

MISCELLANEOUS :: RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE - LODGMENT AND DESPATCH OF OFFER INFORMATION STATEMENT AND TIMETABLE OF KEY EVENTS

** 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 *	Lynn Wan Tiew Leng
Designation *	Company Secretary
Date & Time of Broadcast	17-Feb-2014 18:17:00
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>> ANNOUNCEMENT DETAILS

The details of the announcement start here ...

Announcement Title *	RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE - LODGMENT AND DESPATCH OF OFFER INFORMATION STATEMENT AND TIMETABLE OF KEY EVENTS
Description	



GP BATTERIES INTERNATIONAL LIMITED

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

ANNOUNCEMENT

**RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE -
LODGMET AND DESPATCH OF OFFER INFORMATION STATEMENT
AND TIMETABLE OF KEY EVENTS**

1. INTRODUCTION

The board of directors (the “**Board**”) of GP Batteries International Limited (the “**Company**”) refers to the announcements dated 23 December 2013, 21 January 2014 and 6 February 2014 made by the Company (the “**Rights Issue Announcements**”) in relation to the renounceable non-underwritten rights issue (the “**Rights Issue**”) of 54,935,584 new ordinary shares in the capital of the Company (the “**Rights Shares**”), at an issue price of S\$0.486 for each Rights Share, on the basis of one (1) Rights Share for every two (2) existing ordinary shares in the capital of the Company (the “**Shares**”) held by shareholders of the Company (the “**Shareholders**”) who are eligible to participate in the Rights Issue (the “**Entitled Shareholders**”) as at 5.00 p.m. (Singapore time) on 14 February 2014 (the “**Books Closure Date**”), fractional entitlements to be disregarded.

All capitalised terms used and not defined herein shall have the same meanings given to them in the Rights Issue Announcements.

2. LODGMET AND DESPATCH OF OFFER INFORMATION STATEMENT

The Company wishes to announce that the offer information statement dated 17 February 2014 in relation to the Rights Issue (the “**Offer Information Statement**”) has today been lodged with the Monetary Authority of Singapore (the “**MAS**”) and will be despatched to Entitled Shareholders (together with a copy of the provisional allotment letter (the “**PAL**”) and/or the application form for Rights Shares and excess Rights Shares (the “**ARE**”) (as the case may be)), on or around 19 February 2014. A copy of the Offer Information Statement is attached hereto.

For practical reasons and in order to avoid any violation of the securities legislation applicable in countries other than Singapore, the Rights Shares will not be offered to, and the Offer Information Statement and its accompanying documents will not be despatched to, Shareholders with registered addresses outside Singapore as at the Books Closure Date and who have not, at least three (3) market days prior to the Books Closure Date, provided The Central Depository (Pte) Limited (“**CDP**”) or the Company’s Share Registrar (as the case may be) with addresses in Singapore for the service of notices and documents.

3. ACCEPTANCES OF PROVISIONAL ALLOTMENTS OF RIGHTS SHARES AND APPLICATIONS FOR EXCESS RIGHTS SHARES

Acceptances of provisional allotments of Rights Shares and (if applicable) applications for excess Rights Shares may be made by Entitled Shareholders comprising Entitled Depositors and Entitled Scripholders (both as defined below):

- (a) in the case of Shareholders with Shares standing to the credit of their securities accounts maintained with CDP ("**Securities Accounts**") and whose registered addresses with CDP are in Singapore as at the Books Closure Date or who have, at least three (3) market days prior to the Books Closure Date, provided CDP with addresses in Singapore for the service of notices and documents ("**Entitled Depositors**"), by way of the ARE and/or made through an automated teller machine of Oversea-Chinese Banking Corporation Limited, DBS Bank Ltd. (including POSB) and/or United Overseas Bank Limited and its subsidiary, Far Eastern Bank Limited, in accordance with the terms and conditions of the Offer Information Statement (an "**Electronic Application**"); and
- (b) in the case of Shareholders whose share certificates have not been deposited with CDP and who have tendered to the Company's Share Registrar valid transfers of their Shares and the certificates relating thereto for registration up to the Books Closure Date and whose registered addresses with the Company are in Singapore as at the Books Closure Date or who have, at least three (3) market days prior to the Books Closure Date, provided the Company's Share Registrar with addresses in Singapore for the service of notices and documents ("**Entitled Scripholders**"), by way of the PAL.

Investors who hold Shares under the Supplementary Retirement Scheme ("**SRS**"), Shareholders who have previously purchased Shares using their CPF account savings ("**CPF Funds**") under the CPFIS - Ordinary Account ("**CPFIS Members**") and/or investors who hold Shares through finance companies and/or Depository Agents (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore) can only accept their provisional allotments of Rights Shares and (if applicable) apply for excess Rights Shares by instructing the relevant approved banks in which they hold their SRS accounts, their respective CPF agent banks, finance companies and/or Depository Agents, to do so on their behalf. Any acceptance and/or application made directly by the abovementioned investors through CDP, the Company's Share Registrar or the Company, or through Electronic Applications, will be rejected. For the avoidance of doubt, CPF Funds may not be used for the purchase of the provisional allotments of the Rights Shares directly from the market.

More information on the procedures for acceptance of, payment and excess application for the Rights Shares by Entitled Shareholders may be found in the Offer Information Statement, the ARE and the PAL.

4. TRADING PERIOD FOR "NIL-PAID" RIGHTS

The trading period for the provisional allotments of Rights Shares (or "nil-paid" Rights) on the Mainboard of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") will commence at **9.00 a.m. on 19 February 2014** and will end at **5.00 p.m. on 27 February 2014**.

Entitled Depositors who sell their "nil-paid" Rights during the "nil-paid" Rights trading period need not forward the ARE to a purchaser of provisional allotments of Rights Shares traded on the Mainboard of the SGX-ST under the book-entry (scripless) settlement system during the

“nil-paid” Rights trading period (a “**Purchaser**”) as arrangements will be made by CDP for separate application forms for Rights Shares to be issued to Purchasers (the “**ARS**”). Purchasers should note that CDP will, on behalf of the Company, send the ARS, accompanied by the Offer Information Statement, by ordinary post and at the Purchaser’s own risk, to their respective Singapore addresses as maintained in the records of CDP. For the avoidance of doubt, only Entitled Shareholders (and not Purchasers or renounees of Entitled Shareholders) shall be entitled to apply for additional Rights Shares in excess of their provisional allotments of Rights Shares.

Purchasers whose registered addresses with CDP are outside Singapore (“**Foreign Purchasers**”) are advised that their participation in the Rights Issue may be restricted or prohibited by the laws of the jurisdiction in which they are located or resident. The Offer Information Statement and its accompanying documents will not be despatched to Foreign Purchasers. Subject to compliance with applicable laws, Foreign Purchasers who wish to accept the provisional allotments of Rights Shares credited to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore.

5. COLLECTION OF OFFER INFORMATION STATEMENT

Entitled Shareholders who do not receive the Offer Information Statement and its accompanying documents on or around 19 February 2014 may obtain copies of the documents from CDP or the Company’s Share Registrar, as the case may be, at their respective addresses as follows:

CDP

The Central Depository (Pte) Limited
4 Shenton Way
#02-01 SGX Centre 2
Singapore 068807

Share Registrar

Boardroom Corporate & Advisory Services
Pte. Ltd.
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

CPFIS Members who do not receive the Offer Information Statement from their respective approved CPF agent banks may obtain copies of the Offer Information Statement from the Company’s Share Registrar (at the address stated above).

Purchasers who do not receive the ARS and/or the Offer Information Statement may also obtain copies of the same from CDP (at the address stated above).

6. IMPORTANT DATES AND TIMES

Entitled Shareholders and Purchasers should take note of the following important dates and times in respect of the Rights Issue:

Lodgment of the Offer Information Statement with MAS : Monday, 17 February 2014

Despatch of Offer Information Statements, the AREs and the PALs (as the case may be) to Entitled Shareholders : Wednesday, 19 February 2014

Commencement of acceptance of and payment for Rights Shares : Wednesday, 19 February 2014 at 9.00 a.m.

Commencement of trading of “nil-paid” Rights	: Wednesday, 19 February 2014 at 9.00 a.m.
Last date and time for splitting and trading of “nil-paid” Rights	: Thursday, 27 February 2014 at 5.00 p.m.
Last date and time for acceptance of and payment for Rights Shares ⁽¹⁾	: Wednesday, 5 March 2014 at 5.00 p.m. (9.30 p.m. for Electronic Applications)
Last date and time for renunciation of and payment for Rights Shares	: Wednesday, 5 March 2014 at 5.00 p.m.
Last date and time for application and payment for excess Rights Shares ⁽¹⁾	: Wednesday, 5 March 2014 at 5.00 p.m. (9.30 p.m. for Electronic Applications)
Expected date for issuance of the Rights Shares	: Wednesday, 12 March 2014
Expected date when the Securities Accounts of Entitled Depositors are credited with Rights Shares	: Thursday, 13 March 2014
Expected date for refund of unsuccessful applications (if made through CDP)	: Thursday, 13 March 2014
Expected date and time for the listing and commencement of trading of Rights Shares	: Thursday, 13 March 2014 from 9.00 a.m.

Note:

- (1) Investors who have subscribed for or purchased Shares under the SRS or through a finance company and/or Depository Agent, where applicable, will receive notification letter(s) from their respective approved banks, finance companies, Depository Agents and/or CPF agent banks, and should refer to such notification letter(s) for details of the last date and time to submit applications to their respective approved banks, finance companies, Depository Agents and/or CPF agent banks. Any acceptance and/or application made directly by these investors through CDP, the Company's Share Registrar or the Company, or through Electronic Applications, will be rejected.

The above timetable is indicative only and is subject to change. The Company may, upon consultation with the Manager of the Rights Issue, being Oversea-Chinese Banking Corporation Limited, and with the approval of the SGX-ST, modify the above timetable subject to any limitations under any applicable laws. In such an event, the Company will publicly announce the same through a SGXNET announcement to be posted on the website of the SGX-ST at <http://www.sgx.com>.

Approval in-principle has been obtained from the SGX-ST for the dealing, listing and quotation of the Rights Shares under the Rights Issue on the Mainboard of the SGX-ST, subject to certain conditions which have been disclosed in the Rights Issue Announcement dated 21 January 2014.

The approval in-principle granted by the SGX-ST for the dealing, listing and quotation of the Rights Shares under the Rights Issue on the Mainboard of the SGX-ST is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Company and/or its subsidiaries.

BY ORDER OF THE BOARD

Lynn Wan Tiew Leng
Company Secretary
Singapore, 17 February 2014

IMPORTANT NOTICE

This Announcement is for information only and does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, any Rights or Rights Shares or to take up any entitlements to Rights or Rights Shares in any jurisdiction in which such an offer or solicitation is unlawful. No person should acquire any Rights or Rights Shares except on the basis of the information contained in the Offer Information Statement. The information contained in this Announcement is not for release, publication or distribution to persons in the United States of America and should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of applicable securities laws or regulations. The issue, exercise or sale of Rights and/or Rights Shares and the acquisition or purchase of Rights and/or Rights Shares are subject to specific legal or regulatory restrictions in certain jurisdictions. The Company assumes no responsibility in the event there is a violation by any person of such restrictions.

The distribution of this Announcement, the Offer Information Statement, the PALs, the AREs and/or the ARSs into jurisdictions other than Singapore may be restricted by law. Persons into whose possession this Announcement and such other documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this Announcement.

This release is not an offer for sale of securities in the United States of America or elsewhere. The Rights and the Rights Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") and may not be offered, sold or delivered within the United States of America, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Rights and the Rights Shares are being offered and sold outside the United States of America in offshore transactions as defined in and in reliance on Regulation S under the Securities Act.

NOT FOR PUBLICATION OR DISTRIBUTION OUTSIDE OF SINGAPORE

OFFER INFORMATION STATEMENT DATED 17 FEBRUARY 2014

(Lodged with the Monetary Authority of Singapore on 17 February 2014)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL, TAX OR OTHER PROFESSIONAL ADVISER.

A copy of this offer information statement ("**Offer Information Statement**"), together with a copy of each of the Provisional Allotment Letter (the "**PAL**"), the Application Form for Rights Shares and Excess Rights Shares (the "**ARE**") and the Application Form for Rights Shares (the "**ARS**"), have been lodged with the Monetary Authority of Singapore (the "**Authority**"). The Authority assumes no responsibility for the contents of this Offer Information Statement, the PAL, the ARE and the ARS. Lodgment of this Offer Information Statement with the Authority does not imply that the Securities and Futures Act, Chapter 289 of Singapore, or any other legal or regulatory requirements, have been complied with. The Authority has not, in any way, considered the merits of the Rights Shares (as defined herein) being offered, or in respect of which an invitation is made, for investment.

Approval in-principle has been obtained from the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for the dealing, listing and quotation of the Rights Shares under the Rights Issue (as defined herein) on the Mainboard of the SGX-ST, subject to certain conditions. The Rights Shares will be admitted to the Official List of the SGX-ST and official quotation is expected to commence after all conditions imposed by the SGX-ST are satisfied, all certificates relating thereto have been issued and the notification letters from The Central Depository (Pte) Limited have been despatched.

The SGX-ST assumes no responsibility for the accuracy of any of the statements made, reports contained or opinions expressed herein. Approval in-principle granted by the SGX-ST for the dealing, listing and quotation of the Rights Shares under the Rights Issue on the Mainboard of the SGX-ST is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, GP Batteries International Limited (the "**Company**") and/or its subsidiaries.

No Rights Shares shall be allotted or allocated on the basis of this Offer Information Statement later than six (6) months after the date of lodgment of this Offer Information Statement with the Authority. Your attention is drawn to the section "Risk Factors" of this Offer Information Statement which you should review carefully.

The Rights (as defined herein) and the Rights Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") and may not be offered, sold or delivered within the United States of America, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Rights and the Rights Shares are being offered and sold outside the United States of America in offshore transactions as defined in and in reliance on Regulation S under the Securities Act.



GP BATTERIES INTERNATIONAL LIMITED

(Incorporated in the Republic of Singapore on 4 May 1990)

(Company Registration Number: 199002111N)

RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE (THE "RIGHTS ISSUE") OF 54,935,584 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (THE "RIGHTS SHARES") AT THE ISSUE PRICE OF S\$0.486 FOR EACH RIGHTS SHARE, ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING ORDINARY SHARES IN THE CAPITAL OF THE COMPANY HELD BY ENTITLED SHAREHOLDERS (AS DEFINED HEREIN) AS AT THE BOOKS CLOSURE DATE (AS DEFINED HEREIN), FRACTIONAL ENTITLEMENTS TO BE DISREGARDED

Manager of the Rights Issue



OVERSEA-CHINESE BANKING CORPORATION LIMITED

IMPORTANT DATES AND TIMES

Last date and time for splitting	:	27 February 2014 at 5.00 p.m.
Last date and time for acceptance and payment	:	5 March 2014 at 5.00 p.m. (9.30 p.m. for Electronic Applications (as defined herein))
Last date and time for renunciation and payment	:	5 March 2014 at 5.00 p.m.
Last date and time for excess application and payment	:	5 March 2014 at 5.00 p.m. (9.30 p.m. for Electronic Applications)

IMPORTANT NOTICE

Capitalised terms used below which are not otherwise defined herein shall have the same meanings as ascribed to them under the “**Definitions**” section of this Offer Information Statement.

For Entitled Depositors (which excludes Entitled Scripholders, SRS investors, CPFIS Members and investors who hold Shares through a finance company and/or Depository Agent), acceptances of the Rights Shares and (if applicable) applications for excess Rights Shares may be made through CDP or by way of Electronic Application.

For Entitled Scripholders, acceptances of the Rights Shares and (if applicable) applications for excess Rights Shares may be made through the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd..

For renounees of Entitled Shareholders or purchasers of provisional allotments of Rights Shares traded on the Mainboard of the SGX-ST under the book-entry (scripless) settlement system during the “nil-paid” Rights trading period (“Purchasers”) whose purchases are settled through finance companies or Depository Agents, acceptances of the Rights Shares represented by the provisional allotment of Rights Shares purchased must be done through the respective finance companies or Depository Agents. Such renounees and Purchasers are advised to provide their respective finance companies or Depository Agents, as the case may be, with the appropriate instructions no later than the deadlines set by them in order for such intermediaries to make the relevant acceptances on their behalf by the Closing Date. Any acceptance of the Rights Shares by such renounees and Purchasers made directly through CDP, Electronic Applications, the Share Registrar and/or the Company will be rejected.

SRS investors, investors who hold Shares through a finance company and/or Depository Agent and CPFIS Members should read the section “Important Notice to (A) SRS investors, (B) Investors who hold Shares through a finance company and/or Depository Agent and (C) CPFIS Members” of this Offer Information Statement for important details relating to the application and acceptance procedures.

The existing Shares are quoted on the Official List of the SGX-ST.

Persons wishing to subscribe for the Rights Shares offered by this Offer Information Statement or purchase “nil-paid” Rights should, before deciding whether to so subscribe or purchase, carefully read this Offer Information Statement in its entirety in order to make an informed assessment of, *inter alia*, the assets and liabilities, profits and losses, financial position, performance, prospects and risk factors of the Company and the Group, and the rights and liabilities attaching to the Rights Shares and the “nil-paid” Rights. They should make, and will be deemed to have made, their own independent enquiries and investigations of any bases and assumptions upon which financial projections, if any, are made or based, and carefully consider this Offer Information Statement in light of their personal circumstances (including financial and taxation affairs). No information in this Offer Information Statement should be considered to be business, financial, legal or tax advice. Persons in doubt as to any action they should take should consult their business, financial, legal, tax or other professional adviser before deciding whether to purchase or subscribe for the “nil-paid” Rights, the Rights Shares and/or the Shares.

No person has been authorised to give any information or to make any representations, other than those contained in this Offer Information Statement, in connection with the Rights Issue or the allotment and issue of the “nil-paid” Rights and the Rights Shares and, if given or made, such information or representations must not be relied upon as having been authorised by the Company or the Manager. Save as expressly stated in this Offer Information Statement, nothing contained herein is, or may be relied upon as, a promise or representation as to the future performance,

financial position, prospects or policies of the Company or the Group. Neither the delivery of this Offer Information Statement nor the allotment and issue of the “nil-paid” Rights and the Rights Shares shall, under any circumstances, constitute a continuing representation, or give rise to any implication, that there has been no change in the affairs of the Company and/or the Group, or any of the information contained herein since the date hereof. Where such changes occur after the date hereof and are material, or are required to be disclosed by law and/or the SGX-ST, the Company may make an announcement of the same to the SGX-ST and, if required, lodge a supplementary or replacement document with the Authority.

All Entitled Shareholders, their renounees and Purchasers should take note of any such announcement, or supplementary or replacement document, and, upon the release of such announcement or lodgment of such supplementary or replacement document, as the case may be, shall be deemed to have notice of such changes.

Neither the Company nor the Manager is making any representation to any person regarding the legality of an investment in the “nil-paid” Rights, the Rights Shares and/or the Shares, by such person under any investment or any other laws or regulations.

The Manager makes no representation, warranty or recommendation whatsoever as to the merits of the Rights Issue, the “nil-paid” Rights, the Rights Shares, the Shares, the Company, the Group or any other matter related thereto or in connection therewith.

Nothing in this Offer Information Statement or the accompanying documents shall be construed as a recommendation to accept, purchase or subscribe for the “nil-paid” Rights, the Rights Shares and/or the Shares. Prospective subscribers of the Rights Shares should rely on their own investigation of the financial condition and affairs of, and their own appraisal and determination of the merits of investing in, the Company and the Group and shall be deemed to have done so.

This Offer Information Statement and its accompanying documents have been prepared solely for the purpose of the acceptance and subscription of the Rights Shares and may not be relied upon by any person (other than Entitled Shareholders to whom this Offer Information Statement and its accompanying documents are despatched by the Company, their renounees and Purchasers) or for any other purpose.

This Offer Information Statement and its accompanying documents may not be used for the purpose of, and do not constitute, an offer, invitation to or solicitation by anyone in any jurisdiction or under any circumstances in which such offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation.

The distribution of this Offer Information Statement and/or its accompanying documents may be prohibited or restricted by law in certain jurisdictions under the relevant securities laws of those jurisdictions. Entitled Shareholders or any other person having possession of this Offer Information Statement and/or its accompanying documents are advised to keep themselves informed of and observe such prohibitions and restrictions at their own expense and without liability to the Company or the Manager. Please refer to the section “Eligibility of Shareholders to Participate in the Rights Issue” of this Offer Information Statement for further information.

IMPORTANT NOTICE TO (A) SRS INVESTORS, (B) INVESTORS WHO HOLD SHARES THROUGH A FINANCE COMPANY AND/OR DEPOSITORY AGENT AND (C) CPFIS MEMBERS

Investors who have subscribed for or purchased Shares under the SRS or through a finance company and/or Depository Agent, can only accept their provisional allotments of Rights Shares and (if applicable) apply for excess Rights Shares by instructing the relevant approved banks in which they hold their SRS accounts, their respective finance companies and/or Depository Agents, and in the case of CPFIS Members, their respective CPF agent banks, to do so on their behalf.

Any acceptance and/or application made directly by the above-mentioned investors through CDP, the Share Registrar or the Company, or through Electronic Applications, will be rejected. For the avoidance of doubt, CPF Funds may not be used for the purchase of the provisional allotments of the Rights Shares directly from the market.

The above-mentioned investors, where applicable, will receive notification letter(s) from their respective approved banks, finance companies, Depository Agents and/or CPF agent banks, and should refer to such notification letter(s) for details of the last date and time to submit applications to their respective approved banks, finance companies, Depository Agents and/or CPF agent banks.

(A) Use of SRS Funds

SRS investors who have subscribed for or purchased Shares using their SRS accounts must use, subject to applicable SRS rules and regulations, monies standing to the credit of their respective SRS accounts to pay for the acceptance of their provisional allotments of Rights Shares and (if applicable) application for excess Rights Shares.

Such investors who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for excess Rights Shares using SRS monies, must instruct the relevant approved banks in which they hold their SRS accounts to accept their provisional allotments of Rights Shares and (if applicable) apply for excess Rights Shares on their behalf in accordance with the terms and conditions in this Offer Information Statement. Such investors who have insufficient funds in their SRS accounts may, subject to the SRS contribution cap, deposit cash into their SRS accounts with their respective approved banks before instructing their respective approved banks to accept their provisional allotments of Rights Shares and (if applicable) apply for excess Rights Shares on their behalf. SRS investors are advised to provide their respective approved banks in which they hold their SRS accounts with the appropriate instructions no later than the deadlines set by their respective approved banks in order for their respective approved banks to make the relevant acceptance and (if applicable) application on their behalf in accordance with the terms and conditions in this Offer Information Statement by the Closing Date. SRS monies may not, however, be used for the purchase of the provisional allotments of Rights Shares directly from the market.

(B) Holdings through Finance Company and/or Depository Agent

Investors who hold Shares through a finance company and/or a Depository Agent must instruct the relevant finance company and/or Depository Agent to accept their provisional allotments of Rights Shares and (if applicable) apply for excess Rights Shares on their behalf in accordance with the terms and conditions in this Offer Information Statement.

(C) CPFIS Members

For CPFIS Members, acceptances of the Rights Shares and (if applicable) applications for excess Rights Shares can only be made using CPF Funds. In the case of insufficient CPF Funds or stock limit, CPFIS Members could top-up cash into their CPF Investment Accounts before instructing their respective approved CPF agent banks to accept their provisional allotments of Rights Shares and (if applicable) apply for excess Rights Shares in accordance with the terms and conditions in this Offer Information Statement.

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CORPORATE INFORMATION

Board of Directors	:	Andrew Ng Sung On (Chairman, Chief Executive and Executive Director) Richard Ku Yuk Hing (Vice Chairman and Executive Director) Henry Leung Kwong Hang (Chief Operating Officer and Executive Director) Hui Wing Sun (Executive Director) Brian Wong Tze Hang (Head of Finance and Executive Director) Lim Jiew Keng (Non-Executive and Independent Director) Allan Choy Kam Wing (Non-Executive and Independent Director) Goh Boon Seong (Non-Executive and Independent Director)
Company Secretary	:	Lynn Wan Tiew Leng
Registered Office	:	97 Pioneer Road Singapore 639579
Share Registrar	:	Boardroom Corporate & Advisory Services Pte. Ltd. 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623
Manager of the Rights Issue	:	Oversea-Chinese Banking Corporation Limited 65 Chulia Street #06-00 OCBC Centre Singapore 049513
Legal adviser to the Company as to Singapore law in relation to the Rights Issue	:	Allen & Gledhill LLP One Marina Boulevard #28-00 Singapore 018989

DEFINITIONS

For the purposes of this Offer Information Statement, the PAL, the ARE and the ARS, the following terms shall, unless the context otherwise requires or unless otherwise stated, have the following meanings:

“6M”	:	Six-month financial period ended or ending 30 September
“9M”	:	Nine-month financial period ended or ending 31 December
“97 Pioneer Road Disposal”	:	The proposed disposal of the property at 97 Pioneer Road, Singapore 639579, as announced by the Company on 20 January 2014
“AGM”	:	Annual general meeting
“Applicant”	:	In relation to the terms and conditions for Electronic Applications and the Steps in Appendix E to this Offer Information Statement, means the Entitled Depositor or the Purchaser of the provisional allotment who accepts or (as the case may be) applies for the Rights Shares through an ATM of a Participating Bank
“ARE”	:	Application form for Rights Shares and excess Rights Shares to be issued to Entitled Depositors in respect of their provisional allotments of Rights Shares
“ARS”	:	Application form for Rights Shares to be issued to Purchasers in respect of their purchase of provisional allotments of Rights Shares traded on the Mainboard of the SGX-ST under the book-entry (scripless) settlement system
“ATM”	:	Automated teller machine
“Authority”	:	Monetary Authority of Singapore
“Bolder”	:	Bolder Technologies Pte Ltd
“Books Closure Date”	:	5:00 p.m. on 14 February 2014, being the time and date at and on which the Register of Members and the Share Transfer Books of the Company will close to determine the provisional allotments of Rights Shares of Entitled Shareholders under the Rights Issue
“CDP”	:	The Central Depository (Pte) Limited
“Closing Date”	:	The last date for acceptance of and/or excess application and payment for the Rights Shares at the time and in the manner set out in this Offer Information Statement, or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company subsequent to the issue of this Offer Information Statement

“Code”	:	The Singapore Code on Take-overs and Mergers, as amended or modified from time to time
“Committed Rights Shares”	:	The number of Rights Shares which the Undertaking Shareholders have provided an undertaking to subscribe for, or procure subscriptions for, pursuant to the Irrevocable Undertakings
“Companies Act”	:	The Companies Act, Chapter 50 of Singapore, as amended or modified from time to time
“Company”	:	GP Batteries International Limited, a company incorporated in the Republic of Singapore with limited liability on 4 May 1990, and which Shares are listed on the Mainboard of the SGX-ST
“CPF”	:	Central Provident Fund
“CPF Funds”	:	CPF account savings
“CPF Investment Account”	:	The investment account maintained with a CPF agent bank for the purpose of investment of CPF Funds under the CPFIS – Ordinary Account
“CPFIS”	:	CPF Investment Scheme
“CPFIS Members”	:	Shareholders who have previously purchased Shares using their CPF Funds under the CPFIS – Ordinary Account
“Directors”	:	The directors of the Company as at the date of this Offer Information Statement
“Electronic Application”	:	Acceptance of the Rights Shares and (if applicable) application for excess Rights Shares made through an ATM of a Participating Bank in accordance with the terms and conditions of this Offer Information Statement
“Entitled Depositors”	:	Shareholders with Shares standing to the credit of their Securities Accounts and whose registered addresses with CDP are in Singapore as at the Books Closure Date or who have, at least three (3) Market Days prior to the Books Closure Date, provided CDP with addresses in Singapore for the service of notices and documents
“Entitled Scripholders”	:	Shareholders whose share certificates have not been deposited with CDP and who have tendered to the Share Registrar valid transfers of their Shares and the certificates relating thereto for registration up to the Books Closure Date and whose registered addresses with the Company are in Singapore as at the Books Closure Date or who have, at least three (3) Market Days prior to the Books Closure Date, provided the Share Registrar with addresses in Singapore for the service of notices and documents

“Entitled Shareholders”	:	Entitled Depositors and Entitled Scripholders
“EPS”	:	Earnings per Share
“EVBHK”	:	EVB Technology (HK) Limited
“FIE”	:	Foreign investment enterprise
“Foreign Purchasers”	:	Purchasers whose registered addresses with CDP are outside Singapore
“Foreign Shareholders”	:	Shareholders with registered addresses outside Singapore as at the Books Closure Date and who have not, at least three (3) Market Days prior to the Books Closure Date, provided the Share Registrar or CDP, as the case may be, with addresses in Singapore for the service of notices and documents
“FY2010/11”	:	Financial year ended 31 March 2011
“FY2011/12”	:	Financial year ended 31 March 2012
“FY2012/13”	:	Financial year ended 31 March 2013
“GPBE”	:	GP Batteries Europe B.V.
“GPBMM”	:	GP Battery Marketing (Malaysia) Sdn Bhd
“GPH”	:	Gold Peak Industries (Holdings) Limited
“GPIL”	:	GP Industries Limited
“Group”	:	The Company and its subsidiaries, collectively
“Habaco”	:	Hanoi Battery Joint Stock Company
“Irrevocable Undertakings”	:	The irrevocable undertakings given by the Undertaking Shareholders in relation to the Rights Issue. Please see paragraph 7 of Part VI “The Offer and Listing – Plan of Distribution” of this Offer Information Statement for further details
“Issue Price”	:	The issue price of the Rights Shares, being S\$0.486 for each Rights Share
“Issued Share Capital”	:	The issued share capital of the Company as at the Latest Practicable Date, comprising 109,871,168 Shares
“Latest Practicable Date”	:	10 February 2014, being the latest practicable date prior to the lodgment of this Offer Information Statement with the Authority

“Listing Manual”	:	The Listing Manual of the SGX-ST, as amended or modified from time to time
“Manager” or “OCBC Bank”	:	Oversea-Chinese Banking Corporation Limited
“Market Day”	:	A day on which the SGX-ST is open for trading in securities
“Ningbo Fubang”	:	Ningbo Fubang Battery Co Ltd
“NRIC”	:	National Registration Identity Card
“Offer Information Statement”	:	This document together with (where the context requires) the ARE, the ARS, the PAL and all other accompanying documents, including any supplementary or replacement document to be issued by the Company and lodged with the Authority in connection with the Rights Issue
“PAL”	:	The provisional allotment letter to be issued to an Entitled Scripholder, setting out the provisional allotments of Rights Shares
“Participating Banks”	:	OCBC Bank, DBS Bank Ltd. (including POSB) and United Overseas Bank Limited and its subsidiary, Far Eastern Bank Limited
“PRC” or “China”	:	The People’s Republic of China which, for the purposes of this Offer Information Statement and for geographical reference, excludes the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
“Principal PAL”	:	In relation to the consolidation of provisional allotments of Rights Shares comprised in several renounced PALs and/or Split Letters in one name only or in the name of a joint Securities Account, the PAL of which the Consolidated Listing Form in the Form of Nomination (Form D) is completed
“Purchaser”	:	A purchaser of provisional allotments of Rights Shares traded on the Mainboard of the SGX-ST under the book-entry (scripless) settlement system during the “nil-paid” Rights trading period
“Relevant Parties”	:	In relation to the terms and conditions for Electronic Applications and the Steps in Appendix E to this Offer Information Statement, means the Share Registrar, Securities Clearing Computer Services (Pte) Ltd, CDP, CPF Board, the SGX-ST, the Company and the Manager
“Rights”	:	Rights to subscribe for one (1) Rights Share for every two (2) existing Shares held by Entitled Shareholders as at the Books Closure Date, fractional entitlements to be disregarded

“Rights Issue”	:	The renounceable non-underwritten rights issue by the Company of 54,935,584 Rights Shares at the Issue Price, on the basis of one (1) Rights Share for every two (2) existing Shares held by Entitled Shareholders as at the Books Closure Date, fractional entitlements to be disregarded, on the terms and conditions of this Offer Information Statement
“Rights Shares”	:	54,935,584 new Shares to be allotted and issued by the Company pursuant to the Rights Issue
“SAFE”	:	State Administration for Foreign Exchange in the PRC
“Securities Account”	:	A securities account maintained by a Depositor with CDP, but does not include a securities sub-account
“SFA”	:	The Securities and Futures Act, Chapter 289 of Singapore, as amended or modified from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Registered holders of Shares in the Register of Members of the Company, except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context so admits, mean the Depositors whose Securities Accounts are credited with such Shares
“Share Registrar”	:	Boardroom Corporate & Advisory Services Pte. Ltd.
“Shares”	:	Ordinary shares in the capital of the Company
“Split Letters”	:	The separate PALs splitting an Entitled Scripholder’s provisional allotment of Rights Shares under the PAL
“SRS”	:	Supplementary Retirement Scheme
“Steps”	:	The procedures for Electronic Applications as set out on the ATM screens of the relevant Participating Banks
“STL Group”	:	The STL group of companies which manufacture battery packs for laptop and tablet computers
“Substantial Shareholder”	:	A person who has an interest or interests in one (1) or more voting shares in the Company representing not less than five (5) per cent. of the total votes attached to all the voting shares in the Company
“Transaction Record”	:	The ATM transaction slip confirming the details of the Applicant’s Electronic Application upon completion of his Electronic Application transaction
“Undertaking Shareholders”	:	GPIL, Mr Andrew Ng Sung On, Mr Victor Lo Chung Wing and Mr Richard Ku Yuk Hing

“Vectrix Group”	:	The Vectrix group of companies comprising Vectrix Holdings Limited, Vectrix International, Vectrix Sp. z.o.o. and Vectrix LLC
“Vectrix Group Restructuring”	:	Has the meaning ascribed to it under paragraph 9(c) of Part IV “Key Information – Information on the Relevant Entity” of this Offer Information Statement
“Vectrix International”	:	Vectrix International Limited
“Zhongyin (Ningbo)”	:	Zhongyin (Ningbo) Battery Co. Ltd
“%” or “per cent.”	:	Per centum or percentage
“Euros”	:	The currency introduced at the third stage of European economic and monetary union pursuant to the Treaty establishing the European Community, as amended from time to time
“HK\$”	:	Hong Kong dollars, being the lawful currency of the Hong Kong Special Administrative Region
“Malaysian Ringgit”	:	The lawful currency of Malaysia
“RMB”	:	Chinese Renminbi, being the lawful currency of the PRC
“S\$” and “cents”	:	Singapore dollars and cents, respectively, being the lawful currency of the Republic of Singapore
“United Arab Emirates Dirham”	:	The lawful currency of the United Arab Emirates
“US\$”	:	United States dollars, being the lawful currency of the United States of America

The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the meanings ascribed to them in Section 130A of the Companies Act.

