



GP Industries Limited
(Incorporated in the Republic of Singapore)
Co. Reg. No. 199502128C

Third Quarter Financial Statement for the Financial Period ended 31 December 2015

1(a) An income statement and a statement of comprehensive income for the group together with a comparative statement for the corresponding period of the immediately preceding financial year.

Group income statement for the third quarter ("Q3") and the nine-month ("YTD") period ended 31 December 2015. These figures have not been audited.

	Notes	Q3 ended 31.12.15 S\$'000	Q3 ended 31.12.14 S\$'000	Change %	YTD 31.12.15 S\$'000	YTD 31.12.14 S\$'000	Change %
Revenue		271,792	255,665	6.3	804,738	740,131	8.7
Cost of sales		(199,298)	(190,884)	4.4	(599,215)	(552,906)	8.4
Gross profit		72,494	64,781	11.9	205,523	187,225	9.8
Other operating income		2,264	2,281	(0.7)	5,720	6,316	(9.4)
Distribution costs	a	(26,884)	(23,864)	12.7	(81,890)	(69,023)	18.6
Administrative expenses	b	(33,981)	(29,830)	13.9	(97,510)	(85,932)	13.5
Exchange gain	c	1,149	5,232	(78.0)	10,802	5,520	95.7
Other operating expenses	d	(1,316)	(1,830)	(28.1)	(4,073)	(4,072)	0.0
Profit before finance costs, exceptional items and share of results of associates		13,726	16,770	(18.2)	38,572	40,034	(3.7)
Finance costs	e	(2,865)	(2,187)	31.0	(7,971)	(6,622)	20.4
Exceptional items	f	60	1,092	(94.5)	5,420	9,513	(43.0)
Share of results of associates	g	8,152	4,948	64.8	21,138	12,810	65.0
Profit before taxation	h	19,073	20,623	(7.5)	57,159	55,735	2.6
Income tax expense	i	(7,178)	(6,921)	3.7	(15,440)	(15,219)	1.5
Profit after taxation		11,895	13,702	(13.2)	41,719	40,516	3.0
Attributable to:							
Equity holders of the Company		8,072	8,908	(9.4)	27,032	23,937	12.9
Non-controlling interests		3,823	4,794	(20.3)	14,687	16,579	(11.4)
		11,895	13,702	(13.2)	41,719	40,516	3.0

- (Note a) Increase in distribution costs for Q3 and the YTD period was due partly to increase in sales. In addition, the increase for the YTD period was also attributable to GP Batteries International Limited's ("GP Batteries") additional doubtful debt provisions of approximately S\$4.0 million made during the financial quarter ended 30 September 2015 as a prudent measure against the weakening economy in China.
- (Note b) Comparing the YTD period ended 31 December 2015 and 2014, Hong Kong dollar and Renminbi appreciated by approximately 9% and 7% against Singapore dollar respectively, resulting in higher expenses in Singapore dollar terms. In addition, there was also increases in staff cost, office rental and IT expenses.
- (Note c) The exchange gain for Q3 and the YTD period ended 31 December 2015 comprised mainly GP Batteries' exchange gains of approximately S\$1.1 million and S\$9.9 million respectively.
- (Note d) Decrease in other operating expenses for Q3 was due mainly to decrease in bank charges and write-off of property, plant and equipment.
- (Note e) Increase in finance costs was due partly to increase in the Group's gross bank borrowing and partly to increase in interest rates.
- (Note f) Exceptional items comprised:

	Q3 ended 31.12.15 S\$'000	Q3 ended 31.12.14 S\$'000	YTD 31.12.15 S\$'000	YTD 31.12.14 S\$'000
Write-back of unclaimed warranty cost provision relating to the disposal of a joint venture in 2013	14	-	1,310	-
Gain on disposal of property, plant and equipment	-	15	-	1,351
Restructuring costs	-	(67)	-	(1,065)
Allowance for impairment loss recognised on assets classified as held for sale	-	111	-	(1,018)
GP Batteries' gain on disposal of property, plant and equipment	46	1,033	4,110	10,245
	60	1,092	5,420	9,513

- (Note g) Increase in share of results of associates for Q3 was due mainly to: (i) increase in profit contributed by Meiloon Industrial Co., Ltd. ("Meiloon") and (ii) an aggregate profit contributed by the associates of GP Batteries in Q3 ended 31 December 2015, compared to an aggregate loss in the corresponding period last year.

