

Third Quarter Financial Statement for the Period Ended 31 December 2009

PART I INFORMATION REQUIRED FOR QUARTERLY (Q1, Q2 & Q3), HALF-YEAR AND FULL YEAR ANNOUNCEMENTS

1(a) An income statement (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

Group income statement for the third quarter ("Q3") and the nine-month ("YTD") ended 31 December 2009. These figures have not been audited.

| | Q3 | Q3 | | YTD | YTD | |
|---|-----------|-----------|---------|-----------|-----------|---------|
| | ended | ended | | ended | ended | |
| | 31.12.09 | 31.12.08 | Change | 31.12.09 | 31.12.08 | Change |
| | S\$'000 | S\$'000 | % | S\$'000 | S\$'000 | % |
| | | Restated | | | Restated | |
| Revenue | 200,388 | 218,659 | (8.4) | 603,765 | 682,600 | (11.5) |
| Cost of sales | (154,824) | (184,961) | (16.3) | (464,532) | (570,786) | (18.6) |
| Gross profit | 45,564 | 33,698 | 35.2 | 139,233 | 111,814 | 24.5 |
| Other operating income | 2,833 | 861 | 229.0 | 5,286 | 6,671 | (20.8) |
| Distribution expenses | (15,042) | (14,349) | 4.8 | (43,521) | (40,322) | 7.9 |
| Administrative expenses | (22,671) | (23,032) | (1.6) | (64,350) | (67,457) | (4.6) |
| Other operating expenses | (2,549) | (1,283) | 98.7 | (7,828) | (3,030) | 158.4 |
| Finance costs, net | (2,342) | (3,260) | (28.2) | (7,214) | (9,367) | (23.0) |
| Exchange gain (loss), net | 3,038 | (3,537) | (185.9) | 9,621 | (7,090) | (235.7) |
| Unrealised fair value gain of commodity contracts | 0 | 11,818 | (100.0) | 0 | 10,400 | (100.0) |
| Profit before share of results of associates | 8,831 | 916 | 864.1 | 31,227 | 1,619 | 1,828.8 |
| Share of results of associates | 4,107 | 845 | 386.0 | 11,530 | 7,951 | 45.0 |
| Profit before income tax | 12,938 | 1,761 | 634.7 | 42,757 | 9,570 | 346.8 |
| Income tax | (3,208) | (839) | 282.4 | (9,382) | (3,867) | 142.6 |
| Profit after income tax | 9,730 | 922 | 955.3 | 33,375 | 5,703 | 485.2 |
| Attributable to: | | | | | | |
| Equity holders of the Company | 8,195 | 90 | 9,005.6 | 29,211 | 2,965 | 885.2 |
| Minority interests | 1,535 | 832 | 84.5 | 4,164 | 2,738 | 52.1 |
| | 9,730 | 922 | 955.3 | 33,375 | 5,703 | 485.2 |

| Profit from operations is arrived at after crediting (charging) the following: | Q3 ended 31.12.09 S\$'000 | Q3 ended 31.12.08 S\$'000 Restated | YTD ended 31.12.09 S\$'000 | YTD ended 31.12.08 \$\$'000 Restated |
|--|------------------------------------|--|-------------------------------------|--|
| Depreciation and amortisation Realised (loss) gain on commodity contracts, | (7,725) | (8,694) | (23,568) | (25,337) |
| recognised in cost of sales | (32) | (16,075) | 223 | (30,762) |
| Included in other operating income: | | | | |
| Gain on dilution of interests in associates | 903 | 0 | 903 | 0 |
| Gain on disposal of equity interests in a subsidiary | 0 | 0 | 37 | 4,017 |
| Interest income | 488 | 490 | 827 | 1,035 |
| Technical fee income | 895 | 192 | 1,935 | 546 |
| Included in other operating expenses: Allowance for advances to an associate | 0 | 0 | (1,220) | 0 |
| Impairment loss on property, plant and equipment | (2,030) | (472) | (4,797) | (1,574) |
| Impairment loss on available-for-sale investments | 0 | 0 | (630) | 0 |
| | | | | |