The term **“subsidiary”** shall have the meaning ascribed to it in Section 5 of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, include any individual, company, corporation, firm, partnership, joint venture, association, organisation, institution, trust or agency, whether or not having a separate legal personality.

Any reference to a time of day in this Offer Information Statement, the ARE, the ARS and the PAL shall be a reference to Singapore time unless otherwise stated. Any reference to a date and/or time in this Offer Information Statement, the ARE, the ARS and the PAL in relation to the Rights Issue (including but not limited to the Closing Date and the last dates and times for splitting, acceptance and payment, renunciation and payment, and excess application and payment) shall include such other dates(s) and/or time(s) as may be announced from time to time by or on behalf of the Company.

Any reference in this Offer Information Statement, the ARE, the ARS and the PAL to any enactment is a reference to that enactment for the time being amended or re-enacted. Any term defined under the Companies Act, the SFA, the Listing Manual, the Code or such statutory modification thereof and used in this Offer Information Statement shall, where applicable, have the meaning ascribed to it under the Companies Act, the SFA, the Listing Manual, the Code or such statutory modification thereof, as the case may be, unless otherwise provided.

Any discrepancies in figures included in this Offer Information Statement between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Offer Information Statement may not be an arithmetic aggregation of the figures that precede them.

Any reference to “**we**”, “**us**” and “**our**” in this Offer Information Statement is a reference to the Company, the Group, as the context requires, or any member of the Group.

SUMMARY OF THE RIGHTS ISSUE

The following is a summary of the principal terms and conditions of the Rights Issue and is derived from, and should be read in conjunction with, the full text of this Offer Information Statement, and is qualified in its entirety by reference to information appearing elsewhere in this Offer Information Statement.

Basis of provisional allotment : Each Entitled Shareholder is entitled to subscribe for one (1) Rights Share for every two (2) existing Shares standing to the credit of the Securities Account of the Entitled Depositor or held by the Entitled ScripHolder, as the case may be, as at the Books Closure Date, fractional entitlements to be disregarded.

In the allotment of any excess Rights Shares, preference will be given to the rounding of odd lots, and Directors and Substantial Shareholders will rank last in priority.

Issue Price : S\$0.486 for each Rights Share. The Rights Shares are payable in full upon acceptance and/or application.

The Issue Price represents:

- (a) a discount of approximately 36.9% to the closing price of S\$0.770 per Share on the SGX-ST on 20 December 2013, being the last trading day of the Shares immediately prior to the date of the announcement of the Rights Issue; and
- (b) a discount of approximately 28.0% to the theoretical ex-rights price of S\$0.675⁽¹⁾ per Share.

⁽¹⁾ The theoretical ex-rights price is the theoretical market price of each Share assuming the completion of the Rights Issue, and is calculated based on the closing price of S\$0.770 per Share on the SGX-ST on 20 December 2013, being the last trading day of the Shares prior to the date of the announcement of the Rights Issue, and the total number of Shares following the completion of the Rights Issue.

Status of Rights Shares : The Rights Shares will, upon allotment and issue, rank *pari passu* in all respects with the then existing issued Shares, save for any rights, allotments or other dividends, the record date for which falls before the date of issue of the Rights Shares.

Number of Rights Shares to be issued : Based on the 109,871,168 Shares in issue as at the Books Closure Date, the Company will issue 54,935,584 Rights Shares.

Trading of the Rights Shares and “nil-paid” Rights : Upon the listing and quotation of the Rights Shares on the Mainboard of the SGX-ST, the Rights Shares will be traded on the Mainboard of the SGX-ST under the book-entry (scripless) settlement system. For the purposes of trading on the Mainboard of the SGX-ST, each board lot of Shares will comprise 1,000 Shares.

A trading period for the “nil-paid” Rights has been set from 19 February 2014 at 9.00 a.m. to 27 February 2014 at 5.00 p.m. During the “nil-paid” Rights trading period, for the purposes of trading on the Mainboard of the SGX-ST, each board lot of “nil-paid” Rights will comprise either 500 “nil-paid” Rights or 1,000 “nil-paid” Rights.

All dealings in, and transactions (including transfers) of, the Rights Shares and the “nil-paid” Rights effected through the SGX-ST and/or CDP shall be made in accordance with CDP’s “Terms and Conditions for Operation of Securities Accounts with The Central Depository (Pte) Limited”, as the same may be amended from time to time, copies of which are available from CDP.

Trading of Odd Lots of Shares : Eligible Shareholders who hold odd lots of Shares (that is, lots other than board lots of 1,000 Shares) and who wish to trade in odd lots are able to trade odd lots of Shares on the SGX-ST’s Unit Share Market. The Unit Share Market is a ready market for trading of odd lots of Shares with a minimum size of one (1) Share.

Listing of the Rights Shares : Approval in-principle has been obtained from the SGX-ST on 21 January 2014 for the dealing, listing and quotation of the Rights Shares on the Mainboard of the SGX-ST.

The approval in-principle granted by the SGX-ST for the dealing, listing and quotation of the Rights Shares on the Mainboard of the SGX-ST is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Company and/or its subsidiaries.

Acceptance, excess application and payment procedures : Entitled Shareholders will be at liberty to accept, decline, or otherwise renounce or trade, in whole or in part, their provisional allotments of the Rights Shares and will be eligible to apply for additional Rights Shares in excess of their provisional allotments under the Rights Issue.

Fractional entitlements to the Rights Shares will be disregarded in arriving at the Entitled Shareholders’ entitlements and will, together with the Rights Shares represented by the provisional allotments of (a) Entitled Shareholders who decline, do not accept, or elect not to renounce or trade their provisional allotment of Rights Shares and/or (b) ineligible Shareholders, be aggregated and used to satisfy excess applications (if any), or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit for the benefit of the Company. In the allotment of excess Rights Shares, preference will be given to the rounding of odd lots, and Directors and Substantial Shareholders will rank last in priority.

The procedures for, and the terms and conditions applicable to, acceptances, renunciations, splittings and/or sales of the provisional allotments of Rights Shares and for the applications for excess Rights Shares, including the different modes of acceptance or application and payment, are contained in **Appendices D to F** to this Offer Information Statement, the ARE, the ARS and the PAL.

Use of CPF Funds	:	<p>CPFIS Members may only use their CPF Funds for the payment of the Issue Price to subscribe for their provisional allotments of the Rights Shares and (if applicable) to apply for excess Rights Shares, subject to applicable CPF rules and regulations.</p> <p>Such CPFIS Members who wish to accept provisional allotments of the Rights Shares and (if applicable) apply for excess Rights Shares using CPF Funds will need to instruct their respective approved CPF agent banks to accept their provisional allotments of the Rights Shares and (if applicable) apply for excess Rights Shares on their behalf, and must do so in accordance with the terms and conditions in this Offer Information Statement. CPF Funds may not be used to purchase provisional allotments of Rights Shares directly from the market.</p>
Risk Factors	:	Investing in the Rights Shares involves risks. See “ Risk Factors ” in Appendix C to this Offer Information Statement.
Eligibility to participate in the Rights Issue	:	As there may be prohibitions or restrictions against the offering of Rights Shares in certain jurisdictions, only Entitled Shareholders are eligible to participate in the Rights Issue. Please refer to the section “ Eligibility of Shareholders to Participate in the Rights Issue ” of this Offer Information Statement for details.
Estimated Net Proceeds	:	Assuming that the Rights Issue is fully subscribed, the estimated net proceeds from the Rights Issue (net of the estimated amount of costs and expenses incurred in connection with the Rights Issue) is approximately S\$26.1 million. All net proceeds will go to the Company.
Purpose of the Rights Issue	:	The Rights Issue is undertaken to strengthen the financial position and enhance the capital base of the Company. The Rights Issue will also facilitate the Company’s investment in automation, brand building and distribution network in the near term.
Governing law	:	Laws of Singapore

ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

1. ENTITLED SHAREHOLDERS

Entitled Shareholders are entitled to participate in the Rights Issue and to receive this Offer Information Statement together with the ARE, the ARS and the PAL, as the case may be, and other accompanying documents at their respective addresses in Singapore. Entitled Depositors who do not receive this Offer Information Statement and the ARE may obtain them from CDP for the period up to the Closing Date. Entitled Scripholders who do not receive this Offer Information Statement and the PAL may obtain them from the Share Registrar for the period up to the Closing Date.

Entitled Shareholders have been provisionally allotted Rights Shares on the basis of their holdings of Shares as at the Books Closure Date, fractional entitlements (if any) to be disregarded. Entitled Shareholders are at liberty to accept, decline, or otherwise renounce or trade, in whole or in part, their provisional allotments of Rights Shares and will be eligible to apply for additional Rights Shares in excess of their provisional allotments under the Rights Issue. Entitled Depositors will also be able to trade their provisional allotments of Rights Shares on the Mainboard of the SGX-ST during the “nil-paid” Rights trading period prescribed by the SGX-ST.

All dealings in, and transactions (including transfers) of, the provisional allotments of Rights Shares through the SGX-ST will be effected under the book-entry (scripless) settlement system. Accordingly, the PALs, which are issued to Entitled Scripholders, will not be valid for delivery pursuant to trades done on the Mainboard of the SGX-ST.

Fractional entitlements to the Rights Shares will be disregarded in arriving at the Shareholders’ entitlements and will, together with the Rights Shares represented by the provisional allotments of (a) Entitled Shareholders who decline, do not accept, or elect not to renounce or trade their provisional allotment of Rights Shares and/or (b) ineligible Shareholders, be aggregated and used to satisfy excess applications (if any), or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit for the benefit of the Company. The procedures for, and the terms and conditions applicable to, acceptances, renunciations, splittings and/or sales of the provisional allotments of Rights Shares and for the applications for excess Rights Shares, including the different modes of acceptance or application and payment, are contained in **Appendices D to F** to this Offer Information Statement and in the ARE, the ARS and the PAL (as the case may be).

In the allotment of excess Rights Shares, preference will be given to the rounding of odd lots, and Directors and Substantial Shareholders will rank last in priority.

2. FOREIGN SHAREHOLDERS AND PURCHASERS

This Offer Information Statement and its accompanying documents relating to the Rights Issue have not been, and will not be, registered, lodged or filed in any jurisdiction other than in Singapore. The distribution of this Offer Information Statement and its accompanying documents may be prohibited or restricted (either absolutely or unless relevant securities requirements, whether legal or administrative, are complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions. For practical reasons and in order to avoid any violation of the securities legislation applicable in countries other than Singapore, the Rights Shares will not be offered to, and this Offer Information Statement and its accompanying documents have not been and will not be despatched to, Foreign Shareholders.

Accordingly, Foreign Shareholders will not be allowed to participate in the Rights Issue. No provisional allotment of Rights Shares has been made to Foreign Shareholders and no purported acceptance thereof or application therefor by any Foreign Shareholder will be valid.

This Offer Information Statement and its accompanying documents relating to the Rights Issue will also not be despatched to Foreign Purchasers. Foreign Purchasers who wish to accept the provisional allotments of Rights Shares credited by CDP to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore. Further, any renouncee of an Entitled Scripholder, whose address as stated in the PAL is outside Singapore and who has not, at least three (3) Market Days prior to the Books Closure Date, furnished the Share Registrar with an address in Singapore for the service of notices and documents, will not be entitled to accept the provisional allotment of Rights Shares renounced to him. The Company reserves the right to reject any acceptances of the Rights Shares and/or applications for excess Rights Shares where it believes, or has reason to believe, that such acceptance and/or application may violate the applicable legislation of any jurisdiction.

The Company further reserves the right to treat as invalid any ARE, ARS or PAL which (a) appears to the Company or its agents to have been executed in any jurisdiction outside Singapore which may violate the applicable legislation of such jurisdiction, (b) provides an address outside Singapore for the receipt of the share certificate(s) for the Rights Shares or which requires the Company to despatch the share certificate(s) to an address in any jurisdiction outside Singapore, or (c) purports to exclude any deemed representation or warranty.

If it is practicable to do so, arrangements may, at the discretion of the Company, be made for the provisional allotments of Rights Shares which would otherwise have been provisionally allotted to Foreign Shareholders to be sold “nil-paid” on the SGX-ST as soon as practicable after dealings in the provisional allotments of Rights Shares commence.

The net proceeds from all such sales, after deduction of all expenses therefrom (including any applicable brokerage, commission and goods and services tax), will be pooled and thereafter distributed among Foreign Shareholders in proportion to their respective shareholdings or, as the case may be, the number of Shares standing to the credit of their respective Securities Accounts as at the Books Closure Date, and sent to them at their own risk by ordinary post. If the amount of net proceeds distributable to any single Foreign Shareholder is less than S\$10.00, such net proceeds will be retained or dealt with as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder shall have any claim whatsoever against the Company, the Directors, the Manager, the Share Registrar or CDP in connection therewith.

Where such provisional allotments of Rights Shares are sold “nil-paid” on the SGX-ST, they will be sold at such price or prices as the Company may, in its absolute discretion, decide, and no Foreign Shareholder shall have any claim whatsoever against the Company, the Directors, the Manager, the Share Registrar or CDP in respect of such sales or proceeds thereof, the provisional allotments of Rights Shares or the Rights Shares represented by such provisional allotments.

If such provisional allotments of Rights Shares cannot be sold or are not sold on the SGX-ST as aforesaid for any reason by such time as the SGX-ST shall have declared to be the last day for trading in the provisional allotments of Rights Shares, the Rights Shares represented by such provisional allotments will be used to satisfy excess applications (if any) or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion,

deem fit for the benefit of the Company and no Foreign Shareholder shall have any claim whatsoever against the Company, the Directors, the Manager, the Share Registrar or CDP in connection therewith.

Shareholders should note that the special arrangements described above would apply only to Foreign Shareholders.

Notwithstanding the above, Shareholders and any other person having possession of this Offer Information Statement and its accompanying documents are advised to inform themselves of and to observe any legal requirements applicable thereto. No person in any territory outside Singapore receiving this Offer Information Statement and/or its accompanying documents may treat the same as an offer, invitation or solicitation to subscribe for any Rights or the Rights Shares unless such offer, invitation or solicitation could lawfully be made without compliance with any registration or other legal requirements in those territories. In particular, the Rights and the Rights Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act"), and may not be offered, sold or delivered within the United States of America except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Rights and the Rights Shares are being offered and sold outside the United States of America in offshore transactions as defined in and in reliance on Regulation S under the Securities Act.

EXPECTED TIMETABLE OF KEY EVENTS

Shares traded ex-Rights	: 12 February 2014 from 9.00 a.m.
Books Closure Date	: 14 February 2014 at 5.00 p.m.
Despatch of Offer Information Statements, the AREs and the PALs (as the case may be) to Entitled Shareholders	: 19 February 2014
Commencement of acceptance of and payment for Rights Shares	: 19 February 2014 at 9.00 a.m.
Commencement of trading of "nil-paid" Rights	: 19 February 2014 at 9.00 a.m.
Last date and time for splitting and trading of "nil-paid" Rights	: 27 February 2014 at 5.00 p.m.
Last date and time for acceptance of and payment for Rights Shares ⁽¹⁾	: 5 March 2014 at 5.00 p.m. (9.30 p.m. for Electronic Applications)
Last date and time for renunciation of and payment for Rights Shares	: 5 March 2014 at 5.00 p.m.
Last date and time for application and payment for excess Rights Shares ⁽¹⁾	: 5 March 2014 at 5.00 p.m. (9.30 p.m. for Electronic Applications)
Expected date for issuance of the Rights Shares	: 12 March 2014
Expected date when the Securities Accounts of Entitled Depositors are credited with Rights Shares	: 13 March 2014
Expected date for refund of unsuccessful applications (if made through CDP)	: 13 March 2014
Expected date and time for the listing and commencement of trading of Rights Shares	: 13 March 2014 from 9.00 a.m.

The above timetable is indicative only and is subject to change. As at the date of this Offer Information Statement, the Company does not expect the timetable to be modified. However, the Company may, upon consultation with the Manager and with the approval of the SGX-ST, modify the above timetable subject to any limitations under any applicable laws. In such an event, the Company will publicly announce the same through a SGXNET announcement to be posted on the website of the SGX-ST at <http://www.sgx.com>.

Note:

- (1) Investors who have subscribed for or purchased Shares under the SRS or through a finance company and/or Depository Agent, where applicable, will receive notification letter(s) from their respective approved banks, finance companies, Depository Agents and/or CPF agent banks, and should refer to such notification letter(s) for details of the last date and time to submit applications to their respective approved banks, finance companies, Depository Agents and/or CPF agent banks. Any acceptance and/or application made directly by these investors through CDP, the Share Registrar or the Company, or through Electronic Applications, will be rejected.

TRADING

1. LISTING OF AND QUOTATION OF THE RIGHTS SHARES

Approval in-principle has been obtained from the SGX-ST for the dealing, listing and quotation of the Rights Shares on the Mainboard of the SGX-ST. The approval in-principle granted by the SGX-ST for the dealing, listing and quotation of the Rights Shares on the Mainboard of the SGX-ST is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Company and/or its subsidiaries.

Upon the listing and quotation of the Rights Shares on the Mainboard of the SGX-ST, the Rights Shares, when allotted and issued, will be traded on the Mainboard of the SGX-ST under the book-entry (scripless) settlement system. All dealings in, and transactions (including transfers) of, the Rights Shares and the “nil-paid” Rights effected through the SGX-ST and/or CDP shall be made in accordance with CDP’s “Terms and Conditions for Operation of Securities Accounts with The Central Depository (Pte) Limited”, as the same may be amended from time to time, copies of which are available from CDP.

2. ARRANGEMENTS FOR SCRIPLESS TRADING

Entitled Scripholders and their renounees who wish to accept the Rights Shares provisionally allotted to them and (if applicable) apply for excess Rights Shares, and who wish to trade the Rights Shares issued to them on the Mainboard of the SGX-ST under the book-entry (scripless) settlement system, should open and maintain Securities Accounts with CDP in their own names if they do not already maintain such Securities Accounts, in order that the number of Rights Shares and, if applicable, the excess Rights Shares that may be allotted and issued to them may be credited by CDP into their Securities Accounts. Entitled Scripholders and their renounees who wish to accept and/or apply for the Rights Shares and/or the excess Rights Shares and have their Rights Shares credited into their Securities Accounts must fill in their Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) in the relevant forms comprised in the PAL. Entitled Scripholders and their renounees who fail to fill in their Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) or who provide incorrect or invalid Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) or whose particulars provided in the forms comprised in the PAL differ from those particulars in their Securities Accounts currently maintained with CDP, will be issued physical share certificates in their own names for the Rights Shares and (if applicable) excess Rights Shares allotted to them. Such physical share certificates, if issued, will be forwarded to them by ordinary post at their own risk but will not be valid for delivery pursuant to trades done on the Mainboard of the SGX-ST under the book-entry (scripless) settlement system, although they will continue to be *prima facie* evidence of legal title.

If an Entitled Scripholder’s address stated in the PAL is different from his address registered with CDP, he must inform CDP of his updated address promptly, failing which the notification letter on successful allotment and other correspondence will be sent to his address last registered with CDP.

A holder of physical share certificate(s), or an Entitled Scripholder who has not deposited his share certificate(s) with CDP but who wishes to trade on the Mainboard of the SGX-ST, must deposit his respective certificate(s) with CDP, together with the duly executed instrument(s) of transfer in favour of CDP, and have his Securities Account credited with the number of Rights Shares and/or existing Shares, as the case may be, before he can effect the desired trade.

3. TRADING OF ODD LOTS

For the purposes of trading on the Mainboard of the SGX-ST, each board lot of Shares will comprise 1,000 Shares.

During the “nil-paid” Rights trading period, for the purposes of trading on the Mainboard of the SGX-ST, each board lot of “nil-paid” Rights will comprise either 500 “nil-paid” Rights or 1,000 “nil-paid” Rights.

Eligible Shareholders who hold odd lots of Shares (that is, lots other than board lots of 1,000 Shares) and who wish to trade in odd lots are able to trade odd lots of Shares in board lots of one (1) Share on the SGX-ST’s Unit Share Market. The Unit Share Market is a ready market for trading of odd lots of Shares with a minimum size of one (1) Share.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

All statements contained in this Offer Information Statement, statements made in press releases and oral statements that may be made by the Company or its officers, Directors or employees acting on its behalf, that are not statements of historical fact, constitute “forward-looking statements”. Some of these statements can be identified by words that have a bias towards the future or are forward-looking such as “anticipate”, “believe”, “could”, “estimate”, “expect”, “forecast”, “if”, “intend”, “may”, “plan”, “possible”, “probable”, “project”, “should”, “will” and “would” or similar words. However, these words are not the exclusive means of identifying forward-looking statements. All statements regarding the Group’s expected financial position, operation results, business strategy, plans and future prospects of the Group’s industry are forward-looking statements.

These forward-looking statements, including but not limited to statements as to the Group’s revenue and profitability, prospects, future plans and other matters discussed in this Offer Information Statement regarding matters that are not historical facts, are only predictions. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Group’s actual future results, performance or achievements to be materially different from any future results, performance or achievements expected, expressed or implied by such forward-looking statements.

Given the risks (both known and unknown), uncertainties and other factors that may cause the Group’s actual future results, performance or achievements to be materially different from that expected, expressed or implied by the forward-looking statements in this Offer Information Statement, undue reliance must not be placed on these statements. The Group’s actual results, performance or achievements may differ materially from those anticipated in these forward-looking statements. Neither the Company, the Manager nor any other person represents or warrants that the Group’s actual future results, performance or achievements will be as discussed in those statements.

Further, the Company and the Manager disclaim any responsibility to update any of those forward-looking statements or publicly announce any revisions to those forward-looking statements to reflect future developments, events or circumstances for any reason, even if new information becomes available or other events occur in the future. However, the Company may make an announcement to the SGX-ST and, if required, lodge a supplementary or replacement document with the Authority in the event, *inter alia*, that it becomes aware of a new development, event or circumstance that has arisen since the lodgment of this Offer Information Statement with the Authority, but before the Closing Date, and that is materially adverse from the point of view of an investor or is required to be disclosed pursuant to law and/or the SGX-ST. The Company is also subject to the provisions of the Listing Manual regarding corporate disclosure.

TAKE-OVERS

The Company is incorporated in the Republic of Singapore, and is subject to Sections 138, 139 and 140 of the SFA and the Code. The Code regulates the acquisition of ordinary shares of public companies, including the Company. Unless exempted, any person acquiring an interest, either on his own or together with parties acting in concert with him, in 30.0% or more of the voting rights in the Company or if such person holds, either on his own or together with parties acting in concert with him, between 30.0% to 50.0% (both inclusive) of the voting rights in the Company, and acquires additional Shares representing more than 1.0% of the voting rights in the Company in any six-month period, must extend a take-over offer for the remaining Shares in the Company in accordance with the provisions of the Code.

Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Code as a result of any acquisition of Rights Shares pursuant to the Rights Issue should consult the Securities Industry Council of Singapore and/or their professional advisers.

As at the Latest Practicable Date, GPIL holds 54,616,096 Shares, representing approximately 49.71% of the shareholdings in the Company. Consequently, by acquiring less than 1.0% of the shareholdings in the Company, GPIL will be able to hold more than 50% of the shareholdings in the Company and not be required to extend a take-over offer for the remaining voting shares of the Company.

As at the Latest Practicable Date, the Undertaking Shareholders, comprising GPIL, Mr Andrew Ng Sung On, Mr Victor Lo Chung Wing and Mr Richard Ku Yuk Hing, held shareholding interests in the Company of 54,616,096 Shares, 833,332 Shares, 200,000 Shares and 193,000 Shares respectively, representing approximately 49.71%, 0.76%, 0.18% and 0.18% of the issued Shares respectively.

In support of the Rights Issue, the Undertaking Shareholders have irrevocably undertaken to the Company that they will, *inter alia*, subscribe and pay in full for their respective pro-rata entitlements under the Rights Issue in relation to their Shares (collectively, the “**Irrevocable Undertakings**”). In addition, GPIL has irrevocably undertaken to the Company that it will, *inter alia*, in addition to subscribing and paying in full for its pro-rata entitlement under the Rights Issue, subscribe and pay, or procure the subscription and payment, in full for any unsubscribed Rights Shares remaining after the fulfilment of all valid applications for pro-rata entitlements to Rights Shares and any excess Rights Shares.

In the event that the Undertaking Shareholders respectively subscribe for, and/or procure the subscriptions of, their respective pro-rata entitlements of the Rights Shares pursuant to their respective Irrevocable Undertakings and none of the other Entitled Shareholders (other than the Undertaking Shareholders) subscribe for their respective entitled Rights Shares and/or apply for excess Rights Shares, and assuming GPIL makes excess application(s) for and/or procures that excess application(s) be made for any Rights Shares not subscribed for at the Closing Date and after satisfaction of all application(s) and excess application(s) (if any) for the Rights Shares, GPIL's shareholdings in the Company will increase from 49.71% to 66.10%. As GPIL already holds approximately 49.71% of the shareholdings in the Company, GPIL will not be required to extend a take-over offer for the remaining voting shares of the Company.

**SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES
(OFFERS OF INVESTMENTS) (SHARES AND DEBENTURES)
REGULATIONS 2005**

PART II – IDENTITY OF DIRECTORS, ADVISERS AND AGENTS

Directors

- 1. Provide the names and addresses of each of the directors or equivalent persons of the relevant entity.**

Name of Director	Address
Andrew Ng Sung On	House No. A3, Manly Villa No. 38 Ocean Park Road Hong Kong
Richard Ku Yuk Hing	Flat G, 9/F Begonia Mansion Taikoo Wan Road Taikooshing, Hong Kong
Henry Leung Kwong Hang	23D, Tower 7, The Waterfront 1 Austin Road West Kowloon, Hong Kong
Hui Wing Sun	5th Floor, Mei Foo Sun Chuen 54B Broadway Kowloon, Hong Kong
Brian Wong Tze Hang	Flat 02, 16/F, Block Q Kornhill Quarry Bay, Hong Kong
Lim Jiew Keng	20 Coronation Road West Singapore 269246
Allan Choy Kam Wing	58 Swiss View #01-03 La Suisse I Singapore 288061
Goh Boon Seong	14 Amber Gardens #17-03 Amber Park Singapore 439960

Advisers

- 2. Provide the names and addresses of**

- (a) the issue manager to the offer, if any;**

Oversea-Chinese Banking Corporation Limited
65 Chulia Street
#06-00 OCBC Centre
Singapore 049513

(b) the underwriter to the offer, if any; and

The Rights Issue is not underwritten.

(c) the legal adviser for or in relation to the offer, if any.

Legal Adviser to the Company as to Singapore law in relation to the Rights Issue	:	Allen & Gledhill LLP One Marina Boulevard #28-00 Singapore 018989
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Registrars and Agents

3. Provide the names and addresses of the relevant entity's registrars, transfer agents and receiving bankers for the securities being offered, where applicable.

