

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of GP Batteries International Limited ("the Company") will be held at The Pan Pacific Singapore, Ocean 6, Level 2, 7 Raffles Boulevard, Marina Square, Singapore 039595 on 26 August 2003 at 10.00 am for the following purposes:

### AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Accounts of the Company for the year ended 31 March 2003 together with the Auditors' Report thereon.

**(Resolution 1)**

2. To declare a final tax-exempt dividend of 8.0 Singapore cents per ordinary share for the year ended 31 March 2003. (2002 : 4.0 Singapore cents)

**(Resolution 2)**

3. To re-elect the following Directors retiring pursuant to Article 92 of the Company's Articles of Association:-

Mr Raymond Wong Wai Kan (Retiring under Article 92) **(Resolution 3)**

4. To pass the following resolution pursuant to Section 153(6) of the Companies Act, Cap. 50:-

"That pursuant to Section 153(6) of the Companies Act, Cap. 50, Mr Phua Bah Lee be re-appointed a Director of the Company to hold office until the next Annual General Meeting." [see Explanatory Note (i)]

**(Resolution 4)**

*Mr Phua Bah Lee shall, upon re-election as a Director of the Company, remain as a member and Chairman of the Audit Committee and shall be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.*

5. To approve the payment of Directors' fees of S\$120,000 for the year ended 31 March 2003 (2002: S\$120,000)

**(Resolution 5)**

6. To re-appoint Deloitte & Touche as the Company's Auditors and to authorise the Directors to fix their remuneration.

**(Resolution 6)**

7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

**8. Authority to allot and issue shares up to 50 per centum (50%) of issued share capital**

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors be empowered to allot and issue shares in the capital of the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be allotted and issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the issued share capital of the Company at the time of the passing of this resolution, of which the aggregate number of shares to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed

twenty per centum (20%) of the issued capital of the Company and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. [See Explanatory Note (ii)]

**(Resolution 7)**

**9. Authority to allot and issue shares under the GP Batteries International Limited Executives' Share Option Scheme ("1992 Scheme")**

That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors be authorised and empowered to allot and issue shares in the capital of the Company to all the holders of options granted by the Company, whether granted during the subsistence of this authority or otherwise, under the 1992 Scheme upon the exercise of such options and in accordance with the terms and conditions of the Scheme, provided always that the aggregate number of additional ordinary shares to be allotted and issued pursuant to the 1992 Scheme shall not exceed ten per centum (10%) of the issued share capital of the Company from time to time and such authority shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier. [See Explanatory Note (iii)]

**(Resolution 8)**

**10. Authority to allot and issue shares under the GP Batteries International Limited Share Option Scheme 1999 ("1999 Scheme")**

That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors be authorised and empowered to allot and issue shares in the capital of the Company to all the holders of options granted by the Company, whether granted during the subsistence of this authority or otherwise, under the 1999 Scheme upon the exercise of such options and in accordance with the terms and conditions of the Scheme, provided always that the aggregate number of additional ordinary shares to be allotted and issued pursuant to the 1999 Scheme shall not exceed fifteen per centum (15%) of the issued share capital of the Company from time to time and such authority shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier. [See Explanatory Note (iv)]

**(Resolution 9)**

**11. Authority to issue shares under the GP Batteries International Limited Scrip Dividend Scheme**

That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors be and are hereby empowered to allot and issue such number of shares in the Company as may be required to be allotted and issued pursuant to the GP Batteries International Limited Scrip Dividend Scheme from time to time, in accordance with the "Terms and Conditions of the Scrip Dividend Scheme" set out on pages 57 to 62 of the Circular to Shareholders dated 22 November 1999. [See Explanatory Note (v)]

**(Resolution 10)**

**12. Renewal of Share Purchase Mandate**

That the Directors of the Company be and are hereby authorised to make purchases of shares from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to ten per centum (10%) of the issued ordinary share capital of the Company (as ascertained as at the date of Annual General Meeting of the Company) at the price of up to but not exceeding the Maximum Price as defined in the Circular to Shareholders dated 22 November 1999 ("the November 1999 Circular"), in accordance with the "Terms of the Share Purchase Mandate" set out on pages 18 and 19 of the November 1999 Circular, and this mandate shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the next Annual General Meeting of the Company is held or is required by law to be held, whichever is the earlier. [See explanatory note (vi)]

**(Resolution 11)**

By Order of the Board

**Explanatory Notes:**

(i) The effect of the Ordinary Resolution 4 proposed in item 4 above, is to re-appoint a director who is over 70 years of age.

(ii) The Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares in the Company. The number of shares that the Directors may allot and issue under this Resolution would not exceed fifty per centum (50%) of the issued capital of the Company at the time of the passing of this resolution. For issue of shares other than on a pro rata basis to all shareholders, the aggregate number of shares to be issued shall not exceed twenty per centum (20%) of the issued capital of the Company.

The percentage of issued capital is based on the Company's issued capital after adjusting for (a) new shares arising from the exercise of employee share options on issue at the time this proposed Ordinary Resolution is passed and (b) any subsequent consolidation or subdivision of shares.

(iii) The Ordinary Resolution 8 proposed in item 9 above, if passed, will empower the Directors of the Company, from the date of the above Meeting until the next Annual General Meeting, to allot and issue shares in the Company of up to a number not exceeding in total ten per centum (10%) of the issued share capital of the Company for the time being pursuant to the exercise of the options under the 1992 Scheme.

(iv) The Ordinary Resolution 9 proposed in item 10 above, if passed, will empower the Directors of the Company, from the date of the above Meeting until the next Annual General Meeting, to allot and issue shares in the Company of up to a number not exceeding in total fifteen per centum (15%) of the issued share capital of the Company for the time being pursuant to the exercise of the options under the 1999 Scheme.

(v) The Ordinary Resolution 10 proposed in item 11 above, if passed, will empower the Directors of the Company to allot and issue shares in the Company from time to time pursuant to the Company's Scrip Dividend Scheme.

(vi) The Ordinary Resolution 11 proposed in item 12 above, if passed, will empower the Directors from the date of the above Meeting until the next Annual General Meeting to repurchase ordinary shares of the Company by way of market purchases or off market purchases of up to ten per centum (10%) of the issued share capital of the Company at the Maximum Price as defined in the November 1999 Circular. The rationale for, the authority & limitation on, and the financial effects of the purchase or acquisition of ordinary Shares by the Company pursuant to the Share Purchase Mandate on the audited financial accounts of the Company and its subsidiaries for the financial year ended 31 March 2003 are set out in greater detail in the Letter to Shareholders dated 7 August 2003.

**Notes:**

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 50 Gul Crescent Singapore 629543 not less than 48 hours before the time appointed for holding the Meeting.