1(b)(i) A balance sheet (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year

| | The Group | | | The Company | | |
|---|-----------|----------|----------|-------------|-----------|--|
| As at | 31.12.09 | 31.3.09 | 31.3.08 | 31.12.09 | 31.3.09 | |
| | S\$'000 | S\$'000 | S\$'000 | S\$'000 | S\$'000 | |
| | | Restated | (Note) | | | |
| Non-current assets | | | | | | |
| Investment properties | 1,191 | 1,309 | 1,239 | 0 | 0 | |
| Property, plant and equipment | 240,430 | 275,342 | 263,128 | 420 | 376 | |
| Interest in subsidiaries | 0 | 0 | 0 | 447,385 | 450,617 | |
| Interest in associates | 91,121 | 82,216 | 56,057 | 11,694 | 11,694 | |
| Available-for-sale investments | 6,027 | 5,496 | 7,788 | 0 | 0 | |
| Deferred tax assets | 2,554 | 2,691 | 2,967 | 0 | 0 | |
| Intangible assets | 6,528 | 10,498 | 13,753 | 0 | 0 | |
| Goodwill on consolidation | 18,405 | 20,453 | 14,170 | 0 | 0 | |
| Deposits | 0 | 0 | 14,401 | 0 | 0 | |
| Total non-current assets | 366,256 | 398,005 | 373,503 | 459,499 | 462,687 | |
| | , | , | , | , | • | |
| Current assets | 407.440 | 445.057 | 4.40.405 | 0 | • | |
| Stocks | 127,119 | 115,857 | 148,435 | 0 | 0 | |
| Debtors | 158,020 | 191,041 | 198,887 | 74,557 | 92,737 | |
| Derivative financial instruments | 447 | 85 | 93 | 0 | 85 | |
| Tax recoverable | 414 | 762 | 767 | 0 | 0 | |
| Deposits and prepayments | 7,798 | 10,437 | 6,800 | 498 | 467 | |
| Bank balances and cash | 112,245 | 91,926 | 64,221 | 14,473 | 5,508 | |
| Total current assets | 406,043 | 410,108 | 419,203 | 89,528 | 98,797 | |
| Current liabilities | | | | | | |
| Creditors and accrued charges | 176,439 | 130,000 | 141,498 | 140,801 | 71,707 | |
| Derivative financial instruments | 0 | 0 | 11,419 | 0 | 0 | |
| Obligations under finance leases | 183 | 352 | 539 | 0 | 0 | |
| Income tax payable | 6,375 | 6,274 | 2,623 | 397 | 155 | |
| Bank loans and overdrafts | 188,192 | 306,471 | 91,999 | 74,754 | 214,904 | |
| Notes | 0 | 0 | 59,972 | 0 | 0 | |
| Total current liabilities | 371,189 | 443,097 | 308,050 | 215,952 | 286,766 | |
| Net current assets (liabilities) | 34,854 | (32,989) | 111,153 | (126,424) | (187,969) | |
| Non-current liabilities | | | | | | |
| Bank loans | 52,167 | 0 | 153,503 | 52,167 | 0 | |
| Obligations under finance leases | 142 | 585 | 800 | 0 | 0 | |
| Deferred tax liabilities | 4,789 | 3,235 | 4,583 | 0 | 0 | |
| Total non-current liabilities | 57,098 | 3,820 | 158,886 | 52,167 | 0 | |
| Net assets | 344,012 | 361,196 | 325,770 | 280,908 | 274,718 | |
| Represented by | | - | - | | | |
| Share capital | 230,971 | 230,971 | 230,971 | 230,971 | 230,971 | |
| Reserves | 65,968 | 77,363 | 46,852 | 49,937 | 43,747 | |
| Attributable to equity holders of the Company | 296,939 | 308,334 | 277,823 | 280,908 | 274,718 | |
| Minority interests | 47,073 | 52,862 | 47,947 | 200,500 | -7 1,7 13 | |
| | 344,012 | 361,196 | 325,770 | 280,908 | 274,718 | |

The decrease in total bank borrowings of approximately S\$66.1 million is due to:

- In October 2009, the Group entered into a Facility Agreement with DBS Bank Ltd and Oversea-Chinese Banking Corporation Limited in respect of a S\$60 million 3-year syndicated transferable term loan facility.
- The Group repaid the S\$60 million and US\$45 million syndicated loan facility due in October 2009.

