



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

Second Quarter and Half Year Financial Statement and Dividend Announcement for the Financial Period ended 30 September 2014

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 second quarter ("Q2") and half year ("H1") ended 30 September 2014. These figures have not been audited.

	Notes	Q2 ended 30.09.14 S\$'000	Restated Q2 ended 30.09.13 S\$'000	Change %	H1 ended 30.09.14 S\$'000	Restated H1 ended 30.09.13 S\$'000	Change %
			(Note a)			(Note a)	
<u>Continuing operations</u>	b						
Revenue		250,865	254,716	(1.5)	484,466	474,062	2.2
Cost of sales		(187,861)	(193,221)	(2.8)	(362,022)	(355,640)	1.8
Gross profit		63,004	61,495	2.5	122,444	118,422	3.4
Other operating income		2,153	2,188	(1.6)	4,035	3,969	1.7
Distribution costs	c	(23,273)	(20,079)	15.9	(45,159)	(39,053)	15.6
Administrative expenses		(29,285)	(29,717)	(1.5)	(56,102)	(58,593)	(4.3)
Exchange gain (loss)		1,448	(660)	n/m	288	(783)	n/m
Other operating expenses		(1,025)	(968)	5.9	(2,242)	(2,172)	3.2
Profit before finance costs, exceptional items and share of results of associates		13,022	12,259	6.2	23,264	21,790	6.8
Finance costs	d	(2,248)	(2,745)	(18.1)	(4,435)	(5,398)	(17.8)
Exceptional items	e	8,421	(166)	n/m	8,421	(166)	n/m
Share of results of associates	f	2,937	3,150	(6.8)	7,862	4,899	60.5
Profit before taxation	g	22,132	12,498	77.1	35,112	21,125	66.2
Income tax expense	h	(4,271)	(4,324)	(1.2)	(8,298)	(8,629)	(3.8)
Profit after taxation from continuing operations		17,861	8,174	118.5	26,814	12,496	114.6
<u>Discontinued operations</u>	i						
Profit after taxation from discontinued operations		-	-	-	-	6,885	n/m
Profit after taxation		17,861	8,174	118.5	26,814	19,381	38.4
Attributable to:							
Equity holders of the Company							
Continuing operations		9,753	6,269	55.6	15,029	8,719	72.4
Discontinued operations		-	-	-	-	6,885	n/m
		9,753	6,269	55.6	15,029	15,604	(3.7)
Non-controlling interests							
Continuing operations		8,108	1,905	325.6	11,785	3,777	212.0
Discontinued operations		-	-	-	-	-	-
		8,108	1,905	325.6	11,785	3,777	212.0
		17,861	8,174	118.5	26,814	19,381	38.4

n/m - not meaningful

- (Note a) During the financial year ended 31 March 2014, the Group early adopted Singapore Financial Reporting Standard 110 *Consolidated Financial Statements* ("FRS 110") and certain other financial reporting standards. Pursuant to FRS 110, the financial statements of GP Batteries International Limited ("GP Batteries") are consolidated. Adoption of FRS 110 was applied retrospectively. The Group's income statement and statement of comprehensive income for Q2 and H1 ended 30 September 2013, and statement of cash flows and statement of changes in equity for Q2 ended 30 September 2013, which were previously presented in the unaudited financial statement for Q2 and H1 ended 30 September 2013 without adopting FRS 110, have been restated in this financial statement for Q2 and H1 ended 30 September 2014.
- (Note b) The Group's continuing operations comprises the electronics and acoustics business, a subsidiary's automotive wire harness business and the battery business.
- (Note c) Increase in distribution costs was due mainly to GP Batteries' additional investment in advertising and promotion globally for brand building. In addition, during Q2 ended 30 September 2014, the acoustics business also increased its brand building activities.
- (Note d) Decrease in finance costs was due mainly to decrease in the Group's borrowing.
- (Note e) Exceptional items comprised:

	Q2 ended 30.09.14 S\$'000	Restated Q2 ended 30.09.13 S\$'000	H1 ended 30.09.14 S\$'000	Restated H1 ended 30.09.13 S\$'000
Gain on disposal of property, plant and equipment	1,336	-	1,336	-
Restructuring costs	(998)	-	(998)	-
Allowance for impairment loss recognised on assets classified as held for sale	(1,129)	-	(1,129)	-
GP Batteries':				
Gain on disposal of property, plant and equipment	9,212	-	9,212	-
Allowance for impairment loss on property, plant and equipment	-	(166)	-	(166)
	8,421	(166)	8,421	(166)

- (Note f) Increase in share of profit of associates for H1 was due mainly to the net effect of decrease in losses contributed by the associates of GP Batteries, increase in profit contributed by Linkz Industries Limited and increase in share of losses of Meiloon Industrial Co., Ltd.

