

Corporate Governance

Introduction

GP Batteries International Limited (the “Company”) is committed to ensuring and maintaining high standards of corporate governance in conformity with the Code of Corporate Governance introduced in April 2001 and amended in 2005 (the “Code”) and in compliance with the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”). This Statement describes the Company’s corporate governance processes and activities with specific reference to the Code and any deviations from the Code are explained.

Board Matters

Principle 1 : The Board of Directors’ (the “Board”) Conduct of Its Affairs

The principal functions of the Board are:

- (i) supervising the overall management of the business and affairs of the Group;
- (ii) approving the Group’s strategic plans, significant investment and divestment proposals and funding decisions;
- (iii) reviewing the Group’s financial performance and key operational initiatives, and implementations of risk management policies and practices;
- (iv) approving nominations to the Board;
- (v) reviewing and endorsing the recommended framework of remuneration for the Board and key executives by the Remuneration Committee (“RC”); and
- (vi) assuming responsibility for corporate governance.

The Board conducts its meetings on a regular basis. Article 97(2) of the Company’s Articles of Association allows Board meetings to be conducted by way of telephone or videoconference. The attendance of the Directors at meetings of the Board and Board committees, as well as the frequency of such meetings, is disclosed in this Report. The Company, however, believes that the contributions of the Directors can be reflected in means other than by the attendance at such meetings. A director is appointed on the strength of his calibre, experience and his potential to contribute to the proper guidance of the Company and its businesses in forms such as management’s access to him for guidance or exchange of views outside the formal environment of Board meetings and also his ability to bring relations which are strategic to the interests of the Group.

Matters that are specifically reserved for the Board’s decisions include material acquisitions and disposal of assets, corporate or financial restructuring, share issuance and dividend payment to shareholders, interested person transactions, and other transactions of a material nature requiring announcement under the listing rules of the SGX-ST.

The Company provides facilities for new directors to meet their relevant training needs and also orientation programmes to familiarise them with the Company’s business and governance practices. All Directors are routinely updated on developments in the operating environment, particularly on relevant new laws and regulations.

Principle 2 : Board Composition and Balance

Presently, the Board consists of nine directors, of whom three are Independent Non-Executive Directors. The Board has adopted the definition in the Code of what constitutes an independent director in its review of the independence of each director. Key information regarding the directors is provided under the “Board of Directors” section of the annual report.

The Nominating Committee (“NC”) is of the view that the current Board comprises persons who as a group, provides core competencies necessary to meet the Company’s objectives.

Corporate Governance (Cont'd)

Principle 2 : Board Composition and Balance (Cont'd)

The Board has reviewed its composition of directors and is satisfied that such composition is appropriate for the nature and scope of the Group's operations and facilitates effective decision-making. The Board will constantly examine its size with a view to determining its impact upon its effectiveness.

Principle 3 : Role of Chairman and Chief Executive ("CE")

The Chairman is also the CE of the Company. He is responsible for the overall functioning of the Board and the daily running of the Company's business. His other responsibilities include ensuring that adequate procedures are introduced to comply with the Code and that formal Board meetings are held as and when necessary and in consultation with the Company Secretary, sets out the agenda for these formal Board meetings, and that the relevant materials provided for these meetings are complete, adequate and timely.

The Chairman cum CE's performance, appointment to the Board and remuneration package are being reviewed periodically by the NC and RC respectively. A majority of the members of these committees are independent directors of the Company. Hence, the Board believes that there are adequate safeguards against an uneven concentration of power and authority in a single individual. The Board is of the view that the current single leadership arrangement works well, in particular it does not hinder the decision-making process of the Company unnecessarily.

For the reasons as stated above, it is felt that it is not necessary, in the circumstances, to appoint any lead independent director, or to separate the role of Chairman and CE as recommended by the Code.