Note:

FRS 1 (Revised) *Presentation of Financial Statements* requires an additional balance sheet to be presented as at the beginning of the earliest comparative period following a change in the accounting policy, the correction of an error, or the reclassification of items in the financial statements.

1(b)(ii) Aggregate amount of group's borrowings and debt securities.

Amount repayable in one year or less, or on demand

| | As at 31.12.09 S\$'000 | As at 31.3.09 S\$'000 |
|---|------------------------------|-----------------------------|
| Unsecured: | 40.004 | 470.044 |
| Current portion of long term bank loans Short term bank loans | 43,991 133,754 | 170,811 125,153 |
| Bank overdrafts | 1,326 | 4,328 |
| Import loans | 9,121 | 6,179 |
| | 188,192 | 306,471 |
| Secured | | |
| Obligations under finance leases | 183 | 352 |
| | 183 | 352 |
| | | |

Amount repayable after one year

| | As at 31.12.09 S\$'000 | As at 31.3.09 S\$'000 |
|----------------------------------|------------------------------|-----------------------------|
| Unsecured: | | |
| Long term bank loans | 52,167 | Nil |
| | 52,167 | Nil |
| Secured | | |
| Obligations under finance leases | 142 | 585 |
| | 142 | 585 |
| | | |

Details of any collateral

Carrying amount of fixed assets in respect of certain motor vehicles and equipment held under finance leases:

| As at 31 | .12.09 | As at 3 | 31.3.09 |
|------------|-------------|--------------|-------------|
| The Group | The Company | The Group | The Company |
| | | | |
| S\$507,000 | Nil | S\$1,493,000 | Nil |

Other comments to paragraph 1(b)(ii)

Not applicable.

1(c) A cash flow statement (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

| | Q3 ended 31.12.09 S\$'000 | Q3 ended 31.12.08 S\$'000 |
|--|---------------------------------|---------------------------------|
| | | Restated |
| Operating activities | | |
| Profit before income tax | 12,938 | 1,761 |
| Adjustments for: | | |
| Allowance for doubtful debts | 102 | 748 |
| Allowance for stock obsolescence | 310 | 1,741 |
| Depreciation and amortisation | 7,725 | 8,694 |
| Dividend income from available-for-sale investments | (33) | 0 |
| Finance costs, net | 2,342 | 3,260 |
| Gain on dilution of interests in associates | (903) | 0 |
| Gain on disposal of equity interests in an associate | 0 | (219) |
| Gain on disposal of available-for-sale investments | (317) | 0 |
| Impairment loss on property, plant and equipment | 2,030 | 472 |
| Interest income | (488) | (490) |
| Loss on disposal of property, plant and equipment | 259 | 134 |
| Property, plant and equipment written off | 85 | 516 |
| Realised loss on commodity contracts | 32 | 16,075 |
| Share of results of associates | (4,107) | (845) |
| Unrealised fair value gain of commodity contracts | 0 | (11,818) |
| Unrealised foreign exchange (gain) loss | (4,404) | 1,276 |
| Operating profit before working capital changes | 15,571 | 21,305 |
| Stocks | (20,214) | |
| Debtors | 51,721 | 19,138 |
| Deposits and prepayments | 439 | 1,500 |
| Creditors and accrued charges | 24,078 | (25,517) |
| Cash from operations | 71,595 | 24,980 |
| Interest received | 471 | 501 |
| Interest paid | (2,261) | (1,852) |
| Income tax paid | (2,533) | (1,973) |
| Net cash from operating activities | 67,272 | 21,656 |
| Investing activities | | |
| Acquisition of available-for-sale investments | 0 | (526) |
| Dividends received from associates | 0 | 1,911 |
| Dividends received from available-for-sale investments | 33 | 0 |
| Investment in associates | 0 | (2,587) |
| Initial deposit received for disposal of an associate | 902 | 0 |
| Proceeds on disposal of available-for-sale investments | 467 | 0 |
| Proceeds on disposal of property, plant and equipment | 55 | 19 |
| Proceeds on disposal of equity interests in a subsidiary | 0 | 630 |
| Proceeds on disposal of associates | 370 | 1,168 |
| Purchase of property, plant and equipment | (3,151) | (17,341) |
| Net cash used in investing activities | (1,324) | (16,726) |

