

金山工業(集團)有限公司  
Gold Peak Industries (Holdings) Limited

30 April 2007

Securities & Exchange Commission  
Division of Corporate Finance  
Office of I  
Room 304  
Judiciary I  
450 Fifth  
Washingtc  
U.S.A.



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2007 MAY -2 A 11:22  
DIVISION OF INTERESTS  
CORPORATE FINANCE



EXEMPTION # 82-3604

Dear Sirs,

Gold Peak Industries (Holdings) Limited

**SUPL**

**BEST AVAILABLE COPY**

On behalf of Gold Peak Industries (Holdings) Limited (the "Company"), a company incorporated in Hong Kong, I am furnishing herewith the following listed document pursuant to Rule 12g3-2(b) (iii) under the Securities Exchange Act of 1934 ("Exchange Act").

<u>Name of Report</u>	<u>Date Announced/Filed</u>
Overseas regulatory announcement – Disposal of an associated company of GP Industries Limited	9 March 2007
Overseas regulatory announcement – Increase in interest in a subsidiary of GP Industries Limited	23 March 2007
Overseas regulatory announcement – Completion of disposal of subsidiaries by an associated company of GP Industries Limited	28 March 2007
Announcement – Discloseable transaction: relating to acquisition of additional shares in Meiloon Industrial Co., Ltd by GP Industries Limited	17 April 2007
Announcement – Discloseable transaction: disposal of 0.94% equity interests in TCL Corporation by GP Industries Limited	26 April 2007
Circular – Discloseable transaction relating to acquisition of additional shares in Meiloon Industrial Co., Ltd by GP Industries Limited	30 April 2007

Thank you for your attention.

Yours faithfully,  
GOLD PEAK INDUSTRIES (HOLDINGS) LIMITED

Wong Man Kit  
General Manager - Finance

**PROCESSED**  
B MAY 04 2007  
THOMSON  
FINANCIAL

Encl.  
香港新界葵涌葵榮路30號金山工業中心8樓  
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Gold Peak Building, 8/F, 30 Kwai Wing Road, Kwai Chung, New Territories, Hong Kong  
Tel: (852) 2427 1133 Fax: (852) 2489 1879 Website: www.goldpeak.com

金山工業(集團)有限公司  
**Gold Peak Industries (Holdings) Limited**

*(Incorporated in Hong Kong under the Companies Ordinance)*  
(Stock Code: 40)

RECEIVED  
2007 MAY -2 A.M. 11:20  
OFFICE OF THE SECRETARY FOR  
THE STOCK EXCHANGE OF HONG KONG



**Overseas Regulatory Announcement**

The enclosed overseas regulatory announcement is issued pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

**Directors**

As at the date of this announcement, the directors of the Company are: Mr. Victor LO Chung Wing (Chairman & Chief Executive), Mr. Andrew NG Sung On (Vice Chairman), Mr. Kevin LO Chung Ping, Mr. Paul LO Chung Wai, Mr. LEUNG Pak Chuen, Mr. Richard KU Yuk Hing, Mr. Andrew CHUANG Siu Leung and Mr. CHAU Kwok Wai as Executive Directors, Mr. Raymond WONG Wai Kan and Mr. Vincent CHEUNG Ting Kau as Non-Executive Directors, Mr. LUI Ming Wah, Mr. Frank CHAN Chi Chung and Mr. CHAN Kei Biu as Independent Non-Executive Directors.



GP Industries Limited  
(Incorporated in the Republic of Singapore)  
Co Reg. No 198502128C

## DISPOSAL OF AN ASSOCIATED COMPANY

The Directors of GP Industries Limited (the "Company") wish to announce that the Company has entered into an agreement to dispose its entire 40% interest in Xuzhou Baoshan Precision Hardware Plastic Parts Co., Ltd. ("Baoshan") for a cash consideration of approximately US\$250,000 (approximately S\$384,000) (the "Disposal").

Baoshan is incorporated in the People's Republic of China and is principally engaged in the manufacturing of plastic and metal parts and components.

The consideration for the Disposal was arrived at on a willing-seller willing-buyer basis after considering, *inter alia*, the net asset value of Baoshan. Share of net asset value disposed is approximately S\$386,000. In addition, the Company has also agreed to pay approximately S\$176,000 to certain employees of Baoshan, who are affected by the Disposal, as compensation.