Increase in share of results of associates for the YTD period was due mainly to profit contributed by Meiloon and the associates of GP Batteries, compared to losses reported by them in the corresponding period last year.

(Note h) Profit before taxation was arrived at after crediting (charging) the following:

	Q3 ended 31.12.15 S\$'000	Q3 ended 31.12.14 S\$'000	YTD 31.12.15 S\$'000	YTD 31.12.14 S\$'000
Interest income included in other operating income	664	555	1,443	1,814
Depreciation and amortisation	(5,174)	(6,027)	(18,066)	(18,678)
Allowance for and write-off of bad debt, net	(295)	(179)	(4,265)	(927)
Allowance for and write-off of inventory obsolescence, net	(742)	(297)	(2,064)	(1,609)
(Loss) Gain on disposal and write-off of property, plant and equipment, net ⁽¹⁾	(187)	735	3,541	11,079

⁽¹⁾ Inclusive of gains on disposal of property, plant and equipment which are included under exceptional items.

(Note i) There was no significant adjustment for under- or over-provision of income tax expense in respect of prior years for the YTD period this year except for an over-provision of approximately S\$1,346,000 (2014: S\$126,000).

Group statement of comprehensive income for Q3 and the YTD period ended 31 December 2015.

	Notes	Q3 ended 31.12.15 S\$'000	Q3 ended 31.12.14 S\$'000	YTD 31.12.15 S\$'000	YTD 31.12.14 S\$'000
Profit after taxation for the financial period		11,895	13,702	41,719	40,516
Other comprehensive income (loss):					
Exchange translation deficit reclassified to profit or loss upon disposal of a subsidiary		-	410	-	410
Items that may be reclassified subsequently to profit or loss:					
Exchange translation (deficit) surplus		(6,833)	5,777	(7,617)	10,264
Fair value gain (loss) on available-for-sale financial assets		331	(266)	(628)	(797)
Share of other comprehensive (loss) income of associates	j	(2,028)	4,672	(2,078)	5,880
Other comprehensive (loss) income for the financial period, net of tax		(8,530)	10,593	(10,323)	15,757
Total comprehensive income for the financial period		3,365	24,295	31,396	56,273
Attributable to:					
Equity holders of the Company		3,148	16,419	22,397	33,879
Non-controlling interests		217	7,876	8,999	22,394
		3,365	24,295	31,396	56,273

(Note j) Share of other comprehensive income (loss) of associates comprised exchange translation surplus (deficit).

1(b)(i) A statement of financial position (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year.

As at	Notes	Group		Company	
		31.12.15 S\$'000	31.03.15 S\$'000	31.12.15 S\$'000	31.03.15 S\$'000
Non-current Assets					
Investment properties		1,765	1,747	-	-
Property, plant and equipment		251,270	246,960	238	279
Interest in subsidiaries	a	-	-	328,918	290,552
Interest in associates		240,051	229,206	29,031	29,031
Available-for-sale financial assets		5,966	5,699	-	-
Financial asset at fair value through profit or loss		-	-	-	-
Non-current receivables		-	158	-	-
Deferred tax assets		4,756	3,662	-	-
Deposits and prepayments		2,839	705	-	-
Intangible assets	b	22,098	15,053	-	-
		528,745	503,190	358,187	319,862
Current Assets					
Inventories	c	166,385	139,998	-	-
Receivables and prepayments	d	196,087	183,183	4,354	43,778
Dividend receivable		-	1,650	17,938	28,990
Taxation recoverable	e	826	4,306	-	-
Amount due from ultimate holding company		161	149	-	-
Bank balances, deposits and cash	f	164,279	136,671	5,120	5,614
		527,738	465,957	27,412	78,382
Assets classified as held for sale		-	70	-	-
		527,738	466,027	27,412	78,382
Current Liabilities					
Trade and other payables	g	228,129	190,382	8,165	11,360
Obligations under finance leases		123	199	-	-
Income tax payable	h	7,377	4,264	1,164	1,296
Derivative financial instruments		501	195	-	-
Amount due to ultimate holding company		1,279	980	1	8
Bank overdrafts, bank loans and other loans		165,709	168,659	34,382	26,075
		403,118	364,679	43,712	38,739
Net Current Assets (Liabilities)		124,620	101,348	(16,300)	39,643
Non-current Liabilities					
Bank and other loans	i	117,740	64,431	48,000	60,000
Obligations under finance leases		140	121	-	-
Deferred tax liabilities		3,890	4,433	79	79
		121,770	68,985	48,079	60,079
Net Assets		531,595	535,553	293,808	299,426
Represented by:					
Issued capital		286,307	286,307	286,307	286,307
Treasury shares	j	(20,401)	(18,548)	(20,401)	(18,548)
Reserves		95,237	85,666	27,902	31,667
Equity attributable to equity holders of the Company		361,143	353,425	293,808	299,426
Non-controlling interests		170,452	182,128	-	-
Total Equity		531,595	535,553	293,808	299,426