Share Registrar	:	Boardroom Corporate & Advisory Services Pte. Ltd. 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623
Receiving Banker	:	Oversea-Chinese Banking Corporation Limited 65 Chulia Street #06-00 OCBC Centre Singapore 049513

PART III – OFFER STATISTICS AND TIMETABLE

Offer Statistics

1. For each method of offer, state the number of the securities being offered.
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Renounceable non-underwritten Rights Issue of 54,935,584 Rights Shares, on the basis of one (1) Rights Share for every two (2) existing Shares held by Entitled Shareholders as at the Books Closure Date, fractional entitlements to be disregarded.

Method and Timetable

2. Provide the information referred to in paragraphs 3 to 7 of this Part to the extent applicable to –

(a) the offer procedure; and

(b) where there is more than one group of targeted potential investors and the offer procedure is different for each group, the offer procedure for each group of targeted potential investors.

Please refer to paragraphs 3 to 7 below of Part III “**Offer Statistics and Timetable – Method and Timetable**” of this Offer Information Statement.

3. State the time at, date on, and period during which the offer will be kept open, and the name and address of the person to whom the purchase or subscription applications are to be submitted. If the exact time, date or period is not known on the date of lodgment of the offer information statement, describe the arrangements for announcing the definitive time, date or period. State the circumstances under which the offer period may be extended or shortened, and the duration by which the period may be extended or shortened. Describe the manner in which any extension or early closure of the offer period shall be made public.
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Please refer to the section “**Expected Timetable of Key Events**” of this Offer Information Statement.

As at the date of this Offer Information Statement, the Company does not expect the timetable under the section “**Expected Timetable of Key Events**” of this Offer Information Statement to be modified. However, the Company may, upon consultation with the Manager and with the approval of the SGX-ST, modify the timetable subject to any limitations under any applicable laws. In such an event, the Company will publicly announce the same through a SGXNET announcement to be posted on the website of the SGX-ST at <http://www.sgx.com>.

The procedures for, and terms and conditions applicable to, acceptances, renunciations, splittings and/or sales of the provisional allotments of Rights Shares and for the applications for excess Rights Shares, including the different modes of acceptance or application and payment, are set out in **Appendices D to F** to this Offer Information Statement and in the ARE, the ARS and the PAL (as the case may be).

4. State the method and time limit for paying up for the securities and, where payment is to be partial, the manner in which, and dates on which, amounts due are to be paid.

The Rights Shares are payable in full upon acceptance and/or application. Details of the methods of payment for the Rights Shares are contained in **Appendices D to F** to this Offer Information Statement and in the ARE, the ARS and the PAL (as the case may be).

Please refer to the section “**Expected Timetable of Key Events**” of this Offer Information Statement for the last date and time for payment for the Rights Shares and if applicable, excess Rights Shares.

5. State, where applicable, the methods of and time limits for –

- (a) the delivery of the documents evidencing title to the securities being offered (including temporary documents of title, if applicable) to subscribers or purchasers; and**
 - (b) the book-entry transfers of the securities being offered in favour of subscribers or purchasers.**
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The Rights Shares will be provisionally allotted to Entitled Shareholders on or about 18 February 2014 by crediting the provisional allotments to Entitled Depositors or through the despatch of the PAL to Entitled Scripholders.

In the case of Entitled Scripholders and their renounees with valid acceptances of Rights Shares and (if applicable) successful applications for excess Rights Shares and who have, *inter alia*, failed to furnish or furnished incorrect or invalid Securities Account numbers in the relevant form in the PAL, share certificates representing such number of Rights Shares will be sent by ordinary post, at their own risk, to their mailing addresses in Singapore as maintained in the records of the Share Registrar within 10 Market Days after the Closing Date.

In the case of Entitled Depositors, Purchasers, and Entitled Scripholders and their renounees (who have furnished valid Securities Account numbers in the relevant form in the PAL) with valid acceptances of Rights Shares and (if applicable) successful applications for excess Rights Shares, share certificates representing such number of Rights Shares will be sent to CDP within 10 Market Days after the Closing Date and CDP will thereafter credit such number of Rights Shares to their relevant Securities Accounts. CDP will then send a notification letter to the relevant subscribers stating the number of Rights Shares credited to their Securities Accounts.

Please refer to **Appendices D to F** to this Offer Information Statement and the ARE, the ARS and the PAL (as the case may be) for further details.

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6. **In the case of any pre-emptive rights to subscribe for or purchase the securities being offered, state the procedure for the exercise of any right of pre-emption, the negotiability of such rights and the treatment of such rights which are not exercised.**
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Please refer to **Appendices D to F** to this Offer Information Statement and the ARE, the ARS and the PAL (as the case may be) for details on the procedures for the acceptance of the provisional allotments of Rights Shares, the application for excess Rights Shares, the trading of “nil-paid” Rights on the Mainboard of the SGX-ST and the treatment of provisional allotments of Rights Shares which are not accepted.

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7. **Provide a full description of the manner in which results of the allotment or allocation of the securities are to be made public and, where appropriate, the manner for refunding excess amounts paid by applicants (including whether interest will be paid).**
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Results of the Rights Issue

As soon as practicable after the Closing Date, the Company will announce the results of the Rights Issue through a SGXNET announcement to be posted on the website of the SGX-ST at <http://www.sgx.com>.

Manner of refund

If any acceptance of and/or excess application for the Rights Shares is invalid or unsuccessful, the amount paid on acceptance and/or application will be returned or refunded to such applicants without interest or any share of revenue or other benefit arising therefrom within 14 days after the Closing Date at their own risk by any one or a combination of the following:

- (a) where the acceptance and/or application had been made through CDP, by means of a crossed cheque drawn on a bank in Singapore and sent by ordinary post at their own risk to their mailing addresses in Singapore as maintained in the records of CDP;
- (b) where the acceptance and/or application had been made through the Share Registrar, by means of a crossed cheque drawn on a bank in Singapore and sent by ordinary post at their own risk to their mailing addresses in Singapore as maintained in the records of the Share Registrar; and
- (c) where the acceptance and/or application had been made through Electronic Applications, by crediting their bank accounts with the relevant Participating Banks at their own risk, the receipt by such bank being a good discharge to the Company and CDP of their obligations, if any, thereunder.

Please refer to **Appendices D to F** to this Offer Information Statement and the ARE, the ARS and the PAL (as the case may be) for further details.

PART IV – KEY INFORMATION

Use of Proceeds from Offer and Expenses Incurred

1. In the same section, provide the information set out in paragraphs 2 to 7 of this Part.

Please refer to paragraphs 2 to 7 below of Part IV “**Key Information – Use of Proceeds from Offer and Expenses Incurred**” of this Offer Information Statement.

2. Disclose the estimated amount of the proceeds from the offer (net of the estimated amount of expenses incurred in connection with the offer) (referred to in this paragraph and paragraph 3 of this Part as the net proceeds). Where only a part of the net proceeds will go to the relevant entity, indicate the amount of the net proceeds that will be raised by the relevant entity. If none of the proceeds will go to the relevant entity, provide a statement of that fact.

Assuming that the Rights Issue is fully subscribed, the estimated net proceeds from the Rights Issue is approximately S\$26.1 million (after deducting estimated costs and expenses incurred in connection with the Rights Issue).

All net proceeds will go to the Company.

3. Disclose how the net proceeds raised by the relevant entity from the offer will be allocated to each principal intended use. If the anticipated proceeds will not be sufficient to fund all of the intended uses, disclose the order of priority of such uses, as well as the amount and sources of other funds needed. Disclose also how the proceeds will be used pending their eventual utilisation for the proposed uses. Where specific uses are not known for any portion of the proceeds, disclose the general uses for which the proceeds are proposed to be applied. Where the offer is not fully underwritten on a firm commitment basis, state the minimum amount which, in the reasonable opinion of the directors or equivalent persons of the relevant entity, must be raised by the offer of securities.

The Company intends to utilise the net proceeds of the Rights Issue of S\$26.1 million as follows:

	Estimated Application of Net Proceeds (S\$ million)	As a Percentage of Net Proceeds of the Rights Issue (%)
Working capital	5.2 – 13.1	20 – 50
Repayment of bank borrowings	13.1 – 20.9	50 – 80
Total net proceeds	26.1	100

Pending deployment of the net proceeds, such net proceeds may be deposited with banks and/or financial institutions and/or invested in short-term money market instruments and/or debt instruments, as the Directors may deem fit.

The Company will make periodic announcements on the utilisation of the proceeds from the Rights Issue as and when the funds from the Rights Issue are materially disbursed and provide a status report on the use of the proceeds from the Rights Issue in the Company's annual report.

As of the date of this Offer Information Statement, and based on the Company's current business plans and its expected financing needs (which are set out above), the Company estimates that:

- (a) the net proceeds of the Rights Issue are approximately S\$26.1 million; and
- (b) taking into account the Company's internal resources, operating cash flow and access to banking facilities and other financing,

such net proceeds will be sufficient to meet the Company's present funding requirements.

The Directors note that pursuant to the Irrevocable Undertakings, the Undertaking Shareholders have irrevocably undertaken to the Company to, *inter alia*, subscribe and pay in full for their respective pro-rata entitlements under the Rights Issue in relation to their Shares and in addition, GPIL has irrevocably undertaken to, *inter alia*, subscribe and pay, or procure the subscription and payment, in full for any unsubscribed Rights Shares remaining after the fulfilment of all valid applications for pro-rata entitlements to Rights Shares and excess Rights Shares. Please refer to paragraph 7 of Part VI "**The Offer and Listing – Plan of Distribution**" of this Offer Information Statement for further information on the Irrevocable Undertakings.

In the reasonable opinion of the Directors, there is no minimum amount that must be raised from the Rights Issue.

The foregoing discussion represents the Company's estimate of its allocation of the expected net proceeds of the Rights Issue based upon its current intention, plans and estimates regarding its anticipated expenditures. Actual expenditures may vary from these estimates and the Company may find it necessary or advisable to reallocate the net proceeds within the categories described above or to use portions of the net proceeds for other purposes. In the event that the Company decides to reallocate the net proceeds of the Rights Issue for other purposes, it will publicly announce its intention to do so through a SGXNET announcement to be posted on the website of the SGX-ST at <http://www.sgx.com>.

4. For each dollar of the proceeds from the offer that will be raised by the relevant entity, state the estimated amount that will be allocated to each principal intended use and the estimated amount that will be used to pay for expenses incurred in connection with the offer.

For each dollar of the net proceeds of S\$26.1 million from the Rights Issue, we will use:

- (a) 20 to 50 cents for working capital; and
- (b) 50 to 80 cents for repayment of bank borrowings.

The estimated amount that will be used to pay for expenses incurred in connection with the Rights Issue is approximately two (2) cents for each dollar of the gross proceeds of S\$26.7 million from the Rights Issue.

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5. **If any of the proceeds to be raised by the relevant entity will be used, directly or indirectly, to acquire or refinance the acquisition of an asset other than in the ordinary course of business, briefly describe the asset and state its purchase price. If the asset has been or will be acquired from an interested person of the relevant entity, identify the interested person and state how the cost to the relevant entity is or will be determined.**
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As at the Latest Practicable Date, the Company does not intend to use the net proceeds to acquire or refinance the acquisition of an asset other than in the ordinary course of business.

6. **If any of the proceeds to be raised by the relevant entity will be used to finance or refinance the acquisition of another business, briefly describe the business and give information on the status of the acquisition.**
-

As at the Latest Practicable Date, the Company does not intend to use the net proceeds to finance or refinance the acquisition of another business.

7. **If any material part of the proceeds to be raised by the relevant entity will be used to discharge, reduce or retire the indebtedness of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, of the group, describe the maturity of such indebtedness and, for indebtedness incurred within the past year, the uses to which the proceeds giving rise to such indebtedness were put.**
-

Out of the net proceeds of S\$26.1 million from the Rights Issue, the Directors intend to use:

- (a) up to S\$12.5 million for the partial repayment of a S\$60 million three (3)-year syndicated term loan facility entered into by the Company with DBS Bank Ltd. and OCBC Bank on 14 March 2012 and maturing in March 2015, of which S\$32.5 million remains outstanding as at the Latest Practicable Date; and
 - (b) up to S\$8.0 million for the partial repayment of outstanding unsecured short term revolving credit facilities obtained by the Company as at the Latest Practicable Date.
-

8. **In the section containing the information referred to in paragraphs 2 to 7 of this Part or in an adjoining section, disclose the amount of discount or commission agreed upon between the underwriters or other placement or selling agents in relation to the offer and the person making the offer. If it is not possible to state the amount of discount or commission, the method by which it is to be determined must be explained.**
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As the Rights Issue is not underwritten, no discount or commission has been agreed upon between the Company and the Manager or other placement or selling agents in relation to the Rights Issue.

Information on the Relevant Entity

9. Provide the following information:

- (a) the address and telephone and facsimile numbers of the relevant entity's registered office and principal place of business (if different from those of its registered office);

Registered Office and Principal Place of Business	:	97 Pioneer Road Singapore 639579
Telephone number	:	+65 6559 9800
Facsimile number	:	+65 6559 9801

- (b) the nature of the operations and principal activities of the relevant entity or, if it is the holding company or holding entity of a group, of the group;

The Group is principally engaged in the development, manufacture and marketing of batteries and battery-related products and is one of the world's major suppliers of primary and rechargeable batteries as well as one of the largest consumer battery manufacturers in the PRC. It supplies an extensive range of battery products to original equipment manufacturers, other battery companies as well as to retail consumers under its own "GP" brand.

The Group's manufacturing facilities are located in the PRC, Taiwan and Malaysia, supported by marketing and trading offices located in Asia, Europe and North America.

The details of each key subsidiary and key associate of the Company and their principal activities as at the date of this Offer Information Statement are set out in the table below:

Name of key subsidiary	Principal activities	Country of incorporation	Percentage owned (%)
Bolder Technologies Pte Ltd ("Bolder")	Investment holding	Singapore	80
Champion World Limited	Investment holding	British Virgin Islands	100
Douza Investments Ltd	Investment holding	British Virgin Islands	100
GP Batteries (Malaysia) Sdn Bhd	Manufacturing of batteries	Malaysia	100
GP Battery Technology (HK) Limited	Investment holding	Hong Kong	100
Ningbo GP Energy Co., Ltd	Manufacturing of batteries	PRC	90
North America Land Holdings Inc	Property investment	United States of America	100

Name of key subsidiary	Principal activities	Country of incorporation	Percentage owned (%)
Sylva Industries Limited	Manufacturing of batteries	Hong Kong	100
GPI International Limited	Marketing and trading in batteries	Hong Kong	100
GP Batteries Europe B.V. (“ GPBE ”)	Marketing and trading in batteries	Netherlands	100
GP Battery Marketing (Latin America) Inc.	Marketing and trading in batteries	United States of America	100
GP Batteries (China) Limited	Manufacturing of batteries	PRC	100
Shanghai Bi Ba Batteries Co Ltd	Manufacturing of batteries	PRC	100
Sylva Industries (China) Limited	Investment holding	Hong Kong	100
Whitehill Electrochemical Company Limited	Investment holding and provision of logistic support	Hong Kong	100
Zhongyin (Ningbo) Battery Co. Ltd (“ Zhongyin (Ningbo) ”)	Manufacturing of batteries	PRC	70
Ningbo Fubang Battery Co Ltd (“ Ningbo Fubang ”)	Manufacturing of batteries	PRC	72
Dongguan Chao Ba Batteries Co Ltd	Manufacturing of batteries	PRC	100
GP Batteries (Shenzhen) Co., Ltd	Manufacturing of batteries	PRC	100
Huizhou Modern Battery Limited	Manufacturing of batteries	PRC	100
EVb Technology (HK) Limited (“ EVbHK ”)	Manufacturing of batteries	Hong Kong	100
Gold Peak Industries (Taiwan) Limited	Manufacturing of batteries	Taiwan	80
GP Battery Marketing (H.K.) Limited	Marketing and trading in batteries	Hong Kong	100
GP Battery Marketing (Malaysia) Sdn Bhd (“ GPBMM ”)	Marketing and trading in batteries	Malaysia	100
GP Battery Marketing (Singapore) Pte Ltd	Marketing and trading in batteries	Singapore	100
GP Online Business Ltd	Marketing and trading in batteries	Hong Kong	100
GP Battery Marketing (Korea) Limited	Marketing and trading in batteries	South Korea	90
Huizhou Chao Ba Batteries Co Ltd	Marketing and trading in batteries	PRC	90

Name of key subsidiary	Principal activities	Country of incorporation	Percentage owned (%)
GP Battery Marketing (Middle East) Limited (FZC)	Marketing and trading in batteries	United Arab Emirates	60
GP Battery (Poland) Sp. z.o.o.	Marketing and trading in batteries	Poland	100
GP Batteries (U.K.) Limited	Marketing and trading in batteries	United Kingdom	100
Gold Peak Industries (North America) Inc	Marketing and trading in batteries	United States of America	100
GP Battery Marketing Inc	Marketing and trading in batteries	Canada	100

Name of key associate	Principal activities	Country of incorporation	Percentage owned (%)
AZ Limited	Marketing and trading in batteries	Russia	40
Changzhou Lithium Batteries Ltd	Manufacturing of batteries	PRC	40
Danionics Asia Limited	Investment holding	Hong Kong	50
Danionics (Shenzhen) Limited	Manufacturing of batteries	PRC	50
GP Battery Marketing (Germany) GmbH	Marketing and trading in batteries	Germany	50
GP Battery Marketing (Thailand) Co Ltd	Marketing and trading in batteries	Thailand	49
Hanoi Battery Joint Stock Company (“ Habaco ”)	Manufacturing of batteries	Vietnam	30
STL Technology Co., Ltd	Manufacturing of battery packs and products	Taiwan	34.46
STL Technology (SIP) Co., Ltd	Manufacturing of battery packs and products	PRC	34.46
T.G. Battery Co (China) Ltd	Manufacturing of batteries	PRC	42.5
T.G. Battery Co (Hong Kong) Limited	Investment holding and provision of logistic support	Hong Kong	50
Vectrix International Limited	Trading of electric motorcycles	Hong Kong	45
Vectrix LLC	Design and development of electric motorcycles	United States of America	45
Vectrix Sp. z.o.o.	Manufacturing of electric motorcycles	Poland	45

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- (c) the general development of the business from the beginning of the period comprising the three (3) most recent completed financial years to the latest practicable date, indicating any material change in the affairs of the relevant entity or the group, as the case may be, since –
- (i) the end of the most recent completed financial year for which financial statements of the relevant entity have been published; or
- (ii) the end of any subsequent period covered by interim financial statements, if interim financial statements have been published;
-

The key developments in the business of the Group in chronological order since FY2010/11 are set out below. The key developments included in this paragraph have been extracted from the annual reports of the Company as well as the related announcements released by the Company via SGXNET and the information herein is correct as at the date of the relevant annual reports and announcements. Shareholders are advised to refer to the related annual reports and announcements for further details.

Key Developments in FY2010/11

- In June 2010, the Group increased its interest in GP Battery Marketing (Korea) Limited from 50% to 90%, making it a subsidiary of the Group.
- In November 2010, the Group acquired a 30% equity interest in Habaco, a company incorporated in Vietnam, enabling the Group to tap into the marketing channels of Habaco in Vietnam and to potentially increase its presence in the surrounding region. That same month, the Company also received the “Outstanding Knowledge Management Project Award 2010” from the Knowledge Management Research Centre of the Hong Kong Polytechnic University.
- In December 2010, the Group increased its interest in Gold Peak Industries (North America) Inc from an 80% indirect interest through Gold Peak Industries (Taiwan) Limited, an 80%-owned subsidiary of the Company, to a 100% direct interest, making it a wholly-owned subsidiary of the Group. Also in December 2010, Dongguan Chao Ba Batteries Co Ltd was named a “Hygienic Production Enterprise” in Guangdong Province, PRC, Huizhou Modern Battery Limited was named a “Model Enterprise in Occupational Hygiene” in Huizhou, PRC, and three (3) factories in the PRC, namely, GP Logistics (Shenzhen) Co Ltd, Shenzhen Powermech Co Ltd and Danionics (Shenzhen) Limited were each recognised as an “Advanced Emission-Reduction Enterprise” under the Pengcheng Waste Reduction Campaign in Shenzhen Municipality, PRC.
- In January 2011, the Group disposed of its entire shareholding interest of 5% in Hunan CoPower EV Battery Co Ltd, a company incorporated in the PRC. Also in January 2011, the Group increased its interest in Ningbo Fubang from 30% to 75% (comprising the Company’s direct interest of 30% and an increase in the Company’s deemed interest through its subsidiary, Zhongyin (Ningbo), from 40% to 60%), making Ningbo Fubang a subsidiary of the Group. That same month, four (4) of the Group’s factories in the PRC, namely, Huizhou Modern Battery Limited, Huizhou Power Pack Co Ltd, Dongguan Chao Ba Batteries Co Ltd and Danionics (Shenzhen) Limited were named “Green Medalists” of the Hang Seng Pearl River Delta Environmental Awards 2009/10 by the Federation of Hong Kong Industries,

and the Nielsen's MarketTrack ranked GP Ultra Alkaline batteries as the No. 1 brand in terms of sales volume in the alkaline battery segment in Hong Kong for the year 2010.

- In February 2011, the "intelligent temperature control system", an environmental project of Dongguan Chao Ba Batteries Co Ltd, was recognised as a model project (clean production) under the 2010 Modeling Project of Merging Intelligence and Industrialization in Guangdong Province, PRC, and Shenzhen Powermech Co Ltd was named an "A-graded Enterprise" by the ABC Grading System of Work Safety in Futian District, Shenzhen Municipality, PRC.
- In FY2010/11, the Group entered into several memoranda of understanding with the National University of Singapore, Republic Polytechnic and members of A*Star for collaborative research in different areas, including battery chemical and battery management systems for electric vehicles, which helped to strengthen the Group's research and development efforts in the development of batteries for electric vehicles.
- In FY2010/11, Ningbo GP Energy Co., Ltd commenced the production of a new nine (9)-volt lithium battery that formed the basis of a new product range as demand for higher energy lithium batteries gained momentum.
- In the aftermath of the earthquake and tsunami in Japan, the Group together with its employees supported the relief work by donating 250,000 pieces of batteries and 33,000 flashlights to Japan.

Key Developments in FY2011/12

- In April 2011, GP Batteries (China) Limited was named an "Enterprise with State-level Quality and Credibility" by the PRC Entry-Exit Inspection and Quarantine Association, and the Nielsen's ScanTrack ranked GP Batteries as the No. 1 brand in terms of volume sales and value sales in the rechargeable battery and charger segment in Hong Kong for the year 2010.
- In May 2011, the Group increased its shareholding interest in Danionics A/S, a listed company incorporated in Denmark, from 9.08% to 17.34%. That same month, Vectrix VX-1 Li/Li+ and Vectrix VX-2 were named "European e-Scooter of the Year" in the "e-Scooter over 45km/h" and "e-Scooter below 25km/h" classes respectively at the Clean Week 2020 in Belgium.
- Also in May 2011, the Group announced the appointment of Mr Allan Choy Kam Wing as an Independent Director of the Company and as a member of the Audit, Nominating and Remuneration Committees of the Company.
- In June 2011, the Company received the "2011 Global Competitive Strategy Leadership Award in Nickel Battery Systems" from Frost & Sullivan, a research organisation based in the United States of America.
- In July 2011, the Group announced at the Company's AGM held on 29 July 2011 the cessation of Mr Phua Bah Lee, who was then an Independent Director of the Company, as a Director of the Company. Mr Phua Bah Lee retired at the conclusion of the AGM as no re-appointment as a Director was sought pursuant to Section 153(6) of the Companies Act. The Company also announced, at the same AGM, the appointment of Mr Lim Jiew Keng as the Chairman of the Audit

Committee, replacing Mr Phua Bah Lee, and the appointment of Mr Allan Choy Kam Wing as the Chairman of the Nominating Committee, replacing Mr Lim Jiew Keng, both with immediate effect.

- In November 2011, GP PowerBank PB70 was presented the “Class of Good” Productwise Label by the Environmental Campaign Committee under the Hong Kong Awards for Environmental Excellence Scheme.
- In December 2011, Huizhou Modern Battery Limited received a Certificate of Appreciation for Cleaner Production Partnership Programme from the Hong Kong Productivity Council.
- In January 2012, the Group announced the incorporation of GP Battery Marketing (Middle East) Limited (FZC), a 60%-owned subsidiary of the Company with a total issued and paid-up share capital of United Arab Emirates Dirham 1,000,000 in the United Arab Emirates for the purpose of trading batteries and related products. Also in January 2012, eight (8) of the Group’s factories in the PRC were named “Green Medalists” of the Hang Seng Pearl River Delta Environmental Awards 2010/11 by the Federation of Hong Kong Industries.
- In February 2012, GP Battery Marketing (H.K.) Limited was awarded the “5 Consecutive Years Caring Company” logo by the Hong Kong Council of Social Service.
- In March 2012, the Company signed a facility agreement dated 14 March 2012 in respect of a S\$60 million three (3)-year syndicated term loan facility with DBS Bank Ltd. and OCBC Bank.
- Also in March 2012, Bolder, an 80%-owned subsidiary of the Group, entered into a joint venture agreement dated 30 March 2012 with Yokohama Ventures Sdn Bhd to incorporate a private company in Malaysia (the “**JV Company**”) to manufacture and trade thin metal film lead acid batteries and related battery products. Following the incorporation of the JV Company, Bolder subscribed for 30% of its shares by way of non-cash consideration of US\$100,000, satisfied by the transfer of certain machinery and equipment valued at US\$300,000, making the JV Company an associated company of the Company. The balance of US\$200,000 of the agreed value of the abovementioned machinery and equipment was reflected as a shareholder’s loan to the JV Company.
- Further in March 2012, the Company’s wholly-owned subsidiary, EVBHK, entered into a subscription and sale and purchase agreement dated 28 March 2012 with RBG Investment Limited, Venturemaster International Limited and Vectrix Holdings Limited. Pursuant to the agreement, EVBHK, RBG Investment Limited and Venturemaster International Limited subscribed for 3,500, 1,000 and 4,500 new ordinary shares respectively in Vectrix Holdings Limited, a wholly-owned subsidiary of EVBHK, at a cash consideration of HK\$3,500, HK\$23,400,000 and HK\$4,500 respectively. Following such subscription, EVBHK, RBG Investment Limited and Venturemaster International Limited held 45%, 10% and 45% of Vectrix Holdings Limited respectively (the “**Vectrix Group Restructuring**”). With the proceeds from the issuance of new shares, Vectrix Holdings Limited purchased (a) the entire equity interest in Vectrix International, a wholly-owned subsidiary of EVBHK, and its wholly-owned subsidiary, Vectrix Sp. z.o.o., from EVBHK for a cash consideration of US\$1,500,000 and (b) the entire equity interest in Vectrix LLC from Venturemaster International Limited for a cash consideration of US\$1,500,000. As a result, Vectrix Holdings Limited, Vectrix International, Vectrix

Sp. z.o.o. and Vectrix LLC became 45% associated companies of the Group. The Vectrix group of companies (the “**Vectrix Group**”) is engaged in the design, development, manufacture and trading of electric motorcycles.

- Further in March 2012, GP Battery Technology (HK) Limited, a wholly-owned subsidiary of the Company, entered into a sale and purchase agreement dated 30 March 2012 to acquire the remaining 20% equity interest in GPBE from the existing minority shareholders for a cash consideration of Euros 135,133, making GPBE a wholly-owned subsidiary of the Group. In the same month, the Nielsen’s MarketTrack ranked GP Ultra Alkaline battery as the No. 1 brand in terms of sales volume in the alkaline battery segment in Hong Kong for eight (8) consecutive years.
- In FY2011/12, the SAP enterprise resource planning system was implemented by the Group in different phases and the Group’s business processes could be streamlined through the use of the SAP enterprise resource planning system and business analytics, leading to improvements in information quality, work flow and, more importantly, shortened cycle time as well as a reduction in wastage.
- Advertising campaigns on “ReCyko+ Lasts Longer Than Alkaline Batteries” were launched in FY2011/12 to raise the public’s awareness on using rechargeable batteries in order to reduce wastage due to the disposal of batteries.

Key Developments in FY2012/13

- In April 2012, the Nielsen’s ScanTrack ranked GP as the No. 1 brand in terms of volume sales and value sales in the rechargeable battery and charger segment in Hong Kong for eight (8) consecutive years.
- In May 2012, the Group announced the appointment of Mr Goh Boon Seong as an Independent Director of the Company and a member of the Audit, Nominating and Remuneration Committees of the Company, with immediate effect. The Group also announced the new composition of the Board and the three Board Committees (namely the Audit, Nominating and Remuneration Committees) of the Company following the appointment of Mr Goh Boon Seong.
- Also in May 2012, Vectrix VX-1 Li/Li+ was named the “European e-Scooter of the Year” in the “e-Scooter +45km/h” category at the Clean Week 2020 in Belgium for the second consecutive year, and Vectrix VX-3 was given the third place in the same category. In the same month, the Group’s television commercial of “ReCyko+ Lasts Longer Than Alkaline Batteries” campaign won in the “Best Use of Post Production” category in the Marketing Magazine’s Agency of the Year Awards.
- In June 2012, the Group announced the incorporation of GP Online Business Ltd, a wholly-owned subsidiary of the Company, with a paid-up capital of HK\$2.00 in Hong Kong for the purpose of trading batteries and related products. In the same month, GP Logistics (Shenzhen) Co Ltd and Danionics (Shenzhen) Limited were awarded the “Advanced Emission-Reduction Enterprise” under the Pengcheng Waste Reduction Campaign in Shenzhen Municipality, PRC, for the fourth consecutive year.
- In July 2012, the Group announced at the Company’s AGM held on 31 July 2012 the cessation of Mr Harold Eduard Kading, who was then an Independent Director of the Company, as a Director of the Company. Mr Harold Eduard Kading retired

at the conclusion of the AGM as no re-appointment as a Director was sought pursuant to Section 153(6) of the Companies Act. The Company also announced, at the same AGM, the appointment of Mr Goh Boon Seong as the Chairman of the Remuneration Committee, replacing Mr Harold Eduard Kading, with immediate effect. The Group further announced the new composition of the Board and the three Board Committees (namely the Audit, Nominating and Remuneration Committees) of the Company following the above changes.