The Disposal is not expected to have any material impact on the Company's consolidated net tangible assets and earnings per share for the financial years ending 31 March 2007 and 2008.

None of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the Disposal.

By order of the Board

Tan San-Ju  
Company Secretary  
9 March 2007

金山工業(集團)有限公司  
**Gold Peak Industries (Holdings) Limited**

*(Incorporated in Hong Kong under the Companies Ordinance)*  
(Stock Code: 40)



**Overseas Regulatory Announcement**

The enclosed overseas regulatory announcement is issued pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

**Directors**

As at the date of this announcement, the directors of the Company are: Mr. Victor LO Chung Wing (Chairman & Chief Executive), Mr. Andrew NG Sung On (Vice Chairman), Mr. Kevin LO Chung Ping, Mr. Paul LO Chung Wai, Mr. LEUNG Pak Chuen, Mr. Richard KU Yuk Hing, Mr. Andrew CHUANG Siu Leung and Mr. CHAU Kwok Wai as Executive Directors, Mr. Raymond WONG Wai Kan and Mr. Vincent CHEUNG Ting Kau as Non-Executive Directors, Mr. LUI Ming Wah, Mr. Frank CHAN Chi Chung and Mr. CHAN Kei Bui as Independent Non-Executive Directors.



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

## **INCREASE IN INTEREST IN A SUBSIDIARY**

The Directors of GP Industries Limited (the "Company") wish to announce that the Group has increased its interest in GP Acoustics (US), Inc ("GPA(US)", formerly known as "KEF America, Inc."), and an indirectly held subsidiary, from 70.94% to 77.89%.

GPA(US) is incorporated in the United States of America and is principally engaged in the marketing and distribution of loudspeakers. Prior to this change in interest, the common stock of GPA(US) comprised 2,608 issued shares (the "Shares"), of which 1,850 Shares and 758 Shares were held by the Group and the minority shareholders respectively.

On 1 September 2004, GPA(US) had entered into an agreement (the "Share Redemption Agreement") with a minority shareholder whereby GPA(US) agreed to redeem up to 375 Shares from this minority shareholder at a price of US\$1,296.24 per Share for 12 quarters commencing from 1 October 2004 (the "Redemption Period"). On 21 November 2005, the parties further agreed to extend the Redemption Period by eight additional quarters to 30 September 2009.

Pursuant to the Share Redemption Agreement, GPA(US) has recently redeemed 233 Shares from the minority shareholder for an aggregate cash consideration of US\$302,023.92 (approximately S\$463,000). As a result, the Group's interest in GPA(US) increased to 77.89%.

Including the above-mentioned redemption, GPA(US) has redeemed 375 Shares from the minority shareholder pursuant to the Share Redemption Agreement.

The increase in interest in GPA(US) is not expected to have any material impact on the Company's consolidated net tangible assets and earnings per share for the financial years ending 31 March 2007 and 2008.

None of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the above-mentioned transaction.

By order of the Board

**Caroline Yeo Poh Noi**  
Company Secretary  
23 March 2007

**金山工業(集團)有限公司**  
**Gold Peak Industries (Holdings) Limited**

*(Incorporated in Hong Kong under the Companies Ordinance)*  
(Stock Code: 40)



**Overseas Regulatory Announcement**

The enclosed overseas regulatory announcement is issued pursuant to Rule 13.09(?) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

**Directors**

As at the date of this announcement, the directors of the Company are: Mr. Victor LO Chung Wing (Chairman & Chief Executive), Mr. Andrew NG Sung On (Vice Chairman), Mr. Kevin LO Chung Ping, Mr. Paul LO Chung Wai, Mr. LEUNG Pak Chuen, Mr. Richard KU Yuk Hing, Mr. Andrew CHUANG Siu Leung and Mr. CHAU Kwok Wai as Executive Directors, Mr. Raymond WONG Wai Kan and Mr. Vincent CHEUNG Ting Kau as Non-Executive Directors, Mr. LUI Ming Wah, Mr. Frank CHAN Chi Chung and Mr. CHAN Kei Bui as Independent Non-Executive Directors.



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

#### **COMPLETION OF DISPOSAL OF SUBSIDIARIES BY AN ASSOCIATED COMPANY**

The Directors of GP Industries Limited refer to the announcement released on 8 February 2007 in connection with the disposal by LTK Industries Limited ("LTK"), a 45.13%-owned associated company, of certain of its subsidiaries comprising LTK's Electronic Cable Business Unit (the "Disposal") and are pleased to announce that LTK has advised that the Disposal had been completed.