- (Note a) Increase in the Company's interest in subsidiaries was due mainly to (i) market purchase of 1,461,200 GP Batteries shares amounted to approximately S\$1.5 million; and (ii) approximately S\$36.9 million capital contribution into and acquisition of wholly owned subsidiaries.
- (Note b) Increase in intangible assets was due mainly to the acquisition of the KEF, Celestion and GP brands during the YTD period ended 31 December 2015.
- (Note c) Increase in inventories was due mainly to sales fluctuations and new acoustics products launched.
- (Note d) Receivables and prepayments of the Company as at 31 March 2015 comprised mainly amounts due from subsidiaries. The decrease in the Company's receivables and prepayments was due mainly to the capitalisation of the amounts due from a subsidiary during the YTD period ended 31 December 2015.
- (Note e) Decrease in taxation recoverable was due mainly to refunds received.
- (Note f) Increase in the Group's bank balances, deposits and cash was due mainly to the unutilised proceeds from a S\$85 million term loan drawdown by GP Batteries during the YTD period ended 31 December 2015.
- (Note g) Increase in the Group's trade and other payables was due mainly to increase in trade payables as a result of sales fluctuations, and increase in accrued IT and advertising expenses and provision for bonus payable in the next quarter.
- (Note h) Increase in the Group's income tax payable was due mainly to taxation expenses provided by the Company and its subsidiaries for the YTD period ended 31 December 2015, net of amounts paid.
- (Note i) Increase in the Group's bank and other loans repayable after one year was due mainly to the drawdown of term loans by the subsidiaries, including the S\$85 million term loan by GP Batteries (note f).
- (Note j) During the YTD period ended 31 December 2015, the Company purchased 2,674,700 issued shares via open market purchase and the shares so purchased were kept as treasury shares as at 31 December 2015.

1(b)(ii) Aggregate amount of group's borrowings and debt securities.

As at	31.12.15 S\$'000	31.03.15 S\$'000
Amount repayable in one year or less, or on demand:		
Secured	123	199
Unsecured	165,709	168,659
	165,832	168,858
Amount repayable after one year:		
Secured	140	121
Unsecured	117,740	64,431
	117,880	64,552

Details of any collateral

As at	31.12.15 S\$'000	31.03.15 S\$'000
Net book value of property, plant and equipment held under finance leases:		
(i) Motor vehicles	293	200
(ii) Furniture, fixtures and equipment	1	3
(iii) Machinery and equipment	317	356

Other comments to paragraph 1(b)(ii)

As at 31 December 2015, bank balances, deposits and cash of the Group amounted to S\$164,279,000 (31 March 2015: S\$136,671,000), resulting in net borrowings of S\$119,433,000 (31 March 2015: S\$96,739,000).