| | Q3 ended 31.12.09 S\$'000 | Q3 ended 31.12.08 S\$'000 |
|---|---------------------------------|---------------------------------|
| | - | Restated |
| Financing activities | | |
| Bank loans repaid | (73,099) | (6,249) |
| Dividends paid | (2,194) | (1,207) |
| Dividends paid to minority shareholders | (4,401) | (1,808) |
| Repayment of obligations under finance leases | (72) | (151) |
| Net cash used in financing activities | (79,766) | (9,415) |
| | | |
| Net decrease in cash and cash equivalents | (13,818) | (4,485) |
| Cash and cash equivalents at beginning of period | 125,798 | 63,488 |
| Effect of exchange rate changes on the balance of cash held in foreign currencies | (1,061) | 269 |
| Cash and cash equivalents at end of period | 110,919 | 59,272 |
| | | |
| Cash and cash equivalents at end of period comprise: | | |
| Bank balances and cash | 112,245 | 64,331 |
| Bank overdrafts | (1,326) | (5,059) |
| | 110,919 | 59,272 |
| | | |

1(d) Statement of Comprehensive Income

With effect from 1 April 2009, FRS 1 (Revised) *Presentation of Financial Statements* requires an entity to present all non-owner changes in equity in a Statement Comprehensive Income. Non-owner changes include income and expenses recognised directly in equity. This is a change of presentation and does not affect the recognition of measurement of the entity's transactions. Previously, such non-owner changes are included in Statement of Changes in Equity.

| The Group | Q3 ended 31.12.09 S\$'000 | Q3 ended 31.12.08 S\$'000 | YTD ended 31.12.09 S\$'000 | YTD ended 31.12.08 S\$'000 |
|---|------------------------------------|------------------------------------|-------------------------------------|-------------------------------------|
| The Group | 04000 | Restated | 5 \$ 555 | Restated |
| Profit for the year | 9,730 | 922 | 33,375 | 5,703 |
| Other comprehensive income (expense): | | | | |
| Translation differences arising from consolidation | (0.704) | (4.004) | (40,400) | 40 400 |
| of foreign operations Fair value gain (loss) on available-for-sale financial assets Reclassification to profit and loss from equity | (9,784) 1,029 | (1,891) (1,591) | , , | 12,123 (1,591) |
| on disposal of available-for-sale investments | (350) | 0 | (350) | 0 |
| Fair value gain on cash-flow hedges | 324 | 256 | 447 | (188) |
| Fair value adjustments arising from business combinations | 0 | 0 | 0 | 1,216 |
| Other comprehensive income (expense) for the period, net of tax | (8,781) | (3,226) | (40,328) | 11,560 |
| Total comprehensive income (expense) for the period | 949 | (2,304) | (6,953) | 17,263 |
| | | | | |
| Attributable to: | | | | |
| Equity holders of the Company | (492) | (3,202) | (7,556) | |
| Minority interests | 1,441 | 898 | 603 | 3,432 |
| | 949 | (2,304) | (6,953) | 17,263 |
| | | | | |