By order of the Board

**Caroline Yeo Poh Noi**  
Company Secretary  
28 March 2007

The Standard April 18, 2007

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

**金山工業(集團)有限公司**  
**Gold Peak Industries (Holdings) Limited**  
 (Incorporated in Hong Kong under the Companies Ordinance)  
 (Stock Code: 40)



**DISCLOSEABLE TRANSACTION:  
 RELATING TO ACQUISITION  
 OF ADDITIONAL SHARES IN MEILOON INDUSTRIAL CO., LTD.  
 BY GP INDUSTRIES LIMITED**

Pursuant to the announcement made by the Company on January 4, 2007 in relation to acquisition of additional shares in Meiloon by GP Industries (a 69.3% owned subsidiary of the Company), the Company announces that since January 4, 2007, GP Industries has made further on-market purchases of 6,311,000 shares in Meiloon, representing approximately 2.6% of the entire issued share capital of Meiloon from the Taiwan Stock Exchange for a total consideration of about NT\$146.3 million, equivalent to approximately HK\$14.7 million. GP Industries' interest in Meiloon has increased from approximately 17.8% to approximately 19.6%.

The consideration of the Acquisition is based on the prevailing market prices of Meiloon's shares at the time of Acquisition.

The Acquisition constitutes a discloseable transaction of the Company under the Listing Rules. A circular containing details of the Acquisition will be despatched to the shareholders of the Company as soon as practicable.

**BACKGROUND**

GP Industries, a 69.3% owned subsidiary of the Company, has acquired shares of Meiloon, which are listed on the Taiwan Stock Exchange, from the open market since January 17, 2006. Before January 17, 2006, GP Industries held approximately 14.7% of the entire issued share capital of Meiloon. From January 17, 2006 to January 3, 2007, GP Industries acquired 5,901,000 shares of Meiloon, representing approximately 2.3% of the entire issued share capital of Meiloon, and increased its interest in Meiloon to approximately 17.0%. An announcement for discloseable transaction was made on January 4, 2007 in relation to such purchase. From January 4, 2007 to April 17, 2007, GP Industries has further acquired 6,311,000 shares of Meiloon from the open market, representing approximately 2.6% of the entire issued share capital of Meiloon. Under the Listing Rules, the Acquisition constitutes a discloseable transaction of the Company. If the Acquisition is aggregated with acquisition of shares of Meiloon from January 17, 2006 to January 3, 2007 as disclosed in the announcement made on January 4, 2007, the aggregated acquisition still constitutes a discloseable transaction of the Company.

**SHARE ACQUIRED**

6,311,000 shares of Meiloon, based on the 250,903,234 shares of Meiloon currently in issue and outstanding as at April 17, 2007, representing approximately 2.6% of the entire issued share capital of Meiloon.

After the Acquisition, GP Industries holds approximately 19.6% of the entire issued share capital of Meiloon. The total on-market purchases of shares of Meiloon by GP Industries from January 17, 2006 to April 17, 2007 amounted to 11,412,000 shares, representing approximately 4.9% of the entire issued share capital of Meiloon.

**CONSIDERATION**

The Consideration paid by GP Industries for 6,311,000 shares of Meiloon acquired by GP Industries from January 4, 2007 to April 17, 2007 amounted to about NT\$146.3 million, equivalent to approximately HK\$14.7 million.

The Acquisition was carried out by way of on-market purchases of shares of Meiloon on the Taiwan Stock Exchange. The Consideration paid for the shares of Meiloon acquired was determined by the prevailing market prices as quoted on the Taiwan Stock Exchange at the time of Acquisition.

The Company confirms that, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the counterpart and the ultimate beneficial owner(s) of the counterparties are bona fide parties independent of the Company and associated persons (as defined in the Listing Rules) of the Company.

The Consideration was funded by internal cash resources of GP Industries.

The total consideration paid by GP Industries for acquisition of shares of Meiloon from January 17, 2006 to April 17, 2007 amounted to NT\$146.3 million, equivalent to approximately HK\$14.7 million.

**INFORMATION ON MEILOON**

Meiloon is a company incorporated in Taiwan and its shares are listed on the Taiwan Stock Exchange. It is engaged in the research and development, manufacturing and trading of headphones and other audio-visual devices and equipment for household, automobile and professional uses.