- In October 2012, the Group announced the incorporation of EVB Battery Technology Limited, a wholly-owned subsidiary of the Company with a paid-up capital of HK\$1.00, in Hong Kong for the purpose of manufacturing batteries.
- In November 2012, four (4) of the Group's factories in Guangdong Province, PRC, were awarded the "Hong Kong-Guangdong Cleaner Production Partners (Manufacturing)" by the Environment Bureau of Hong Kong and the Economic and Information Commission of Guangdong Province, PRC.
- In December 2012, GP Batteries (Shenzhen) Co., Ltd and Danionics (Shenzhen) Limited were named "Shenzhen Clean Production Enterprises" by the Economy, Trade and Information Commission, Science, Technology and Innovation Commission, and Habitation and Environment Commission of Shenzhen Municipality, PRC. Also in December 2012, Boston Power Inc of the United States of America prematurely terminated the sub-contract manufacturing agreement with the Group's subsidiary in Taiwan due to the decline in the laptop computer market. The Group was compensated US\$8.0 million for the premature termination. In the same month, the Group acquired the remaining 30% equity interest in GPBMM, pursuant to a sale and purchase agreement entered into on 31 December 2012, from the existing minority shareholder for a cash consideration of Malaysian Ringgit 1,300,000, making GPBMM a wholly-owned subsidiary of the Group.
- In January 2013, the Group and OXIS Energy Limited of the United Kingdom entered into a joint manufacturing agreement to accelerate the commercialisation of OXIS Energy Limited's proprietary Lithium Sulfur battery systems for use in different energy sectors of the world market.
- In February 2013, seven (7) of the Group's factories in the PRC were named "Green Medalists" of the Hang Seng Pearl River Delta Environmental Awards 2011/12 by the Federation of Hong Kong Industries. Amongst which, three (3) were also named "3 Years+ Entrants" to recognise their participation in the Awards for three (3) consecutive years.
- In March 2013, the Company obtained approval from the relevant authorities in the PRC for the merger of two of the Group's subsidiaries, namely Zhongyin (Ningbo) and Ningbo GP Pairdeer Batteries Co., Ltd. Under the terms of the merger, the business undertaking of Ningbo GP Pairdeer Batteries Co., Ltd will be transferred to Zhongyin (Ningbo), following which the former will be deregistered.
- Also in March 2013, EVBHK, a wholly-owned subsidiary of the Company, entered into a subscription agreement dated 21 March 2013 with a third party, pursuant to which (1) EVBHK subscribed for 4,899 new ordinary shares of HK\$1.00 each in EVB Battery Technology Limited, a then wholly-owned subsidiary of the Group, for a cash consideration of HK\$4,899,999, and (2) the third party subscribed for 5,100 new ordinary shares of HK\$1.00 each in EVB Battery Technology Limited for a cash consideration of HK\$5,100,000. Following the subscriptions by EVBHK and the third party, EVB Battery Technology Limited ceased to be a wholly-owned

subsidiary of the Group and instead became a 49%-owned associated company of the Group. Further in March 2013, the Nielsen's MarketTrack ranked GP Ultra Alkaline battery as the No. 1 brand in terms of sales volume in the alkaline battery segment in Hong Kong for nine (9) consecutive years.

- In FY2012/13, the Group expanded its alkaline nine (9)-volt manufacturing facilities in Malaysia to take advantage of the strong outsourcing demand from other battery makers.
- The Group issued a profit warning in May 2013 in respect of the fourth quarter of FY2012/13. In the announcement of the results of the Group for FY2012/13, the Group subsequently announced that an impairment provision of S\$10 million was made against its investments in (including receivables from) the Vectrix Group.

Key Developments from 1 April 2013 up to the Latest Practicable Date

- In April 2013, the Nielsen's ScanTrack ranked GP as the No. 1 brand in terms of volume sales and value sales in the rechargeable battery and charger segment in Hong Kong for nine (9) consecutive years.
- In May 2013, Vectrix VX-1 Li/Li+ was named the "European e-Scooter for the Year" in the "e-Scooter +45km/h" category of Clean Week 2020 in Belgium for the third consecutive year.
- In June 2013, "Which?", one of the largest consumer bodies in the United Kingdom, ranked GP Rechargeable 2700 and ReCyko+ as number one in the "high capacity AA" and "pre-charged AAA" categories.
- In July 2013, the Group announced at the Company's AGM held on 31 July 2013 the cessation of Mr Tsang Kwan Lung, who was then an executive Director of the Company, as a Director and a member of the Nominating Committee of the Company. Mr Tsang Kwan Lung retired under Article 92 of the Articles of Association of the Company as no re-election as a Director was sought at the AGM. The Company also announced, at the same AGM, the appointment of Mr Henry Leung Kwong Hang as a member of the Nominating Committee, replacing Mr Tsang Kwan Lung, with immediate effect. The Group further announced the new composition of the Board and the Nominating Committee of the Company following the above changes.
- In August 2013, the Group announced that it had entered into an equity transfer agreement dated 27 August 2013 with Ningbo Pairdeer Holdings Limited to dispose of a 5% equity interest in its 75%-owned subsidiary, Zhongyin (Ningbo), for a cash consideration of RMB50 million. Also in August 2013, the Group announced the appointment of Mr Ben Lau Chung Ling as a General Manager of the Company.
- In September 2013, the Group announced that it had entered into a supplemental agreement dated 9 September 2013 with Ningbo Pairdeer Holdings Limited to amend the abovementioned equity transfer agreement dated 27 August 2013, so as to provide that completion of the proposed disposal would be subject to and conditional upon, in addition to the relevant PRC authorities' approval and registration, the approval of the independent shareholders of GPH in relation to the proposed disposal, being a connected transaction which required independent shareholders' approval pursuant to the Listing Rules of the Stock Exchange of Hong Kong Limited. In the same month, GP Batteries (Shenzhen) Co., Ltd and GP

Logistics (Shenzhen) Co Ltd were each named a “2012 Advanced Emission-Reduction Enterprise” by the Pengcheng Waste Reduction Action Steering Committee in Shenzhen Municipality, PRC.

- In October 2013, the Group announced that approval of the independent shareholders of GPH for the proposed disposal, pursuant to the abovementioned equity transfer agreement dated 27 August 2013 and supplemental agreement dated 9 September 2013, had been obtained at an extraordinary general meeting of the Company convened in Hong Kong on 21 October 2013. In the same month, the Company was presented the Hong Kong Most Admired Knowledge Enterprise (MAKE) Award 2013 by Teleos.
- In December 2013, the Company was accredited the ISO26000, an international standard of social responsibility of businesses and organisations, and also received the “CSR Advocate Mark” from the Hong Kong Quality Assurance Agency (HKQAA). In the same month, the Company’s Singapore Technical Centre, which specializes in the testing of primary batteries, received the SAC-SINGLAS Certificate of Accreditation issued by the Singapore Accreditation Council.
- The Group issued a profit warning in December 2013 for a potential impairment in the Group’s investment (including receivables) in the Vectrix Group.
- On 23 December 2013, the Group announced the Rights Issue.
- On 20 January 2014, the Company’s subsidiary, Bolder, granted an option to purchase to Landscape Engineering Pte Ltd, pursuant to which Bolder agreed to offer to sell the property at 97 Pioneer Road, Singapore 639579, to Landscape Engineering Pte Ltd for a total consideration of S\$11.18 million (excluding goods and services tax) (the “**97 Pioneer Road Disposal**”). Landscape Engineering Pte Ltd subsequently accepted Bolder’s offer in February 2014 and agreed to purchase the property at 97 Pioneer Road, Singapore 639579, from Bolder on the terms and conditions contained in the option to purchase.

(d) the equity capital and the loan capital of the relevant entity as at the latest practicable date, showing –

(i) in the case of the equity capital, the issued capital; or

(ii) in the case of the loan capital, the total amount of the debentures issued and outstanding, together with the rate of interest payable thereon;

Issued and paid-up share capital : S\$231,257,128
(as at the Latest Practicable Date)

Number of issued and paid-up Shares : 109,871,168
(as at the Latest Practicable Date)

As at the Latest Practicable Date, the Company has no loan capital.

(e) where –

- (i) the relevant entity is a corporation, the number of shares of the relevant entity owned by each substantial shareholder as at the latest practicable date; or
 - (ii) the relevant entity is not a corporation, the amount of equity interests in the relevant entity owned by each substantial interest-holder as at the latest practicable date;
-

As at the Latest Practicable Date, the interests of the Substantial Shareholders in the Issued Share Capital, based on information recorded in the Register of Substantial Shareholders maintained by the Company, were as follows:

Substantial Shareholders	Direct Interest		Deemed Interest	
	Number of Shares	%	Number of Shares	%
GPIL	54,616,096	49.71	–	–
GPH	–	–	54,616,096 ⁽¹⁾	49.71
Andrew Ng Sung On	833,332	0.76	54,616,096 ⁽²⁾	49.71
Victor Lo Chung Wing	200,000	0.18	54,616,096 ⁽³⁾	49.71
Delta Lloyd Asset Management NV	–	–	5,497,000 ⁽⁴⁾	5.00

Notes:

- (1) This deemed interest arises pursuant to GPH's direct interest in the issued shares of GPIL, which in turn has a direct interest in 54,616,096 Shares.
- (2) This deemed interest arises pursuant to Mr Andrew Ng Sung On's aggregate direct and deemed interests in the shares of GPH, which in turn has a direct interest in the issued shares of GPIL, which in turn has a direct interest in 54,616,096 Shares.
- (3) This deemed interest arises pursuant to Mr Victor Lo Chung Wing's aggregate direct and deemed interests in the shares of GPH, which in turn has a direct interest in the issued shares of GPIL, which in turn has a direct interest in 54,616,096 Shares.
- (4) This deemed interest arises pursuant to an interest in 5,497,000 Shares registered in the name of Delta Lloyd Azie Deelnemingen Fonds N.V. (custodian being KAS Bank N.V.) and Delta Lloyd L Asian Participation Fund (custodian being Banque de Luxembourg S.A.).

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- (f) any legal or arbitration proceedings, including those which are pending or known to be contemplated, which may have, or which have had in the 12 months immediately preceding the date of lodgment of the offer information statement, a material effect on the financial position or profitability of the relevant entity or, where the relevant entity is a holding company or holding entity of a group, of the group;**
-

As at the date of this Offer Information Statement, the Directors are not aware of any legal or arbitration proceedings to which any member of the Group is a party or which is pending or known to be contemplated, which may have or which have had in the 12 months immediately preceding the date of this Offer Information Statement, a material effect on the financial position or profitability of the Group.

- (g) where any securities or equity interests of the relevant entity have been issued within the 12 months immediately preceding the latest practicable date –**
- (i) if the securities or equity interests have been issued for cash, state the prices at which the securities have been issued and the number of securities or equity interests issued at each price; or**
 - (ii) if the securities or equity interests have been issued for services, state the nature and value of the services and give the name and address of the person who received the securities or equity interests; and**
-

No securities or equity interests of the Company have been issued for cash and/or services within the 12 months immediately preceding the Latest Practicable Date.

- (h) a summary of each material contract, other than a contract entered into in the ordinary course of business, to which the relevant entity or, if the relevant entity is the holding company or holding entity of a group, any member of the group is a party, for the period of two (2) years immediately preceding the date of lodgment of the offer information statement, including the parties to the contract, the date and general nature of the contract, and the amount of any consideration passing to or from the relevant entity or any other member of the group, as the case may be.**
-

Save as disclosed below, the members of the Group have not entered into any material contracts outside the ordinary course of business for the period of two (2) years immediately preceding the date of lodgment of this Offer Information Statement:

- (i) The Company entered into a facility agreement dated 14 March 2012 with DBS Bank Ltd. and OCBC Bank (as mandated lead arrangers and bookrunners respectively) and OCBC Bank (as facility agent) in respect of a S\$60 million three (3)-year syndicated term loan facility.**
- (ii) The Company's 80%-owned subsidiary, Bolder, entered into a joint venture agreement dated 30 March 2012 with Yokohama Ventures Sdn Bhd to incorporate**

the JV Company to manufacture and trade thin metal film lead acid batteries and related batteries products. Following the incorporation of the JV Company, Bolder subscribed for 30% of the shares in the JV Company by way of non-cash consideration of US\$100,000, making the JV Company an associated company of the Company. The consideration was satisfied by the transfer of certain machinery and equipment valued at US\$300,000. The balance of US\$200,000 of the agreed value of the abovementioned machinery and equipment was reflected as a shareholder's loan to the JV Company.

- (iii) The Company's wholly-owned subsidiary, EVBHK, entered into a subscription and sale and purchase agreement dated 28 March 2012 with RBG Investment Limited, Venturemaster International Limited and Vectrix Holdings Limited in relation to the Vectrix Group Restructuring. With the proceeds from the issuance of new shares, Vectrix Holdings Limited purchased (1) the entire equity interest in Vectrix International, a wholly-owned subsidiary of EVBHK, and its wholly-owned subsidiary, Vectrix Sp. z.o.o., from EVBHK for a cash consideration of US\$1,500,000 and (2) the entire equity interest in Vectrix LLC from Venturemaster International Limited for a cash consideration of US\$1,500,000. As a result, Vectrix Holdings Limited, Vectrix International, Vectrix Sp. z.o.o. and Vectrix LLC became 45% associated companies of the Group. The Vectrix Group is engaged in the design, development, manufacture and trading of electric motorcycles.
- (iv) The Company's wholly-owned subsidiary, GP Battery Technology (HK) Limited, entered into a sale and purchase agreement dated 30 March 2012 to acquire the remaining 20% equity interest in GPBE from the existing minority shareholders for a cash consideration of Euros 135,133, resulting in GPBE becoming a wholly-owned subsidiary of the Group.
- (v) The Company entered into a sale and purchase agreement dated 31 December 2012 to acquire the remaining 30% equity interest in GPBMM from the existing minority shareholder for a cash consideration of Malaysian Ringgit 1,300,000, resulting in GPBMM becoming a wholly-owned subsidiary of the Group.
- (vi) The Company's wholly-owned subsidiary, EVBHK, entered into a subscription agreement dated 21 March 2013 with a third party, pursuant to which (1) EVBHK subscribed for 4,899 new ordinary shares of HK\$1.00 each in EVB Battery Technology Limited, a then wholly-owned subsidiary of the Group, for a cash consideration of HK\$4,899,999 and (2) the third party subscribed for 5,100 new ordinary shares of HK\$1.00 each in EVB Battery Technology Limited for a cash consideration of HK\$5,100,000. Following the subscriptions by EVBHK and the third party, EVB Battery Technology Limited ceased to be a wholly-owned subsidiary of the Group and instead became a 49%-owned associated company of the Group.
- (vii) The Company entered into an equity transfer agreement dated 27 August 2013 with Ningbo Pairdeer Holdings Limited to dispose of a 5% equity interest in its 75%-owned subsidiary, Zhongyin (Ningbo), for a cash consideration of RMB50 million.
- (viii) The Company entered into a supplemental agreement dated 9 September 2013 with Ningbo Pairdeer Holdings Limited to amend the abovementioned equity transfer agreement dated 27 August 2013, so as to provide that completion of the proposed disposal would be subject to and conditional upon, in addition to the relevant PRC authorities' approval and registration, the approval of the independent shareholders of GPH in relation to the proposed disposal, being a

connected transaction which required independent shareholders' approval pursuant to the Listing Rules of the Stock Exchange of Hong Kong Limited. The Group subsequently announced on 21 October 2013 that the requisite independent shareholders' approval had been obtained at an extraordinary general meeting of the Company convened in Hong Kong on 21 October 2013.

- (ix) The Company entered into an Irrevocable Undertaking dated 23 December 2013 with GPIL where GPIL irrevocably undertook to the Company to, *inter alia*, subscribe and pay in full for its pro-rata entitlement under the Rights Issue in relation to GPIL's Shares, and to subscribe and pay, or procure the subscription and payment, in full for any unsubscribed Rights Shares remaining after the fulfillment of all valid applications for pro-rata entitlements to Rights Shares and excess Rights Shares.
- (x) The Company entered into an Irrevocable Undertaking dated 23 December 2013 with Mr Andrew Ng Sung On where Mr Andrew Ng Sung On irrevocably undertook to the Company to, *inter alia*, subscribe and pay in full for, and procure his nominees to subscribe and pay in full for, his pro-rata entitlement under the Rights Issue in relation to his Shares.
- (xi) The Company entered into an Irrevocable Undertaking dated 23 December 2013 with Mr Victor Lo Chung Wing where Mr Victor Lo Chung Wing irrevocably undertook to the Company to, *inter alia*, subscribe and pay in full for, and procure his nominees to subscribe and pay in full for, his pro-rata entitlement under the Rights Issue in relation to his Shares.
- (xii) The Company entered into an Irrevocable Undertaking dated 23 December 2013 with Mr Richard Ku Yuk Hing where Mr Richard Ku Yuk Hing irrevocably undertook to the Company to, *inter alia*, subscribe and pay in full for his pro-rata entitlement under the Rights Issue in relation to his Shares.
- (xiii) The Company's subsidiary, Bolder, granted an option to purchase to Landscape Engineering Pte Ltd on 20 January 2014 in relation to the 97 Pioneer Road Disposal for a total consideration of S\$11.18 million (excluding goods and services tax). Landscape Engineering Pte Ltd subsequently accepted Bolder's offer on 5 February 2014 and agreed to purchase the property at 97 Pioneer Road, Singapore 639579, from Bolder on the terms and conditions contained in the option to purchase.

PART V – OPERATING AND FINANCIAL REVIEW AND PROSPECTS

Operating Results

1. Provide selected data from –

- (a) the audited income statement of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, the audited consolidated income statement of the relevant entity or the audited combined income statement of the group, for each financial year (being one of the three (3) most recent completed financial years) for which that statement has been published; and
- (b) any interim income statement of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, any interim consolidated income statement of the relevant entity or interim combined income statement of the group, for any subsequent period for which that statement has been published.

Please refer to **Appendix A** to this Offer Information Statement.

2. The data referred to in paragraph 1 of this Part shall include the line items in the audited income statement, audited consolidated income statement, audited combined income statement, interim income statement, interim consolidated income statement or interim combined income statement, as the case may be, and shall in addition include the following items:

- (a) dividends declared per share in both the currency of the financial statements and the Singapore currency, including the formula used for any adjustment to dividends declared;
- (b) earnings or loss per share; and
- (c) earnings or loss per share, after any adjustment to reflect the sale of new securities.

(Singapore cents)	Audited FY2010/11	Audited FY2011/12	Audited FY2012/13	Unaudited 9M2013
Gross dividends declared per Share	5.0	2.5	2.0	0
Earnings/(Loss) per Share (“EPS”) (Basic) ⁽¹⁾	17.49	5.93	(14.73)	(23.61)
EPS (Diluted) ⁽²⁾	17.46	5.93	(14.73)	(23.61)
EPS after adjustment to reflect the Rights Issue (Basic) ⁽³⁾	11.66	3.95	(9.82)	(15.74)
EPS after adjustment to reflect the Rights Issue (Diluted) ⁽³⁾	11.64	3.95	(9.82)	(15.74)

Notes:

- (1) Basic EPS calculated based on the weighted average number of 109,781,974 Shares in issue in FY2010/11, 109,871,168 Shares in issue in FY2011/12, 109,871,168 Shares in issue in FY2012/13 and 109,871,168 Shares in issue in 9M2013.

- (2) Diluted EPS calculated after taking into account the effect of dilutive potential Shares arising from 193,387 outstanding options which were in-the-money in FY2010/11. There were no outstanding options which were in-the-money in FY2011/12 and FY2012/13. In 9M2013, there were no outstanding options which were in-the-money prior to the expiry of the options on 24 June 2013.
- (3) Calculated after taking into account the Rights Shares.

Please also refer to the consolidated income statements set out in **Appendix A** to this Offer Information Statement.

3. In respect of –

(a) each financial year (being one of the three (3) most recent completed financial years) for which financial statements have been published; and

(b) any subsequent period for which interim financial statements have been published,

provide information regarding any significant factor, including any unusual or infrequent event or new development, which materially affected profit or loss before tax of the relevant entity or, if it is the holding company or holding entity of a group, of the group, and indicate the extent to which such profit or loss before tax of the relevant entity or the group, as the case may be, was so affected. Describe any other significant component of revenue or expenditure necessary to understand the profit or loss before tax for each of these financial periods.

FY2011/12 compared to FY2010/11

Turnover decreased by 6.9% from S\$831.7 million in FY2010/11 to S\$774.5 million in FY2011/12 mainly due to a decrease in sales of rechargeable batteries. As the Singapore dollar had strengthened against the United States dollar during that same period, such decrease in turnover in United States dollar terms was less than 1%.

In comparison with FY2010/11, sales of rechargeable batteries decreased by 20% mainly due to weak market demand and increased competition, while sales of primary batteries in FY2011/12 were comparable to FY2010/11.

In comparison with FY2010/11, sales in the Americas and Europe decreased by 19% and 4% respectively while sales in Asia decreased by 5% in FY2011/12, which were mainly due to weak market demand and increased competition.

Gross profit margin was 20.5% in FY2011/12 as compared to 21.2% in FY2010/11. The decrease in gross profit margin was mainly due to a time lag in price increase to cover higher material costs, an increase in wages in the PRC and the appreciation of the Chinese Renminbi. In terms of material costs, prices for rare earth used in the production of Nickel Metal Hydride batteries increased substantially by more than 100% in the first quarter of FY2011/12 and by eight (8) times compared to prices in the previous year. As rare earth is the main raw material used in the Group's Nickel Metal Hydride batteries, the Group's material costs for Nickel Metal Hydride batteries, which accounted for approximately a quarter of the Group's turnover, increased substantially.

Distribution expenses were S\$55.8 million in FY2011/12, a 8% decrease from S\$60.6 million in FY2010/11, while administrative expenses were S\$81.2 million in FY2011/12, a 4.6% decrease from S\$85.1 million in FY2010/11. The decrease in distribution expenses and administrative expenses were mainly due to continuous cost rationalization.

Net other operating income was S\$7.0 million in FY2011/12, an increase of S\$4.2 million compared to S\$2.8 million in FY2010/11 mainly attributable to a one-time gain of S\$18.8 million as a result of the Vectrix Group Restructuring, which arose from the de-recognition of the Group's controlling interest in Vectrix International as a subsidiary while at the same time recognising the Group's equity interest in a newly-formed associated company, Vectrix Holdings Limited, at fair value, which was offset by an impairment loss of approximately S\$7.8 million for the Group's investment in the STL group of companies (the "**STL Group**"), the Group's associated companies which manufacture battery packs for laptop and tablet computers, and an impairment loss of approximately S\$4.1 million in receivables from an associated company that manufactured Lithium Polymer batteries.

Share of loss of associates was S\$1.7 million in FY2011/12 as compared to a share of profit of S\$6.1 million in FY2010/11. This was mainly due to Ningbo Fubang becoming a subsidiary in January 2011, with the consequence that its financial results were no longer accounted for under share of results of associates, and the STL Group continuing to make a loss. The business of the STL Group was adversely affected by the significant growth in demand for tablet computers, resulting in reduced demand for laptop computers and the accompanying battery packs manufactured by the STL Group and a 35% decrease in the STL Group's turnover. In addition, one of the customers of the STL Group attempted to enter the tablet computer market with accompanying battery packs manufactured by the STL Group but withdrew after only one month, leading to losses for the STL Group.

Profit before income tax was therefore S\$18.8 million in FY2011/12 as compared to S\$31.1 million in FY2010/11.

FY2012/13 compared to FY2011/12

Turnover decreased by 7% from S\$774.5 million in FY2011/12 to S\$721.1 million in FY2012/13 mainly due to a decrease in sales of rechargeable batteries. In comparison with FY2011/12, sales of rechargeable batteries in FY2012/13 decreased by 22% mainly due to weak market demand and increased competition, while sales of primary batteries in FY2012/13 increased by 2%.

In comparison with FY2011/12, sales in Europe and Greater China decreased by 12% and 3% respectively in FY2012/13 mainly due to weak market demand and increased competition, while sales in the Americas increased by 10% in FY2012/13.

Gross profit margin was 20.9% in FY2012/13 as compared to 20.5% in FY2011/12.

Distribution expenses were S\$49.9 million in FY2012/13 as compared to S\$55.8 million in FY2011/12, a decrease of approximately 11% due to lower sales and rationalization of sales operations in Europe.

Finance costs were S\$8.7 million in FY2012/13 as compared to S\$8.3 million in FY2011/12, an increase of approximately 5% mainly due to higher costs of borrowing.

Share of loss of associates was S\$12.2 million in FY2012/13 as compared to S\$1.7 million in FY2011/12 mainly due to the inclusion of losses of S\$7.0 million incurred by the Vectrix Group, which had become associated companies of the Group following the Vectrix Group Restructuring in March 2012, the provision for an additional tax assessment of RMB23 million (approximately S\$4.5 million) in the third quarter of FY2012/13 as a result of a transfer pricing examination conducted by the local tax authority on STL Technology (SIP) Co., Ltd, a member of the STL Group, and impairment provisions of S\$2.5 million made in the third quarter of FY2012/13 on the plant and machinery and inventories of the STL Group due to its recurring loss position arising from the continued slowdown in the laptop computer market.

Net other operating income was S\$5.2 million in FY2012/13, a decrease of S\$1.7 million compared to the net operating income of S\$7.0 million in FY2011/12, which was mainly attributable to a one-time gain of S\$18.8 million in FY2011/12 arising from the Vectrix Group Restructuring in March 2012 and a provision for the impairment loss of S\$10 million on the investment in (including receivables from) the Vectrix Group in FY2012/13, which was offset by a compensation of US\$8.0 million from Boston Power Inc in FY2012/13 when they prematurely terminated a sub-contract manufacturing agreement with the Group's subsidiary in Taiwan as a result of the decline of the laptop computer market, a gain of S\$4.3 million in FY2012/13 arising from the disposal of staff quarters in Shanghai, an impairment loss of approximately S\$7.8 million in respect of the Group's investment in the STL Group in FY2011/12 and an impairment loss of approximately S\$4.1 million in FY2011/12 in receivables from an associated company that manufactured Lithium Polymer batteries.

Profit before income tax was therefore S\$1.4 million in FY2012/13 as compared to S\$18.8 million in FY2011/12.

9M2013 compared to 9M2012

Turnover decreased by 5.4% from S\$560.3 million in 9M2012 to S\$529.9 million in 9M2013 mainly due to a decrease in sales of rechargeable batteries. In comparison with 9M2012, sales of rechargeable batteries in 9M2013 decreased by 11.7% mainly due to weak market demand and increased competition, while sales of primary batteries in 9M2013 were comparable to 9M2012.

In comparison with 9M2012, sales in Europe and Asia decreased by 9.8% and 8.7% respectively in 9M2013 mainly due to weak market demand and increased competition, while sales in the Americas increased by 9.4% in 9M2013.

Gross profit margin was 22.5% in 9M2013 as compared to 21.1% in 9M2012 due to reduced factory overheads and lower material costs as a result of lower commodity prices.

Distribution expenses were S\$37.5 million in 9M2013, which were comparable to the S\$37.8 million in 9M2012.

Administrative expenses were S\$60.0 million in 9M2013 as compared to S\$62.7 million in 9M2012, a decrease of 4.2% due to the Group's continuous effort to streamline and rationalize its operations.

Finance costs were S\$5.6 million in 9M2013 as compared to S\$6.8 million in 9M2012, a decrease of approximately 18% mainly due to reduced bank borrowings as well as lower costs of borrowing.

Share of loss of associates was S\$3.7 million in 9M2013 as compared to S\$6.6 million in 9M2012 mainly due to impairment provisions of S\$2.5 million made in 9M2012 on the plant and machinery and inventories of the STL Group due to its recurring loss position arising from the continued slowdown in the laptop computer market.

Net other operating expenses for 9M2013 were S\$24.3 million, as compared to a net other operating income of S\$15.4 million for 9M2012, which was mainly attributable to a compensation income of US\$8.0 million from Boston Power Inc in 9M2012 when they prematurely terminated a sub-contract manufacturing agreement with the Group's subsidiary in Taiwan as a result of the decline of the laptop computer market, and an impairment loss of S\$26.3 million in 9M2013 in respect of the Group's investment in, and receivables from,

the Vectrix Group in light of ongoing discussions by the management team of the Vectrix Group to wind down its operations due to a lack of capital to continue funding its projects further in view of the significant cost overrun and commercial viability of its projects.

Loss before income tax was therefore S\$11.8 million in 9M2013 as compared to the profit before income tax of S\$19.5 million in 9M2012, mainly due to the impairment loss of S\$26.3 million on the Vectrix Group (as described above).

Financial Position

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4. Provide selected data from the balance sheet of the relevant entity or, if it is the holding company or holding entity of a group, the group as at the end of –
- (a) the most recent completed financial year for which audited financial statements have been published; or
 - (b) if interim financial statements have been published for any subsequent period, that period.
-

Please refer to **Appendix B** to this Offer Information Statement.

-
5. The data referred to in paragraph 4 of this Part shall include the line items in the audited or interim balance sheet of the relevant entity or the group, as the case may be, and shall in addition include the following items:
- (a) number of shares after any adjustment to reflect the sale of new securities;
 - (b) net assets or liabilities per share; and
 - (c) net assets or liabilities per share after any adjustment to reflect the sale of new securities.
-

	The Group	
	Audited As at	Unaudited As at
	31 March 2013	31 December 2013
<u>Before the Rights Issue</u>		
Number of Shares ('000)	109,871	109,871
Net asset value per Share (S\$)	2.45	2.30
<u>Adjusted for the Rights Issue⁽¹⁾</u>		
Number of Shares after the Rights Issue ('000)	164,807	164,807
Net asset value per Share (S\$) (as adjusted for the Rights Issue)	1.79	1.69

Note:

- (1) For calculation of net asset value per Share (as adjusted for the Rights Issue), it has been assumed that (a) the Rights Issue has been completed and fully subscribed for and (b) the Rights Shares have been issued at the end of the relevant financial period.

Please also refer to **Appendix B** to this Offer Information Statement.

Liquidity and Capital Resources

6. Provide an evaluation of the material sources and amounts of cash flows from operating, investing and financing activities in respect of –
- (a) the most recent completed financial year for which financial statements have been published; and
- (b) if interim financial statements have been published for any subsequent period, that period.