1(e)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

| The Group | Share capital S\$'000 | Capital reserve S\$'000 | Legal reserve \$\$'000 | Translation reserve \$\$'000 | Property/ asset revaluation reserve \$\$'000 | Retained profits \$\$'000 | Share option reserve \$\$'000 | Fair value reserve S\$'000 | Hedging reserve \$\$'000 | Sub Total S\$'000 | Minority interests \$\$'000 | Total S\$'000 |
|---|------------------------------------|--------------------------------|-------------------------------|------------------------------|--|----------------------------------|--------------------------------------|--|---------------------------------|--------------------------------|-----------------------------|-------------------------|
| Balance at 30.9.09 | 230,971 | (34,983) | 11,288 | (99,026) | 3,358 | 186,167 | 1,133 | 594 | 123 | 299,625 | 50,033 | 349,658 |
| Total comprehensive income | 0 | 0 | 0 | (9,690) | 0 | 8,195 | 0 | 679 | 324 | (492) | 1,441 | 949 |
| Transfer to (from) reserves | 0 | 0 | 330 | 0 | 0 | (330) | 0 | 0 | 0 | 0 | 0 | 0 |
| Dividends paid | 0 | 0 | 0 | 0 | 0 | (2,194) | 0 | 0 | 0 | (2,194) | 0 | (2,194) |
| Dividends paid to minority shareholders | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | (4,401) | (4,401) |
| Balance at 31.12.09 | 230,971 | (34,983) | 11,618 | (108,716) | 3,358 | 191,838 | 1,133 | 1,273 | 447 | 296,939 | 47,073 | 344,012 |
| | | | | | | | | | | | | |
| Balance at 30.9.08 (Restated) | 230,971 | (35,507) | 9,768 | (86,936) | 3,367 | 172,678 | 1,133 | (2,916) | (444) | 292,114 | 48,116 | 340,230 |
| Balance at 30.9.08 (Restated) Total comprehensive income | 230,971 | (35,507) | 9,768 | (86,936) (1,957) | 3,367 | 172,678 90 | 1,133 | (2,916) (1,591) | | 292,114 (3,202) | 48,116 898 | 340,230 (2,304) |
| • | · | , | • | | | · | , | | | · | • | • |
| Total comprehensive income | 0 | 0 | 0 | (1,957) | 0 | 90 | 0 | (1,591) | 256 | (3,202) | 898 | (2,304) |
| Total comprehensive income Transfer to (from) reserves | 0 | 0 | 0 382 | (1,957) 0 | 0 | 90 (382) | 0 | (1,591) 0 | 256 0 | (3,202) | 898 | (2,304) |

| | | | Share | | |
|----------------------------|---------|----------|-----------|-------------|-------------|
| | Share | Retained | o p tio n | Translation | Total |
| | capital | profits | reserve | reserve | e q u ity |
| The Company | S\$'000 | S\$'000 | S\$'000 | S\$'000 | S\$'000 |
| Balance at 30.9.09 | 230,971 | 45,980 | 1,133 | (10) | 278,074 |
| Total comprehensive income | 0 | 5,025 | 0 | 3 | 5,028 |
| Dividends paid | 0 | (2,194) | 0 | 0 | (2,194) |
| Balance at 31.12.09 | 230,971 | 48,811 | 1,133 | (7) | 280,908 |
| B. L | 000074 | 04.044 | 4 400 | | 0.4.0.0.4.5 |
| Balance at 30.9.08 | 230,971 | 81,241 | 1,133 | 0 | 313,345 |
| Total comprehensive income | 0 | 9,934 | 0 | 0 | 9,934 |
| Dividends paid | 0 | (1,207) | 0 | 0 | (1,207) |
| Balance at 31.12.08 | 230,971 | 89,968 | 1,133 | 0 | 322,072 |

1(e)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State also the number of shares that may be issued on conversion of all the outstanding convertibles, as well as the number of shares held as treasury shares, if any, against the total number of issued shares excluding treasury shares of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

There were no movements in the share capital of the Company from 30 September 2009 to 31 December 2009.

The total number of shares that may be issued on exercise of all outstanding share options granted under the Company's Executives' Share Option Scheme is as follows:

| Share option | Date of Expiry | Exercise Price per each ordinary share | As at 31.12.09 | As at 31.12.08 |
|--------------|-----------------|--|----------------|----------------|
| 1999 Scheme | | | | |
| No. 1 | 16 March 2010 | S\$1.41 | 375,000 | 375,000 |
| No. 2 | 10 October 2010 | S\$1.60 | 517,000 | 517,000 |
| No. 3 | 4 August 2012 | S\$1.25 | 721,000 | 871,000 |
| No. 4 | 24 June 2013 | S\$2.50 | 1,981,000 | 2,280,000 |
| | | | | |
| | | | 3,594,000 | 4,043,000 |

As at 31 December 2009, the Company did not hold any of its issued shares as treasury shares (31 December 2008:Nil).