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

	Q2 ended 30.09.14 S\$'000	Restated Q2 ended 30.09.13 S\$'000	H1 ended 30.09.14 S\$'000	Restated H1 ended 30.09.13 S\$'000
Interest income included in other operating income	670	554	1,259	1,079
Depreciation and amortisation	(6,457)	(7,103)	(12,651)	(14,380)
Allowance for and write-off of bad debt, net	(555)	(64)	(748)	(187)
Allowance for and write-off of inventory obsolescence, net	(607)	(1,683)	(1,312)	(2,648)
Gain (Loss) on disposal and write-off of property, plant and equipment, net	10,378	(81)	10,344	231

(Note h) There was no significant adjustment for under- or over-provision of tax in respect of prior years for H1 this year except for an over-provision of approximately S\$666,000 (2013: under-provision of approximately S\$384,000).

(Note i) The Group's discontinued operations refers to the automotive wire harness business conducted through its previously 50% owned joint venture, Shanghai Jinting Automobile Harness Limited ("Jinting"), which was disposed of in May 2013. According to Singapore Financial Reporting Standard 105 *Non-current Assets Held for Sale and Discontinued Operations*, profit after taxation attributable to Jinting is presented under discontinued operations and comprised:

	Q2 ended 30.09.14 S\$'000	Q2 ended 30.09.13 S\$'000	H1 ended 30.09.14 S\$'000	H1 ended 30.09.13 S\$'000
Profit after taxation attributable to Jinting	-	-	-	2,676
Gain on disposal of Jinting, net of taxation	-	-	-	4,209
	-	-	-	6,885

Group statement of comprehensive income for Q2 and H1 ended 30 September 2014.

	Notes	Q2 ended 30.09.14 S\$'000	Restated Q2 ended 30.09.13 S\$'000	H1 ended 30.09.14 S\$'000	Restated H1 ended 30.09.13 S\$'000
Profit for the financial period		17,861	(Note a) 8,174	26,814	(Note a) 19,381
Other comprehensive income (loss):					
Exchange translation surplus recognised in income statement upon disposal of a joint venture		-	-	-	(1,409)
Items that may be reclassified subsequently to profit or loss:					
Exchange translation surplus (deficit)	j	6,337	(417)	4,487	7,096
Fair value gain (loss) on available-for-sale financial assets		41	-	(531)	-
Share of other comprehensive income (loss) of associates	k	2,283	(102)	1,208	4,262
Other comprehensive income (loss) for the financial period, net of tax		8,661	(519)	5,164	9,949
Total comprehensive income for the financial period		26,522	7,655	31,978	29,330
Attributable to:					
Equity holders of the Company					
Continuing operations		14,236	6,306	17,460	14,008
Discontinued operations		-	-	-	7,146
		14,236	6,306	17,460	21,154
Non-controlling interests					
Continuing operations		12,286	1,349	14,518	8,176
Discontinued operations		-	-	-	-
		12,286	1,349	14,518	8,176
		26,522	7,655	31,978	29,330

(Note j) The net exchange translation surplus for Q2 and H1 this year resulted mainly from the appreciation of Hong Kong dollar and Renminbi against Singapore dollar. The relatively small net exchange translation deficit for Q2 last year resulted mainly from the stable Singapore dollar exchange rates. The net exchange translation surplus for H1 last year resulted mainly from the appreciation of Hong Kong dollar and Renminbi against Singapore dollar.