The cash flow statements of the Group for FY2012/13 and 9M2013 are set out below:

CONSOLIDATED STATEMENT OF CASH FLOWS

	Audited FY2012/13 S\$'000	Unaudited 9M2013 S\$'000
Operating activities		
Profit/(Loss) before income tax	1,440	(11,838)
Adjustments for:		
Allowance for doubtful debts (trade)	1,017	533
Allowance for stock, net	29	–
Allowance for stock obsolescence	–	3,119
Depreciation and amortisation	26,141	18,096
Compensation income	(10,508)	–
Dividend income from available-for-sale investments	(19)	–
Finance costs	8,708	5,565
Loss on disposal of available-for-sale investments	–	5
Impairment loss on available-for-sale investments	607	–
Impairment loss on property, plant and equipment	4,877	263
Impairment loss on interest in and receivables from associates	12,912	26,333
Interest income	(497)	(437)
Gain on disposal of property, plant and equipment, net	(5,345)	(490)
Property, plant and equipment written off	238	359
Realised gain on derivative financial instruments	(197)	(648)
Share of results of associates	12,169	3,682
Unrealised fair value gain on derivative financial instruments	(255)	–
Unrealised foreign exchange gain	(652)	(1,276)
Operating profit before working capital changes	50,665	43,266
Stocks	5,455	(15,999)
Debtors	21,259	4,941
Deposits and prepayments	(129)	1,391
Creditors and accrued charges	(34,011)	29,829
Cash generated from operations	43,239	63,428
Interest received	528	441
Interest paid	(8,748)	(5,521)
Income tax paid	(8,425)	(6,556)
Net cash from operating activities	26,594	51,792

	Audited FY2012/13 S\$'000	Unaudited 9M2013 S\$'000
Investing activities		
Acquisition of additional equity interests in subsidiaries	(752)	–
Deposits paid for purchase of property, plant and equipment	(445)	(132)
Dividends received from associates	1,003	2,051
Dividends received from available-for-sale investments	19	–
Investment in associates	(77)	(165)
Proceeds on disposal of available-for-sale investments	–	371
Proceeds received from disposal of equity interest in a subsidiary	–	9,709
Proceeds on disposal of property, plant and equipment	6,969	174
Purchase of available-for-sale investments	(679)	–
Purchase of property, plant and equipment	(19,568)	(13,640)
Net cash used in investing activities	(13,530)	(1,632)
Financing activities		
Drawdown of term loans	10,141	–
Repayment of term loans	(17,615)	(15,644)
Other short term bank loans obtained (repaid)	(10,864)	23,808
Dividends paid	(2,747)	(1,099)
Dividends paid to non-controlling interests	(1,873)	(1,880)
Repayment of obligations under finance leases	(570)	(287)
Net cash from/(used in) financing activities	(23,528)	4,898
Net increase/(decrease) in cash and cash equivalents	(10,464)	55,058
Cash and cash equivalents at beginning of period	73,317	63,463
Effect of exchange rate changes on the balance of cash held in foreign currencies	610	5,086
Cash and cash equivalents at end of period	63,463	123,607
Cash and cash equivalents at end of period comprise:		
Bank balances and cash	64,371	124,511
Bank overdrafts	(908)	(904)
	63,463	123,607

FY2012/13

In FY2012/13, the Group generated S\$26.6 million from operating activities consisting of operating cash inflow of S\$50.7 million and net cash outflow from working capital changes of S\$7.4 million, income tax payments of S\$8.4 million and net interest payments of S\$8.2 million. Net cash outflow from changes in working capital of S\$7.4 million was primarily due to decrease in creditors and accrued charges of S\$34.0 million, which were offset by decrease in inventories of S\$5.5 million and decrease in debtors of S\$21.3 million, which were mainly attributable to lower sales and improvement in the collection of receivables.

In FY2012/13, the Group's net cash used in investing activities was S\$13.5 million mainly due to the purchase of property, plant and equipment. The Group's net cash used in financing activities was S\$23.5 million primarily due to instalment repayments of S\$14.0 million under the S\$60 million three (3)-year syndicated term loan facility and a dividend payment of S\$2.7 million.

9M2013

For 9M2013, the Group generated S\$51.8 million in operating activities consisting of operating cash inflow of S\$43.3 million, net cash inflow from working capital changes of S\$20.2 million, income tax payments of S\$6.6 million and net interest payments of S\$5.1 million. Net cash inflow from changes in working capital of S\$20.2 million was primarily due to increase in creditors and accrual charges of S\$29.9 million, which were offset by an increase in inventories of S\$16.0 million. The working capital changes of S\$20.2 million when comparing the end of 9M2013 to the end of FY2012/13 were mainly due to the latter being the last quarter of the financial year, which is typically a low season for the Group's business that has a different working capital requirement compared to the other quarters of the financial year.

For 9M2013, the Group's net cash used in investing activities was S\$1.6 million mainly due to the purchase of property, plant and equipment of S\$13.6 million, which was offset by the proceeds of S\$9.7 million from the disposal of the 5% equity interest in Zhongyin (Ningbo). The Group's net cash from financing activities was S\$4.9 million mainly due to a net increase in borrowings.

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- 7. Provide a statement by the directors or equivalent persons of the relevant entity as to whether, in their reasonable opinion, the working capital available to the relevant entity or, if it is the holding company or holding entity of a group, to the group, as at the date of lodgment of the offer information statement, is sufficient for present requirements and, if insufficient, how the additional working capital considered by the directors or equivalent persons to be necessary is proposed to be provided.**
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The Directors are of the opinion that, after taking into consideration the existing banking facilities available to the Group, the Group's internal resources and operating cash flows, the working capital available to the Group as at the date of lodgment of this Offer Information Statement is sufficient to meet its present requirements.

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8. **If the relevant entity or any other entity in the group is in breach of any of the terms and conditions or covenants associated with any credit arrangement or bank loan which could materially affect the relevant entity's financial position and results or business operations, or the investments by holders of securities in the relevant entity, provide –**
- (a) a statement of that fact;**
 - (b) details of the credit arrangement or bank loan; and**
 - (c) any action taken or to be taken by the relevant entity or other entity in the group, as the case may be, to rectify the situation (including the status of any restructuring negotiations or agreement, if applicable).**
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As at the Latest Practicable Date, to the best of the Directors' knowledge, the Group is not in breach of any of the terms and conditions or covenants associated with any credit arrangement or bank loan which could materially affect the Group's financial position and results or business operations, or the investments by holders of securities in the Company.

Trend Information and Profit Forecast or Profit Estimate

9. **Discuss, for at least the current financial year, the business and financial prospects of the relevant entity or, if it is the holding company or holding entity of a group, the group, as well as any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on net sales or revenues, profitability, liquidity or capital resources, or that would cause financial information disclosed in the offer information statement to be not necessarily indicative of the future operating results or financial condition. If there are no such trends, uncertainties, demands, commitments or events, provide an appropriate statement to that effect.**
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Whilst there are signs of an economic upturn, the recovery remains fragile. The Group anticipates a steady improvement in cash flow at the end of the current financial year ending 31 March 2014 due to improving working capital and consequently a significant reduction in our debt-equity ratio. With a relatively stronger backlog on the books, the Group is also cautiously optimistic on sales in the near-term.

Since the operating cost of factories in the PRC is expected to climb further due to increasing labour costs and a possible appreciation of the Chinese Renminbi, the Group will implement more automation programs to make our products more cost and quality competitive. The Group will also continue to rationalize our Lithium factories, which have been loss-making, to improve cost efficiency.

With the Rights Issue and the 97 Pioneer Road Disposal, the Group's net borrowings are expected to decrease. The 97 Pioneer Road Disposal is expected to complete in the first half of the financial year ending 31 March 2015 and is expected to result in a gain on disposal for the Group of approximately S\$9.0 million.

Going forward, the Group will continue to invest strategically on building our brand equity and our growth is expected to come from our own brand business in the coming years. Investment in our sales network in new emerging markets such as Latin America, Middle East and the African continent will be part of our corporate growth strategy and the Group will continue reshuffling our sales resources to focus on key market segments and customers, as well as being complemented by other channel partners to improve our market coverage. Growth from the industrial sector will come from new product introduction of rechargeable batteries.

Please refer to the section “**Risk Factors**” set out in **Appendix C** to this Offer Information Statement for more information on factors which may affect the Group’s revenue and financial performance.

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- 10. Where a profit forecast is disclosed, state the extent to which projected sales or revenues are based on secured contracts or orders, and the reasons for expecting to achieve the projected sales or revenues and profit, and discuss the impact of any likely change in business and operating conditions on the forecast.**
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No profit forecast is disclosed in this Offer Information Statement.

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- 11. Where a profit forecast or profit estimate is disclosed, state all principal assumptions, if any, upon which the directors or equivalent persons of the relevant entity have based their profit forecast or profit estimate, as the case may be.**
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No profit forecast is disclosed in this Offer Information Statement.

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- 12. Where a profit forecast is disclosed, include a statement by an auditor of the relevant entity as to whether the profit forecast is properly prepared on the basis of the assumptions referred to in paragraph 11 of this Part, is consistent with the accounting policies adopted by the relevant entity, and is presented in accordance with the accounting standards adopted by the relevant entity in the preparation of its financial statements.**
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No profit forecast is disclosed in this Offer Information Statement.

13. Where the profit forecast disclosed is in respect of a period ending on a date not later than the end of the current financial year of the relevant entity, provide in addition to the statement referred to in paragraph 12 of this Part –

- (a) a statement by the issue manager to the offer, or any other person whose profession or reputation gives authority to the statement made by him, that the profit forecast has been stated by the directors or equivalent persons of the relevant entity after due and careful enquiry and consideration; or**
- (b) a statement by an auditor of the relevant entity, prepared on the basis of his examination of the evidence supporting the assumptions referred to in paragraph 11 of this Part and in accordance with the Singapore Standards on Auditing or such other auditing standards as may be approved in any particular case by the Authority, to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the profit forecast.**

No profit forecast is disclosed in this Offer Information Statement.

14. Where the profit forecast disclosed is in respect of a period ending on a date after the end of the current financial year of the relevant entity, provide in addition to the statement referred to in paragraph 12 of this Part –

- (a) a statement by the issue manager to the offer, or any other person whose profession or reputation gives authority to the statement made by him, prepared on the basis of his examination of the evidence supporting the assumptions referred to in paragraph 11 of this Part, to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the profit forecast; or**
- (b) a statement by an auditor of the relevant entity, prepared on the basis of his examination of the evidence supporting the assumptions referred to in paragraph 11 of this Part and in accordance with the Singapore Standards on Auditing or such other auditing standards as may be approved in any particular case by the Authority, to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the profit forecast.**

No profit forecast is disclosed in this Offer Information Statement.

Significant Changes

15. Disclose any event that has occurred from the end of –

- (a) the most recent completed financial year for which financial statements have been published; or
- (b) if interim financial statements have been published for any subsequent period, that period,

to the latest practicable date which may have a material effect on the financial position and results of the relevant entity or, if it is the holding company or holding entity of a group, the group, or, if there is no such event, provide an appropriate negative statement.

Save as disclosed in this Offer Information Statement or as may have been publicly announced by the Company via SGXNET, there is no event that has occurred from 31 December 2013 to the Latest Practicable Date which may have a material effect on the Group's financial position and results.

Meaning of “published”

16. In this Part, “published” includes publications in a prospectus, in an annual report or on the SGXNET.

Noted.

PART VI – THE OFFER AND LISTING

Offer and Listing Details

1. **Indicate the price at which the securities are being offered and the amount of any expense specifically charged to the subscriber or purchaser. If it is not possible to state the offer price at the date of lodgment of the offer information statement, the method by which the offer price is to be determined must be explained.**
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Issue Price : S\$0.486 for each Rights Share, payable in full on acceptance and/or application.

The expenses incurred in the Rights Issue will not be specifically charged to subscribers of the Rights Shares.

An administrative fee will be incurred for each Electronic Application made through the ATMs of the respective Participating Banks. Such administrative fee shall be borne by the subscribers of the Rights Shares.

2. **If there is no established market for the securities being offered, provide information regarding the manner of determining the offer price, the exercise price or conversion price, if any, including the person who establishes the price or is responsible for the determination of the price, the various factors considered in such determination and the parameters or elements used as a basis for determining the price.**
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The Shares are, and the Rights Shares will be, traded on the Mainboard of the SGX-ST.

3. **If –**

- (a) **any of the relevant entity's shareholders or equity interest-holders have pre-emptive rights to subscribe for or purchase the securities being offered; and**
- (b) **the exercise of the rights by the shareholder or equity interest-holder is restricted, withdrawn or waived,**

indicate the reasons for such restriction, withdrawal or waiver, the beneficiary of such restriction, withdrawal or waiver, if any, and the basis for the offer price.

Other than the "nil-paid" Rights, none of the Shareholders have pre-emptive rights to subscribe for the Rights Shares.

As there may be prohibitions or restrictions against the offering of Rights Shares in certain jurisdictions, only Entitled Shareholders are eligible to participate in the Rights Issue. Please refer to the section "**Eligibility of Shareholders to Participate in the Rights Issue**" of this Offer Information Statement for further information.

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4. If securities of the same class as those securities being offered are listed for quotation on any securities exchange –
- (a) in a case where the first-mentioned securities have been listed for quotation on the securities exchange for at least 12 months immediately preceding the latest practicable date, disclose the highest and lowest market prices of the first-mentioned securities –
- (i) for each of the 12 calendar months immediately preceding the calendar month in which the latest practicable date falls; and
- (ii) for the period from the beginning of the calendar month in which the latest practicable date falls to the latest practicable date; or
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The highest and lowest traded prices and the volume of the Shares traded on the Mainboard of the SGX-ST during each of the last 12 calendar months immediately preceding the Latest Practicable Date and for the period from 1 February 2014 to the Latest Practicable Date are as follows:

Month	Price Range		Volume of Shares traded ⁽³⁾ (‘000)
	High ⁽¹⁾ (\$)	Low ⁽²⁾ (\$)	
February 2013	1.210	1.040	972
March 2013	1.195	1.130	403
April 2013	1.140	1.080	544
May 2013	1.090	1.015	609
June 2013	1.015	0.925	275
July 2013	0.940	0.895	523
August 2013	0.900	0.840	487
September 2013	0.900	0.850	209
October 2013	0.830	0.785	1,554
November 2013	0.850	0.790	239
December 2013	0.840	0.650	1,445
January 2014	0.655	0.595	1,596
1 February 2014 to the Latest Practicable Date	0.600	0.595	525

Source: Bloomberg Finance L.P.

Bloomberg Finance L.P. has not consented for the purposes of Sections 249 and 277 of the SFA to the inclusion of the information above which is publicly available, and is thereby not liable for such information under Sections 253 and 254 of the SFA. The Company has included the above information in its proper form and context and has not verified the accuracy of the content of such information. The Company is not aware of any disclaimers made by Bloomberg Finance L.P. in relation to the above information.

Notes:

- (1) Based on the highest market price for the Shares in a particular month/period.
- (2) Based on the lowest market price for the Shares in a particular month/period.
- (3) Based on the total volume of the Shares traded in a particular month/period.

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- (b) in a case where the first-mentioned securities have been listed for quotation on the securities exchange for less than 12 months immediately preceding the latest practicable date, disclose the highest and lowest market prices of the first-mentioned securities –
 - (i) for each calendar month immediately preceding the calendar month in which the latest practicable date falls; and
 - (ii) for the period from the beginning of the calendar month in which the latest practicable date falls to the latest practicable date;
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Not applicable.

- (c) disclose any significant trading suspension that has occurred on the securities exchange during the three (3) years immediately preceding the latest practicable date or, if the securities have been listed for quotation for less than three (3) years, during the period from the date on which the securities were first listed to the latest practicable date; and
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There has been no significant trading suspension of the Shares which are listed on the Mainboard of the SGX-ST during the three (3) years immediately preceding the Latest Practicable Date.

- (d) disclose information on any lack of liquidity, if the securities are not regularly traded on the securities exchange.
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Please refer to paragraph 4(a) of Part VI “**The Offer and Listing – Offer and Listing Details**” of this Offer Information Statement for the volume of Shares traded on the Mainboard of the SGX-ST during each of the last 12 calendar months immediately preceding the Latest Practicable Date and for the period from 1 February 2014 to the Latest Practicable Date.

5. Where the securities being offered are not identical to the securities already issued by the relevant entity, provide –

- (a) a statement of the rights, preferences and restrictions attached to the securities being offered; and
 - (b) an indication of the resolutions, authorisations and approvals by virtue of which the entity may create or issue further securities, to rank in priority to or *pari passu* with the securities being offered.
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The Rights Shares will, upon allotment and issue, rank *pari passu* in all respects with the then existing issued Shares, save for any rights, allotments or other dividends, the record date for which falls before the date of issue of the Rights Shares.

The issue of the Rights Shares is made pursuant to the authority granted by, and the share issue mandate approved by, Shareholders at the AGM of the Company held on 31 July 2013.

Plan of Distribution

6. **Indicate the amount, and outline briefly the plan of distribution, of the securities that are to be offered otherwise than through underwriters. If the securities are to be offered through the selling efforts of any broker or dealer, describe the plan of distribution and the terms of any agreement or understanding with such entities. If known, identify each broker or dealer that will participate in the offer and state the amount to be offered through each broker or dealer.**
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Basis of Provisional Allotment

The Rights Issue is made on a renounceable basis to Entitled Shareholders on the basis of one (1) Rights Share for every two (2) existing Shares held by Entitled Shareholders as at the Books Closure Date at the Issue Price of S\$0.486 per Rights Share, fractional entitlements to be disregarded.

The Rights Shares are payable in full upon acceptance and/or application and will, upon allotment and issue, rank *pari passu* in all respects with the then existing issued Shares, save for any rights, allotments or other dividends, the record date for which falls before the date of issue of the Rights Shares. If fully subscribed, 54,935,584 Rights Shares will be issued.

The Rights Issue is not underwritten by any financial institution. However, the Company has obtained the Irrevocable Undertakings from the Undertaking Shareholders in respect of the Committed Rights Shares.

Entitled Shareholders will be provisionally allotted Rights Shares on the basis of their shareholdings as at the Books Closure Date. Entitled Shareholders are entitled to participate in the Rights Issue and to receive this Offer Information Statement together with the ARE or PAL, as the case may be, and other accompanying documents at their respective Singapore addresses. Entitled Shareholders will be at liberty to accept, decline, or otherwise renounce or trade, in whole or in part, their provisional allotments of Rights Shares and will be eligible to apply for additional Rights Shares in excess of their provisional allotments under the Rights Issue. Entitled Depositors will also be able to trade their provisional allotments of Rights Shares on the Mainboard of the SGX-ST under the book-entry (scripless) settlement system during the “nil-paid” Rights trading period prescribed by the SGX-ST.

Fractional entitlements to the Rights Shares will be disregarded in arriving at the Shareholders’ entitlements and will, together with the Rights Shares represented by the provisional allotments of (a) Entitled Shareholders who decline, do not accept, or elect not to renounce or trade their provisional allotment of Rights Shares and/or (b) ineligible Shareholders, in accordance with the terms and conditions contained in this Offer Information Statement, the ARE, the ARS, the PAL and (if applicable) the Memorandum and Articles of Association of the Company, be aggregated and used to satisfy excess Rights Shares applications (if any), or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit for the benefit of the Company.

In the allotment of excess Rights Shares, preference will be given to the rounding of odd lots, and Directors and Substantial Shareholders will rank last in priority. For the avoidance of doubt, only Entitled Shareholders (and not Purchasers or renounees of Entitled Shareholders) shall be entitled to apply for excess Rights Shares.

As there may be prohibitions or restrictions against the offering of Rights Shares in certain jurisdictions, only Entitled Shareholders are eligible to participate in the Rights Issue. Please refer to the section “**Eligibility of Shareholders to Participate in the Rights Issue**” of this Offer Information Statement for further details.

The Rights Shares are not offered through the selling efforts of any broker or dealer.

7. Provide a summary of the features of the underwriting relationship together with the amount of securities being underwritten by each underwriter.

The Rights Issue is not underwritten by any financial institution.

As at the Latest Practicable Date, the Undertaking Shareholders, comprising GPIL, Mr Andrew Ng Sung On, Mr Victor Lo Chung Wing and Mr Richard Ku Yuk Hing, held shareholding interests in the Company of 54,616,096 Shares, 833,332 Shares, 200,000 Shares and 193,000 Shares respectively, representing approximately 49.71%, 0.76%, 0.18% and 0.18% of the issued Shares respectively.

In support of the Rights Issue, pursuant to the Irrevocable Undertakings, the Undertaking Shareholders have irrevocably undertaken to the Company that, *inter alia*:

- (a) as at the Books Closure Date, they will have not less than:
 - (i) in the case of GPIL, 54,616,096 Shares credited in its Securities Account;
 - (ii) in the case of Mr Andrew Ng Sung On, 833,332 Shares credited in his Securities Account and/or the Securities Accounts of his nominees in respect of the Shares which are beneficially owned by him;
 - (iii) in the case of Mr Victor Lo Chung Wing, 200,000 Shares credited in his Securities Account and/or the Securities Accounts of his nominees in respect of the Shares which are beneficially owned by him;
 - (iv) in the case of Mr Richard Ku Yuk Hing, 193,000 Shares credited in his Securities Account; and
- (b) they will subscribe and pay, and, if applicable, procure their nominees to subscribe and pay, in full for their entire pro-rata entitlement of 27,921,214 Rights Shares based on their direct interest in the Company’s issued share capital as at the Books Closure Date.

In addition to subscribing and paying in full for its pro-rata entitlement under the Rights Issue, GPIL has irrevocably undertaken to the Company that it will, *inter alia*, subscribe and pay, or procure the subscription and payment, in full for any Rights Shares not subscribed for at the Closing Date and after satisfaction of all application(s) and excess application(s) (if any) for the Rights Shares.

PART VII – ADDITIONAL INFORMATION

Statements by Experts

- 1. Where a statement or report attributed to a person as an expert is included in the offer information statement, provide such person's name, address and qualifications.**
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No statement or report made by an expert is included in this Offer Information Statement.

- 2. Where the offer information statement contains any statement (including what purports to be a copy of, or extract from, a report, memorandum or valuation) made by an expert –**
 - (a) state the date on which the statement was made;**
 - (b) state whether or not it was prepared by the expert for the purpose of incorporation in the offer information statement; and**
 - (c) include a statement that the expert has given, and has not withdrawn, his written consent to the issue of the offer information statement with the inclusion of the statement in the form and context in which it is included in the offer information statement.**
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No statement or report made by an expert is included in this Offer Information Statement.

- 3. The information referred to in paragraphs 1 and 2 of this Part need not be provided in the offer information statement if the statement attributed to the expert is a statement to which the exemption under regulation 26(2) or (3) applies.**
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Noted.

Consents from Issue Managers and Underwriters

- 4. Where a person is named in the offer information statement as the issue manager or underwriter (but not a sub-underwriter) to the offer, include a statement that the person has given, and has not withdrawn, his written consent to being named in the offer information statement as the issue manager or underwriter, as the case may be, to the offer.**
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Oversea-Chinese Banking Corporation Limited, as Manager, has given and has not, before the lodgment of this Offer Information Statement with the Authority, withdrawn its written consent to being named in this Offer Information Statement as the Manager of the Rights Issue.

Other Matters

5. **Include particulars of any other matters not disclosed under any other paragraph of this Schedule which could materially affect, directly or indirectly –**
- (a) the relevant entity's business operations or financial position or results; or**
 - (b) investments by holders of securities in the relevant entity.**
-

Save as disclosed in this Offer Information Statement or as may have been publicly announced by the Company via SGXNET, the Directors are not aware of any other matter which could materially affect, directly or indirectly, the Group's business operations, financial position or results, or investments by holders of securities in the Company.

PART X – ADDITIONAL INFORMATION REQUIRED FOR OFFER OF SECURITIES BY WAY OF RIGHTS ISSUE

1. Provide –

(a) the particulars of the rights issue;

Please refer to the section “**Summary of the Rights Issue**” of this Offer Information Statement for the particulars of the Rights Issue.

(b) the last day and time for splitting of the provisional allotment of the securities to be issued pursuant to the rights issue;

27 February 2014 at 5.00 p.m.

(c) the last day and time for acceptance of and payment for the securities to be issued pursuant to the rights issue;

5 March 2014 at 5.00 p.m. (9.30 p.m. for Electronic Applications)

(d) the last day and time for renunciation of and payment by the renouncee for the securities to be issued pursuant to the rights issue;

5 March 2014 at 5.00 p.m.

(e) the terms and conditions of the offer of securities to be issued pursuant to the rights issue;

The allotment and issue of the Rights Shares pursuant to the Rights Issue are governed by the terms and conditions as set out in this Offer Information Statement, in particular **Appendices D to F** to this Offer Information Statement and in the PAL, the ARE and the ARS.

(f) the particulars of any undertaking from the substantial shareholders or substantial equity interest-holders, as the case may be, of the relevant entity to subscribe for their entitlements; and

Please refer to paragraph 7 of Part VI “**The Offer and Listing – Plan of Distribution**” of this Offer Information Statement for details of the terms of the Irrevocable Undertakings.

(g) if the rights issue is or will not be underwritten, the reason for not underwriting the issue.

In view of the Irrevocable Undertakings, the Company has decided to proceed with the Rights Issue on a non-underwritten basis.

ADDITIONAL DISCLOSURE REQUIREMENTS FOR RIGHTS ISSUES UNDER APPENDIX 8.2 OF THE LISTING MANUAL

REVIEW OF WORKING CAPITAL

1. Provide a review of the working capital for the last three (3) financial years and the latest half year, if applicable.

The working capital of the Group for the past three (3) financial years as at 31 March 2011, 31 March 2012 and 31 March 2013 and for the latest half year as at 30 September 2013 are as follows:

	Audited As at 31 March 2011	Audited As at 31 March 2012	Audited As at 31 March 2013	Unaudited As at 30 September 2013
S\$'000				
Total current assets	351,188	382,918	335,868	387,446
Total current liabilities	330,551	336,485	293,526	342,756
Net current assets	20,637	46,433	42,342	44,690

FY2011/12 compared to FY2010/11

Total current assets increased by S\$31.7 million from S\$351.2 million as at the end of FY2010/11 to S\$382.9 million as at the end of FY2011/12. This increase was largely attributable to an increase in debtors of S\$32.5 million, an increase in tax recoverable of S\$1.1 million and an increase in stocks of S\$1.1 million, which was offset by a decrease in deposits and prepayments of S\$3.3 million. The increase in debtors was mainly due to the Vectrix Group Restructuring in FY2011/12 where amounts due from Vectrix International and Vectrix Sp. z.o.o. were recorded as debtors in FY2011/12, whereas they were not previously reflected as such in FY2010/11 when they were accounted for as subsidiaries of the Group.

Total current liabilities increased by S\$6.0 million from S\$330.5 million as at the end of FY2010/11 to S\$336.5 million as at the end of FY2011/12, and was mainly due to an increase in creditors and accrued charges of S\$14.6 million which was offset by a decrease in bank loans and overdrafts of S\$8.6 million.

FY2012/13 compared to FY2011/12

Total current assets decreased by S\$47.0 million from S\$382.9 million as at the end of FY2011/12 to S\$335.9 million as at FY2012/13. The decrease was largely due to a reduction in debtors of S\$28.7 million, a reduction of bank and cash balances of S\$11.6 million and a reduction in stocks of S\$6.6 million. The reduction in debtors was mainly due to lower sales as well as the reclassification of an amount due from the Vectrix Group from "Debtors" to "Investment in Associates" as it was expected to be of a long-term nature. The reduction in stocks was mainly due to lower sales.

Total current liabilities decreased by S\$43.0 million from S\$336.5 million as at the end of FY2011/12 to S\$293.5 million as at the end of FY2012/13. The decrease was mainly due to a reduction in creditors and accrual charges of S\$35.9 million and a reduction in bank loans and overdrafts of S\$7.1 million. The reduction in creditors and accrual charges was mainly due to lower sales.

6M2013 compared to FY2012/13

Total current assets increased by S\$51.5 million from S\$335.9 million as at the end of FY2012/13 to S\$387.4 million as at the end of 6M2013. The increase was mainly due to an increase in debtors of S\$24.5 million, an increase in bank balances and cash of S\$17.8 million, an increase in stocks of S\$8.0 million and an increase in deposits and prepayments of S\$2.1 million, which was offset by a decrease in tax recoverable of S\$0.6 million. The above changes were mainly due to the fact that the last quarter of our financial year is typically a low season for the Group's business.

Total current liabilities increased by S\$49.3 million from S\$293.5 million as at the end of FY2012/13 to S\$342.8 million as at the end of 6M2013. The increase was mainly due to an increase in creditors and accrued charges of S\$36.1 million, an increase in bank loans and overdrafts of S\$12.6 million and an increase in income tax payable of S\$0.6 million. The above changes were mainly due to the fact that the last quarter of our financial year is typically a low season for the Group's business.

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- 2. A statement by the issue manager that, to the best of its knowledge and belief, the document constitutes full and true disclosure of all material facts about the issue, the issuer and its subsidiaries, and that the issue manager is not aware of any facts the omission of which would make any statement in the document misleading; and where the document contains a profit forecast, that it is satisfied that the profit forecast has been stated by the directors after reasonable enquiry.**
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As provided in Appendix 8.2 of the Listing Manual, this requirement is not applicable if an issuer has to comply with the offer information statement requirements in the SFA.

CONSOLIDATED INCOME STATEMENTS OF THE GROUP

CONSOLIDATED INCOME STATEMENTS OF THE GROUP FOR FY2010/11, FY2011/12, FY2012/13, 9M2012 AND 9M2013

	Audited FY2010/11 S\$'000	Audited FY2011/12 S\$'000	Audited FY2012/13 S\$'000	Unaudited 9M2012 S\$'000	Unaudited 9M2013 S\$'000
Revenue	831,670	774,524	721,071	560,303	529,931
Cost of sales	(655,349)	(615,739)	(570,485)	(442,360)	(410,770)
Gross profit	176,321	158,785	150,586	117,943	119,161
Other operating income/(expenses)	2,830	6,950	5,210	15,427	(24,258)
Distribution expenses	(60,637)	(55,807)	(49,912)	(37,832)	(37,484)
Administrative expenses	(85,125)	(81,202)	(83,567)	(62,673)	(60,010)
Finance costs	(8,399)	(8,260)	(8,708)	(6,802)	(5,565)
Profit/(Loss) before share of results of associates	24,990	20,466	13,609	26,063	(8,156)
Share of results of associates	6,136	(1,692)	(12,169)	(6,597)	(3,682)
Profit/(Loss) before income tax	31,126	18,774	1,440	19,466	(11,838)
Income tax	(7,551)	(7,500)	(8,513)	(8,585)	(8,453)
Profit/(Loss) after income tax	23,575	11,274	(7,073)	10,881	(20,291)
Profit/(Loss) attributable to:					
Equity holders of the Company	19,198	6,512	(16,182)	2,999	(25,941)
Non-controlling interests	4,377	4,762	9,109	7,882	5,650
	23,575	11,274	(7,073)	10,881	(20,291)
Earnings/(Loss) per share (cents):					
– Basic ⁽¹⁾	17.49	5.93	(14.73)	2.73	(23.61)
– Diluted ⁽²⁾	17.46	5.93	(14.73)	2.73	(23.61)

Notes:

- (1) Basic EPS calculated based on the weighted average number of 109,781,974 Shares in issue in FY2010/11, 109,871,168 Shares in issue in FY2011/12, 109,871,168 Shares in issue in FY2012/13, 109,871,168 Shares in issue in 9M2012 and 109,871,168 Shares in issue in 9M2013.
- (2) Diluted EPS calculated after taking into account the effect of dilutive potential Shares arising from 193,387 outstanding options which were in-the-money in FY2010/11. There were no outstanding options which were in-the-money in FY2011/12, FY2012/13 and 9M2012. In 9M2013, there were no outstanding options which were in-the-money prior to the expiry of the options on 24 June 2013.