Principle 6 : Access to Information

Management provides the Board and its various sub-committees with relevant information and reports prior to their respective meetings. In addition, management also provides the Board with further information or ad hoc reports as and when required. Board members are also consulted or updated with the latest developments of the Group with regular management meetings, circulation of discussion papers and informal meetings such as discussions via tele-communications. Directors have separate and independent access to the Company's senior management and the Company Secretaries for additional information. In addition, should directors, whether as a group or individually, need independent professional advice, management will, upon direction by the Board, appoint a professional advisor selected by the Group or the individual, to render the advice. The cost of such professional advice will be borne by the Company.

At least one of the Company Secretaries attends Board meetings, particularly the meetings for reviewing the draft announcements of the Group's quarterly and full year results, and is responsible for ensuring that Board procedures are followed. Together with the management staff of the Company, the Company Secretaries are responsible for compliance with the requirements of the Companies Act and all other SGX-ST rules and regulations which are applicable to the Company.

Please refer to the "Corporate Information" section of the annual report for the composition of the Company's Board and Board committees.

Board Committees Nominating Committee ("NC")

Principle 4 : Board Membership

The NC consists of five directors, three of whom, including the Chairman, are Independent Non-Executive Directors.

The NC is guided by its Terms of Reference that sets out its responsibilities, which includes consideration of salient factors for the purposes of directors' re-nomination and determination of independence.

The duties and responsibilities of the NC are:

- (i) to make recommendations to the Board on the appointment of new Executive and Non-Executive Directors, including making recommendations on the composition of the Board generally and the balance between Executive and Non-Executive Directors appointed to the Board;

Principle 4 : Board Membership (Cont'd)

- (ii) to regularly review the Board structure, size and composition and make recommendations to the Board with regards to any adjustments that are deemed necessary;
- (iii) to be responsible for identifying and nominating candidates for the approval of the Board, determining annually whether or not a director is independent, to fill Board vacancies as and when they arise as well as put in place plans for succession, in particular for the Chairman of the Board and the CE. If the NC determines that a director, who has one or more of the relationships that could interfere with his exercise of independent business relationship judgement, is in fact independent, it will disclose in full nature of the director's relationship and bear responsibility for explaining why he should be considered independent;
- (iv) to make recommendations to the Board for the continuation (or not) in services of any director who has reached the age of 70;
- (v) to recommend directors who are retiring by rotation to be put forward for re-election. All directors are required to submit themselves for re-nomination and re-election at regular intervals and at least once every three years;
- (vi) to have due regard to the principles of the Code; and
- (vii) to assess the effectiveness of the Board as a whole and assess the contribution by each individual director to the effectiveness of the Board. Although the Directors are not evaluated individually, the factors taken into consideration for the re-nomination of the Directors for the year are based on the contribution of each individual director to the effectiveness of the Board.

Principle 5 : Board Performance

The Board, through the delegation of its authority to the NC, has used its best efforts to ensure that directors appointed to the Board possess the background, experience and knowledge in technology, business, finance and management skills critical to the Group's business and that each director, through his unique contributions, brings to the Board an independent and objective perspective to enable balanced and well-considered decisions to be made. In the event that the appointment of a new Board member is required, the criteria for the appointment will be driven by the need to position and shape the Board in line with the medium-term needs of the Group and its business.

The NC has decided, in consultation with the Board, on how the Board should be evaluated and has selected a set of performance criteria that is linked to long-term shareholders' value, to be used for performance evaluation of the Board.

Accountability and Audit

Principle 10 : Accountability of the Board and Management

The Board is accountable to the shareholders. It is the aim of the Board to provide shareholders with a balanced and understandable assessment of the Company's performance, position and prospects when presenting the annual financial statements, announcements of the Group's financial results and price sensitive public reports.

The management is accountable to the Board. Management prepares balanced and understandable monthly management accounts.

Corporate Governance (Cont'd)

Principle 11: Audit Committee (“AC”)

Currently the AC comprises three members who are Independent Non-Executive Directors. Members of the AC are experienced professionals and businessmen. They are knowledgeable in the accounting, banking and financial management matters and possess extensive general business knowledge. The AC is of the view that its members have sufficient financial management expertise and experience to discharge the AC's functions.