(Note k) 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	
		30.09.14 S\$'000	31.03.14 S\$'000	30.09.14 S\$'000	31.03.14 S\$'000
Non-current Assets					
Investment properties	a	4,917	6,678	-	-
Property, plant and equipment		234,379	242,292	213	252
Interest in subsidiaries		-	-	439,685	431,774
Interest in associates		213,739	214,574	29,031	28,932
Available-for-sale financial assets	b	4,908	7,618	-	-
Financial asset at fair value through profit or loss	c	-	-	-	-
Non-current receivables		-	-	-	-
Deferred tax assets		5,917	5,713	-	-
Deposits and prepayments		343	156	-	-
Intangible assets	d	13,936	15,240	-	-
		478,139	492,271	468,929	460,958
Current Assets					
Inventories		143,564	134,786	-	-
Receivables and prepayments	e	189,281	169,209	32,529	32,304
Dividend receivable		-	-	28,743	51,427
Taxation recoverable		857	1,239	-	-
Amount due from ultimate holding company		895	35	-	-
Bank balances, deposits and cash	f	139,681	157,464	11,800	8,062
		474,278	462,733	73,072	91,793
Assets classified as held for sale	g	9,393	3,688	-	-
		483,671	466,421	73,072	91,793
Current Liabilities					
Trade and other payables		216,701	197,361	18,421	24,847
Obligations under finance leases		247	295	-	-
Income tax payable		4,652	4,235	1,192	1,258
Derivative financial instruments		344	679	-	-
Amount due to ultimate holding company		632	831	85	39
Bank overdrafts, bank loans and other loans	h	186,952	197,743	43,861	26,621
		409,528	401,144	63,559	52,765
Net Current Assets		74,143	65,277	9,513	39,028
Non-current Liabilities					
Bank and other loans	h	32,112	51,022	27,000	43,000
Obligations under finance leases		15	111	-	-
Deferred tax liabilities		4,675	6,208	79	79
Amount due to a subsidiary		-	-	145,353	143,098
		36,802	57,341	172,432	186,177
Net Assets		515,480	500,207	306,010	313,809
Represented by:					
Issued capital		286,307	286,307	286,307	286,307
Treasury shares	i	(14,338)	(11,770)	(14,338)	(11,770)
Reserves		58,764	46,310	34,041	39,272
Equity attributable to equity holders of the Company		330,733	320,847	306,010	313,809
Non-controlling interests		184,747	179,360	-	-
Total Equity		515,480	500,207	306,010	313,809

- (Note a) Investment properties were last revalued for preparation of the statement of financial position as at 31 March 2014 purpose and were not revalued during the financial period ended 30 September 2014. It is the Group's practice to re-assess their fair values at the year end date. The decrease was due mainly to disposal of an investment property.
- (Note b) Decrease in available-for-sale financial assets was due mainly to transfer of an investment, held by a subsidiary which is expected to be disposed of before 31 December 2014, to "Assets classified as held for sale" as at 30 September 2014.
- (Note c) Financial asset at fair value through profit or loss was last revalued for preparation of the statement of financial position as at 31 March 2014 purpose and was not revalued during the financial period ended 30 September 2014. It is the Group's practice to re-assess its fair value at the year end date.
- (Note d) Decrease in intangible assets was due mainly to transfer of goodwill attributable to a subsidiary which is expected to be disposed of before 31 December 2014 to "Assets classified as held for sale" as at 30 September 2014.
- (Note e) As at 30 September 2014, trade receivables of the Group, net of allowance for doubtful debt, amounted to S\$150,328,000 (31 March 2014: S\$133,778,000). Receivables and prepayments of the Company comprised mainly amounts due from subsidiaries.
- (Note f) Decrease in the Group's bank balances, deposits and cash was due mainly to repayment of bank loans.
- (Note g) As at 30 September 2014, "Assets classified as held for sale" comprised certain land and building which has been disposed of subsequently in October 2014, and goodwill attributable to, and an available-for-sale financial asset held by, a subsidiary which is expected to be disposed of before 31 December 2014, net of allowance for impairment loss.

As at 31 March 2014, "Assets classified as held for sale" comprised an investment property and a leasehold building which have been disposed of subsequently during H1 ended 30 September 2014.

- (Note h) Bank overdrafts, bank loans and other loans of the Group comprised:

As at	30.09.14 S\$'000	31.03.14 S\$'000
Amount repayable in one year or less, or on demand:		
Bank overdrafts and bank loans	186,537	197,282
Unsecured loan from an equipment lease company	415	461
	186,952	197,743
Amount repayable after one year:		
Bank loans	31,191	49,902
Unsecured loan from an equipment lease company	921	1,120
	32,112	51,022

- (Note i) During the financial period ended 30 September 2014, the Company purchased 4,894,000 issued shares via open market purchase and the shares so purchased were kept as treasury shares as at 30 September 2014.