Meiloon is not an associate of the Company both before and after completion of the Acquisition.

**SUMMARY OF FINANCIAL RESULTS OF MEILOON**

A summary of the audited consolidated results of Meiloon for the two years ended December 31, 2005 are as follows:

	Year ended December 31,	
	2004	2005
	NT\$ million	NT\$ million
Turnover	3,181	5,639
Profit before tax and minority interests	423	418
Profit after tax and minority interests	420	272

The audited consolidated net asset value of Meiloon as at December 31, 2005 was approximately NT\$ 3,903 million.

The financial results of Meiloon were prepared in accordance with Taiwan GAAP.

**REASONS AND BENEFITS FOR THE ACQUISITION**

In recent years, Meiloon has diversified into the manufacturing of audio-visual devices. In addition to its headphone business, it is generally expected that this diversification will improve the profitability of Meiloon. The Directors believe that the Acquisition will enhance the Group's assets portfolio.

On such basis, the Directors are of the opinion that the terms of the Acquisition (including the Consideration) are fair and reasonable and that the Acquisition is in the interests of the Company and the shareholders of the Company as a whole.

**INFORMATION ON THE COMPANY**

The Company acts as an investment holding company. The activities of its principal subsidiaries and associated investment holding and manufacturing, marketing and trading of hardware, electronic and electronic products, wire harness, cables, light fittings products and light emitting diode display services. GP Industries is the main investment vehicle of the Company. The Company holds an approximately 69.3% interest in GP Industries as at the date of this announcement.

**GENERAL**

The Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

A circular containing, among other things, further details of the Acquisition will be despatched to the shareholders as soon as practicable.

As at the date of this announcement, the Board consists of Mr. Victor LO Chung Wing (Chairman & Chief Executive), Mr. Andrew HO Sang On (Vice Chairman), Mr. Kevin LO Chung Ping, Mr. Paul LO Chung Wai, Mr. I. SUIKING Puh Chuen, Mr. Richard KU Yuh King, Mr. Andrew CHUANG Sia Lung and Mr. CHAU Kwok Wai as Executive Directors, Mr. Raymond WONG Wei Kan and Mr. Vincent CHUNG Ting Kee as Non-Executive Directors and Mr. LUI Ming Wah, Mr. Frank CHAN Chi Chung and Mr. CHAN Kai Si as Independent Non-Executive Directors.

**DEFINITIONS**

"Acquisition"	the acquisition by GP Industries of 6,311,000 shares in the issued share capital of Meiloon with a par value of NT\$10 each by on-market purchases on the Taiwan Stock Exchange from January 4, 2007 to April 17, 2007
"Board"	the board of Directors of the Company
"Company"	Gold Peak Industries (Holdings) Limited (Stock code: 40), whose shares are listed on the Main Board of the Hong Kong Stock Exchange
"Consideration"	the consideration of the Acquisition
"Directors"	directors of the Company
"GP Industries"	GP Industries Limited, a company incorporated in the Republic of Singapore with limited liability, the shares of which are listed on the Singapore Stock Exchange and an approximately 69.3% owned subsidiary of the Company
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Listing Rules"	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
"Meiloon"	Meiloon Industrial Co., Ltd., a company incorporated in Taiwan
"PRC"	the People's Republic of China
"Singapore Stock Exchange"	Singapore Exchange Securities Trading Limited
"Taiwan GAAP"	the generally accepted accounting principles in Taiwan
"Taiwan Stock Exchange"	The Taiwan Exchange Inc.
"HK\$"	Hong Kong dollars, the lawful currency of Hong Kong
"NT\$"	New Taiwan dollars, the lawful currency of Taiwan
"%"	per cent.

By Order of the Board  
 WONG Man KH  
 Company Secretary

Hong Kong, April 17, 2007  
 www.goldpeak.com

For the purposes of this announcement amounts in New Taiwan dollars were translated into Hong Kong dollars at the exchange rate of NT\$1.00 HK\$0.7346.

The Standard April 27, 2007

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

## 金山工業(集團)有限公司 Gold Peak Industries (Holdings) Limited

(Incorporated in Hong Kong under the Companies Ordinance)  
(Stock Code: 40)



### DISCLOSEABLE TRANSACTION: DISPOSAL OF 0.94% EQUITY INTERESTS IN TCL CORPORATION BY GP INDUSTRIES LIMITED

The Board announces that GP Industries, a 69.3% owned subsidiary of the Company, disposed of 24,234,506 shares of TCL, representing approximately 0.94% of the entire issued share capital of TCL, in the open market for a consideration of approximately RMB128.9 million, equivalent to approximately HK\$128.4 million. After the Disposal, GP Industries' interest in TCL has reduced from 1.56% to 0.62%.