1(e)(iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.

| As at | 31.12.09 | 31.3.09 |
|--|------------------|-------------|
| Total number of issued shares | 109,687,168 | 109,687,168 |
| Less: Treasury shares Total number of issued shares excluding treasury shares | - 109,687,168 | 109,687,168 |
| is a sum of the sum of | | 111,001,100 |

1(e)(iv) A statement showing all sales, transfers, disposal, cancellation and/or use of treasury shares as at the end of the current financial period reported on.

As at 31 December 2009, there were no sales, transfers, disposals, cancellation and/or use of treasury shares.

2. Whether the figures have been audited or reviewed, and in accordance with which auditing standard or practice.

The figures have not been audited or reviewed by the Company's auditors.

3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).

Not applicable.

4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.

Except as stated in Note 5, the Group has applied the same accounting policies and methods of computation in the financial statements for the current reporting period consistent with those of the audited financial statements for the financial year ended 31 March 2009.

- 5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.
 - (i) Adoption of new and revised Financial Reporting Standards ("FRS")

The Group adopted the new/revised FRS that are applicable for the financial period beginning 1 April 2009. The following are the new or amended FRSs that are relevant to the Group:

FRS 1 (Revised) Presentation of Financial Statements

FRS 23 (Revised) Borrowing Costs
FRS 108 Operating Segments

The adoption of the above FRSs does not result in any substantial change to the Group's accounting policies nor any significant financial impact.

(ii) Adjustments to initial accounting for a business combination that was determined provisionally in the financial year ended 31 March 2009

The purchase price allocation of the acquisition of Aim High Group Limited ("Aim High") in the financial year ended 31 March 2009 was provisional due to the complexity involved in identifying and valuing the underlying assets. The purchase consideration for Aim High Group Limited had a variable component that was contingent on the audited net profit achieved by Aim High in the financial year ended 31 March 2009. The purchase price allocation had been completed and in completing the initial accounting of the acquisition, the Group reviewed the estimated purchase consideration payable and reduced it by S\$2,575,000 according to the actual net profit achieved by Aim High. The following comparative information as at 31 March 2009 has been adjusted retrospectively as a result of above.

| | 31 March 2009 as restated S\$'000 | 31 March 2009 as previously stated S\$'000 |
|------------------------------------|---|--|
| Intangible assets | 10,498 | 8,818 |
| Interest in associates | 82,216 | 81,381 |
| Goodwill recognized on acquisition | 2,779 | 6,723 |
| Creditors and accrued charges | (130,000) | (132,575) |
| Deferred tax liabilities | (3,235) | (2,937) |
| Asset revaluation reserve | 3,358 | 2,142 |
| Retained profits | 167,484 | 167,975 |
| Translation reserve | (69,781) | (69,904) |
| | | |

6. Earnings per ordinary share of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.

| | Q3 ended 31.12.09 | Q3 ended 31.12.08 | YTD 31.12.09 | YTD 31.12.08 |
|--|----------------------|----------------------|-----------------|-----------------|
| | | Restated | | Restated |
| Earnings per ordinary share for the period after deducting any provision for preference dividends: | | | | |
| (a) Based on weighted average number of ordinary shares in issue | 7.47 cents | 0.08 cents | 26.63 cents | 2.70 cents |
| (b) On a fully diluted basis | 7.47 cents * | 0.08 cents * | 26.63 cents * | 2.70 cents * |
| Weighted average number of ordinary shares | 109,687,168 | 109,687,168 | 109,687,168 | 109,687,168 |

^{*} There is no dilutive effect as the share options are out-of-the-money.

For earnings per ordinary share calculation, the weighted average number of ordinary shares for the period represents the number of ordinary shares in issue at the beginning of the period adjusted for shares issued upon exercise of options, multiplied by a time-weighted factor. For the purpose of calculating the diluted earnings per ordinary shares, the weighted average number of ordinary shares in issue had been adjusted to reflect the effect of all potentially dilutive ordinary shares from the exercise of all outstanding share options.

- 7. Net asset value (for the issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the:
 - (a) current financial period reported on; and
 - (b) immediately preceding financial year.

| | The Group | | The Company | |
|---|-----------------|----------------|-----------------|----------------|
| | 31.12.09 S\$ | 31.3.09 S\$ | 31.12.09 S\$ | 31.3.09 S\$ |
| | | Restated | | |
| Net asset value per ordinary share based on issued share capital at the end of the period | 2.71 | 2.81 | 2.56 | 2.50 |

- 8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:-
 - (a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and
 - (b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.