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

As at	30.09.14 S\$'000	31.03.14 S\$'000
Amount repayable in one year or less, or on demand:		
Secured	247	295
Unsecured	186,952	197,743
	187,199	198,038
Amount repayable after one year:		
Secured	15	111
Unsecured	32,112	51,022
	32,127	51,133

Details of any collateral

As at	30.09.14 S\$'000	31.03.14 S\$'000
Net book value of:		
(i) Motor vehicles held under finance leases	46	105
(ii) Furniture, fixtures and equipment held under finance leases	83	106
(iii) Machinery and equipment held under finance leases	405	436

Other comments to paragraph 1(b)(ii)

As at 30 September 2014, bank balances, deposits and cash of the Group amounted to S\$139,681,000 (31 March 2014: S\$157,464,000), resulting in net borrowings of S\$79,645,000 (31 March 2014: S\$91,707,000).

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.

	Q2 ended 30.09.14 S\$'000	<i>Restated</i> Q2 ended 30.09.13 S\$'000
		(Note a)
Operating activities		
Profit before taxation from continuing operations	22,132	12,498
Profit before taxation from discontinued operations	-	-
Profit before taxation	22,132	12,498
Adjustments for:		
Share of results of associates	(2,937)	(3,150)
Depreciation of property, plant and equipment	6,457	7,103
Finance costs	2,248	2,745
Interest income	(670)	(554)
(Gain) Loss on disposal and write-off of property, plant and equipment, net	(10,378)	81
Allowance for impairment loss on intangible assets	4	4
Allowance for and write-off of inventory obsolescence, net	607	1,683
Allowance for and write-off of bad-debt, net	555	64
Loss in fair value of derivative financial instruments	-	82
Restructuring costs	998	-
Allowance for impairment loss recognised on assets classified as held for sale	1,129	-
Gain on disposal of a subsidiary	(10)	-
Realised gain on derivative financial instruments	(68)	(282)
Unrealised fair value gain on derivative financial instruments	(85)	-
Allowance for impairment loss on property, plant and equipment	20	98
Operating cash flows before movements in working capital	20,002	20,372
Inventories	(5,554)	(6,790)
Receivables and prepayments	(12,266)	(23,742)
Trade and other payables	6,654	13,894
Amount due to ultimate holding company	(582)	(294)
Translation of foreign subsidiaries	(1,545)	783
Cash generated from operations	6,709	4,223
Income tax paid	(4,809)	(2,814)
Interest paid	(2,253)	(2,755)
Interest received	519	405
Net cash generated from (used in) operating activities	166	(941)
Investing activities		
Disposal of a subsidiary, net of cash disposed	(286)	-
Deposits paid for purchase of property, plant and equipment	(244)	(132)
Purchase of property, plant and equipment	(6,098)	(5,574)
Purchase of available-for-sale financial assets	(680)	-
Payments in connection with disposal of a joint venture	-	(61)
Dividends received from associates	8,411	3,705
Proceeds from disposal of property, plant and equipment	13,009	137
Proceeds from disposal of an investment property	1,741	-
Net cash generated from (used in) investing activities	15,853	(1,925)

	Q2 ended 30.09.14 S\$'000	<i>Restated</i> Q2 ended 30.09.13 S\$'000
Financing activities		(Note a)
Repayment of long-term bank and other loans	(11,465)	(9,977)
(Repayment) Drawdown of short-term bank loans, net	(2,144)	9,366
Capital contribution by non-controlling interests	76	-
Acquisition of additional interest in a subsidiary	(1,504)	-
Proceeds received from disposal of non-controlling interests in a subsidiary	-	9,709
Obligations under finance leases	(95)	(121)
Dividends paid	(7,941)	(15,159)
Dividend paid to non-controlling interests	(739)	(560)
Purchase of treasury shares	(1,637)	(3,054)
Net cash used in financing activities	(25,449)	(9,796)
Net decrease in cash and cash equivalents	(9,430)	(12,662)
Cash and cash equivalents at beginning of financial period	145,551	171,256
Effects of exchange rate changes on the balance of cash held in foreign currencies	2,380	309
Cash and cash equivalents at end of financial period	138,501	158,903
Cash and cash equivalents at end of financial period comprised:		
Bank balances, deposits and cash	139,681	160,689
Less: Bank overdrafts	(1,180)	(1,786)
	138,501	158,903

(Note a) Please refer to Note a of paragraph 1(a) on page 2 for details.