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME OF THE GROUP FOR
FY2010/11, FY2011/12, FY2012/13, 9M2012 AND 9M2013**

	Audited FY2010/11 S\$'000	Audited FY2011/12 S\$'000	Audited FY2012/13 S\$'000	Unaudited 9M2012 S\$'000	Unaudited 9M2013 S\$'000
Profit/(Loss) for the year/period	23,575	11,274	(7,073)	10,881	(20,291)
Other comprehensive income/(loss):					
Translation differences arising from consolidation of foreign operations	(34,970)	2,791	(2,672)	(6,776)	12,760
Translation differences reclassified to profit or loss on disposal of subsidiaries	–	377	–	–	–
Available-for-sale financial assets					
– Fair value gain/(loss) arising during the year/period	892	(278)	(614)	(614)	–
Other comprehensive income/(loss) for the year/period, net of tax	(34,078)	2,890	(3,286)	(7,390)	12,760
Total comprehensive income/(loss) for the year/period	(10,503)	14,164	(10,359)	3,491	(7,531)
Total comprehensive income/(loss) attributable to:					
Equity holders of the Company	(11,062)	8,101	(19,468)	(3,367)	(16,282)
Non-controlling interests	559	6,063	9,109	6,858	8,751
	(10,503)	14,164	(10,359)	3,491	(7,531)

CONSOLIDATED BALANCE SHEETS OF THE GROUP

STATEMENT OF FINANCIAL POSITION FOR THE GROUP

	Audited As at 31 March 2013 S\$'000	Unaudited As at 31 December 2013 S\$'000
Non-current assets		
Investment property	1,123	1,165
Property, plant & equipment	228,543	228,094
Interest in associates	60,410	55,121
Available-for-sales investments	3,664	3,347
Deferred tax assets	4,635	5,036
Intangible assets	80	–
Goodwill on consolidation	16,773	17,066
Deposits and prepayments	445	126
Total non-current assets	315,673	309,955
Current assets		
Stocks	100,175	114,915
Debtors	160,649	132,374
Derivative financial instruments	265	61
Tax recoverable	1,291	692
Deposits and prepayments	9,117	7,875
Bank balances and cash	64,371	124,511
	335,868	380,428
Assets held for sale	–	1,860
Total current assets	335,868	382,288
Current liabilities		
Creditors and accrued charges	131,208	162,725
Derivative financial instruments	10	–
Obligations under finance leases	375	333
Income tax payable	3,029	3,214
Bank loans and overdrafts	158,904	185,010
Total current liabilities	293,526	351,282
Net current assets	42,342	31,006
Non-current liabilities		
Bank loans	31,238	15,366
Obligations under finance leases	423	162
Deferred tax liabilities	4,012	3,892
Total non-current liabilities	35,673	19,420
Net assets	322,342	321,541
Represented by:		
Share capital	231,257	231,257
Reserves	37,633	21,291
Attributable to equity holders of the Company	268,890	252,548
Non-controlling interests	53,452	68,993
	322,342	321,541

RISK FACTORS

To the best of the Directors' knowledge and belief, the risk factors that are material to prospective investors and/or subscribers in making an informed judgment on the Rights Issue are set out below. Prospective investors and/or subscribers should carefully consider and evaluate each of the following considerations and all other information contained in this Offer Information Statement before deciding whether to invest or subscribe for the Rights Shares. The Group may be affected by a number of risks that may relate to the industries and countries in which the Group operates as well as those that may generally arise from, inter alia, economic, business, market and political factors, including the risks set out herein. The risks described below are not intended to be exhaustive.

There may be additional risks not presently known to the Group, or that the Group may currently deem immaterial, which could affect its operations, possibly materially. If any of the following considerations and uncertainties develops into actual events, the business, financial considerations and results of operations of the Company and the Group could be materially and adversely affected. In such cases, the trading price of the Shares could decline and a prospective investor or subscriber may lose all or part of his investment in the Shares and the Rights Shares.

*Prospective investors and/or subscribers should also note that certain of the statements set forth below constitute "forward-looking statements" that involve risks and uncertainties – please see the section **"Cautionary Note on Forward-Looking Statements"** of this Offer Information Statement.*

The Group's business is significantly affected by the price and availability of raw materials and labour

The costs of raw materials such as rare earth, Nickel and Zinc, as well as labour costs, represent a significant portion of the Group's manufacturing costs. Hence, the Group's operating results are significantly impacted by changes in the availability and costs of raw materials and labour. There is no assurance that the Group will be able to pass on the impact of increases in costs of raw materials and labour through price increases.

The costs and availability of raw materials and labour are subject to worldwide economic and political factors and events that the Group can neither control nor predict, including weather or geological disruptions. We have noted a recent trend of increasing prices of raw materials and labour in part due to the appreciation of the Chinese Renminbi, as the majority of the Group's manufacturing operations are located in the PRC. As the costs of raw materials and labour represent a large proportion of our total operating costs, an increase in the price of raw materials and labour costs will have an adverse impact on the Group's operating costs.

We source for commodity-based raw materials required for our manufacturing operations from our global network of suppliers with whom we have established good working relationships. We do not have long-term contractual arrangements with these suppliers and we only keep an average of one (1) month's worth of inventory of raw materials. As such, there is no assurance that the required raw materials will be available to us as and when we require them. Our ability to deliver our products to our customers is therefore dependent on our suppliers being able to provide us with the raw materials in a timely manner and at competitive prices. In the event that we are not able to source for raw materials in a timely manner and at competitive prices through our existing suppliers or source for alternative suppliers, this will have an adverse impact upon our results of operations and financial performance.

We may not be successful in developing and manufacturing new products, or in enhancing our existing products, and our strategic investments in businesses may not be successful

The Group's profitability may depend in part on our ability to enhance our existing products and to develop new, competitively priced products that offer technology, features and appearances that meet the requirements of our customers, as well as our strategic investments in businesses to develop and manufacture new products that complement our existing products, such as our investment in the Vectrix Group, which is engaged in the design, development, manufacture and trading of electric motorcycles. As part of the Group's business, the Group may also from time to time be commissioned by certain customers to commercialise their products, which the Group may work with its subsidiaries and associates to achieve.

However, there can be no assurance that the Group will be successful in developing and manufacturing new products, enhancing our existing products, commercializing any customers' products, or that any strategic investments by the Group will be successful. The Group's profitability may be affected if the Group were to incur delays in developing or commercializing new products or enhancements, if such products or enhancements do not gain market acceptance, or if the strategic investments by the Group lead to impairment losses. In addition, there can be no assurance that products or technologies developed by others will not render the Group's products uncompetitive or obsolete.

In 9M2013, the Group fully provided for an impairment loss of S\$26.3 million in respect of the Group's investment in, and receivables from, the Vectrix Group following ongoing discussions by the management team of the Vectrix Group to wind down its operations due to a lack of capital to continue funding its projects further in view of the significant cost overruns and commercial viability of its projects. Consequently, as the Vectrix Group will no longer be able to fulfil its obligations under its agreements in relation to its projects, including any projects which it is currently working on in collaboration with the Group, the Group is in discussions with certain counterparties for an amicable settlement. However, there is no assurance that the Group will be able to reach an amicable settlement with such counterparties or that such counterparties will not pursue any claims against the Vectrix Group or the Group. To the extent that such settlement payments are substantial, or the Vectrix Group or the Group has to incur significant expenses and effort in defending or contesting such claims brought against the Vectrix Group or the Group, and if the Vectrix Group or the Group fails in its defense of such claims, substantial damages may have to be paid, which may result in a further impact on our business operations and our financial position.

We may not be successful in maintaining our profitability

The Group had net profits of S\$23.6 million and S\$11.3 million in FY2010/11 and FY2011/12 respectively and a net loss of S\$7.1 million in FY2012/13, which was primarily due to an impairment provision of S\$10 million made against our investments in (including receivables from) the Vectrix Group as a consequence of the ongoing losses of the Vectrix Group. While the Group's cost control measures as well as ongoing streamlining of business and asset-holding strategy may have worked in the past, there is no assurance that the Group can maintain our profitability if operating costs continue to rise, the measures undertaken do not result in the desired or planned impact to our financial performance, or such an impact is delayed due to certain circumstances. To the extent that the Group may experience any stagnant or negative growth in the future, our profitability may be adversely affected.

In addition, in accordance with the Group's accounting policies, at the end of each financial year, the Group conducts a review of the carrying amounts of our tangible and intangible assets, including the Group's strategic investments, to determine whether there is any indication that those assets have suffered an impairment loss. If such an indication exists in relation to an asset, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. Such impairment losses, if any, will also affect the Group's profitability. As the Group will continue to rationalize its loss-making factories to improve cost efficiency, impairment losses may be required to be provided in relation to idle or obsolete machines and equipment.

We face competition from other batteries manufacturers

The Group faces intense competition from other batteries manufacturers, particularly from the PRC, and new entrants will continue to emerge as there are no significant entry barriers to the batteries industry. To the extent that the Group's competitors adopt a price reduction policy on a large scale, the Group's business, operations and financial position may be adversely affected.

The Directors believe that although the Group is one of the leading producers of batteries in Asia (excluding Japan), any intensification in competition could dilute the Group's market share and lead to price reductions and increased expenses in marketing and product development. Any of these events may have an adverse effect on the Group's profitability and any investment in the Shares.

The Group is subject to risks associated with joint ventures

The Group may have interests in joint ventures in connection with its business plans. Certain of the Group's joint ventures in the PRC are subject to fixed-term joint venture contracts and there is no certainty that such joint venture contracts can be renewed on the same terms upon their expiry, or at all. Political uncertainties or new governmental regulations such as restrictions on ownership could also result in a decline in the Group's investments in these joint ventures or a loss in the Group's ability to influence the management, directors and decisions made by these entities. Additionally, disagreements may occur between the Group and its joint venture partners regarding the business and operations of these entities which may not be resolved amicably, or in a manner that will be in the Group's best interests. The Group's joint venture partners may also have economic or business interests or goals that are inconsistent with those of the Group, take actions contrary to the Group's instructions, requests, policies or objectives, be unable or unwilling to fulfil their obligations, have financial difficulties or have disputes with the Group as to the scope of their responsibilities and obligations. The occurrence of these events may materially and adversely affect the performance of the joint ventures and in turn could have a material and adverse impact on the Group's business, profitability and any investment in the Shares.

We may be affected by the non-renewal, delay in renewal or revocation of any of the certifications required for our battery products

The Group has received various certifications for our battery products, including United Nations Lithium Battery Transport Tests and Underwriters Laboratories Battery Safety Standards. Some of these certifications are subject to renewal every year in accordance with the standards set by the relevant issuing organisations and authorities. In the event of non-renewal, a delay in renewal or revocation of any of these certifications, the business and profitability of the Group may be adversely affected.

Our business benefits from certain PRC governmental incentives for high-tech enterprises, which could have a material adverse effect on our operating results in the event of any expiry or changes to these incentives

Business enterprises in the PRC are generally subject to the state enterprise income tax calculated at the rate of 25% of their pre-tax profits. As at the Latest Practicable Date, Zhongyin (Ningbo) and Ningbo Fubang, our manufacturing subsidiaries in Ningbo City, Zhejiang Province, PRC, are subject to a 15% corporate income tax rate, which is the tax rate applicable for high-tech enterprises.

There can be no assurance that existing PRC income tax law, its application or its interpretation will remain in effect or will not change. If the tax concessions enjoyed by our PRC subsidiaries cease, the effective income tax rate of our PRC subsidiaries may increase significantly, which could have a material adverse effect on our financial condition and results of operations. Moreover, our historical operating results may not be indicative of our operating results for future periods as a result of the expiration of the tax benefits currently available to us.

We may face claims for defective products and product liability claims if our products are found to be defective

We provide defects warranties for our products to certain of our customers for up to seven (7) years. If our products are found to contain defects, we may be required to compensate our customers or incur additional expenses for any remedial actions to be taken to rectify and make good such defects.

Additionally, we may face product liability claims if our products are found to contain defects thereby causing personal injury, death or damage to users. We may also, from time to time, be required by our customers to contractually indemnify them against claims and losses which they may face or suffer as a result of product liability claims brought against them for products manufactured by us. There is no assurance that we will not face such claims in the future. The Group has insurance coverage to cover product liability claims made against the Group, but it cannot be guaranteed that every claim made against the Group will be covered fully or at all. The Group may therefore be liable to pay for the damages that arise from any loss and injury due to defective products which are not covered by the Group's insurance, and this may have adverse effects on the Group's financial condition, reputation and operation.

We are subject to the environmental protection laws, rules and regulations of the countries where we have manufacturing facilities

The Group is required to comply with the environmental protection laws, rules and regulations promulgated by the national and local governments in the countries where we have manufacturing facilities relating to, *inter alia*, air protection, waste management and water protection. If stricter rules on environmental protection are imposed by the relevant authorities which result in us having to incur a higher manufacturing cost to comply with such stricter rules, our business and financial performance may be adversely affected.

In July 2004, following the Group's in-house industrial hygiene and safety exercise, some employees at two (2) of the Group's subsidiaries in Huizhou, PRC, were tested to have cadmium levels in their urine which exceeded the relevant occupational standards stipulated by the PRC authorities (the "**Huizhou Cadmium Incident**"). The Group assumed full responsibility for the matter and took steps to address the issue. These include providing affected workers with medical care, covering all related medical expenses and initiating a number of improvements to factory operations with regard to environment, health and safety. The Group also established the GP Batteries Industrial Safety Trust Fund in 2005, which aims to provide financial assistance to any employees in Hong Kong and the PRC who suffer from cadmium over-exposure or other occupational diseases related to battery production. Funds will be granted to affected workers to cover any medical and other related expenses not required by law. Financial assistance will also be provided for humanitarian purposes to affected workers and/or their family members. All the affected workers have entered into settlement agreements with the Group and the Group has successfully defended all related litigation proceedings to-date. However, there is no certainty that further litigation proceedings in relation to the Huizhou Cadmium Incident may not be initiated against the Group.

Fluctuations in currency exchange rates may have an adverse impact on our results of operations

Due to the geographic diversity of our business, we receive revenue mainly in United States dollars, Euros and the Chinese Renminbi, while we incur manufacturing expenses mainly in the Chinese Renminbi. We also have significant borrowings in Singapore dollars. Although the Group currently does not have a formal hedging policy, the Group may enter into forward foreign exchange contracts, as and when necessary, to hedge against our foreign exchange exposure. However, there is no assurance that such forward foreign exchange contracts, if and when entered into, will adequately hedge against all foreign currency fluctuations. Consequently, we are exposed to volatility in the currencies that we deal in. Significant volatility, particularly between the United States dollar and our other operating currencies, may have an adverse impact on our results of operations and profitability.

Our consolidated financial statements are presented in Singapore dollars while our assets and liabilities are denominated in a variety of currencies, in particular the Hong Kong dollar and the Chinese Renminbi. As a result, volatility between the Hong Kong dollar, the Chinese Renminbi and the Singapore dollar can cause translation fluctuations in our results of operations.

Significant increases in interest rates may adversely impact our results of operations

We are subject to the effects of interest rate fluctuations on our credit facility agreements, which are on a floating-rate basis. We have not entered into any interest rate swaps to hedge against interest rate fluctuations and as such, we are exposed to significant increases in interest rates. Any such significant increases in interest rates will increase our obligations under such credit facility agreements and may adversely impact our results of operations. Furthermore, we may increase our exposure to interest rate fluctuations through new financing arrangements.

Interest rates are affected by a variety of factors, including movements in financial markets and global economic growth. For instance, in the United States of America, there is ongoing uncertainty over the time frame of when the United States Federal Reserve will continue to trim and/or terminate Quantitative Easing round 3. This uncertainty could lead to market speculation over the United States Federal Reserve policy moves, which could trigger a rise in longer term treasury yields in the United States of America. This may in turn adversely affect financial markets and economic growth globally, including interest rates, which may adversely impact our results of operations.

We are dependent on our key management and operations personnel

Our success to-date has been largely due to the contributions of our senior management team comprising our executive Directors and our executive officers. In particular, our Chairman, Chief Executive and executive Director, Mr Andrew Ng Sung On, and our executive Directors, Mr Richard Ku Yuk Hing, Mr Henry Leung Kwong Hang, Mr Hui Wing Sun and Mr Brian Wong Tze Hang, have been instrumental in the growth and expansion of the Group, and are responsible for formulating and implementing our business growth, corporate development and overall business strategies. Our executive Directors are well supported by an able team of executive officers in the day-to-day operations of the Group.

We are also dependent on our operations personnel who are responsible for various functions of the Group, including manufacturing, sales and marketing, human resource, finance, information technology as well as research and development.

Failure to retain the services of members of our senior management team without timely and suitable replacements and an inability to attract and retain qualified and experienced operations personnel could have an unfavourable impact on our results of operations, financial performance and condition.

Our operations are affected by social, economic, political, regulatory and other conditions in the countries/territories in which we operate and/or where our customers and suppliers are located

As at the Latest Practicable Date, our manufacturing facilities are located in the PRC, Taiwan and Malaysia, while our customers are spread across a wide geographical region covering the Americas, Europe and the Asia-Pacific region. We intend to continue to expand our business to these and other countries and regions at the appropriate times. Our business and future growth therefore depends on the political, economic, regulatory, social and other conditions in such countries and regions. Factors such as economic recession, inflation, changes in government or regulatory policies, changes in accounting and taxation policies, changes in labour conditions, implementation of import and export controls and changes in policies on foreign investments that have a negative impact on our business could materially and adversely affect our operations, financial performance and future growth.

PRC foreign exchange control may limit our ability to utilise our revenue effectively and affect our ability to receive dividends and other payments from our PRC subsidiaries

Our PRC subsidiaries are subject to the PRC rules and regulations on currency conversion. In the PRC, the State Administration for Foreign Exchange (“SAFE”) regulates the conversion of Chinese Renminbi into foreign currencies. Currently, foreign investment enterprises (“FIEs”) are required to apply to SAFE for “Foreign Exchange Registration Certificates for FIEs”. With such registration certifications (which need to be inspected annually), FIEs are allowed to open foreign currency accounts, including the “basic account” and “capital account”. Currently, conversion within the scope of the “basic account” (e.g. remittance of foreign currencies for payment of dividends, etc.) can be effected without requiring the approval of SAFE. However, there is no assurance that these foreign exchange policies regarding payment of dividends in foreign currencies will remain unchanged in the future. Moreover, conversion of currency in the “capital account” (e.g. for capital items such as direct investments, loans, securities, etc.) still requires the approval of SAFE and such approval may not be granted as of right. In the event that our PRC subsidiaries are unable to obtain the necessary approvals for the conversion of currency in the “capital account”, they will not be able to proceed with such conversion and correspondingly, fund the relevant capital items.

We may face risks arising from our indebtedness

The Group, which had total assets of approximately S\$692.2 million as at 31 December 2013, had aggregate borrowings of approximately S\$200.9 million as at such date, including approximately S\$185.3 million which is repayable in one year or less. While we have unutilised facilities and funds available for use, there can be no assurance that we will be able to refinance our borrowings as they become due on commercially reasonable terms, or at all. We may be required to meet our funding needs by procuring financing on terms which restrict us in certain ways, including limiting our ability to pay dividends or requiring us to procure consents before we can pay dividends to Shareholders. Additionally, the Group’s level of indebtedness means that a material portion of our expected cash flow may be required to be dedicated to the payment of interest on our indebtedness, thereby reducing the funds available to us for use in our general business operations. The Group’s level of indebtedness may also restrict our ability to obtain additional financing for capital expenditure, acquisitions or general corporate purposes, and may cause us to be particularly vulnerable in the event of a general economic downturn.

A failure to comply with covenants contained in our credit facility agreements, such as bank loans, could have a negative impact on us

Certain of our financing arrangements contain covenants that require us to, *inter alia*, maintain certain minimum financial thresholds (including minimum levels of consolidated net worth) and/or ratios (including minimum ratios of our net borrowings to our consolidated net worth). Such financial thresholds and/or ratios are required to be tested by reference to the data and information in our audited and unaudited consolidated financial statements. In this regard, we are required to confirm compliance with the foregoing following the testing of such financial thresholds and/or ratios within the required timeframe. Our future financing arrangements may contain similar or additional covenants.

In the event that we are unable to maintain the financial thresholds and/or ratios that are contained in these financing arrangements or our financial condition otherwise fails the tests at the times stipulated therein or we otherwise breach any covenants of any existing or future financing arrangements and this results in a default under the relevant financing arrangement, such financing arrangement may be terminated, and such default may trigger cross-defaults under our other financing agreements, which may adversely affect our business and financial condition. Additionally, our ability to meet our payment obligations and to fund planned capital expenditures will depend on the success of our business strategy and our ability to generate sufficient revenue to satisfy our obligations, which are subject to many uncertainties and contingencies beyond our control.

We may not be fully protected in respect of the Group's intellectual property rights which may be subject to infringement by third parties

The Group's intellectual property rights for our product design and production methodology are important to our success. Should we fail or be unable to assert our rights to such intellectual properties, there might be an adverse impact on our marketing plan and business.

The Group has registered and has made applications for the trademarks and patents on various product designs and production methodologies. There is no guarantee that applications for such registration will eventually be granted by the respective authorities, or that the Group will be able to comply fully with the applicable conditions or successfully seek every clearance under the relevant laws of all possible jurisdictions for the protection and enforceability of its intellectual property rights. Such enforcement is made even more difficult by the global nature of the Group's business.

It may be possible for third parties to copy or otherwise obtain and use the Group's intellectual property rights without authorisation. In addition, there are countries where the protection of trademarks and other intellectual property rights may not be effective or may be limited. There can be no assurance that any steps taken by the Group will successfully prevent misappropriation or infringement of our intellectual property rights.

We may face claims for infringement of third party intellectual property rights

We may, from time to time, use product designs, technologies or processes developed by third parties. Our use of such product designs, technologies or processes may inadvertently infringe the intellectual property rights of third parties. In addition, we may, from time to time, be required by our customers to contractually indemnify them against claims and losses which they may face or suffer as a result of our infringement of third parties' intellectual property rights.

In the event that claims are brought against us for the infringement of third party intellectual property rights, we may need to acquire licences to, or contest the validity of, issued or pending patents or claims of third parties. There can be no assurance that any licence acquired under such patents will be made available to us on acceptable terms, if at all, or that we will prevail in any such contest. In addition, we may have to incur significant expenses and effort in defending ourselves or contesting suits brought against us and if we fail in our defense of such claims, we may have to pay substantial damages which will result in an adverse impact on our business operations and financial position. Such infringement claims may also result in negative publicity for the Group and cause damage to our business reputation.

We may be adversely affected by outbreaks of virulent or contagious diseases

Any occurrence of the outbreak of severe acute respiratory syndrome, avian flu or any other virulent or contagious diseases may affect the sales of our products and services which are directly or indirectly dependent on consumer purchases.

In the event of an outbreak of severe acute respiratory syndrome, avian flu or any other virulent or contagious diseases in any of our premises or manufacturing facilities, our management and employees may be quarantined and we may be required by the relevant health authorities to suspend our operations until further notification. Similarly, a disruption in the locations where our customers and suppliers are, or disruptions to their business and operations through quarantines imposed on their management and employees and suspension of their operations, may have an adverse impact on our business and financial performance.

Risks associated with the Rights Issue, the Rights Shares and the Shares

Singapore law contains provisions that could discourage a take-over of the Company

The Code contains certain provisions that may delay, deter or prevent a future take-over or change in control of the Company. Any person acquiring an interest, either on his own or together with parties acting in concert with him, in 30.0% or more of the voting rights in the Company may be required to extend a take-over offer for the remaining Shares in the Company. A take-over offer is also required to be made if a person holding between 30.0% and 50.0% (both inclusive) of the voting rights in the Company (either on his own or together with parties acting in concert with him) acquires more than 1.0% of the voting rights in the Company in any six-month period. These provisions may discourage or prevent certain types of transactions involving an actual or threatened change of control of the Company. Shareholders may therefore be disadvantaged as a transaction of that kind might have allowed the sale of Shares at a price above the prevailing market price.

As at the Latest Practicable Date, GPIL holds 54,616,096 Shares, representing approximately 49.71% of the shareholdings in the Company. Consequently, by acquiring less than 1.0% of the shareholdings in the Company, GPIL will be able to hold more than 50% of the shareholdings in the Company and not be required to extend a take-over offer for the remaining Shares in the Company. Therefore, in the event that the Undertaking Shareholders respectively subscribe for, and/or procure the subscriptions of, their respective pro-rata entitlements of the Rights Shares pursuant to their respective Irrevocable Undertakings and none of the other Entitled Shareholders (other than the Undertaking Shareholders) subscribe for their respective entitled Rights Shares and/or apply for excess Rights Shares, and assuming GPIL makes excess application(s) for and/or procures that excess application(s) be made for any Rights Shares not subscribed for at the Closing Date and after satisfaction of all application(s) and excess application(s) (if any) for the Rights Shares, GPIL's shareholdings in the Company will increase from 49.71% to 66.10%. As GPIL already holds approximately 49.71% of the shareholdings in the Company, GPIL will not be required to extend a take-over offer for the remaining Shares in the Company. By virtue of its shareholding, GPIL may have the ability to exercise control over the Company and its affairs and

businesses, including the election of directors, the timing and payment of dividends, the adoption of amendments to its Articles of Association, the approval of a merger or sale of substantially all of its assets and the approval of most other actions requiring the approval of Shareholders. Control of a substantial portion of our Shares by GPIL could delay, defer or prevent a future take-over or a change in control of the Company and could make some transactions more difficult or impossible to complete without the support of GPIL. The interests of GPIL may differ or conflict with the interests of other Shareholders.

The trading price of the Shares may fluctuate

The price of the Shares, including the Rights Shares, may increase or decrease in response to a number of events and factors, including:

- quarterly variations in the Group's operating results;
- coverage initiation and changes in financial estimates and recommendations by securities analysts;
- the operating and stock price performance of other companies in a similar industry;
- developments affecting the Group, its customers or competitors;
- changes in government regulations;
- changes in general economic conditions;
- changes in accounting policies; and
- other events or factors described in this Offer Information Statement.

This volatility may adversely affect the price of the Shares, including the Rights Shares, regardless of the Group's operating performance.

A fall in the price of the Shares could have a material adverse impact on the value of the "nil-paid" Rights and Rights Shares. The Company cannot assure investors that they will be able to sell the Rights Shares at a price equal to or greater than the Issue Price. Accordingly, holders of the Shares who are existing Shareholders or have acquired "nil-paid" Rights in the secondary market and/or subscribed to the Rights Shares, whether existing Shareholders or not, may suffer a loss.

Shareholders who do not or are not able to accept their provisional allotments of Rights Shares will experience a dilution in their interest in the Group

If Shareholders do not or are not able to accept their provisional allotments of Rights Shares, their proportionate interest in the Company will be reduced. They may also experience a dilution in the value of their Shares. Even if a Shareholder sells his "nil-paid" Rights, or such "nil-paid" Rights are sold on his behalf, the consideration he receives may not be sufficient to compensate him fully for the dilution of his interest in the Company as a result of the Rights Issue.

An active trading market may not develop for the “nil-paid” Rights and, if a market does develop, the “nil-paid” Rights may be subject to greater price volatility than the Shares

A trading period for the “nil-paid” Rights has been set from 19 February 2014 at 9.00 a.m. to 27 February 2014 at 5.00 p.m. There is no assurance that an active trading market for the “nil-paid” Rights on the Mainboard of the SGX-ST will develop during the “nil-paid” Rights trading period or that any over-the-counter trading market in the “nil-paid” Rights will develop. Even if an active market develops, the trading price of the “nil-paid” Rights, which depends on the trading price of the Shares, may be volatile. As the Manager may arrange for the sales of the “nil-paid” Rights of the Foreign Shareholders, the sales may give pressure to the trading price of the “nil-paid” Rights. In addition, the market price of the “nil-paid” Rights may not reflect their actual value.

The liquidity of the Shares may not change or improve

Active and liquid trading for securities generally result in lower volatilities in price and more efficient execution of buy and sell orders for investors. Generally, the liquidity of the market for a particular share is dependent on, amongst others, the size of the free float, the price of each board lot, institutional interest, the business prospects of the Group as well as the prevailing market sentiment. There is no assurance that the liquidity of the Shares or the volume of the Shares as traded on the Mainboard of the SGX-ST may change or improve after the Rights Issue.

PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

1. INTRODUCTION

- 1.1 Entitled Depositors are entitled to receive this Offer Information Statement and the ARE which forms part of this Offer Information Statement. For the purposes of this Offer Information Statement, any reference to an application by way of an Electronic Application without reference to such an Electronic Application being made through an ATM of a Participating Bank shall, where the Entitled Depositor is a Depository Agent, be taken to include an application made via the SGX-SSH Service.
- 1.2 The provisional allotments of Rights Shares are governed by the terms and conditions of this Offer Information Statement, the enclosed ARE and (if applicable) the Memorandum and Articles of Association of the Company. The number of Rights Shares provisionally allotted to each Entitled Depositor is indicated in the ARE (fractional entitlements, if any, having been disregarded). The Securities Accounts of Entitled Depositors have been credited by CDP with the provisional allotments of Rights Shares as indicated in the ARE. Entitled Depositors may accept their provisional allotments of Rights Shares in whole or in part and are eligible to apply for additional Rights Shares in excess of their entitlements under the Rights Issue. Full instructions for the acceptance of and payment for the provisional allotments of Rights Shares (including the application and payment for excess Rights Shares) are set out in this Offer Information Statement as well as the ARE.
- 1.3 If an Entitled Depositor wishes to accept his provisional allotment of Rights Shares specified in the ARE, in full or in part, and (if applicable) apply for excess Rights Shares in addition to the Rights Shares which have been provisionally allotted to him, he may do so by completing the relevant portions of the ARE or by way of an Electronic Application. An Entitled Depositor should ensure that the ARE is accurately completed and signed, failing which the acceptance of the provisional allotment of Rights Shares and (if applicable) application for excess Rights Shares may be rejected.

For and on behalf of the Company, CDP reserves the right to refuse to accept any acceptance(s) and (if applicable) excess application(s) if the ARE is not accurately completed and signed, or if the "Free Balance" of the relevant Securities Account is not credited with, or is credited with less than, the relevant number of Rights Shares accepted as at the Closing Date, or for any other reason(s) whatsoever the acceptance and (if applicable) the excess application is in breach of the terms of the ARE or the Offer Information Statement, at CDP's absolute discretion, and to return or refund all monies received to the person(s) entitled thereto BY CREDITING HIS/THEIR BANK ACCOUNT(S) WITH THE RELEVANT PARTICIPATING BANK (if he/they accept and (if applicable) apply by way of Electronic Application) OR BY MEANS OF A CROSSED CHEQUE SENT TO HIS/THEIR MAILING ADDRESSES AS MAINTAINED IN THE RECORDS OF CDP BY ORDINARY POST (if he/they accept and (if applicable) apply through CDP), as the case may be, in each case AT HIS/THEIR OWN RISK without interest or any share of revenue or other benefit arising therefrom.

An Entitled Depositor may accept his provisional allotment of Rights Shares specified in his ARE and (if applicable) apply for excess Rights Shares either through CDP or by way of Electronic Application as described below. Where an Entitled Depositor is a Depository Agent, it may make its acceptance via the SGX-SSH Service.

