded as a "Major Transaction" under Rule 1006(C) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). The Company is currently seeking from the SGX-ST a waiver from the requirement to obtain shareholders approval for the Disposal in a general meeting on the basis that the TCL Shares are non-core assets of the Company and its subsidiaries (the "**Group**").

The Company would like to set out the following information under Rule 1010 of the Listing Manual of the SGX-ST ("**Listing Manual**") in respect of the Transaction

#### **Description of TCL and its trade**

TCL is listed on the Shenzhen Stock Exchange and is engaged in design, manufacture and sale and marketing of television sets, mobile phones, home appliances, personal computers and other consumer electronic products.

#### **Consideration**

The gross consideration is about RMB135.1M (or about S\$26.5M based on an exchange rate of S\$1:RMB5.10) based on an average selling price of RMB5.278 per share

#### **Factors taken into account in arriving at the consideration and any material condition attaching to the Transaction**

This is not applicable as the Sale Shares were disposed of via a series of sales in the open market through the Shenzhen Stock Exchange.

#### **Financial Information**

The financial information provided herein is based on the unaudited accounts of GPB as at 31 December 2006, being the last day of the nine months ended 31 December 2006, save for the financial effects for which the information provided is based on the latest audited consolidated financial statements of GPB for the year ended 31 March 2006.

The Sale Shares were held as investment at a book value of about S\$11.8 million.

The latest available open market value of the Sale Shares is about S\$26.3million based on the closing price of RMB5.24 per Sale Share on the Shenzhen Stock Exchange on 25 April 2007.

No person was commissioned to value the Sale Shares.

The excess of the sales consideration over the book value is estimated to be about S\$14 million.

The proceeds will be used for the working capital of GPB.

There are no net profits attributable to the Sale Shares as no dividends were received in respect of the Sale Shares for the nine months ended 31 December 2006.

The net gain on disposal is estimated to be about S\$11 million.

The financial effect of the Transaction on the net tangible assets per share of GPB for the most recently completed financial year for which audited results are available (ie. 31 March 2006, assuming that the Transaction had been effected at the end of that financial year) is as follows:

Before the Transaction	S\$3.08
After the Transaction	S\$3.18

The financial effect of the Transaction on the earnings per share of GPB for the most recently completed financial year for which audited results are available (ie. 31 March 2006), assuming that the Transaction had been effected at the beginning of that financial year (1 April 2005) is as follows:

Before the Transaction	12.40 cents
After the Transaction	22.43 cents

#### Rationale for the Transaction and Disposal

GPB acquired the TCL Shares as an investment. The TCL Shares are classified in GPB's financial statements as a short term "Available-for-sale investment" under "Current Assets". Currently, the shares of TCL are trading on the Shenzhen Stock Exchange at about RMB5.24 per share which is equivalent to about S\$1.03 based on an exchange rate of S\$1: RMB5.10. GPB acquired the TCL Shares at about RMB 1.22 per Sale Share and intends to dispose of the TCL Shares via a series of sales in the open market through the Shenzhen Stock Exchange to realize its investment.

#### Relative Figures under Rule 1006

	Aggregate net asset value (ie, book value in this case) of the Sale Shares at 31 December 2006, (ie the nine months ended 31 December 2006) (unaudited)	Net asset value of the Group as at 31 December 2006 (ie the nine months ended 31 December 2006) (unaudited)	Relative figure
Rule 1006(a)	S\$11.8M	S\$364.4M	3.2%
	Aggregate net profit / (losses) attributable to the Sale Shares (for the nine months ended 31 December 2006) (unaudited)	Net profit of the Group for the nine months ended 31 December 2006) (unaudited)	Relative figure
Rule 1006(b)	Nil – no dividend received from the investment for the nine months ended 31 December 2006	S\$13.3M	N/A

	<b>Aggregate consideration received for the assets</b>	<b>Market capitalization of GPB as at 25 April 2007</b>	<b>Relative figure</b>
Rule 1006(c)	S\$26.5M	S\$148M based on 109,615,168 shares in issue at the closing price of S\$1.35 per share on 25 April 2007	17.9%

Rule 1006(d) is not applicable to the Disposal as it is only applicable to an acquisition.

**Information under Rule 704(16)(b) read with Rule 704(15)(b)**

The information required under Rule 704(16)(b) is set out below:

Cost of investment in the Sale Shares	S\$6.9M (acquisition cost of the Sale Shares in 2002)
Latest audited consolidated net tangible assets of the Group	S\$337.2M
Aggregate cost of the Sale Shares as a percentage of the latest audited consolidated net tangible assets of the Group	2.0%

As the cost of the Sale Shares is less than 5% of the net tangible assets of the Group, Rule 704(16)(b) is therefore not applicable.

None of the directors or controlling shareholders has any interest in the Transaction and the Disposal.

By order of the Board

Tan San Ju  
Company Secretary  
26 April 2007