The consideration for the Disposal is based on the prevailing market prices of TCL's shares at the time of Disposal.

The Disposal constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules. A circular containing details of the Disposal will be dispatched to the shareholders of the Company as soon as practicable.

#### BACKGROUND

Before the Disposal, GP Industries, a 69.3% owned subsidiary of the Company, via Regal Trinity held 40,300,816 shares of TCL which are listed on the Shenzhen Stock Exchange, representing approximately 1.56% of the entire issued share capital of TCL.

From April 24 to April 26, 2007, GP Industries disposed of 24,234,506 shares of TCL, representing approximately 0.94% of the entire issued share capital of TCL, in the open market. Under the Listing Rules, the Disposal constitutes a discloseable transaction of the Company.

#### SHARES DISPOSED OF

24,234,506 shares of TCL, based on the 2,326,331,144 shares of TCL in issue and outstanding as of April 26, 2007, representing approximately 0.94% of the entire issued share capital of TCL, being 60.3% of the Entire Equity Interests.

After the Disposal, GP Industries holds 16,013,350 shares of TCL, representing approximately 0.62% of the entire issued share capital of TCL.

#### CONSIDERATION

The Consideration received by GP Industries for the disposal of 24,234,506 shares of TCL amounted to about RMB128.9 million, equivalent to approximately HK\$128.4 million.

The Disposal was carried out in the open market of the Shenzhen Stock Exchange. The Consideration was determined by the prevailing market prices as quoted on the Shenzhen Stock Exchange at the time of Disposal.

The Company confirms that, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the counterparties and the ultimate beneficial owner(s) of the counterparties are third parties independent of the Company and connected persons (as defined in the Listing Rules) of the Company.

#### INFORMATION ON TCL

TCL is a company established in the PRC with its shares listed on the Shenzhen Stock Exchange. It is engaged in the design, manufacturing and sale and marketing of television sets, mobile phones, home appliances, personal computers and other consumer electronic products.

TCL is not an associate of the Company before the Disposal and will continue not to be an associate of the Company after the Disposal.

#### SUMMARY OF FINANCIAL RESULTS OF TCL

A summary of the audited consolidated results of TCL for the two years ended December 31, 2005 is as follows:

	Year ended December 31,	
	2004	2005
	RMB million	RMB million
Turnover	40,232	31,676
Profit/(Loss) before tax and minority interests	289	(1,463)
Profit/(Loss) after tax and minority interests	245	(1,320)

The audited consolidated net asset value of TCL as at December 31, 2005 was approximately RMB4,912 million.

The financial results of TCL were prepared in accordance with the PRC GAAP.

#### USE OF PROCEEDS AND FINANCIAL EFFECT OF THE DISPOSAL

The net sale proceeds of the Disposal after deducting all necessary charges for the Disposal are intended to be used for general working capital purposes.

The carrying value of the Entire Equity Interests in the audited consolidated accounts of the Company was approximately HK\$173.2 million as at March 31, 2006. It is estimated that upon completion of the Disposal, the Group will record an unrecorded net gain of approximately HK\$149 million. The gain is calculated as the Consideration less the carrying value of the 24,234,506 shares of TCL disposed of and other relevant taxes, expenses and charges.

#### REASONS AND BENEFITS FOR THE DISPOSAL

The Entire Equity Interests were non-tradable promoter's shares of TCL acquired in 2002. TCL adopted a share reform on promoter's shares stipulated by the Ministry of Finance of the PRC and the share reform was completed on April 20, 2006. After one year of the completion of the share reform, the shares of TCL held by GP Industries can be freely traded in the Shenzhen Stock Exchange.

The Directors consider that the Disposal represents a good opportunity for the Company to realize the investment in TCL. On such basis, the Directors are of the opinion that the terms of the Disposal (including the Consideration)

are fair and reasonable and that the Disposal is in the interests of the Company and the shareholders of the Company as a whole.