1(c) A statement of cash flow (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

	Q3 ended 31.12.15 S\$'000	Q3 ended 31.12.14 S\$'000
Operating activities		
Profit before taxation	19,073	20,623
Adjustments for:		
Share of results of associates	(8,152)	(4,948)
Depreciation of property, plant and equipment	5,092	6,027
Amortisation of intangible assets	82	-
Finance costs	2,865	2,187
Interest income	(664)	(555)
Loss (Gain) on disposal and write-off of property, plant and equipment, net	187	(735)
Write-back of unclaimed warranty cost provision relating to the disposal of a joint venture in 2013	(14)	-
Allowance for impairment loss on intangible assets	5	5
Allowance for and write-off of inventory obsolescence, net	742	297
Allowance for and write-off of bad-debt, net	295	179
Loss in fair value of investment properties	-	59
Restructuring costs	-	67
Allowance for impairment loss recognised on assets classified as held for sale	-	(111)
Realised loss (gain) on derivative financial instruments	142	(228)
Unrealised fair value loss on derivative financial instruments	66	99
Unrealised exchange loss (gain)	491	(3,423)
Operating cash flows before movements in working capital	20,210	19,543
Inventories	(7,244)	6,111
Receivables and prepayments	16,258	8,803
Trade and other payables	(9,272)	(20,388)
Amount due to ultimate holding company	(2,676)	2,409
Cash generated from operations	17,276	16,478
Income tax paid	(5,030)	(4,752)
Interest paid	(2,941)	(2,040)
Interest received	656	395
Net cash generated from operating activities	9,961	10,081
Investing activities		
Instalments received from disposal of a subsidiary in the financial year ended 31 March 2015	507	-
Acquisition of intangible assets	(72)	-
Proceeds from disposal of a subsidiary	-	1,303
Deposits paid for purchase of property, plant and equipment	(2,558)	-
Purchase of property, plant and equipment	(6,291)	(7,304)
Purchase of available-for-sale financial assets	(712)	-
Dividends received from associates	2,100	1,004
Proceeds from disposal of property, plant and equipment	409	7,791
Proceeds from disposal of investment properties	-	3,305
Net cash (used in) generated from investing activities	(6,617)	6,099

	Q3 ended 31.12.15 S\$'000	Q3 ended 31.12.14 S\$'000
Financing activities		
Drawdown of long-term bank and other loans	12,600	84,916
Repayment of long-term bank and other loans	(14,392)	(57,750)
Drawdown (Repayment) of short-term bank loans, net	6,259	(17,296)
Capital contribution by non-controlling interests	-	286
Acquisition of additional interest in a subsidiary	-	(3,822)
Obligations under finance leases	(37)	(87)
Dividend paid	(7,759)	(7,883)
Dividend paid to non-controlling interests	(1,724)	(2)
Unclaimed dividends	2	25
Purchase of treasury shares	(336)	(2,818)
A subsidiary's purchase of its own shares from non-controlling interests	(1,920)	-
Net cash used in financing activities	(7,307)	(4,431)
Net (decrease) increase in cash and cash equivalents	(3,963)	11,749
Cash and cash equivalents at beginning of financial period	168,502	138,501
Effects of exchange rate changes on the balance of cash held in foreign currencies	(495)	2,187
Cash and cash equivalents at end of financial period	164,044	152,437
Cash and cash equivalents at end of financial period comprised:		
Bank balances, deposits and cash	164,279	152,437
Less: Bank overdrafts	(235)	-
	164,044	152,437

1(d)(i) A statement (for the issuer and the group) of changes in equity together with a comparative statement for the corresponding period of the immediately preceding financial year.