The AC is guided by its Terms of Reference, which sets out its duties and responsibilities. In fulfilling its duties and responsibilities, the AC:

- (i) reviews the annual audit plan of the Company's external auditors;
- (ii) reviews the results of the external auditors' examination, their evaluation of the Group's internal accounting controls and their recommendations;
- (iii) recommends to the Board, subject to shareholders' approval, the re-appointment of the Company's external auditors;
- (iv) reviews and approves internal audit plans and reviews results of internal audits and management's responses to the internal auditors' recommendations;
- (v) reviews the draft announcements of the Group's quarterly and full year results before submission to the Board;
- (vi) reviews the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Company and any formal announcements relating to the Company's financial performance;
- (vii) reviews the Group's interested person transactions;
- (viii) reviews non-audit services performed by the external auditors to ensure that the nature and extent of such services will not prejudice the independence and objectivity of the external auditors before recommending to the Board, subject to shareholders' approval, the re-appointment of the Company's external auditors;
- (ix) conducts other reviews as required by the Listing Manual of the SGX-ST;
- (x) reviews the adequacy of the Company's internal controls, i.e. the financial controls, operational and compliance controls, and risk management policies and systems established by the Management (collectively “internal controls”);
- (xi) reviews periodically and at least once annually the effectiveness of the Company's internal controls. Such review can be carried out by the internal and/or public accountants, provided that where the public accountant is also the auditor of the Company, the Committee should satisfy itself that the independence of the public accountant is not compromised by any other material relationship with the Company; and
- (xii) reviews arrangements by which staff of the Company may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters.

The AC meetings are held with the internal and external auditors and, by invitation, any Director and representatives from management.

The AC has conducted a review of all non-audit services provided by the external auditors and is of the opinion that the non-audit services provided by the external auditors would not affect the independence of the external auditors.

In accordance with the requirements of Rule 712, 715 and 716 of the SGX-ST Listing Manual, the AC and the Board are satisfied that suitable auditors were appointed for the Company, its Singapore-incorporated subsidiaries as well as its foreign-incorporated subsidiaries and associated companies.

The AC has also put in place a whistle blowing policy, whereby staff of the Group may raise concerns about possible improprieties in matters of financial reporting, fraudulent acts and other matters and ensure that arrangements are in place for independent investigations of such matters and appropriate follow up actions.

Principle 12: Internal Controls

The Company's external auditors, Deloitte & Touche LLP ("Deloitte"), carry out, in the course of their statutory audit, a review of the effectiveness of the Company's material internal controls, which are relevant to the entity's preparation of the financial statements annually to the extent of their scope as laid out in their audit plan. Material non-compliance and internal control weakness noted, if any, during their audit, and the auditors' recommendation to address such non-compliance and weaknesses are reported to the AC. The management takes necessary and effective follow up actions on these recommendations.

The Board recognises the importance of maintaining a sound system of internal controls which includes financial, operational and compliance controls, and risk management to safeguard shareholders' investment and the Group's assets, which is supplemented by the regular review carried by the Company's Internal Audit Department ("IAD"). The system of internal controls provides reasonable, but not absolute assurance against the occurrence of material misstatement, human errors, losses, fraud and other irregularities.

Principle 13: Internal Audit

The IAD is staffed with 6 persons and supervised by the Director - Internal Audit who carries out the review of the Group's manufacturing and sales operations.

The IAD is independent from the activities it audits. It reports directly to AC via its Chairman, and to an Executive Director/ General Manager administratively. Reports from the IAD are tabled at each of the AC's regular meetings, which are held on a quarterly basis. The AC also reviews and approves the IAD annual audit plans and resources to ensure that it has the capabilities to adequately perform its functions.

The IAD adopts the Standards for Professional Practice of Internal Auditing set by the Institute of Internal Auditors in carrying out its duties.

Remuneration Committee ("RC")

Principle 7: Procedures for Developing Remuneration Policies

Principle 8: Level and Mix of Remuneration

Principle 9: Disclosure on Remuneration

The RC consists of three directors who are all Independent Non-Executive Directors.

