

REPORT OF THE DIRECTORS

The directors present their report together with the audited consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 March 2015.

1 DIRECTORS

The directors of the Company in office at the date of this report are:

Executive:

Victor Lo Chung Wing (Chairman and Chief Executive Officer)
 Richard Ku Yuk Hing (Vice Chairman)
 Henry Leung Kwong Hang (Chief Operating Officer and Chief Risk Officer)
 Leung Pak Chuen
 Hui Wing Sun
 Brian Wong Tze Hang

Independent Non-executive:

Lim Jiew Keng (Lead Independent Director)
 Allan Choy Kam Wing
 Goh Boon Seong

2 ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE BENEFITS BY MEANS OF THE ACQUISITION OF SHARES AND DEBENTURES

Neither at the end of the financial year nor at any time during the financial year did there subsist any arrangement whose object is to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures in the Company or any other body corporate, except for the Company's share option schemes as disclosed in paragraph 5 of this report.

3 DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

The directors of the Company holding office at the end of the financial year had no interests in the share capital and debentures of the Company, the Company's ultimate holding company, Gold Peak Industries (Holdings) Limited ("Gold Peak") and the Company's immediate holding company, GP Industries Limited ("GPI") as recorded in the register of directors' shareholdings kept by the Company under Section 164 of the Singapore Companies Act except as follows:

	Shareholdings registered in the name of directors			Shareholdings in which directors are deemed to have an interest		
	At 1 April 2014 or date of appointment, if later	At 31 March 2015	At 21 April 2015	At 1 April 2014 or date of appointment, if later	At 31 March 2015	At 21 April 2015
Interest in the Company's ordinary shares						
Victor Lo Chung Wing	300,000	300,000	300,000	87,708,144	100,813,244	102,274,444
Richard Ku Yuk Hing	151,500	151,500	151,000	–	–	–
Hui Wing Sun	695,028	695,028	695,028	–	–	–
Ordinary shares of NT\$10 each of Gold Peak Industries (Taiwan) Limited, a subsidiary of the Company						
Richard Ku Yuk Hing	200,000	200,000	200,000	–	–	–
Hui Wing Sun	200,000	200,000	200,000	–	–	–

3 DIRECTORS' INTERESTS IN SHARES AND DEBENTURES (cont'd)

	Shareholdings registered in the name of directors			Shareholdings in which directors are deemed to have an interest		
	At 1 April 2014 or date of appointment, if later	At 31 March 2015	At 21 April 2015	At 1 April 2014 or date of appointment, if later	At 31 March 2015	At 21 April 2015
Interest in Gold Peak's ordinary shares						
Victor Lo Chung Wing	6,141,945	6,141,945	6,141,945	226,747,823	226,747,823	226,747,823
Richard Ku Yuk Hing	2,629,684	2,629,684	2,629,684	–	–	–
Henry Leung Kwong Hang	500,000	500,000	500,000	–	–	–
Leung Pak Chuen	4,575,114	4,575,114	4,575,114	–	–	–
Hui Wing Sun	1,047,956	1,047,956	1,047,956	–	–	–
Options to subscribe for Gold Peak's ordinary shares						
Victor Lo Chung Wing	750,000	750,000	750,000	–	–	–
Richard Ku Yuk Hing	700,000	700,000	700,000	–	–	–
Leung Pak Chuen	700,000	700,000	700,000	–	–	–
Interest in GPI's ordinary shares						
Victor Lo Chung Wing	300,000	300,000	300,000	414,098,443	414,098,443	414,098,443
Richard Ku Yuk Hing	340,000	340,000	340,000	–	–	–
Leung Pak Chuen	1,608,000	1,608,000	1,608,000	–	–	–
Hui Wing Sun	77,430	77,430	77,430	–	–	–
Options to subscribe for GPI's ordinary shares						
Victor Lo Chung Wing	400,000	–	–	–	–	–
Leung Pak Chuen	380,000	–	–	–	–	–

By virtue of Section 7 of the Singapore Companies Act, Mr Victor Lo Chung Wing is deemed to have an interest in all the related corporations of the Company.

4 DIRECTORS' RECEIPT OF AND ENTITLEMENT TO CONTRACTUAL BENEFITS

Since the beginning of the financial year, no director has received or become entitled to receive a benefit which is required to be disclosed under Section 201(8) of the Singapore Companies Act, by reason of a contract made by the Company or a related corporation with the director or with a firm of which he is a member, or with a company in which he has a substantial financial interest except for salaries, bonuses and other benefits as disclosed in the financial statements. Certain directors received remuneration from related corporations in their capacity as directors and/or executives of those related corporations.

5 SHARE OPTIONS

During the financial year,

- (i) no option to take up unissued shares of the Company or any corporation in the Group was granted; and
- (ii) there were no shares of the Company or any corporation in the Group issued by virtue of the exercise of an option to take up unissued shares.

REPORT OF THE DIRECTORS (CONT'D)

6 UNISSUED SHARES UNDER OPTION

There were no unissued shares of the Company and subsidiaries under option at the end of the financial year.

7 AUDIT COMMITTEE

The Audit Committee of the Company is chaired by Mr Lim Jiew Keng, the Lead Independent Director, and includes Mr Allan Choy Kam Wing and Mr Goh Boon Seong, who are all independent directors. The Audit Committee has met four times since the last Directors' report and has reviewed the following, where relevant, with the executive directors and external and internal auditors of the Company:

- (a) the audit plans and results of the internal auditors' examination and evaluation of the Group's systems of internal accounting controls;
- (b) the Group's financial and operating results and accounting policies;
- (c) the statement of financial position and statement of changes in equity of the Company and the consolidated financial statements of the Group before their submission to the directors of the Company and external auditors' report on those financial statements;
- (d) the quarterly, half-yearly and annual announcements as well as the related press releases on the results and financial position of the Company and the Group;
- (e) the co-operation and assistance given by the management to the Group's external auditors; and
- (f) the re-appointment of the external auditors of the Group.

The Audit Committee has full access to and has the co-operation of the management and has been given the resources required for it to discharge its function properly. It also has full discretion to invite any director and executive officer to attend its meetings. The external and internal auditors have unrestricted access to the Audit Committee.

The Audit Committee has recommended to the directors the nomination of Deloitte & Touche LLP for re-appointment as external auditors of the Group at the forthcoming Annual General Meeting of the Company.

The Audit Committee was renamed as Audit and Risk Committee on 27 May 2015.

8 AUDITORS

The auditors, Deloitte & Touche LLP, have expressed their willingness to accept re-appointment.

ON BEHALF OF THE DIRECTORS

Victor Lo Chung Wing
Chairman and Chief Executive Officer

Richard Ku Yuk Hing
Vice Chairman

Singapore
16 June 2015