With regard to any acceptance, application and/or payment which does not conform strictly to the instructions set out under this Offer Information Statement, the ARE, the ARS, the PAL and/or any other application form for the Rights Shares and/or excess Rights Shares in relation to the Rights Issue, or where the “Free Balance” of the Entitled Depositor’s Securities Account is not credited with, or is credited with less than, the relevant number of Rights Shares subscribed for as at the Closing Date, or which does not comply with the instructions for Electronic Application or with the terms and conditions of this Offer Information Statement, or in the case of an acceptance and/or application by the ARE, the ARS, the PAL and/or any other application form for the Rights Shares and/or excess Rights Shares in relation to the Rights Issue which is illegible, incomplete, incorrectly completed or which is accompanied by an improperly or insufficiently drawn remittance, the Company and/or CDP may, at their/its absolute discretion, reject or treat as invalid any such acceptance, application, payment and/or other process of remittance at any time after receipt in such manner as they/it may deem fit.

The Company and/or CDP shall be entitled to process each application submitted for the acceptance of the provisional allotment of Rights Shares and, where applicable, each application for excess Rights Shares in relation to the Rights Issue and the payment received in relation thereto, pursuant to such application, by an Entitled Depositor, on its own, without regard to any other application and payment that may be submitted by the same Entitled Depositor. For the avoidance of doubt, insufficient payment for an application may render the application invalid and evidence of payment (or overpayment) in other applications shall not constitute, or be construed as, an affirmation of such invalid application and (if applicable) application for excess Rights Shares.

- 1.4 CPFIS Members can only use, subject to applicable CPF rules and regulations, their CPF Funds for the payment of the Issue Price to accept their provisional allotments of Rights Shares and (if applicable) apply for excess Rights Shares. Such CPFIS Members who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for excess Rights Shares using their CPF Funds will need to instruct their respective approved CPF agent banks with whom they hold their CPF Investment Accounts, to accept the provisional allotments of Rights Shares and (if applicable) apply for excess Rights Shares on their behalf in accordance with the terms and conditions of this Offer Information Statement. In the case of insufficient CPF Funds or stock limit, CPFIS Members could top-up cash into their CPF Investment Accounts before instructing their respective approved CPF agent banks to accept the Rights Shares and (if applicable) apply for excess Rights Shares. Any acceptance and (if applicable) application made directly through CDP, Electronic Applications, the Share Registrar and/or the Company will be rejected. CPF Funds cannot, however, be used for the purchase of provisional allotments of Rights Shares directly from the market.**

SRS investors who have subscribed for or purchased Shares using their SRS accounts and who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for excess Rights Shares can only do so, subject to applicable SRS rules and regulations, using monies standing to the credit of their respective SRS accounts. Such investors who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for excess Rights Shares using SRS monies, must instruct the relevant approved banks in which they hold their SRS accounts to accept their provisional allotments of Rights Shares and (if applicable) apply for excess Rights Shares on their behalf in accordance with the terms and conditions of this Offer Information Statement. Such investors who have insufficient funds in their SRS accounts may, subject to the SRS contribution cap, deposit cash into their SRS accounts with their respective approved banks before instructing their respective approved banks to accept their provisional allotments of Rights Shares and (if applicable) apply for excess Rights Shares on their behalf. SRS investors are advised

to provide their respective approved banks in which they hold their SRS accounts with the appropriate instructions no later than the deadlines set by their respective approved banks in order for their respective approved banks to make the relevant acceptance and (if applicable) application on their behalf in accordance with the terms and conditions of this Offer Information Statement by the Closing Date. Any acceptance and (if applicable) application made directly through CDP, Electronic Applications, the Share Registrar and/or the Company will be rejected. For the avoidance of doubt, SRS monies may not, however, be used for the purchase of the provisional allotments of Rights Shares directly from the market.

- 1.5 Unless expressly provided to the contrary in this Offer Information Statement, the ARE and/or the ARS with respect to enforcement against Entitled Depositors or their renounees, a person who is not a party to any contracts made pursuant to this Offer Information Statement, the ARE and/or the ARS has no rights under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore, to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties thereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

2. MODE OF ACCEPTANCE AND APPLICATION

2.1 Acceptance/Application through CDP

To accept the provisional allotment of Rights Shares and (if applicable) apply for excess Rights Shares through CDP, unless otherwise agreed with the Company, the duly completed and signed ARE must be accompanied by **A SINGLE REMITTANCE** for payment in full for the relevant number of Rights Shares accepted and (if applicable) excess Rights Shares applied for and submitted by hand to **GP BATTERIES INTERNATIONAL LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, 4 SHENTON WAY, #02-01, SGX CENTRE 2, SINGAPORE 068807** or by post in the self-addressed envelope provided, at the sender's own risk, to **GP BATTERIES INTERNATIONAL LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147**, so as to arrive not later than **5.00 p.m. on 5 March 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

The payment must be made in Singapore dollars in the form of a Banker's Draft or Cashier's Order drawn on a bank in Singapore and made payable to **"CDP – GP BATTERIES RIGHTS ISSUE ACCOUNT"** for the Rights Shares and crossed **"NOT NEGOTIABLE, A/C PAYEE ONLY"** with the name and Securities Account number of the Entitled Depositor clearly written in block letters on the reverse side.

NO COMBINED BANKER'S DRAFT OR CASHIER'S ORDER FOR DIFFERENT SECURITIES ACCOUNTS OR OTHER FORM OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.

For SRS investors, investors who hold Shares through finance companies or Depository Agents and CPFIS Members, acceptances of the Rights Shares and (if applicable) applications for excess Rights Shares must be done through the relevant approved banks in which they hold their SRS accounts, their respective finance companies or Depository Agents and their CPF agent banks, respectively. Such investors are advised to provide their respective approved banks in which they hold their SRS accounts, finance companies or Depository Agents, or CPF agent banks, as the case may be, with the appropriate instructions no later than the deadlines set by

them in order for such intermediaries to make the relevant acceptance and (if applicable) application on their behalf by the Closing Date. Any acceptance and/or application made directly through CDP, Electronic Applications, the Share Registrar and/or the Company will be rejected.

Where an Entitled Depositor is a Depository Agent, it may make its acceptance via the SGX-SSH Service.

2.2 Acceptance through the SGX-SSH Service (for Depository Agents only)

Depository Agents may accept Rights Shares and apply for excess Rights Shares through the SGX-SSH Service provided by CDP as listed in Schedule 3 of the “Terms and Conditions for User Services for Depository Agents”. CDP has been authorised by the Company to receive acceptances on its behalf. Such acceptances will be deemed irrevocable and subject to each of the terms and conditions contained in the ARE and the Offer Information Statement as if the ARE had been completed and delivered to CDP.

2.3 Insufficient Payment

If no remittance is attached or the remittance attached is less than the full amount payable for the provisional allotment of Rights Shares accepted by the Entitled Depositor and (if applicable) the excess Rights Shares applied for by the Entitled Depositor, the attention of the Entitled Depositor is drawn to paragraphs 1.3 and 4.2 of this **Appendix D**, which set out the circumstances and manner in which the Company and CDP shall be authorised and entitled to determine and appropriate all amounts received by CDP on the Company’s behalf whether under the ARE, the ARS or any other application form for Rights Shares and/or excess Rights Shares in relation to the Rights Issue.

2.4 Acceptance/Application by way of Electronic Application through an ATM of a Participating Bank

Instructions for Electronic Applications through an ATM of a Participating Bank to accept the Rights Shares provisionally allotted and (if applicable) to apply for excess Rights Shares will appear on the ATM screens of the respective Participating Banks. Please refer to **Appendix E** to this Offer Information Statement for the additional terms and conditions for an Electronic Application through an ATM of a Participating Bank.

If an Entitled Depositor makes an Electronic Application through an ATM of a Participating Bank, he would have irrevocably authorised the Participating Bank to deduct the full amount payable from his bank account with such Participating Bank in respect of such application. In the case of an Entitled Depositor who has accepted his Rights Shares provisionally allotted to him by way of the ARE and/or the ARS and (if applicable) has applied for excess Rights Shares by way of the ARE and also by way of an Electronic Application through an ATM of a Participating Bank, the Company and/or CDP shall be authorised and entitled to accept his instructions in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit.

2.5 Acceptance of Part of Provisional Allotments of Rights Shares and Trading of Provisional Allotments of Rights Shares

An Entitled Depositor may choose to accept his provisional allotment of Rights Shares specified in the ARE in full or in part. If an Entitled Depositor wishes to accept part of his provisional allotment of Rights Shares and trade the balance of his provisional allotment of Rights Shares on the Mainboard of the SGX-ST, he should:

- (a) complete and sign the ARE for the number of Rights Shares provisionally allotted which he wishes to accept and submit the duly completed and signed ARE together with payment in the prescribed manner as described in paragraph 2.1 of this **Appendix D** to CDP; or
- (b) subscribe for that part of his provisional allotment of Rights Shares by way of Electronic Application(s) in the prescribed manner as described in paragraph 2.4 of this **Appendix D**.

The balance of his provisional allotment of Rights Shares may be sold as soon as dealings therein commence on the SGX-ST.

Entitled Depositors who wish to trade all or part of their provisional allotments of Rights Shares on the Mainboard of the SGX-ST during the “nil-paid” Rights trading period from 19 February 2014 at 9.00 a.m. to 27 February 2014 at 5.00 p.m. should note that the provisional allotments of Rights Shares will be tradeable in board lots, each board lot comprising provisional allotments of 500 Rights Shares or 1,000 Rights Shares, as the case may be, or any other board lot size which the SGX-ST may require. Entitled Depositors who wish to trade in lot sizes other than those mentioned above may do so on the SGX-ST’s Unit Share Market during the “nil-paid” Rights trading period. Such Entitled Depositors may start trading in their provisional allotments of Rights Shares as soon as dealings therein commence on the SGX-ST.

2.6 Purchasers of Provisional Allotments of Rights Shares

The ARE need not be forwarded to the Purchasers as arrangements will be made by CDP for separate ARSs to be issued to the Purchasers. Purchasers should note that CDP will, on behalf of the Company, send the ARSs, accompanied by this Offer Information Statement, **by ordinary post and at the Purchasers’ own risk**, to their respective Singapore addresses as maintained in the records of CDP. Purchasers should ensure that their ARSs are accurately completed and signed, failing which the acceptance of the provisional allotments of Rights Shares may be rejected. Purchasers who do not receive the ARSs accompanied by this Offer Information Statement may obtain the same from CDP or the Share Registrar for the period up to the close of the Rights Issue at **5.00 p.m. on 5 March 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

Foreign Purchasers are advised that their participation in the Rights Issue may be restricted or prohibited by the laws of the jurisdiction in which they are located or resident.

This Offer Information Statement and its accompanying documents will not be despatched to Foreign Purchasers. Subject to compliance with applicable laws, Foreign Purchasers who wish to accept the provisional allotments of Rights Shares credited to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore.

Purchasers should inform their finance companies or Depository Agents if their purchases of such provisional allotments are settled through these intermediaries. In such instances, if the Purchasers wish to accept the Rights Shares represented by the provisional allotments purchased, they are advised to provide their respective finance companies or Depository Agents, as the case may be, with the appropriate instructions no later than the deadlines set by them, in order for such intermediaries to accept the Rights Shares on their behalf.

2.7 Renunciation of Provisional Allotments of Rights Shares

Entitled Depositors who wish to renounce in full or in part their provisional allotments of Rights Shares in favour of a third party should complete the relevant transfer forms with CDP (including any accompanying documents as may be required by CDP) for the number of provisional allotments of Rights Shares which they wish to renounce. Such renunciation shall be made in accordance with CDP's "Terms and Conditions for Operation of Securities Accounts with The Central Depository (Pte) Limited", as the same may be amended from time to time, copies of which are available from CDP. As CDP requires at least three (3) Market Days to effect such renunciation, Entitled Depositors who wish to renounce are advised to do so early to allow sufficient time for CDP to send the ARS and other accompanying documents, for and on behalf of the Company, to the renounee **by ordinary post and at his own risk**, to his Singapore address maintained in the records of CDP and for the renounee to accept his provisional allotments of Rights Shares. The last time and date for acceptance of the provisional allotments of Rights Shares and payment for the Rights Shares by the renounee is 5.00 p.m. on 5 March 2014 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) (if acceptance is made through CDP) or 9.30 p.m. on 5 March 2014 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) (if acceptance is made by way of Electronic Application).

3. ILLUSTRATIVE EXAMPLES

As an illustration, if an Entitled Depositor has 1,000 Shares standing to the credit of his Securities Account as at the Books Closure Date, the Entitled Depositor will be provisionally allotted 500 Rights Shares as set out in his ARE. The Entitled Depositor's alternative courses of action, and the necessary procedures to be taken under each course of action, are summarised below:

Alternatives

Procedures to be taken

- (a) Accept his entire provisional allotment of Rights Shares and (if applicable) apply for excess Rights Shares

- (i) Accept his entire provisional allotment of 500 Rights Shares and (if applicable) apply for excess Rights Shares by way of an Electronic Application as described herein not later than **9.30 p.m. on 5 March 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or

Alternatives

Procedures to be taken

- (ii) Complete and sign the ARE in accordance with the instructions contained therein for the full provisional allotment of 500 Rights Shares and (if applicable) the number of excess Rights Shares applied for, and forward the ARE together with a single remittance for S\$243.00 (or, if applicable, such higher amount in respect of the total number of Rights Shares accepted and excess Rights Shares applied for) by way of a Banker's Draft or Cashier's Order drawn in Singapore currency on a bank in Singapore and made payable to **"CDP – GP BATTERIES RIGHTS ISSUE ACCOUNT"** for the Rights Shares and crossed **"NOT NEGOTIABLE, A/C PAYEE ONLY"** for the full amount due on acceptance and (if applicable) application, by hand to **GP BATTERIES INTERNATIONAL LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, 4 SHENTON WAY, #02-01, SGX CENTRE 2, SINGAPORE 068807** or by post, at his own risk, in the self-addressed envelope provided to **GP BATTERIES INTERNATIONAL LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147**, so as to arrive not later than **5.00 p.m. on 5 March 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) and with the name and Securities Account number of the Entitled Depositor written in block letters on the reverse side.

NO COMBINED BANKER'S DRAFT OR CASHIER'S ORDER FOR DIFFERENT SECURITIES ACCOUNTS OR OTHER FORM OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.

- (b) Accept a portion of his provisional allotment of Rights Shares, for example his entitlement to 250 provisionally allotted Rights Shares, and reject the balance
- (i) Accept the provisional allotment of 250 Rights Shares by way of an Electronic Application as described herein not later than **9.30 p.m. on 5 March 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or

Alternatives

Procedures to be taken

- (ii) Complete and sign the ARE in accordance with the instructions contained therein for the provisional allotment of 250 Rights Shares, and forward the ARE together with a single remittance for S\$121.50 in the prescribed manner described in alternative (a)(ii) above to CDP, so as to arrive not later than **5.00 p.m. on 5 March 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

The balance of the provisional allotment of 250 Rights Shares which is not accepted by the Entitled Depositor will automatically lapse and cease to be available for acceptance by that Entitled Depositor if an acceptance is not made through an ATM of a Participating Bank by **9.30 p.m. on 5 March 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) or if an acceptance is not made through CDP by **5.00 p.m. on 5 March 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

- (c) Accept a portion of his provisional allotment of Rights Shares, for example his entitlement to 250 provisionally allotted Rights Shares, and trade the balance on the Mainboard of the SGX-ST
 - (i) Accept the provisional allotment of 250 Rights Shares by way of an Electronic Application as described herein not later than **9.30 p.m. on 5 March 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or
 - (ii) Complete and sign the ARE in accordance with the instructions contained therein for the provisional allotment of 250 Rights Shares, and forward the ARE together with a single remittance for S\$121.50 in the prescribed manner described in alternative (a)(ii) above to CDP, so as to arrive not later than **5.00 p.m. on 5 March 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

Alternatives

Procedures to be taken

The balance of the provisional allotment of 250 Rights Shares may be traded on the Mainboard of the SGX-ST during the “nil-paid” Rights trading period. **Entitled Depositors who wish to trade all or part of their provisional allotments of Rights Shares on the Mainboard of the SGX-ST during the “nil-paid” Rights trading period should note that the provisional allotments of Rights Shares will be tradeable in board lots, each board lot comprising provisional allotments of 500 Rights Shares or 1,000 Rights Shares, as the case may be, or any other board lot size which the SGX-ST may require. Entitled Depositors who wish to trade in lot sizes other than those mentioned above may do so on the SGX-ST’s Unit Share Market during the “nil-paid” Rights trading period.** Such Entitled Depositors may start trading in their provisional allotments of Rights Shares as soon as dealings therein commence on the SGX-ST.

4. TIMING AND OTHER IMPORTANT INFORMATION

4.1 Timing

THE LAST TIME AND DATE FOR ACCEPTANCES OF AND (IF APPLICABLE) EXCESS APPLICATIONS AND PAYMENT FOR THE RIGHTS SHARES IS:

- (a) 5.00 P.M. ON 5 MARCH 2014 IF ACCEPTANCE OF AND (IF APPLICABLE) EXCESS APPLICATION AND PAYMENT FOR THE RIGHTS SHARES IS MADE THROUGH CDP (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY); OR**
- (b) 9.30 P.M. ON 5 MARCH 2014 IF ACCEPTANCE OF AND (IF APPLICABLE) EXCESS APPLICATION AND PAYMENT FOR THE RIGHTS SHARES IS MADE BY WAY OF ELECTRONIC APPLICATION (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY).**

If acceptance of and (if applicable) excess application and payment for the Rights Shares in the prescribed manner as set out in the ARE and/or the ARS (as the case may be) and this Offer Information Statement is not received through an ATM of a Participating Bank by **9.30 p.m. on 5 March 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) or through CDP by **5.00 p.m. on 5 March 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) from any Entitled Depositor or Purchaser, the provisional allotments of Rights Shares shall be deemed to have been declined and shall forthwith lapse and become void and cease to be capable of acceptance, and such provisional allotments not so accepted will be used to satisfy excess applications, if any, or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit. All monies received in connection therewith will be returned or refunded by CDP on behalf of the Company to the Entitled Depositors or the Purchasers, as the case may be, without interest or any share of revenue or other benefit arising therefrom, by crediting their respective bank accounts with the relevant Participating Bank (if they accept and (if applicable) apply by way of Electronic

Application) or by means of a crossed cheque sent to their mailing addresses as maintained in the records of CDP by ordinary post (if they accept and (if applicable) apply through CDP), as the case may be, in each case at their own risk.

If any Entitled Depositor or Purchaser is in any doubt as to the action he should take, he should consult his stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

4.2 Appropriation

Without prejudice to paragraph 1.3 of this **Appendix D**, an Entitled Depositor should note that:

- (a) by accepting his provisional allotment of Rights Shares or applying for excess Rights Shares, he acknowledges that, in the case where:
 - (i) the amount of remittance payable to the Company in respect of his acceptance of the Rights Shares provisionally allotted to him and (if applicable) in respect of his application for excess Rights Shares as per the instructions received by CDP whether under the ARE, the ARS and/or in any other application form for Rights Shares and/or the excess Rights Shares in relation to the Rights Issue differs from the amount actually received by CDP; or
 - (ii) the amounts as stated in Section II Part (A) and Part (B) in the ARE, Section II in the ARS and/or in any other application form for Rights Shares and/or the excess Rights Shares in relation to the Rights Issue differs from the amount received by CDP, or otherwise payable by him in respect of his acceptance of the Rights Shares and (if applicable) in respect of his application for the excess Rights Shares,

the Company and/or CDP will be authorised and entitled to determine and appropriate all amounts received by CDP on the Company's behalf for each application on its own, whether under the ARE, the ARS and/or in any other application form for Rights Shares and/or excess Rights Shares in relation to the Rights Issue, as follows: first, towards payment of all amounts payable in respect of his acceptance of the Rights Shares provisionally allotted to him; and secondly, (if applicable) towards payment of all amounts payable in respect of his application for excess Rights Shares. Without prejudice to the above, the Company and/or CDP shall be authorised and entitled to make such appropriation for each application based on the amount received for that application, notwithstanding payment (or overpayment) made in that or any other application(s). The determination and appropriation by the Company and/or CDP will be conclusive and binding;

- (b) in the event that the Entitled Depositor accepts the Rights Shares provisionally allotted to him by way of the ARE and/or has applied for excess Rights Shares by way of the ARE and also by way of an Electronic Application, the Company and/or CDP will be authorised and entitled to accept his instructions in whichever mode or combination as the Company and/or CDP may, in their absolute discretion, deem fit. Without prejudice to the generality of the foregoing, in such a case, the Entitled Depositor will be regarded as having irrevocably authorised the Company and/or CDP to apply all amounts received whether under the ARE, the ARS and/or any other acceptance of and/or application for Rights Shares provisionally allotted to him and/or application for excess Rights Shares (including an Electronic Application) in whichever mode or combination as the Company and/or CDP may, in their absolute discretion, deem fit; and

- (c) if the Entitled Depositor has attached a remittance to the ARE, the ARS and/or any other application form for Rights Shares and/or excess Rights Shares in relation to the Rights Issue made through CDP, he would have irrevocably authorised the Company and CDP, in applying the amounts payable for his acceptance of the Rights Shares and (if applicable) his application for excess Rights Shares, to apply the amount of the remittance which is attached to the ARE, the ARS and/or any other application form for Rights Shares and/or excess Rights Shares in relation to the Rights Issue made through CDP.

4.3 Application for Excess Rights Shares

The excess Rights Shares available for application are subject to the terms and conditions contained in the ARE and this Offer Information Statement and (if applicable) the Memorandum and Articles of Association of the Company. Applications for excess Rights Shares will, at the Directors' absolute discretion, be satisfied from such Rights Shares as are not validly taken up by Entitled Depositors, the original allottee(s) or their respective renouncee(s) or the Purchaser(s) of the provisional allotments (including the aggregated fractional entitlements, any unsold "nil-paid" provisional allotments of Rights Shares of Foreign Shareholders and any Rights Shares that are otherwise not allotted for whatever reason) in accordance with the terms and conditions contained in the ARE and this Offer Information Statement and (if applicable) the Memorandum and Articles of Association of the Company. In the event that applications are received by the Company for more excess Rights Shares than are available, the excess Rights Shares available will be allotted in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. CDP takes no responsibility for any decision that the Directors may make. In the allotment of any excess Rights Shares, preference will be given to the rounding of odd lots, and Directors and Substantial Shareholders will rank last in priority. The Company reserves the right to refuse any application for excess Rights Shares in whole or in part without assigning any reason whatsoever. In the event that the number of excess Rights Shares allotted to an Entitled Depositor is less than the number of excess Rights Shares applied for, the Entitled Depositor shall be deemed to have accepted the number of excess Rights Shares actually allotted to him.

In the case of applications for excess Rights Shares, if no excess Rights Shares are allotted or if the number of excess Rights Shares allotted is less than that applied for, the amount paid on application or the surplus application monies, as the case may be, will be returned or refunded to such Entitled Depositors without interest or any share of revenue or other benefit arising therefrom within 14 days after the Closing Date, by crediting their bank accounts with the relevant Participating Banks at their own risk (if they apply by way of an Electronic Application), the receipt by such bank being a good discharge to the Company and CDP of their obligations, if any, thereunder, or by means of a crossed cheque drawn on a bank in Singapore and sent to them at their mailing addresses in Singapore as maintained in the records of CDP by ordinary post and at their own risk (if they apply through CDP).

4.4 Deadlines

It should be particularly noted that unless:

- (a) acceptance of the provisional allotments of Rights Shares is made by the Entitled Depositors or the Purchasers (as the case may be) by way of an Electronic Application and payment of the full amount payable for such Rights Shares is effected by **9.30 p.m. on 5 March 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company);

- (b) the duly completed and signed ARE or ARS accompanied by a single remittance for the full amount payable for the relevant number of Rights Shares accepted and (if applicable) excess Rights Shares applied for, made in Singapore currency in the form of a Banker's Draft or Cashier's Order drawn on a bank in Singapore and made out in favour of "**CDP – GP BATTERIES RIGHTS ISSUE ACCOUNT**" for the Rights Shares and crossed "**NOT NEGOTIABLE, A/C PAYEE ONLY**" with the names and Securities Account numbers of the Entitled Depositors or the Purchasers (as the case may be) clearly written in block letters on the reverse side is submitted by hand to **GP BATTERIES INTERNATIONAL LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, 4 SHENTON WAY, #02-01, SGX CENTRE 2, SINGAPORE 068807** or by post in the self-addressed envelope provided, at the sender's own risk, to **GP BATTERIES INTERNATIONAL LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147** by **5.00 p.m. on 5 March 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or
- (c) acceptance is made by a Depository Agent via the SGX-SSH Service and payment in Singapore currency by way of telegraphic transfer by the Depository Agent for the Rights Shares is effected by **5.00 p.m. on 5 March 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company),

the provisional allotments of Rights Shares will be deemed to have been declined and shall forthwith lapse and become void and cease to be capable of acceptance. All monies received in connection therewith will be returned or refunded to the Entitled Depositors or the Purchasers (as the case may be) without interest or any share of revenue or other benefit arising therefrom within 14 days after the Closing Date by crediting their respective bank accounts with the relevant Participating Bank (if they accept and (if applicable) apply by way of Electronic Application) or by means of a crossed cheque sent to their mailing addresses as maintained in the records of CDP by ordinary post (if they accept and (if applicable) apply through CDP), as the case may be, in each case at their own risk.

ACCEPTANCES ACCOMPANIED BY ANY OTHER FORM OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL NOT BE ACCEPTED.

4.5 Certificates

The certificates for the Rights Shares and excess Rights Shares will be registered in the name of CDP or its nominee. Upon the crediting of the Rights Shares and excess Rights Shares, CDP will send to the mailing address of each of the Entitled Depositors or the Purchasers (as the case may be) as maintained in the records of CDP, by ordinary post and at the Entitled Depositor's or the Purchaser's (as the case may be) own risk, a notification letter showing the number of Rights Shares and excess Rights Shares credited to the Securities Account of the Entitled Depositor or the Purchaser (as the case may be).

4.6 General

For reasons of confidentiality, CDP will not entertain telephone enquiries relating to the number of Rights Shares provisionally allotted and credited to the Securities Account of the Entitled Depositors or the Purchasers (as the case may be). The Entitled Depositors or the Purchasers (as the case may be) can verify the number of Rights Shares provisionally allotted and credited to their respective Securities Accounts online if they have registered for CDP Internet Access or through the CDP Automated Phone Services Hotline number (65)

6535-7511 using their telephone pin (T-Pin). Alternatively, they may proceed personally to CDP with their identity card or passport to verify the number of Rights Shares provisionally allotted and credited to their Securities Account.

It is the responsibility of the Entitled Depositors or the Purchasers (as the case may be) to ensure that the ARE and/or the ARS is accurately completed in all respects and signed. The Company and/or CDP will be authorised and entitled to reject any acceptance and/or application which does not comply with the terms and instructions contained herein and in the ARE and/or the ARS, or which is otherwise incomplete, incorrect, unsigned, signed but not in its originality or invalid in any respect. Any decision to reject the ARE and/or the ARS on the grounds that it has been signed but not in its originality, incompletely, incorrectly or invalidly signed, completed or submitted will be final and binding, and neither CDP nor the Company accepts any responsibility or liability for the consequences of such a decision.

EXCEPT AS SPECIFICALLY PROVIDED FOR IN THIS OFFER INFORMATION STATEMENT, ACCEPTANCE OF THE PROVISIONAL ALLOTMENT OF RIGHTS SHARES AND (IF APPLICABLE) APPLICATION FOR EXCESS RIGHTS SHARES IS IRREVOCABLE.

No receipt or acknowledgement will be given for any submissions sent by post, deposited into boxes located at CDP's premises or submitted by hand at CDP's counters. The Entitled Depositors or the Purchasers (as the case may be) can check the status of their acceptance of the provisional allotment of Rights Shares and (if applicable) their application for excess Rights Shares through the CDP Automated Phone Services Hotline number (65) 6535-7511 using their T-Pin.

CDP Phone User Guide

1. Dial (65) 6535-7511
2. Press '1' for English; Press '2' for Mandarin
3. Press '3' for 'Corporate Actions Announcement and Transactions'
4. Press '2' for your rights application status
5. Enter your 12 digit CDP securities account number
6. Enter your six (6) digit telephone pin

All communications, notices, documents and remittances to be delivered or sent to the Entitled Depositors or the Purchasers (as the case may be) will be sent by ordinary post to their respective mailing addresses in Singapore as maintained in the records of CDP, and at their own risk.

TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH ATMS OF PARTICIPATING BANKS

The procedures for Electronic Applications are set out on the ATM screens of the relevant Participating Banks (the “**Steps**”). Please read carefully the terms and conditions of this Offer Information Statement, the Steps and the terms and conditions for Electronic Applications set out below before making an Electronic Application. An ATM card issued by one Participating Bank cannot be used to accept provisional allotments of Right Shares and (if applicable) apply for excess Rights Shares at an ATM belonging to other Participating Banks. Any Electronic Application which does not strictly conform to the instructions set out on the screens of the ATM through which the Electronic Application is made will be rejected.

Any reference to the “**Applicant**” in the terms and conditions for Electronic Applications and the Steps shall mean the Entitled Depositor or the Purchaser of the provisional allotment who accepts or (as the case may be) who applies for the Rights Shares through an ATM of a Participating Bank. An Applicant must have an existing bank account with and be an ATM cardholder of one of the Participating Banks before he can make an Electronic Application. The actions that the Applicant must take at ATMs of the Participating Banks are set out on the ATM screens of the relevant Participating Banks. Upon the completion of his Electronic Application transaction, the Applicant will receive an ATM transaction slip (“**Transaction Record**”), confirming the details of his Electronic Application. The Transaction Record is for retention by the Applicant and should not be submitted with any ARE and/or ARS.

An Applicant, including one who has a joint bank account with a Participating Bank, must ensure that he enters his own Securities Account number when using the ATM card issued to him in his own name. Using his own Securities Account number with an ATM card which is not issued to him in his own name will render his acceptance or (as the case may be) excess application liable to be rejected.

For investors who hold Shares through finance companies or Depository Agents or CPFIS Members, acceptances of the Rights Shares and (if applicable) applications for excess Rights Shares must be done through their respective finance companies, Depository Agents or approved CPF agent banks. Such investors are advised to provide their respective finance companies, Depository Agents or approved CPF agent banks, as the case may be, with the appropriate instructions no later than the deadlines set by them in order for such intermediaries to make the relevant acceptance and (if applicable) application on their behalf by the Closing Date. Any acceptance and/or application made directly through CDP, Electronic Applications, the Share Registrar and/or the Company will be rejected.

For SRS investors and investors who hold Shares through finance companies or Depository Agents, acceptances of the Rights Shares and (if applicable) applications for excess Rights Shares must be done through the relevant approved banks in which they hold their SRS accounts and their respective finance companies or Depository Agents, respectively. Such investors are advised to provide their respective approved banks in which they hold their SRS accounts, finance companies or Depository Agents, as the case may be, with the appropriate instructions no later than the deadlines set by them in order for such intermediaries to make the relevant acceptance and (if applicable) application on their behalf by the Closing Date. Any acceptance and/or application made directly through CDP, Electronic Applications, the Share Registrar and/or the Company will be rejected.

