

DIRECTORS' STATEMENT

The directors of GP Batteries International Limited (the "Company" and together with its subsidiaries, the "Group") present their statement 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 2016.

In the opinion of the directors, the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company as set out on pages 26 to 81 are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 March 2016, and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year then ended and at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts when they fall due.

1 DIRECTORS

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

Executive:

Victor Lo Chung Wing (Chairman and Chief Executive Officer)
 Richard Ku Yuk Hing (Vice Chairman)
 Henry Leung Kwong Hang (Executive Vice President 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.

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 and related corporations as recorded in the register of directors' shareholdings kept by the Company under Section 164 of the Singapore Companies Act, Chapter 50, except as follows:

	Shareholdings registered in the name of directors			Shareholdings in which directors are deemed to have an interest		
	At 1 April 2015	At 31 March 2016	At 21 April 2016	At 1 April 2015	At 31 March 2016	At 21 April 2016
Interest in the Company's ordinary shares						
Victor Lo Chung Wing	300,000	300,000	300,000	100,813,244	102,274,444	102,274,444
Richard Ku Yuk Hing	151,500	151,500	151,500	–	–	–
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 2015	At 31 March 2016	At 21 April 2016	At 1 April 2015	At 31 March 2016	At 21 April 2016
Interest in Gold Peak Industries (Holdings) Limited's ordinary shares, ultimate holding company						
Victor Lo Chung Wing	6,141,945	69,045,825	69,045,825	226,747,823	100,940,063	100,940,063
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 Industries (Holdings) Limited's ordinary shares						
Victor Lo Chung Wing	750,000	–	–	–	–	–
Richard Ku Yuk Hing	700,000	–	–	–	–	–
Leung Pak Chuen	700,000	–	–	–	–	–
Interest in GP Industries Limited's ordinary shares, immediate holding company						
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	–	–	–

By virtue of Section 7 of the Singapore Companies Act, Chapter 50, Mr Victor Lo Chung Wing is deemed to have an interest in all the related corporations of the Company.

4 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.

5 UNISSUED SHARES UNDER OPTION

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

DIRECTORS' STATEMENT (cont'd)

6 AUDIT AND RISK COMMITTEE

The Audit and Risk 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 and Risk Committee has met four times since the last Annual General Meeting ("AGM") 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 and Risk 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 and Risk Committee.

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

7 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 2016