	Attributable to equity holders of the Company											Non-controlling interests S\$'000	Total equity S\$'000
	Issued capital S\$'000	Treasury shares S\$'000	Capital reserve S\$'000	Legal reserve S\$'000	Capital reserve on consolidation S\$'000	Exchange translation reserve S\$'000	Available-for-sale financial assets reserve S\$'000	Share-based payment reserve S\$'000	Property revaluation reserve S\$'000	Retained profits S\$'000	Total S\$'000		
Group													
Balance at 01.10.15	286,307	(20,065)	3,132	14,767	21,159	(79,880)	48	1,467	596	137,639	365,170	174,797	539,967
Total comprehensive income (loss)													
Profit for the financial period	-	-	-	-	-	-	-	-	-	8,072	8,072	3,823	11,895
Other comprehensive income (loss):													
Exchange translation deficit	-	-	-	-	-	(3,608)	-	-	-	-	(3,608)	(3,225)	(6,833)
Fair value gain on available-for-sale financial assets	-	-	-	-	-	-	212	-	-	-	212	119	331
Share of other comprehensive loss of associates	-	-	-	-	-	(1,528)	-	-	-	-	(1,528)	(500)	(2,028)
Other comprehensive income (loss) for the financial period	-	-	-	-	-	(5,136)	212	-	-	-	(4,924)	(3,606)	(8,530)
Total comprehensive income (loss) for the financial period	-	-	-	-	-	(5,136)	212	-	-	8,072	3,148	217	3,365
Transactions with owners, recognised directly in equity													
Contributions by and distributions to owners:													
Purchase of treasury shares	-	(336)	-	-	-	-	-	-	-	-	(336)	-	(336)
Dividends paid	-	-	-	-	-	-	-	-	-	(7,759)	(7,759)	(1,724)	(9,483)
Unclaimed dividends	-	-	-	-	-	-	-	-	-	2	2	-	2
Total contributions by and distributions to owners	-	(336)	-	-	-	-	-	-	-	(7,757)	(8,093)	(1,724)	(9,817)
Changes in ownership interests in subsidiaries:													
Deemed acquisition of additional interest in a subsidiary	-	-	-	-	918	-	-	-	-	-	918	(2,838)	(1,920)
Total transactions with owners	-	(336)	-	-	918	-	-	-	-	(7,757)	(7,175)	(4,562)	(11,737)
Transfer to reserve	-	-	-	178	-	-	-	-	-	(178)	-	-	-
Balance at 31.12.15	286,307	(20,401)	3,132	14,945	22,077	(85,016)	260	1,467	596	137,776	361,143	170,452	531,595

	Attributable to equity holders of the Company											Non-controlling interests S\$'000	Total equity S\$'000
	Issued capital S\$'000	Treasury shares S\$'000	Capital reserve S\$'000	Legal reserve S\$'000	Capital reserve on consolidation S\$'000	Exchange translation reserve S\$'000	Available-for-sale financial assets reserve S\$'000	Share-based payment reserve S\$'000	Property revaluation reserve S\$'000	Retained profits S\$'000	Total S\$'000		
Group													
Balance at 01.10.14	286,307	(14,338)	3,132	14,026	11,187	(97,058)	430	1,467	-	125,580	330,733	184,747	515,480
Total comprehensive income (loss)													
Profit for the financial period	-	-	-	-	-	-	-	-	-	8,908	8,908	4,794	13,702
Other comprehensive income (loss):													
Exchange translation surplus	-	-	-	-	-	2,344	-	-	-	-	2,344	3,433	5,777
Exchange translation deficit reclassified to profit or loss upon disposal of a subsidiary	-	-	-	-	-	410	-	-	-	-	410	-	410
Fair value loss on available-for-sale financial assets	-	-	-	-	-	-	(152)	-	-	-	(152)	(114)	(266)
Share of other comprehensive income (loss) of associates	-	-	-	-	-	4,909	-	-	-	-	4,909	(237)	4,672
Other comprehensive income (loss) for the financial period	-	-	-	-	-	7,663	(152)	-	-	-	7,511	3,082	10,593
Total comprehensive income (loss) for the financial period	-	-	-	-	-	7,663	(152)	-	-	8,908	16,419	7,876	24,295
Transactions with owners, recognised directly in equity													
Contributions by and distributions to owners:													
Capital contribution by non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	286	286
Purchase of treasury shares	-	(2,818)	-	-	-	-	-	-	-	-	(2,818)	-	(2,818)
Dividends paid	-	-	-	-	-	-	-	-	-	(7,883)	(7,883)	(2)	(7,885)
Unclaimed dividends	-	-	-	-	-	-	-	-	-	25	25	-	25
Total contributions by and distributions to owners	-	(2,818)	-	-	-	-	-	-	-	(7,858)	(10,676)	284	(10,392)
Changes in ownership interests in subsidiaries:													
Acquisition of additional interest in a subsidiary	-	-	-	-	3,945	-	-	-	-	-	3,945	(7,767)	(3,822)
Total transactions with owners	-	(2,818)	-	-	3,945	-	-	-	-	(7,858)	(6,731)	(7,483)	(14,214)
Transfer to reserve	-	-	-	121	-	-	-	-	-	(121)	-	-	-
Balance at 31.12.14	286,307	(17,156)	3,132	14,147	15,132	(89,395)	278	1,467	-	126,509	340,421	185,140	525,561