#### INFORMATION ON THE COMPANY

The Company acts as an investment holding company. The activities of its principal subsidiaries and associates are investment holding and manufacturing, marketing and trading of batteries, electronics and consumer products, wire harness, cables, light fittings, products and light emitting diode display screens. GP Industries is the main investment vehicle of the Company. The Company holds an approximately 69.3% interest in GP Industries.

#### GENERAL

The Disposal constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

A circular containing, among other things, further details of the Disposal will be dispatched to the shareholders of the Company as soon as practicable.

As at the date of this announcement, the Board consists of Mr. Victor LO Cheng Wing (Chairman & Chief Executive), Mr. Andrew NG Sung On (Vice Chairman), Mr. Kevin LO Chung Ping, Mr. Paul LO Cheng Wai, Mr. LEUNG Pak Chuen, Mr. Richard KU Yik King, Mr. Andrew CHUANG Si Lung and Mr. CHAU Kwok Wai as Executive Directors, Mr. Raymond WONG Wai Kan and Mr. Vincent CHEUNG Ting Kuo as Non-Executive Directors and Mr. LUI Ming Wah, Mr. Frank CHAN CU Chung and Mr. CHAN Kai Bin as Independent Non-Executive Director.

#### DEFINITIONS

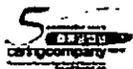
"Board"	the board of Directors of the Company
"Company"	Gold Peak Industries (Holdings) Limited (Stock code: 40), whose shares are listed on the Main Board of the Hong Kong Stock Exchange
"Consideration"	the consideration for the Disposal, being a sum of approximately RMB128.9 million, equivalent to approximately HK\$128.4 million
"Directors"	directors of the Company
"Disposal"	the disposal of 24,234,506 shares in the issued share capital of TCL, with a par value of RMB1, representing 0.94% equity interest in the issued share capital of TCL, by GP Industries via Regal Trinity in the open market of the Shenzhen Stock Exchange from April 24 to April 26, 2007
"Entire Equity Interests"	40,300,816 shares, representing 1.56% equity interest, in the issued share capital of TCL held by GP Industries via Regal Trinity immediately before the Disposal
"GP Industries"	GP Industries Limited, a company incorporated in the Republic of Singapore with limited liability, the shares of which are listed on the Singapore Stock Exchange and an approximately 69.3% owned subsidiary of the Company
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Listing Rules"	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
"PRC"	the People's Republic of China
"PRC GAAP"	the generally accepted accounting principles in the PRC
"Regal Trinity"	Regal Trinity Limited, a company incorporated in British Virgin Islands with limited liability and an indirectly wholly owned subsidiary of GP Industries
"Singapore Stock Exchange"	Singapore Exchange Securities Trading Limited
"TCL"	TCL Corporation, a company established in the PRC, the shares of which are listed on the Shenzhen Stock Exchange
"HK\$" / "RMB"	Hong Kong dollars, the lawful currency of Hong Kong / Renminbi, the lawful currency of the PRC
"%"	per cent.

By Order of the Board  
WONG MAN KU  
Company Secretary

Hong Kong, April 26, 2007

www.goldpeak.com

For the purposes of this announcement, amounts in Renminbi were translated into Hong Kong dollars at the exchange rate of RMB1.00:HK\$1.012.



## 7. 一般資料

- (a) 本公司之秘書為黃文傑先生，彼為香港會計師公會及香港特許秘書公會資深會員。
- (b) 本公司之合資格會計師為周國偉先生，彼為英國特許公認會計師公會資深會員。
- (c) 本公司之註冊辦事處設於香港新界葵涌葵榮路30號金山工業中心8樓。本公司股票過戶登記處為雅柏勤證券登記有限公司，位於香港皇后大道東28號金鐘匯中心26樓。
- (d) 如本通函之中英文內容有任何分歧，乃以英文本為準。

本集團成員公司名稱	擁有本集團成員 公司已發行股本5% 或以上權益人士名稱	所佔本集團 成員公司已發行 股本百份比 (%)
柏惠電子有限公司	惠州市德賽工業發展有限公司 唯弘國際有限公司	15.00 15.00
GP工業有限公司	Belvedere Pty. Ltd.	12.26
惠州金山精密部件有限公司	惠州市德賽工業發展有限公司	30.00
惠州金山線束科技有限公司	吳淑英 惠州市德賽工業發展有限公司	10.00 10.00
KEF America Inc.	The Chainin Family Limited Partnership	27.14