For renouncees of Entitled Shareholders or Purchasers of provisional allotments of Rights Shares traded on the Mainboard of the SGX-ST during the “nil-paid” Rights trading period whose purchases are settled through finance companies or Depository Agents, acceptances of the Rights Shares represented by the provisional allotments of Rights Shares must be done through their respective finance companies or Depository Agents. Such renouncees and Purchasers are advised to provide their respective finance companies or Depository Agents, as the case may be, with the appropriate instructions no later than the deadlines set by them in order for such intermediaries to make the relevant acceptances on their behalf by the Closing Date. Any acceptances of the Rights Shares by such renouncees and Purchasers made directly through CDP, Electronic Applications, the Share Registrar and/or the Company will be rejected.

An Applicant may accept his provisional allotment of Rights Shares and, if applicable, may apply for excess Rights Shares by way of separate Electronic Applications to accept and subscribe for his provisional allotment of Rights Shares and, if applicable, apply for excess Rights Shares.

The Electronic Application shall be made on, and subject to, the terms and conditions of this Offer Information Statement including, but not limited to, the terms and conditions appearing below:

- (1) In connection with his Electronic Application for the Rights Shares, the Applicant is required to confirm statements to the following effect in the course of activating the ATM for his Electronic Application:
 - (a) **that he has received a copy of this Offer Information Statement and has read, understood and agreed to all the terms and conditions of acceptance of and (as the case may be) application for the Rights Shares and this Offer Information Statement prior to effecting the Electronic Application and agrees to be bound by the same; and**
 - (b) **that he authorises CDP to give, provide, divulge, disclose or reveal any information pertaining to his Securities Account maintained in CDP’s record, including, without limitation, his name(s), his NRIC number(s) or passport number(s), Securities Account number(s), address(es), the number of Shares standing to the credit of his Securities Account(s), the number of Rights Shares provisionally allotted to him, his acceptance of his provisional allotment of Rights Shares and (if applicable) application for excess Rights Shares and any other information to the Company, the Manager and any other relevant parties as CDP may deem fit for the purpose of the Rights Issue and his acceptance of his provisional allotment of Rights Shares and (if applicable) application for excess Rights Shares.**

His application will not be successfully completed and cannot be recorded as a completed transaction in the ATM unless he presses the “Enter” or “OK” or “Confirm” or “Yes” key. By doing so, the Applicant shall be treated as signifying his confirmation of each of the two (2) statements above. In respect of statement 1(b) above, his confirmation, by pressing the “Enter” or “OK” or “Confirm” or “Yes” key, shall signify and shall be treated as his written permission, given in accordance with the relevant laws of Singapore including Section 47(2) and the Third Schedule of the Banking Act, Chapter 19 of Singapore, to the disclosure of his name, NRIC number or passport number, address, nationality, Securities Account number(s), CPF Investment Account number and application details from his account with his Participating Bank to the Share Registrar, Securities Clearing Computer Services (Pte) Ltd, CDP, CPF Board, the SGX-ST, the Company and the Manager (the **“Relevant Parties”**).

- (2) An Applicant may make an Electronic Application for the Rights Shares using cash only by authorising such Participating Bank to deduct the full amount payable from his account with such Participating Bank.
- (3) The Applicant irrevocably agrees and undertakes to subscribe for and to accept up to the aggregate of the number of Rights Shares provisionally allotted and excess Rights Shares applied for as stated on the Transaction Record or the number of Rights Shares standing to the credit of the "Free Balance" of his Securities Account as at the Closing Date. In the event that the Company decides to allot any lesser number of excess Rights Shares or not to allot any number of excess Rights Shares to the Applicant, the Applicant agrees to accept the decision of the Company as final and binding.
- (4) If the Applicant's Electronic Application is successful, his confirmation (by his action of pressing the "Enter" or "OK" or "Confirm" or "Yes" key on the ATM screen) of the number of Rights Shares accepted and/or excess Rights Shares applied for shall signify and shall be treated as his acceptance of the number of Rights Shares accepted and/or excess Rights Shares applied for that may be allotted to him.
- (5) In the event that the Applicant accepts the Rights Shares both by way of ARE and/or ARS (as the case may be) and also by Electronic Application, the Company and/or CDP shall be authorised and entitled to accept the Applicant's instructions in whichever mode or a combination thereof as they/it may, in their/its absolute discretion, deem fit. In determining the number of Rights Shares which the Applicant has validly given instructions to accept, the Applicant shall be deemed to have irrevocably given instructions to accept the lesser of the number of provisionally allotted Rights Shares which are standing to the credit of the "Free Balance" of his Securities Account as at the Closing Date and the aggregate number of Rights Shares which have been accepted by the Applicant by way of ARE and/or ARS (as the case may be) and by Electronic Application. The Company and/or CDP, in determining the number of Rights Shares which the Applicant has validly given instructions to accept, shall be authorised and entitled to have regard to the aggregate amount of payment received for the acceptance of Rights Shares, whether by way of Banker's Draft or Cashier's Order drawn on a bank in Singapore accompanying the ARE and/or ARS or by way of the acceptance by Electronic Application, which the Applicant has authorised or deemed to have authorised to be applied towards payment in respect of the Applicant's application.
- (6) If applicable, in the event that the Applicant applies for excess Rights Shares both by way of ARE and also by way of Electronic Application(s), the Company and/or CDP shall be authorised and entitled to accept the Applicant's instructions in whichever mode or a combination thereof as they/it may, in their/its absolute discretion, deem fit. In determining the number of excess Rights Shares which the Applicant has validly given instructions for the application, the Applicant shall be deemed to have irrevocably given instructions to apply for and agreed to accept such number of excess Rights Shares not exceeding the aggregate number of excess Rights Shares for which he has applied by way of ARE and by Electronic Application(s). The Company and/or CDP, in determining the number of excess Rights Shares which the Applicant has given valid instructions for the application of, shall be authorised and entitled to have regard to the aggregate amount of payment received for the application for the excess Rights Shares, whether by way of Banker's Draft or Cashier's Order drawn on a bank in Singapore accompanying the ARE or by way of application by Electronic Application, which the Applicant has authorised or deemed to have authorised to be applied towards payment in respect of the Applicant's application.

- (7) The Applicant irrevocably requests and authorises the Company to:
- (a) register, or to procure the registration of, the Rights Shares and (if applicable) the excess Rights Shares allotted to the Applicant in the name of CDP for deposit into his Securities Account;
 - (b) return or refund (without interest or any share of revenue or other benefit arising therefrom) the acceptance/application monies, should his Electronic Application in respect of the Rights Shares not be accepted and/or excess Rights Shares applied for not be accepted by the Company for any reason, by automatically crediting the Applicant's bank account with his Participating Bank with the relevant amount within 14 days after the Closing Date; and
 - (c) return or refund (without interest or any share of revenue or other benefit arising therefrom) the balance of the application monies, should his Electronic Application for excess Rights Shares be accepted in part only, by automatically crediting the Applicant's bank account with his Participating Bank with the relevant amount within 14 days after the Closing Date.
- (8) **BY MAKING AN ELECTRONIC APPLICATION, THE APPLICANT CONFIRMS THAT HE IS NOT ACCEPTING/APPLYING FOR THE RIGHTS SHARES AS NOMINEE OR FOR ANY OTHER PERSON.**
- (9) The Applicant irrevocably agrees and acknowledges that his Electronic Application is subject to risks of electrical, electronic, technical and computer-related faults and breakdowns, fires, acts of God, mistakes, losses and theft (in each case whether or not within the control of CDP, the Participating Banks, the Company, the Share Registrar and/or the Manager) and any events whatsoever beyond the control of CDP, the Participating Banks, the Company, the Share Registrar and/or the Manager and if, in any such event, CDP, the Participating Banks, the Company, the Share Registrar and/or the Manager do not record or receive the Applicant's Electronic Application by **9.30 p.m. on 5 March 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), or such data or the tape containing such data is lost, corrupted, destroyed or not otherwise accessible, whether wholly or partially for whatever reason, the Applicant shall be deemed not to have made an Electronic Application and the Applicant shall have no claim whatsoever against CDP, the Participating Banks, the Company, the Share Registrar and/or the Manager for any purported acceptance thereof and (if applicable) excess application therefor, or for any compensation, loss or damage in connection therewith or in relation thereto.
- (10) **Electronic Applications may only be made at an ATM of a Participating Bank from Mondays to Saturdays between 7.00 a.m. to 9.30 p.m. (excluding public holidays).**
- (11) Electronic Applications shall close at **9.30 p.m. on 5 March 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).
- (12) All particulars of the Applicant in the records of his Participating Bank at the time he makes his Electronic Application shall be deemed to be true and correct and the relevant Participating Bank and the Relevant Parties shall be entitled to rely on the accuracy thereof. If there has been any change in the particulars of the Applicant after the time of the making of his Electronic Application, the Applicant shall promptly notify his Participating Bank.

- (13) The Applicant must have sufficient funds in his bank account(s) with his Participating Bank at the time he makes his Electronic Application, failing which his Electronic Application will not be completed. Any Electronic Application made at the ATM of a Participating Bank which does not strictly conform to the instructions set out on the ATM screens of such Participating Banks will be rejected.
- (14) Where an Electronic Application is not accepted, it is expected that the full amount of the acceptance/application monies will be returned or refunded in Singapore dollars (without interest or any share of revenue or other benefit arising therefrom) to the Applicant by being automatically credited to the Applicant's bank account with the relevant Participating Bank within 14 days after the Closing Date. An Electronic Application may also be accepted in part, in which case the balance amount of acceptance/application monies will be refunded on the same terms.
- (15) In consideration of the Company arranging for the Electronic Application facility through the ATMs of the Participating Banks and agreeing to close the Rights Issue at **9.30 p.m. on 5 March 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), and by making and completing an Electronic Application, the Applicant agrees that:
- (a) his Electronic Application is irrevocable (whether or not, to the extent permitted by law, any supplementary or replacement document is lodged with the Authority);
 - (b) his Electronic Application, the acceptance by the Company and the contract resulting therefrom shall be governed by and construed in accordance with the laws of Singapore and he irrevocably submits to the exclusive jurisdiction of the Singapore courts;
 - (c) none of the Company, the Manager, CDP, the Participating Banks nor the Share Registrar shall be liable for any delays, failures or inaccuracies in the recording, storage or in the transmission or delivery of data relating to his Electronic Application to the Company or CDP due to a breakdown or failure of transmission, delivery or communication facilities or any risks referred to in paragraph 9 above or to any cause beyond their respective control;
 - (d) he will not be entitled to exercise any remedy of rescission for misrepresentation at any time after acceptance of the provisionally allotted Rights Shares and (if applicable) his application for excess Rights Shares;
 - (e) in respect of the Rights Shares and/or excess Rights Shares for which his Electronic Application has been successfully completed and not rejected, acceptance of the Applicant's Electronic Application shall be constituted by written notification by or on behalf of the Company and not otherwise, notwithstanding any payment received by or on behalf of the Company; and
 - (f) unless expressly provided to the contrary in this Offer Information Statement and/or the Electronic Application, a person who is not a party to any contracts made pursuant to this Offer Information Statement and/or the Electronic Application has no rights under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore, to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

- (16) The Applicant should ensure that his personal particulars as recorded by both CDP and the relevant Participating Banks are correct and identical, otherwise his Electronic Application may be liable to be rejected. The Applicant should promptly inform CDP of any change in his address, failing which the notification letter on successful allotment and other correspondence will be sent to his address last registered with CDP.
- (17) The existence of a trust will not be recognised. Any Electronic Application by an Applicant must be made in his own name and without qualification. The Company will reject any application by any person acting as nominee.
- (18) In the event that the Applicant accepts or subscribes for the provisionally allotted Rights Shares or (if applicable) applies for excess Rights Shares, as the case may be, by way of ARE and/or ARS and by way of Electronic Application, the provisionally allotted Rights Shares and/or excess Rights Shares will be allotted in such manner as the Company and/or CDP may, in their/its absolute discretion, deem fit and the surplus acceptance and (if applicable) application monies, as the case may be, will be returned or refunded, without interest or any share of revenue or other benefit arising therefrom, within 14 days after the Closing Date by any one or combination of the following:
- (a) by means of a crossed cheque sent to his mailing address as maintained in the records of CDP by ordinary post at his own risk if he accepts and (if applicable) applies through CDP; or
 - (b) by crediting the Applicant's bank account with the Participating Bank at his own risk if he accepts and (if applicable) applies by way of Electronic Application through an ATM of a Participating Bank, the receipt by such bank being a good discharge to the Company and CDP for their obligations, if any, thereunder.
- (19) The Applicant hereby acknowledges that, in determining the total number of Rights Shares represented by the provisional allotment of Rights Shares which he can validly accept, the Company and/or CDP are entitled and the Applicant hereby authorises the Company and/or CDP to take into consideration:
- (a) the total number of Rights Shares represented by the provisional allotment of Rights Shares which the Applicant has validly accepted, whether under the ARE, the ARS and/or any other form of application (including Electronic Application) for the Rights Shares;
 - (b) the total number of Rights Shares represented by the provisional allotment of Rights Shares standing to the credit of the "Free Balance" of the Entitled Depositor's Securities Account which is available for acceptance; and
 - (c) the total number of Rights Shares represented by the provisional allotment of Rights Shares which has been disposed of by the Entitled Depositor.
- The Applicant hereby acknowledges that the Company's and/or CDP's determination shall be conclusive and binding on him.
- (20) The Applicant irrevocably requests and authorises CDP to accept instructions from the Participating Bank through whom the Electronic Application is made in respect of the provisional allotment of Rights Shares accepted by the Applicant and (if applicable) the excess Rights Shares which the Applicant has applied for.

- (21) With regard to any acceptance, application and/or payment which does not conform strictly to the instructions set out under this Offer Information Statement, the ARE, the ARS, the PAL and/or any other application form for Right Shares and/or excess Rights Shares in relation to the Rights Issue, or where the “Free Balance” of the Applicant’s Securities Account is not credited with, or is credited with less than, the relevant number of Rights Shares subscribed as at the Closing Date, or which does not comply with the instructions for Electronic Application or with the terms and conditions of this Offer Information Statement, or in the case of an acceptance and/or application by the ARE, the ARS, the PAL and/or any other application form for Rights Shares and/or excess Rights Shares in relation to the Rights Issue which is illegible, incomplete, incorrectly completed or which is accompanied by an improperly or insufficiently drawn remittance, the Company and/or CDP may, at their/its absolute discretion, reject or treat as invalid any such acceptance, application, payment and/or other process of remittance at any time after receipt in such manner as they/it may deem fit.
- (22) The Company and/or CDP shall be entitled to process each application submitted for the acceptance of Rights Shares and, where applicable, each application for excess Rights Shares in relation to the Rights Issue and the payment received in relation thereto, pursuant to such application, by an Applicant, on its own, without regard to any other application and payment that may be submitted by the same Applicant. For the avoidance of doubt, insufficient payment for an application may render the application invalid and evidence of payment (or overpayment) in other applications shall not constitute, or be construed as, an affirmation of such invalid application and (if applicable) application for excess Rights Shares.

PROCEDURES FOR ACCEPTANCE, SPLITTING, RENUNCIATION, EXCESS APPLICATION AND PAYMENT BY ENTITLED SCRIPHOLDERS

1. INTRODUCTION

- 1.1 Entitled Scripholders are entitled to receive this Offer Information Statement and the PAL, which incorporates the following documents, and is deemed to constitute a part of this Offer Information Statement:

Form of Acceptance	Form A
Request for Splitting	Form B
Form of Renunciation	Form C
Form of Nomination (with Consolidated Listing Form)	Form D
Excess Rights Shares Application Form	Form E

- 1.2 The provisional allotments of the Rights Shares and application for excess allotments of Rights Shares are governed by the terms and conditions of this Offer Information Statement, the enclosed PAL and (if applicable) the Memorandum and Articles of Association of the Company. The number of Rights Shares provisionally allotted to each Entitled Scripholder is indicated in the PAL (fractional entitlements, if any, having been disregarded). Entitled Scripholders may accept their provisional allotments of Rights Shares in whole or in part and are eligible to apply for Rights Shares in excess of their entitlements under the Rights Issue.
- 1.3 Full instructions for the acceptance of, and payment for, the provisional allotments of Rights Shares and the procedures to be adopted should Entitled Scripholders wish to renounce, transfer or split their provisional allotments are set out in this Offer Information Statement as well as the PAL.

**THE FULL AMOUNT PAYABLE FOR THE RELEVANT NUMBER OF RIGHTS SHARES
ACCEPTED/APPLIED FOR WILL BE ROUNDED UP TO THE NEAREST WHOLE CENT, IF
APPLICABLE.**

- 1.4 With regard to any acceptance, application and/or payment which does not conform strictly to the instructions set out under this Offer Information Statement, the ARE, the ARS, the PAL and/or any other application form for the Rights Shares and/or excess Rights Shares in relation to the Rights Issue or with the terms and conditions of this Offer Information Statement, or in the case of an acceptance and/or application by the ARE, the ARS, the PAL and/or any other application form for the Rights Shares and/or excess Rights Shares in relation to the Rights Issue which is illegible, incomplete, incorrectly completed or which is accompanied by an improperly or insufficiently drawn remittance, the Company and/or the Share Registrar may, at their/its absolute discretion, reject or treat as invalid any such acceptance, application, payment and/or other process of remittance at any time after receipt in such manner as they/it may deem fit.
- 1.5 The Company and/or the Share Registrar shall be entitled to process each application submitted for the acceptance of Rights Shares and, where applicable, application for excess Rights Shares in relation to the Rights Issue and the payment received in relation thereto, pursuant to such application, by an Entitled Scripholder, on its own, without regard to any other application and payment that may be submitted by the same Entitled Scripholder. For the avoidance of doubt, insufficient payment for an application may render the application

invalid and evidence of payment (or overpayment) in other applications shall not constitute, or be construed as, an affirmation of such invalid application and (if applicable) application for excess Rights Shares.

- 1.6 **Entitled Scripholders should note that all dealings in, and transactions (including transfers) of, the provisional allotments of Rights Shares through the SGX-ST will be effected under the book-entry (scripless) settlement system. Accordingly, the PALs will not be valid for delivery pursuant to trades done on the Mainboard of the SGX-ST.**
- 1.7 Unless expressly provided to the contrary in this Offer Information Statement and/or the PAL, a person who is not a party to any contracts made pursuant to the PAL and/or this Offer Information Statement has no rights under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore, to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties thereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

2. FORM OF ACCEPTANCE (FORM A)

- 2.1 Entitled Scripholders who wish to accept their entire provisional allotments of Rights Shares or to accept any part of it and decline the balance, should complete the Form of Acceptance (Form A) for the number of Rights Shares which they wish to accept and forward at the sender's own risk, by post in the self-addressed envelope provided, the PAL in its entirety, duly completed and signed, together with a single remittance for the full amount due and payable on acceptance in the prescribed manner to **GP BATTERIES INTERNATIONAL LIMITED C/O THE SHARE REGISTRAR, BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD.**, 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, so as to arrive not later than **5.00 p.m. on 5 March 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

2.2 Insufficient Payment

The attention of the Entitled Scripholder is also drawn to paragraph 2.3 of this **Appendix F** entitled "**Appropriation**" which sets out the circumstances and manner in which the Company and/or the Share Registrar shall be entitled to determine the number of Rights Shares which the Entitled Scripholder has given instructions to accept.

2.3 Appropriation

An Entitled Scripholder should note that by accepting his provisional allotment of Rights Shares, he acknowledges that, the Company and/or the Share Registrar, in determining the number of Rights Shares which the Entitled Scripholder has given instructions to accept, shall be authorised and entitled to have regard to the aggregate amount of payment received for the acceptance of Rights Shares, whether by way of a Cashier's Order or Banker's Draft in Singapore currency drawn on a bank in Singapore.

3. REQUEST FOR SPLITTING (FORM B) AND FORM OF RENUNCIATION (FORM C)

- 3.1 Entitled Scripholders who wish to accept a portion of their provisional allotments of Rights Shares and renounce the balance of their provisional allotments of Rights Shares, or who wish to renounce all or part of their provisional allotments of Rights Shares in favour of more than one person, should first, using the Request for Splitting (Form B), request to have their provisional allotments of Rights Shares under the PAL split into separate PALs ("**Split Letters**") according to their requirements. The duly completed and signed Request for

Splitting (Form B), together with the PAL in its entirety, should then be returned, by post in the self-addressed envelope provided, at the sender's own risk, to **GP BATTERIES INTERNATIONAL LIMITED C/O THE SHARE REGISTRAR, BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD.**, 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, so as to arrive not later than **5.00 p.m. on 27 February 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). Split Letters will then be issued to Entitled Scripholders in accordance with their request. No Split Letters will be issued to Entitled Scripholders if the Request for Splitting (Form B) together with the PAL in its entirety is received after **5.00 p.m. on 27 February 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

- 3.2 The Split Letters representing the number of Rights Shares which Entitled Scripholders intend to renounce, may be renounced by completing and signing the Form of Renunciation (Form C) before delivery to the renounee. Entitled Scripholders should complete and sign the Form of Acceptance (Form A) of the Split Letter(s) representing that part of their provisional allotments of Rights Shares they intend to accept, if any, and forward the said Split Letter(s) together with remittance for the payment in the prescribed manner to **GP BATTERIES INTERNATIONAL LIMITED C/O THE SHARE REGISTRAR, BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD.**, 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, so as to arrive not later than **5.00 p.m. on 5 March 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).
- 3.3 Entitled Scripholders who wish to renounce their entire provisional allotments of Rights Shares in favour of one person, or renounce any part of it in favour of one person and decline the balance, should complete and sign the Form of Renunciation (Form C) for the number of provisional allotments of Rights Shares which they wish to renounce and deliver the PAL in its entirety to the renounees.

4. FORM OF NOMINATION (WITH CONSOLIDATED LISTING FORM) (FORM D)

- 4.1 The renounee(s) should complete and sign the Form of Nomination (Form D) and forward the Form of Nomination (Form D), together with the PAL in its entirety and the remittance for the payment in the prescribed manner by post at his/their own risk, in the self-addressed envelope provided, to **GP BATTERIES INTERNATIONAL LIMITED C/O THE SHARE REGISTRAR, BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD.**, 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, so as to arrive not later than **5.00 p.m. on 5 March 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).
- 4.2 Each Entitled Scripholder may consolidate the Rights Shares provisionally allotted in the PAL together with those comprised in any PALs and/or Split Letters renounced in his favour by completing and signing the Form of Acceptance (Form A) and the Consolidated Listing Form in the Form of Nomination (Form D) of the PAL and attaching thereto all the said renounced PALs and/or Split Letters, each duly completed and signed and with the serial number of the Principal PAL (as hereinafter defined) stated on each of them. A renounee who is not an Entitled Scripholder and who wishes to consolidate the provisional allotments of Rights Shares comprised in several renounced PALs and/or Split Letters in one name only or in the name of a joint Securities Account should complete the Consolidated Listing Form in the Form of Nomination (Form D) of only one (1) PAL or Split Letter (the "**Principal PAL**") by entering therein details of the renounced PALs and/or Split Letters and attaching thereto all the said renounced PALs and/or Split Letters, each duly completed and signed, and with the serial number of the Principal PAL stated on each of them. **ALL THE RENOUNCED PALS**

AND SPLIT LETTERS, EACH DULY COMPLETED AND SIGNED, MUST BE ATTACHED TO THE FORM OF ACCEPTANCE (FORM A) OR THE FORM OF NOMINATION (FORM D) (AS THE CASE MAY BE).

5. PAYMENT

- 5.1 Payment in relation to the PALs must be made in Singapore currency in the form of a Cashier's Order or Banker's Draft drawn on a bank in Singapore and made payable to **"GP BATTERIES RIGHTS ISSUE ACCOUNT"** and crossed **"NOT NEGOTIABLE, A/C PAYEE ONLY"** with the name and address of the Entitled Scripholder or acceptor clearly written in block letters on the reverse side of the Cashier's Order or Banker's Draft. The completed PAL and remittance should be addressed and forwarded, by post in the self-addressed envelope provided and at the sender's own risk, to **GP BATTERIES INTERNATIONAL LIMITED C/O THE SHARE REGISTRAR, BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623**, so as to arrive not later than **5.00 p.m. on 5 March 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). **NO OTHER FORM OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.**
- 5.2 If acceptance and (if applicable) excess application and payment in the prescribed manner as set out in the Offer Information Statement and the PAL is not received by **5.00 p.m. on 5 March 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), the provisional allotments of Rights Shares will be deemed to have been declined and will forthwith lapse and become void and cease to be capable of acceptance and such provisional allotments not so accepted will be used to satisfy excess applications, if any, or disposed of or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. The Company will return or refund all unsuccessful application monies received in connection therewith by ordinary post and at the risk of the Entitled Scripholders or their renouncee(s), as the case may be, without interest or any share of revenue or other benefit arising therefrom within 14 days after the Closing Date.

6. EXCESS RIGHTS SHARES APPLICATION FORM (FORM E)

- 6.1 Entitled Scripholders who wish to apply for excess Rights Shares in addition to those which have been provisionally allotted to them may do so by completing the Excess Rights Shares Application Form (Form E) and forwarding it together with the PAL with a separate remittance for the full amount payable in respect of the excess Rights Shares applied for in the form and manner set out above, by post in the self-addressed envelope provided at their own risk, to **GP BATTERIES INTERNATIONAL LIMITED C/O THE SHARE REGISTRAR, BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623**, so as to arrive not later than **5.00 p.m. on 5 March 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). **NO OTHER FORM OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.**
- 6.2 The excess Rights Shares are available for application subject to the terms and conditions contained in the PAL, the Excess Rights Shares Application Form (Form E), this Offer Information Statement and (if applicable) the Memorandum and Articles of Association of the Company. Applications for excess Rights Shares will, at the Directors' absolute discretion, be satisfied from such Rights Shares as are not validly taken up by the Entitled Shareholders, the original allottee(s) or their respective renouncee(s) or the Purchaser(s), together with the aggregated fractional entitlements to the Rights Shares, the unsold "nil-paid" provisional

allotments of Rights Shares (if any) of Foreign Shareholders and any Rights Shares that are otherwise not allotted for whatever reason in accordance with the terms and conditions contained in this Offer Information Statement, the PAL, the Excess Rights Shares Application Form (Form E) and (if applicable) the Memorandum and Articles of Association of the Company. In the event that applications are received by the Company for more excess Rights Shares than are available, the excess Rights Shares available will be allotted in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. The Company reserves the right to allot the excess Rights Shares applied for under the Excess Rights Shares Application Form (Form E) in any manner as the Directors may deem fit and to refuse, in whole or in part, any application for excess Rights Shares without assigning any reason whatsoever.

- 6.3 If no excess Rights Shares are allotted to Entitled Scripholders or if the number of excess Rights Shares allotted to them is less than that applied for, it is expected that the amount paid on application or the surplus application monies, as the case may be, will be returned or refunded to them by the Company without interest or any share of revenue or other benefit arising therefrom within 14 days after the Closing Date, by ordinary post at their own risk. In determining the amount of surplus application monies to be refunded, the aggregate amount payable for excess Rights Shares allotted to an Entitled Scripholder will be rounded upwards to the nearest whole cent.

7. GENERAL

- 7.1 No acknowledgements or receipts will be issued in respect of any acceptances, remittances, applications or payments received.
- 7.2 **Entitled Scripholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.**
- 7.3 Upon listing and quotation on the Mainboard of the SGX-ST, the Rights Shares, when allotted and issued, will be traded on the Mainboard of the SGX-ST under the book-entry (scripless) settlement system. All dealings in, and transactions (including transfers) of, the Rights Shares effected through the SGX-ST and/or CDP shall be made in accordance with CDP's "Terms and Conditions for Operation of Securities Accounts with The Central Depository (Pte) Limited", as the same may be amended from time to time, copies of which are available from CDP.
- 7.4 **To facilitate scripless trading, Entitled Scripholders and their renounees who wish to accept the Rights Shares provisionally allotted to them and (if applicable) apply for excess Rights Shares, and who wish to trade the Rights Shares issued to them on the Mainboard of the SGX-ST under the book-entry (scripless) settlement system, should open and maintain Securities Accounts with CDP in their own names if they do not already maintain such Securities Accounts in order that the number of Rights Shares and, if applicable, the excess Rights Shares that may be allotted to them may be credited by CDP into their Securities Accounts. Entitled Scripholders and their renounees who wish to accept and/or apply for the excess Rights Shares and have their Rights Shares credited into their Securities Accounts must fill in their Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) in the relevant forms comprised in the PAL. Entitled Scripholders and their renounees who fail to fill in their Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) or who provide incorrect or invalid Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) or whose particulars provided in the forms comprised in the PAL differ from those**

particulars in their Securities Accounts currently maintained with CDP, will be issued physical share certificates in their own names for the Rights Shares and (if applicable) excess Rights Shares allotted to them. Such physical share certificates, if issued, will not be valid for delivery pursuant to trades done on the Mainboard of the SGX-ST under the book-entry (scripless) settlement system, although they will continue to be *prima facie* evidence of legal title. These physical share certificates will be sent BY ORDINARY POST to person(s) entitled thereto at his/their own risk.

- 7.5 If an Entitled Scripholder's address stated in the PAL is different from his address maintained in the records of CDP, he must inform CDP of his updated address promptly, failing which the notification letter on successful allotments and other correspondence will be sent to his address last registered with CDP.
- 7.6 A holder of physical share certificate(s), or an Entitled Scripholder who has not deposited his share certificate(s) with CDP but who wishes to trade on the Mainboard of the SGX-ST, must deposit with CDP his respective certificate(s), together with the duly executed instrument(s) of transfer in favour of CDP, and have his Securities Account credited with the number of Rights Shares or existing Shares, as the case may be, before he can effect the desired trade.
- 7.7 THE LAST TIME AND DATE FOR ACCEPTANCES OF AND (IF APPLICABLE) EXCESS APPLICATIONS AND PAYMENT FOR THE RIGHTS SHARES IS 5.00 P.M. ON 5 MARCH 2014 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY).**

Dated this 17th day of February 2014.

**For and on behalf of
GP BATTERIES INTERNATIONAL LIMITED**

Andrew Ng Sung On
(Chairman, Chief Executive and
Executive Director)

Richard Ku Yuk Hing
(Vice Chairman and Executive Director)

Henry Leung Kwong Hang
(Chief Operating Officer and
Executive Director)

Hui Wing Sun
(Executive Director)

Brian Wong Tze Hang
(Head of Finance and Executive Director)

Lim Jiew Keng
(Non-Executive and Independent Director)

Allan Choy Kam Wing
(Non-Executive and Independent Director)

Goh Boon Seong
(Non-Executive and Independent
Director)