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	Retained profits S\$'000	Total S\$'000		
Group												
Balance at 01.07.14	286,307	(12,701)	3,132	13,903	9,650	(101,518)	407	1,855	123,503	324,538	176,335	500,873
Total comprehensive income (loss)												
Profit for the financial period	-	-	-	-	-	-	-	-	9,753	9,753	8,108	17,861
Other comprehensive income (loss):												
Exchange translation surplus	-	-	-	-	-	2,149	-	-	-	2,149	4,188	6,337
Fair value gain on available-for-sale financial assets	-	-	-	-	-	-	23	-	-	23	18	41
Share of other comprehensive income (loss) of associates	-	-	-	-	-	2,311	-	-	-	2,311	(28)	2,283
Other comprehensive income for the financial period	-	-	-	-	-	4,460	23	-	-	4,483	4,178	8,661
Total comprehensive income for the financial period	-	-	-	-	-	4,460	23	-	9,753	14,236	12,286	26,522
Transactions with owners, recognised directly in equity												
Contributions by and distributions to owners:												
Capital contribution by non-controlling interests	-	-	-	-	-	-	-	-	-	-	76	76
Purchase of treasury shares	-	(1,637)	-	-	-	-	-	-	-	(1,637)	-	(1,637)
Dividends paid	-	-	-	-	-	-	-	-	(7,941)	(7,941)	(739)	(8,680)
Transfer from reserve upon lapse of share options	-	-	-	-	-	-	-	(388)	388	-	-	-
Total contributions by and distributions to owners	-	(1,637)	-	-	-	-	-	(388)	(7,553)	(9,578)	(663)	(10,241)
Changes in ownership interests in subsidiaries:												
Acquisition of additional interest in a subsidiary	-	-	-	-	1,537	-	-	-	-	1,537	(3,041)	(1,504)
Disposal of a subsidiary	-	-	-	-	-	-	-	-	-	-	(170)	(170)
Total changes in ownership interests in subsidiaries	-	-	-	-	1,537	-	-	-	-	1,537	(3,211)	(1,674)
Total transactions with owners	-	(1,637)	-	-	1,537	-	-	(388)	(7,553)	(8,041)	(3,874)	(11,915)
Transfer to reserve	-	-	-	123	-	-	-	-	(123)	-	-	-
Balance at 30.09.14	286,307	(14,338)	3,132	14,026	11,187	(97,058)	430	1,467	125,580	330,733	184,747	515,480

	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	Retained profits S\$'000	Total S\$'000		
Group												
Balance at 01.07.13												
As previously reported	286,307	(8,004)	1,415	3,191	1,785	(97,731)	-	2,418	170,687	360,068	1,128	361,196
Effects of adoption of FRS 110	-	-	1,682	10,128	187	(774)	-	-	(10,269)	954	193,582	194,536
As restated (Note a)	286,307	(8,004)	3,097	13,319	1,972	(98,505)	-	2,418	160,418	361,022	194,710	555,732
Total comprehensive income (loss)												
Profit for the financial period	-	-	-	-	-	-	-	-	6,269	6,269	1,905	8,174
Other comprehensive income (loss):												
Exchange translation surplus (deficit)	-	-	-	-	-	179	-	-	-	179	(596)	(417)
Share of other comprehensive (loss) income of associates	-	-	-	-	-	(142)	-	-	-	(142)	40	(102)
Other comprehensive income (loss) for the financial period	-	-	-	-	-	37	-	-	-	37	(556)	(519)
Total comprehensive income for the financial period	-	-	-	-	-	37	-	-	6,269	6,306	1,349	7,655
Transactions with owners, recognised directly in equity												
Contributions by and distributions to owners:												
Purchase of treasury shares	-	(3,054)	-	-	-	-	-	-	-	(3,054)	-	(3,054)
Dividends paid	-	-	-	-	-	-	-	-	(15,159)	(15,159)	(560)	(15,719)
Total transactions with owners	-	(3,054)	-	-	-	-	-	-	(15,159)	(18,213)	(560)	(18,773)
Transfer to reserve	-	-	-	156	-	-	-	-	(156)	-	-	-
Balance at 30.09.13	286,307	(11,058)	3,097	13,475	1,972	(98,468)	-	2,418	151,372	349,115	195,499	544,614

(Note a) Please refer to Note a of paragraph 1(a) on page 2 for details.