The RC's terms of reference are primarily to:

- (i) review and recommend to the Board in consultation with management and the Chairman of the Board, a framework of remuneration and to determine the specific remuneration packages and terms of employment for each of the Executive Directors and Senior Executives/Divisional Directors (those reporting directly to the Chairman of the Board) of the Group including those employees related to the Executive Directors and controlling shareholders of the Group;
- (ii) recommend to the Board in consultation with management and the Chairman of the Board, the Company's Share Option Schemes or any long-term incentive schemes which may be set up from time to time and to do all acts necessary in connection therewith; and
- (iii) carry out its duties in the manner that it deemed expedient, subject always to any regulations or restrictions that may be imposed upon the RC by the Board from time to time.

In reviewing the remuneration of Directors, the Board considers the employment conditions within the industry of comparable companies, as well as the Company's performance and the performance of directors.

Corporate Governance (Cont'd)

A breakdown showing the level and mix of the remuneration payable to each individual director and key executive for the financial year ended 31 March 2013 is as per the table below:

| Name of Personnel | Fixed salary including CPF % | Performance related income % | Other benefits % | Directors' fee % | Total % |
|---|---------------------------------|---------------------------------|---------------------|---------------------|------------|
| Range of remuneration below S\$250,000 | | | | | |
| <i>Independent Non-Executive Director</i> | | | | | |
| Allan CHOY Kam Wing | 0 | 0 | 0 | 100 | 100 |
| GOH Boon Seong | 0 | 0 | 0 | 100 | 100 |
| LIM Jiew Keng | 0 | 0 | 0 | 100 | 100 |
| Range of remuneration S\$250,001 to S\$500,000 | | | | | |
| <i>Executive Director</i> | | | | | |
| HUI Wing Sun | 98 | 2 | 0 | 0 | 100 |
| Richard KU Yuk Hing | 100 | 0 | 0 | 0 | 100 |
| Henry LEUNG Kwong Hang | 86 | 0 | 14 | 0 | 100 |
| TSANG Kwan Lung | 94 | 6 | 0 | 0 | 100 |
| Brian WONG Tze Hang | 77 | 3 | 20 | 0 | 100 |
| <i>Key executive</i> | | | | | |
| Parklin HO Pak Nin | 69 | 1 | 30 | 0 | 100 |
| Edward LAM Wai Man | 95 | 4 | 1 | 0 | 100 |
| Steven VEGA | 58 | 35 | 7 | 0 | 100 |
| David YUNG Yim Kwong | 98 | 1 | 1 | 0 | 100 |
| David ZHENG Wei Gong | 86 | 13 | 1 | 0 | 100 |
| Range of remuneration S\$500,001 to S\$750,000 | | | | | |
| <i>Executive Director</i> | | | | | |
| Andrew NG Sung On | 81 | 19 | 0 | 0 | 100 |

No employee of the Company and its subsidiaries was an immediate family member of a director and whose remuneration exceeded S\$150,000 during the financial year ended 31 March 2013. "Immediate family" means, in relation to a person, the person's spouse, child, adopted child, step-child, sibling and parent.

The remuneration policy for staff adopted by the Company comprises a base salary and a variable bonus that is linked to the performance of the Company and individual staff. In addition, outstanding options offered pursuant to the Company's Share Option Scheme 1999, which has expired on 31 March 2009, also provides an incentive to the staff to excel in their performance. Information regarding the Company's share option scheme is disclosed in the Report of the Directors.

Another incentive plan, the GP Batteries Performance Share Plan (the "Plan"), was approved by the shareholders of the Company at an Extraordinary General Meeting held on 30 July 2010. The performance share awards to be granted under the Plan are principally performance-based with performance targets to be set over a performance period.

Material Contracts

There is no material contract entered into by the Company and its subsidiary companies involving the interests of the CE, Director or controlling shareholder, either still subsisting at the end of the financial year or if not then subsisting, entered into since the end of the previous financial year.