	Issued capital S\$'000	Treasury shares S\$'000	Capital reserve S\$'000	Share-based payment reserve S\$'000	Retained profits S\$'000	Total equity S\$'000
Company						
Balance at 01.10.15	286,307	(20,065)	614	-	26,306	293,162
Profit and total comprehensive income for the financial period	-	-	-	-	8,739	8,739
Transactions with owners, recognised directly in equity						
Purchase of treasury shares	-	(336)	-	-	-	(336)
Dividend paid	-	-	-	-	(7,759)	(7,759)
Unclaimed dividends	-	-	-	-	2	2
Total transactions with owners	-	(336)	-	-	(7,757)	(8,093)
Balance at 31.12.15	286,307	(20,401)	614	-	27,288	293,808
Balance at 01.10.14	286,307	(14,338)	614	-	33,427	306,010
Profit and total comprehensive income for the financial period	-	-	-	-	2,300	2,300
Transactions with owners, recognised directly in equity						
Purchase of treasury shares	-	(2,818)	-	-	-	(2,818)
Dividend paid	-	-	-	-	(7,883)	(7,883)
Unclaimed dividends	-	-	-	-	25	25
Total transactions with owners	-	(2,818)	-	-	(7,858)	(10,676)
Balance at 31.12.14	286,307	(17,156)	614	-	27,869	297,634

1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State also the number of shares that may be issued on conversion of all the outstanding convertibles, as well as the number of shares held as treasury shares, if any, against the total number of issued shares excluding treasury shares of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

There was no change in the Company's issued capital during the period from 30 September 2015 to 31 December 2015.

There were no shares that may be issued on conversion of any outstanding convertibles as at 31 December 2015 and 2014.

As at 31 December 2015, the Company held 36,593,800 of its issued shares as treasury shares (31 December 2014: 31,761,000).

1(d)(iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.

As at	31.12.15	31.03.15
Total number of issued shares	521,358,482	521,358,482
Less: treasury shares	(36,593,800)	(33,919,100)
Total number of issued shares excluding treasury shares	484,764,682	487,439,382

1(d)(iv) A statement showing all sales, transfers, disposal, cancellation and/or use of treasury shares as at the end of the current financial period reported on.

As at 31 December 2015, there were no sales, transfers, disposal, cancellation and/or use of treasury shares.

2. Whether the figures have been audited or reviewed and in accordance with which auditing standard or practice.

The figures have not been audited or reviewed.

3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).

Not applicable.

4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.

Other than the adoption of certain revisions to various existing Financial Reporting Standards ("FRS"), the new FRS and Interpretations of FRS ("INT FRS") that are mandatory on the Group for its financial year commenced on 1 April 2015, the Group has adopted the same accounting policies and methods of computation for the current financial period as those adopted for the audited financial statements for the financial year ended 31 March 2015.

5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.

The adoption of the various revised FRS, new FRS and INT FRS effective for the Company's financial year commenced on 1 April 2015 does not have a material financial effect on the Group and the Company.