	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 01.07.14	286,307	(12,701)	614	388	37,805	312,413
Profit and total comprehensive income for the financial period	-	-	-	-	3,175	3,175
Transactions with owners, recognised directly in equity						
Purchase of treasury shares	-	(1,637)	-	-	-	(1,637)
Dividend paid	-	-	-	-	(7,941)	(7,941)
Total transactions with owners	-	(1,637)	-	-	(7,941)	(9,578)
Transfer from reserve upon lapse of share options	-	-	-	(388)	388	-
Balance at 30.09.14	286,307	(14,338)	614	-	33,427	306,010
Balance at 01.07.13	286,307	(8,004)	614	392	50,952	330,261
Loss and total comprehensive loss for the financial period	-	-	-	-	(1,949)	(1,949)
Transactions with owners, recognised directly in equity						
Purchase of treasury shares	-	(3,054)	-	-	-	(3,054)
Dividends paid	-	-	-	-	(15,159)	(15,159)
Total transactions with owners	-	(3,054)	-	-	(15,159)	(18,213)
Balance at 30.09.13	286,307	(11,058)	614	392	33,844	310,099

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 June 2014 to 30 September 2014.

The total number of shares that may be issued on exercise of all outstanding share options granted under the Company's Share Option Scheme 1999 are as follows:

Grant No.	Expiry date	Exercise price	As at 30.09.14	As at 30.09.13
5	4 July 2014	S\$1.03	-	2,851,000
			-	2,851,000

As at 30 September 2014, the Company held 26,939,000 of its issued shares as treasury shares (30 September 2013: 20,660,000).

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	30.09.14	31.03.14
Total number of issued shares	521,358,482	521,358,482
Less: treasury shares	(26,939,000)	(22,045,000)
Total number of issued shares excluding treasury shares	494,419,482	499,313,482

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 30 September 2014, 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 beginning on 1 April 2014, 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 2014.

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 2014 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")	Q2 ended 30.09.14 Singapore cents	Q2 ended 30.09.13 Singapore cents	H1 ended 30.09.14 Singapore cents	H1 ended 30.09.13 Singapore cents
Basic EPS:				
From continuing operations	1.97	1.24	3.02	1.72
From discontinued operations	-	-	-	1.36
Total	1.97	1.24	3.02	3.08
Diluted EPS:				
From continuing operations	1.97	1.24	3.02	1.72
From discontinued operations	-	-	-	1.36
Total	1.97	1.24	3.02	3.08

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:

	Q2 ended 30.09.14	Q2 ended 30.09.13	H1 ended 30.09.14	H1 ended 30.09.13
Weighted average number of ordinary shares used in calculating basic EPS	496,177,082	504,475,448	497,576,323	506,345,217
Adjustment for dilutive potential ordinary shares	-	-	-	-
Weighted average number of ordinary shares used in calculating diluted EPS	496,177,082	504,475,448	497,576,323	506,345,217

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	
	30.09.14 Singapore cents	31.03.14 Singapore cents	30.09.14 Singapore cents	31.03.14 Singapore cents
Net asset value per ordinary share based on 494,419,482 issued shares excluding treasury shares as at 30 September 2014 (31 March 2014: 499,313,482)	66.89	64.26	61.89	62.85

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 six-month period from April to September ("H1") 2014 increased by 2% over H1 last year. Improved margin, reduced administrative expenses and exchange gain contributed to increase in profit before finance costs, exceptional items and share of results of associates to S\$23.3 million, a 7% increase over the S\$21.8 million reported for the same period last year. During H1 this year, the Group reported a net exceptional gain of S\$8.4 million, attributable mainly to property disposal gains. The associates contributed S\$7.9 million profit in aggregate, S\$3.0 million higher than the level in H1 last year. As a result, profit before taxation increased by 66%, to S\$35.1 million for H1 this year, over the S\$21.1 million reported for the same period last year.

Total profit after taxation from continuing operations attributable to equity holders of the Company for H1 this year amounted to S\$15.0 million, compared to S\$8.7 million for H1 last year, an increase of 72%.

Based on the weighted average number of 497,576,323 shares in issue (2013: 506,345,217 shares), basic earnings per share for H1 this year was 3.02 Singapore cents, compared to 3.08 Singapore cents for the same period last year, which included an earnings per share of 1.36 Singapore cents from discontinued operations.

