

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 *	Caroline Yeo
Designation *	Company Secretary
Date & Time of Broadcast	13-Jul-2010 17:13:33
Announcement No.	00049

>> ANNOUNCEMENT DETAILS

The details of the announcement start here ...

Announcement Title *

NOTICE OF EXTRAORDINARY GENERAL MEETING

Description

GP BATTERIES INTERNATIONAL LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.199002111N)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of the Company will be held at Libra & Gemini, Level 1 Marina Mandarin, 6 Raffles Boulevard, Marina Square, Singapore 039594 on 30 July 2010 at 3.15 p.m. (or as soon thereafter following the conclusion of the Annual General Meeting of the Company to be held at 2.30 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without any modifications, the following Resolutions (proposed as an ordinary resolutions):

Resolution 1

Ordinary Resolution:

GP Batteries Performance Share Plan

That:

- (a) the performance share plan to be known as the "GP Batteries Performance Share Plan" (the "Plan"), the rules of which, for the purpose of identification, have been subscribed to by the Chairman of the Meeting, under which awards ("Awards") of fully paid-up ordinary shares in the capital of the Company ("Shares") will be granted, to selected executive directors, non-executive directors and employees of the Company, its subsidiaries and associated companies particulars of which are set out in the Company's Circular to its shareholders dated 14 July 2010, be and is hereby approved;
- (b) the Directors of the Company be and are hereby authorised:
 - (i) to establish and administer the Plan; and
 - (ii) to modify and/or alter the Plan from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the Plan, and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the Plan; and
- (c) the Directors of the Company be and are hereby authorised to grant Awards in accordance with the provisions of the Plan and to allot and issue from time to time such number of fully-paid up Shares as may be required to be allotted and issued pursuant to the vesting of Awards under the Plan, provided that the aggregate number of Shares to be allotted and issued pursuant to the Plan on any date, when added to the number of new Shares issued and issuable in respect of (a) all Awards granted thereunder and (b) all options or awards granted under any other share schemes of the Company then in force, shall not exceed 15% of the total number of issued Shares (excluding treasury shares) on the day preceding the relevant date of the Award.

Resolution 2

Ordinary Resolution:

The Proposed Participation of Mr Andrew Ng Sung On in the Plan

That:

Subject to and contingent upon the passing of Ordinary Resolution 1 above, the participation of Mr Andrew Ng Sung On, who is a Controlling Shareholder (as defined in the Listing Manual of the SGX-ST) of the Company, in the Plan be and is hereby approved.

Resolution 3

Ordinary Resolution:

The Proposed Grant to Mr Andrew Ng Sung On in the Plan

That:

Subject to and contingent upon the passing of Ordinary Resolutions 1 and 2 above, the grant of Award of up to 1,600,000 Shares to Mr Andrew Ng Sung On, who is a Controlling Shareholder (as defined in the Listing Manual of the SGX-ST) of the Company, in accordance with the Plan be and is hereby approved.

By Order of the Board

Tan San-Ju
Yeo Poh Noi Caroline
Secretaries
Singapore, 14 July 2010

Notes:

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting ("EGM") is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. With the exception of The Central Depository (Pte) Limited, who may appoint more than two proxies, a member of the Company entitled to attend and vote at the EGM is entitled to appoint no more than two proxies to attend and vote in his/her stead.
3. The instrument appointing the proxy must be lodged at the registered office of the Company at 97 Pioneer Road, Singapore 639579 not less than 48 hours before the time appointed for the EGM.

PERSONS HOLDING SHARES IN THE CAPITAL OF THE COMPANY THROUGH THE CENTRAL DEPOSITORY (PTE) LIMITED ARE REMINDED THAT THE PROXY FORMS APPOINTING THEMSELVES AS PROXIES MUST SIMILARLY BE DEPOSITED NOT LESS THAN 48 HOURS BEFORE THE TIME APPOINTED FOR THE EXTRAORDINARY GENERAL MEETING IN ORDER FOR SUCH PERSONS TO BE ABLE TO ATTEND AND/OR VOTE AT SUCH MEETING.

IF A MEMBER OF THE COMPANY IS ENTITLED TO PARTICIPATE IN THE GP BATTERIES PERFORMANCE SHARE PLAN, HE/SHE SHOULD ABSTAIN FROM VOTING AT THE EXTRAORDINARY GENERAL MEETING IN RESPECT OF ORDINARY RESOLUTIONS RELATING TO THE GP BATTERIES PERFORMANCE SHARE PLAN, AND SHOULD NOT ACCEPT NOMINATIONS AS PROXIES OR OTHERWISE FOR VOTING AT THE EXTRAORDINARY GENERAL MEETING, IN RESPECT OF THE AFORESAID ORDINARY RESOLUTIONS, UNLESS SPECIFIC INSTRUCTIONS HAVE BEEN GIVEN IN THE PROXY FORM ON HOW THE VOTE IS TO BE CAST FOR THE AFORESAID ORDINARY RESOLUTIONS.