6. **Earnings per ordinary share of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.**

Earnings per share (“EPS”)	Q3 ended 31.12.15 Singapore cents	Q3 ended 31.12.14 Singapore cents	YTD 31.12.15 Singapore cents	YTD 31.12.14 Singapore cents
Basic EPS	1.66	1.81	5.56	4.83
Diluted EPS	1.66	1.81	5.56	4.83

Basic EPS is computed based on the weighted average number of shares in issue during the financial period. The weighted average number of ordinary shares represents the number of ordinary shares in issue at the beginning of the financial period, adjusted for new ordinary shares issued during the financial period multiplied by a time-weighted factor. The adjustments to the weighted average number of shares for computing diluted EPS are as follows:

	Q3 ended 31.12.15	Q3 ended 31.12.14	YTD 31.12.15	YTD 31.12.14
Weighted average number of ordinary shares used in calculating basic EPS	484,951,982	492,434,426	485,813,226	495,856,122
Adjustment for dilutive potential ordinary shares	-	-	-	-
Weighted average number of ordinary shares used in calculating diluted EPS	484,951,982	492,434,426	485,813,226	495,856,122

7. **Net asset value (for the issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the:**
(a) current financial period reported on; and
(b) immediately preceding financial year.

As at	Group		Company	
	31.12.15 Singapore cents	31.03.15 Singapore cents	31.12.15 Singapore cents	31.03.15 Singapore cents
Net asset value per ordinary share based on 484,764,682 issued shares excluding treasury shares as at 31 December 2015 (31 March 2015: 487,439,382)	74.50	72.51	60.61	61.43

8. **A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:-**
- (a) **any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and**
 - (b) **any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.**

Review of Results

The Group's revenue for the financial period from 1 April 2015 to 31 December 2015 ("Q3YTD") was S\$805 million, an increase of 8.7% over the revenue reported in the corresponding period in the last financial year. When expressed in US dollar, revenue for Q3YTD declined by 0.4% when compared to the corresponding period last year as a result of the appreciation of the US dollar against the Singapore dollar.

During Q3YTD, the Group reported a net exceptional gain of S\$5.4 million, comprising a S\$1.3 million write-back of unclaimed warranty provision upon the expiry of the warranty period relating to the disposal of a joint venture in 2013, and a property disposal gain of S\$4.1 million reported by GP Batteries International Limited ("GP Batteries"). During the corresponding period last year, the Group reported a net exceptional gain of S\$9.5 million, which included property disposal gains, impairment charge and restructuring costs.

Profit after taxation attributable to equity holders for Q3YTD increased by 12.9% to S\$27.0 million over the S\$23.9 million reported for the same period last year.

Based on the weighted average of 485,813,226 shares in issue (2014: 495,856,122 shares), basic earnings per share for Q3YTD was 5.56 Singapore cents, compared to 4.83 Singapore cents per share for the corresponding period last year.

Business Review

Electronics and Acoustics Business - Revenue from the electronics and acoustics business in Q3YTD increased by 9.0% over the corresponding period last year when expressed in Singapore dollar terms and remained flat when expressed in US dollar terms. In US dollar, which is the main trading currency of this business, sales of electronics products decreased by 2.5% while sales of acoustics products increased by 6.4%. Sales of acoustics products to Asia increased by 16.6%, which was due mainly to new acoustics products launch during the financial quarter from 1 October 2015 to 31 December 2015. Sales to the US increased by 15.0% while sales to Europe declined by 9.2%. Aggregate profit contribution from the associates for Q3YTD remained stable. Excluding exceptional items, total profit contribution from the electronics and acoustics business increased by 5.3%.

Automotive Wire Harness Business - The revenue from the export-oriented automotive wire harness business grew by 13.1% during Q3YTD in Singapore dollar terms or 3.6% in US dollar terms when compared to the corresponding period last year. Sales growth was driven mainly by sales increase to China despite a marginal drop in sales to the US. Excluding exceptional items, profit contribution from the automotive wire harness business for Q3YTD declined by 20.8% when compared to the corresponding period last year due mainly to rapidly rising labour cost in China. This business segment wrote-back S\$1.3 million during Q3YTD, being the unclaimed warranty cost provision relating to the disposal of the previously 50%-owned automotive wire harness manufacturing joint venture, Shanghai Jinting Automobile Harness Limited, in 2013.