Business Review

Electronics and Acoustics Business - Revenue from the electronics and acoustics business decreased by 3% during H1 this year when compared to H1 last year. While sales of electronics products increased by 2%, sales of acoustics products decreased by 10%. By region, sales of acoustics products to the Americas remained stable, sales to Asia declined by 19% and sales to Europe declined by 9%. During H1 this year, this business segment reported a net exceptional gain of S\$0.3 million, comprised mainly a property disposal gain of S\$1.3 million, provision for restructuring a subsidiary engaged in the manufacturing of components of S\$0.4 million and a provision for restructuring the acoustics business of S\$0.6 million. Total profit contribution from the electronics and acoustics business decreased by 12% when compared to H1 last year.

Automotive Wire Harness Business - The Group's export oriented automotive wire harness business reported a growth of over 60% in revenue, albeit from a relatively low base, when compared to H1 last year. The growth was due to increased demand for wire harnesses for automotive video equipment mandated by new safety regulations in the US. Profit contribution from the automotive wire harness business also increased by over 110% when compared to H1 last year.

Battery Business - The revenue of GP Batteries International Limited ("GP Batteries") for H1 this year was S\$360 million, 2% higher than the revenue reported for the same period last year. While sales of primary batteries increased by 7%, sales of rechargeable batteries decreased by 18%. Gross profit margin for H1 this year was 23.0%, compared to 22.7% for H1 last year due to reduced overhead.

During H1 this year, GP Batteries recorded a S\$9.2 million exceptional gain from the disposal of a factory building in Singapore.

The associated companies of GP Batteries brought a loss of S\$0.3 million during H1 this year, a decrease of S\$3.4 million from a loss of S\$3.7 million last year. The improvement was due mainly to the cessation of loss-making operations of the Vectrix group of companies.

For H1 this year, GP Batteries reported a profit attributable to its equity holders of S\$11.5 million, compared to S\$0.3 million for H1 last year.

Other industrial investments - This segment includes the Group's investments in Meiloon Industrial Co., Ltd., Linkz Industries Limited and CIH Limited. During H1 this year, this segment reported an exceptional allowance for impairment loss of approximately S\$1.1 million recognised on assets classified as held for sale. This segment overall brought a loss of approximately S\$1.0 million for H1 this year, compared to a negligible loss for H1 last year.

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.

Weak consumer demand in Europe and uncertainties in some Eastern European countries may affect some of the Group's businesses. The Group's businesses in the US and Asia, however, are expected to remain more stable than those in Europe.

The Group will continue to invest in product innovation and further develop its brands and global distribution network. It is also expanding the production capacity for its electronics and acoustics business as well as some segments of the battery business. The Group will continue to automate its factories to improve productivity and streamline its business processes to counter the steadily increasing manufacturing costs in China.

11. Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on? Yes

Name of Dividend	Interim
Dividend Type Dividend Amount per Share	Cash 1.6 Singapore cents per ordinary share tax-exempt (1-tier)

(b) Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year? Yes

Name of Dividend	Interim
Dividend Type Dividend Amount per Share	Cash 1.6 Singapore cents per ordinary share tax-exempt (1-tier)

(c) Date payable

To be announced later.

(d) Books closure date

To be announced later.

(e) Other comments relating to Dividend

The Directors are pleased to recommend an interim tax-exempt (1-tier) dividend of 1.6 Singapore cents per share amounting to approximately S\$7.9 million (2013: interim tax-exempt (1-tier) dividend of 1.6 Singapore cents per share amounting to approximately S\$8.0 million) for its financial year ending 31 March 2015. The dividend will be paid in cash.

The dividend payment date and the notice of closure of the Register of Members and Transfer Books of the Company for the purpose of determining the entitlement to the dividend will be announced at a later date.

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

Not applicable.

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 2014, the interested person transactions entered into by the Group during the financial period ended 30 September 2014 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)	
	H1 ended 30.09.14 S\$'000	H1 ended 30.09.13 S\$'000	H1 ended 30.09.14 S\$'000	H1 ended 30.09.13 S\$'000
Licence fee expense: KH Technology Corporation	412	456	-	-
Sales: Light Engine Ltd	-	-	209	1,089
Rental expenses and building management fee: Gold Peak Industries (Holdings) Limited	371	278	-	-
Peak Power Investment Limited	66	52	-	-

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

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 30 September 2014 to be false or misleading in any material aspect.

BY ORDER OF THE BOARD

Victor Lo Chung Wing
Chairman

Leung Pak Chuen
Executive Vice Chairman

13 November 2014