Turnover for the three months and nine months ended 31 December 2009 was \$\$200 million and \$\$604 million respectively, or about 8% and 12% below the corresponding periods of last year. Nevertheless, the decline in turnover has narrowed over the past quarters.

Sales of rechargeable batteries registered a decrease for the three months ended 31 December 2009 by 17% while sales of primary batteries, especially the cylindrical carbon zinc batteries, rose by 12 %.

Excluding the effect of commodity hedging contracts in the last financial year, gross profit margins for the nine months ended 31 December 2009 were approximately 23% compared to 21% for the corresponding period of last year mainly due to effective cost control measures.

All commodity contracts with unrealised fair value gain or loss recognizable in the Income Statement had expired before this financial year end and hence, there would not be any more unrealised fair value gain or loss in the Income Statement on commodity contracts for this financial year. The Group has entered into commodity contracts in this financial year to hedge a small amount of Nickel requirement under some specific customers orders and any unrealised fair value gain or loss arising from these contracts are captured as reserves movement and is recognized as cost of sales in the Income Statement only when it is realised.

Finance costs for the three months and nine months ended 31 December 2009 were \$\$2.3 million and \$\$7.2 million respectively, a decrease of 28% and 23% respectively over the corresponding periods of last year mainly due to lower interest rates.

Exchange gains for the three months and nine months ended 31 December 2009 were \$\$3.0 million and \$\$9.6 million respectively mainly due to gains on revaluation of US dollar denominated liabilities.

Share of results of associates for the three months and nine months ended 31 December 2009 was S\$4.1 million and S\$11.5 million respectively, an increase of 386% and 45% respectively over the corresponding periods of last year, which mainly reflects an abrupt slowdown in demand of notebook computer battery packs last year.

Following the refinancing of the syndicated loan facility in October 2009, the Group has returned to a net current assets position. As such, the "going concern" issue, as mentioned in the Independent Auditors' Report dated 18 June 2009, no longer exists.

The Group has acquired certain assets of Vectrix Corporation pursuant to a supervised sale under Section 363 of the United States Bankruptcy Code and is currently reviewing the business model of Vectrix in order to effectively incorporate this new acquisition as an integral part of the Group's electric transportation business.

To strengthen its collaboration with Boston Power Inc. of the US, the Group has entered into a worldwide distribution agreement with them utilizing the Group's extensive sales network to promote the Boston Power's Sonata products.

The Group has disposed of part of its shareholding in its associated company, Gold Yi Industries Co. Ltd. Through Champion World Limited, a subsidiary of the Group, it has also entered into a sale and purchase agreement to dispose of its entire shareholding interest in Advanced Electronics Energy Limited.

9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.

These results are in line with the statement made by the Company in the announcement of results for the financial period ended 30 September 2009 released on 10 November 2009.

10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.

The outlook for the Group is cautiously optimistic as general business conditions continue to improve. However, currency fluctuations, rise in material costs and the tight labour situation in China may have an adverse impact on margins. The Group will focus on productivity improvement.

The Group will continue to enhance its presence in priority markets and in selected application segments. It will further tap on the global trend towards electric transportation by exploring opportunities to fully capitalize its capability and technical know-how in this area.

11. Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on?

None.

(b) Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year?

None.

(c) Date payable

Not applicable.

(d) Books closure date

Not applicable.

12. If no dividend has been declare/recommended, a statement to that effect.

Not applicable.

13. Confirmation by the Board

We, Andrew Ng Sung On and Richard Ku Yuk Hing, being two directors of GP Batteries International Limited (the "Company"), do hereby confirm on behalf of the directors of the Company that, to the best of their knowledge, nothing has come to the attention of the board of directors of the Company which may render the financial statements for third quarter ended 31 December 2009 to be false or misleading in any material aspect.

BY ORDER OF THE BOARD

Andrew Ng Sung On Chairman and Chief Executive Richard Ku Yuk Hing Vice Chairman

4 February 2010