Battery Business - The revenue of GP Batteries for Q3YTD was S\$596 million, 8.5% higher than the revenue in the corresponding period last year in Singapore dollar terms, or 0.7% lower in US dollar terms. Sales of primary and rechargeable batteries increased by 8.1% and 11.5% respectively in Singapore dollar terms. In geographical terms, sales in Asia and the Americas increased by 11.9% and 4.1% respectively, both in Singapore dollar terms.

During Q3YTD, GP Batteries reported a net foreign exchange gain of S\$9.9 million, compared to a gain of S\$3.7 million during the corresponding period last year. In Q3YTD, GP Batteries also reported an exceptional property disposal gain of S\$4.1 million, compared to S\$10.2 million exceptional property disposal gains reported in the corresponding period last year.

Improved performance of some of the associates of GP Batteries resulted in a share of profit from associates of S\$3.7 million for Q3YTD, compared to a loss of S\$1.5 million for the corresponding period last year.

For Q3YTD, GP Batteries reported a profit after taxation attributable to its equity holders of S\$13.2 million, compared to S\$15.3 million for the corresponding period last year.

Other Industrial Investments - This business segment includes the Group's investments in Meiloon Industrial Co., Ltd. ("Meiloon") and Linkz Industries Limited ("Linkz"). Meiloon continued to improve its operating results and reported a profit before taxation during Q3YTD, compared to a loss in the corresponding period last year. On the other hand, the pre-tax profit contributed by Linkz decreased marginally. Excluding exceptional items, this business segment reported a 138.3% increase in profit contribution.

9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.

Not applicable.

10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.

Economic outlook is expected to be uncertain for many markets, which could affect exchange rates and consumer demand, although some of the Group's businesses in the US are expected to strengthen. Economic slowdown will continue to adversely affect the sales of battery products particularly in emerging markets.

Lower commodity prices and the softened Renminbi exchange rate contributed to reduce the impact of rapidly increasing manufacturing costs in China.

In view of the uncertain economic outlook, the Group will continue to maintain a healthy balance sheet and invest in technology, product development and brand building.

11. Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on? No

(b) Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year? No

(c) Date payable

Not applicable.

(d) Books closure date

Not applicable.

(e) Other comments relating to Dividend

Not applicable.

12. If no dividend has been declared/recommended, a statement to that effect.

No dividend has been declared/recommended for the financial quarter ended 31 December 2015.

13. Interested person transactions

Pursuant to the shareholders' mandate on interested person transactions approved by the shareholders at the Annual General Meeting held on 30 July 2015, the interested person transactions entered into by the Group during the financial period ended 31 December 2015 are as follows:

Name of interested person	Aggregate value of all interested person transactions during the financial period under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)		Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 during the financial period under review (excluding transactions less than S\$100,000)	
	YTD 31.12.15 S\$'000	YTD 31.12.14 S\$'000	YTD 31.12.15 S\$'000	YTD 31.12.14 S\$'000
Licence fee expense:				
KEF Celestion Corporation (formerly known as KH Technology Corporation)	216	677	-	-
Sales:				
Light Engine Ltd	-	-	98	369
Gold Peak Industries (Holdings) Limited	-	-	89	-
Rental expenses and building management fee:				
Gold Peak Industries (Holdings) Limited	-	1,103	-	-
Peak Power Investment Limited	-	104	-	-
Acquisition of KEF, Celestion and GP brands:				
Gold Peak Industries (Holdings) Limited	6,511	-	-	-

14. Negative confirmation by the Board pursuant to Rule 705(5) of the Listing Manual

We, Victor Lo Chung Wing and Leung Pak Chuen, being two directors of GP Industries Limited (the "Company"), do hereby confirm on behalf of the directors of the Company that, to the best of their knowledge, nothing has come to the attention of the board of directors of the Company which may render the unaudited financial results for the financial period ended 31 December 2015 to be false or misleading in any material aspect.

15. Confirmation pursuant to Rule 720(1) of the Listing Manual

The Company has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7.7) under Rule 720(1) of the Listing Manual.

BY ORDER OF THE BOARD

Victor Lo Chung Wing
Chairman

Leung Pak Chuen
Executive Vice Chairman

3 February 2016