

## Miscellaneous

\* Asterisks denote mandatory information

Name of Announcer *	GP BATTERIES INT LTD
Company Registration No.	199002111N
Announcement submitted on behalf of	GP BATTERIES INT LTD
Announcement is submitted with respect to *	GP BATTERIES INT LTD
Announcement is submitted by *	Tan San-Ju
Designation *	Company Secretary
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## >> Announcement Details

The details of the announcement start here ...

Announcement Title *	NOTICE OF ANNUAL GENERAL MEETING
Description	Please see attached.



## GP BATTERIES INTERNATIONAL LIMITED

(Company Registration No. 199002111N)  
(Incorporated in the Republic of Singapore)

### 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 Marina Mandarin Singapore, Pisces & Aquarius Room, Level 1, 6 Raffles Boulevard, Marina Square, Singapore 039594, on Monday, 30 July 2007 at 10.00 a.m. 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 2007 together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a final tax-exempt dividend of 2.5 Singapore cents per ordinary share for the year ended 31 March 2007 (2006: 2.3 Singapore cents per ordinary share). **(Resolution 2)**
3. To re-elect the following Director retiring pursuant to Article 92 of the Company's Articles of Association:  
  
Mr. Tsang Kwan Lung (Retiring under Article 92) **(Resolution 3)**  
  
*Mr Tsang Kwan Lung will, upon re-election as a Director of the Company, remain as a member of the Nominating Committee and will be considered non-independent.*
4. To re-appoint Mr Phua Bah Lee, a director retiring under Section 153(6) of the Companies Act, Cap. 50, to hold office from the date of this Annual General Meeting until the next Annual General Meeting. [See Explanatory Note (i)]  
  
*Mr Phua Bah Lee will, upon re-appointment as a Director of the Company, remain as Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee and will be considered independent.* **(Resolution 4)**
5. To approve the payment of Directors' fees of S\$125,000 for the year ended 31 March 2007. (2006: S\$125,000). **(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 issue shares up to 50 per centum (50%) of the issued shares in the capital of the Company**

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors be empowered to issue shares in 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 issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the issued shares in the 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 shares in the 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 next Annual General Meeting of the Company 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 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 offer and grant options under the GP Batteries International Limited Share Option Scheme 1999 ("the 1999 Scheme") and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted by the Company under the Scheme, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Scheme shall not exceed fifteen per centum (15%) of the issued shares in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company 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 (iii)]

**(Resolution 8)**

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

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors be authorised and empowered to issue such number of shares in the Company as may be required to be issued pursuant to the GP Batteries International Limited Scrip Dividend Scheme from time to time in accordance to 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 and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company 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 iv]

**(Resolution 9)**

**11. Renewal of Share Purchase Mandate**

That for the purposes of Sections 76C and 76E of the Companies Act, Cap. 50, the Directors of the Company be and are hereby authorised to make purchases or otherwise acquire issued shares in the capital of the Company 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 shares in the 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 Letter to Shareholders dated 13 July 2007 ("Letter to Shareholder"), in accordance with the "Terms of the Share Purchase Mandate" set out in the Letter to Shareholders and this mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company 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 (v)]

**(Resolution 10)**

By Order of the Board

Tan San-Ju  
Yeo Poh Noi, Caroline  
Secretaries  
Singapore, 13 July 2007

**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 of the Company from the date of this Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in general meeting, whichever is the earlier, to issue shares in the Company. The number of shares that the Directors may issue under this Resolution would not exceed fifty per centum (50%) of the issued shares in the 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 shares in the capital of the Company.

The percentage of issued shares is based on the issued shares in the capital of the Company after adjusting for new shares arising from the exercise of employee share options or the vesting of share awards outstanding or subsisting at the time this proposed Ordinary Resolution is passed and any subsequent consolidation or subdivision of shares.

- (iii) The Ordinary Resolution 8 in item 9 above, if passed, will empower the Directors of the Company, from the date of this Meeting until the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the exercise of options granted or to be granted under the 1999 Scheme up to a number not exceeding in total (for the entire duration of the 1999 Scheme) fifteen per centum (15%) of the issued shares in the capital of the Company from time to time.
- (iv) The Ordinary Resolution 9 proposed in item 10 above, if passed, will empower the Directors of the Company, from the date of this Meeting until the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or when varied or revoke by the Company in a general meeting, whichever is the earlier, to allot and issue shares in the Company from time to time pursuant to the Scrip Dividend Scheme of the Company.
- (v) The Ordinary Resolution 10 proposed in item 11 above, if passed, will empower the Directors from the date of the above Meeting until the 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, 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 shares in the capital of the Company at the Maximum Price as defined in Letter to Shareholder. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Purchase Mandate on the audited consolidated financial accounts of the Company and its subsidiaries for the financial year ended 31 March 2007 are set out in greater detail in the Letter to Shareholder.

**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 97 Pioneer Road, Singapore 639579 not less than forty-eight (48) hours before the time appointed for holding the Meeting.