Communication with Shareholders

Principle 14: Communication with Shareholders

Principle 15: Promoting Greater Participation by Shareholders

Announcements of results are released through the SGXNET. The Company also sends press releases to the media and updates such information on the Company's website.

The Company does not practise selective disclosure. Price sensitive information is first publicly released, either before the Company meets with any group of investors or investment analysts or simultaneously with such meetings, if necessary. Results and annual reports are announced or issued within the mandatory period and are available on the Company's website.

The Company communicates with its investors on a regular basis and attends to their queries. All shareholders of the Company receive a copy of the annual report and notice of Annual General Meeting ("AGM"). The notice is also advertised in the newspapers.

At AGMs, shareholders are given the opportunity to communicate their views and ask questions regarding the Group. Board members, Chairmen of the AC, NC and RC, and the external auditors are also available to address questions at AGMs.

The Company's Articles of Association allow a shareholder of the Company to appoint one or two proxies to attend and vote at all general meetings on his/her behalf.

The Company Secretary prepares minutes of shareholders' meetings, which incorporates substantial comments or queries from shareholders and responses from the Board and management. These minutes are available to shareholders upon their requests.

Dealing in Securities

The Group has adopted a Best Practices Guide with respect to dealings in securities by Directors and officers of the Group.

Directors and officers are prohibited from dealing in the Company's securities for the period of two weeks before the announcement of the Company's first three quarters' results, and one month before the announcement of the Company's full year results and ending on the date of the announcement of the results, or when they are in possession of potentially price sensitive information.

Directors and officers are also not expected to deal in the Company's securities on considerations of a short-term nature.

The Company has complied with its Best Practices Guide on Securities Transactions.

Corporate Governance (Cont'd)

Interested Person Transactions

The Company has adopted an internal policy in respect of any transaction with interested persons and has set out the procedures for review and approval of the Company's interested person transactions. The Company's disclosure in accordance with Rule 907 of the SGX-ST Listing Manual in respect of interested person transactions for the financial year ended 31 March 2013 is as follows:

| Name of interested person | Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920) | |
|---|--|---------|
| | 2013 | 2012 |
| | S\$'000 | S\$'000 |
| GP Industries Limited & its associates * | | |
| Purchase of parts and components | – | 258 |
| Gold Peak Industries (Holdings) Limited & its subsidiaries | | |
| Rental deposits | 419 | 423 |
| Rental expenses | 1,503 | 1,421 |

* GP Industries Limited is a major shareholder of the Company

The Company does not have a mandate on Interested Person Transactions.

Directors' Attendance At Board & Committee Meetings

| | BOARD | | Audit Committee | | Nominating Committee | | Remuneration Committee | |
|--------------------------------|-----------------|----------|-----------------|----------|----------------------|----------|------------------------|----------|
| | No. of meetings | | No. of meetings | | No. of meetings | | No. of meetings | |
| | Held | Attended | Held | Attended | Held | Attended | Held | Attended |
| Andrew NG Sung On | 4 | 4 | na | na | 1 | 1 | na | na |
| Richard KU Yuk Hing | 4 | 4 | na | na | na | na | na | na |
| Henry LEUNG Kwong Hang | 4 | 3 | na | na | na | na | na | na |
| HUI Wing Sun | 4 | 3 | na | na | na | na | na | na |
| TSANG Kwan Lung | 4 | 4 | na | na | 1 | 1 | na | na |
| Brian WONG Tze Hang | 4 | 4 | na | na | na | na | na | na |
| Harald E Kading ⁽¹⁾ | 4 | 1 | 4 | 1 | 1 | 1 | 1 | 1 |
| LIM Jiew Keng | 4 | 4 | 4 | 4 | 1 | 1 | 1 | 1 |
| Allan CHOY Kam Wing | 4 | 4 | 4 | 4 | 1 | 1 | 1 | 1 |
| GOH Boon Seong ⁽²⁾ | 4 | 3 | 4 | 3 | 1 | na | 1 | na |

⁽¹⁾ Ceased on 31 July 2012

⁽²⁾ Appointed on 28 May 2012