除以上披露者外，於最後實際可行日期，本公司董事及總裁沒有察覺任何人士（本公司之董事或總裁除外）於本公司股份或相關股份中，擁有根據證券及期貨條例第XV部第2及3分部須通知本公司之權益或淡倉，或任何人士直接或間接擁有有權於任何情況在本集團任何成員股東大會投票之已發行股本面值5%或以上權益。

#### 4. 董事於競爭業務之權益

於最後實際可行日期，本公司之董事或總裁或彼等各自之聯繫人士概無於與本集團業務存在或可能存在競爭之業務中擁有任何權益。

#### 5. 服務合約

於最後實際可行日期，董事概無與本公司或本集團任何成員公司訂有或擬訂立服務合約，不包括即將屆滿或僱主可於一年內終止而毋須作出賠償（法定賠償除外）之合約。

#### 6. 訴訟

於最後實際可行日期，本公司或其任何附屬公司概無涉及任何重大訴訟或仲裁，就董事所知，本公司或其任何附屬公司亦無尚未了結或面臨之重大訴訟或申索。

### 3. 主要股東及其他人士於股份及相關股份之權益

於最後實際可行日期，就本公司董事及總裁所知，下列人士（本公司之董事或總裁除外）於本公司股份或相關股份，擁有根據證券及期貨條例第XV部第2及3分部須通知本公司之權益或淡倉，或直接或間接擁有有權於任何情況在本公司股東大會投票之已發行股本面值5%或以上權益：

股東名稱	身份	所持股份數目	所佔本公司 已發行股本 百份比 (%)
Schneider Electric Industries SA	受益人	54,564,000	9.93

於最後實際可行日期，就本公司董事及總裁所知，下列人士（本公司之董事或總裁除外）直接或間接擁有有權於任何情況在本集團任何成員股東大會投票之已發行股本面值5%或以上權益：

本集團成員公司名稱	擁有本集團成員 公司已發行股本5% 或以上權益人士名稱	所佔本集團 成員公司已發行 股本百份比 (%)
Clipsal Marketing (Private) Limited	Orient Distribution System (Private) Ltd.	49.00
Coudrey Investments Limited	Crystal Time Group Limited	20.00
惠州市金山電子有限公司	惠州市德賽集團有限公司	5.00

## 按以下每股行使價已授予但尚未行使之認股權

## 可認購之金山電池股份數目

董事姓名	1.410新加坡元	1.600新加坡元	1.250新加坡元	2.500新加坡元
	認購期由	認購期由	認購期由	認購期由
	二零零二年	二零零二年	二零零四年	二零零五年
	三月十七日至	十月十一日至	八月五日至	六月二十五日至
	二零零一年	二零零一年	二零零二年	二零零三年
	三月十六日	十月十日	八月四日	六月二十四日
吳崇安	200,000	200,000	190,000	190,000
顧玉興	-	-	-	170,000

## 按以下每股行使價已授予但尚未行使之認股權

## 可認購之GP工業股份數目

董事姓名	0.456新加坡元	0.620新加坡元	0.550新加坡元	0.880新加坡元	1.030新加坡元
	認購期由	認購期由	認購期由	認購期由	認購期由
	二零零二年	二零零三年	二零零三年	二零零四年	二零零五年
	四月十四日至	四月四日至	八月十四日至	九月十五日至	七月五日至
	二零零一年	二零零一年	二零零二年	二零零三年	二零零四年
	四月十三日	四月三日	八月十三日	九月十四日	七月四日
羅仲榮	300,000	600,000	384,000	384,000	400,000
梁伯全	-	-	-	350,000	380,000
莊紹樑	110,000	200,000	130,000	130,000	150,000
周國偉	-	-	-	-	180,000
王維勤	-	-	-	140,000	180,000

除上文披露者外，於最後實際可行日期，本公司董事或總裁沒有於本公司或其任何關聯公司（定義見證券及期貨條例第XV部）之股份、相關股份及債券中，擁有任何根據證券及期貨條例第XV部第7及8分部須通知本公司及香港聯交所（包括根據證券及期貨條例有關條文，被當作或視為擁有之權益或淡倉），或根據證券及期貨條例第352條須記入該條例所述登記冊，或根據上市規則附錄10「上市公司董事進行證券交易標準守則」所載須通知本公司及香港聯交所之權益或淡倉。

董事姓名	按以下每股行使價已授予 但尚未行使之認股權 可認購之股份數目	
	1.17港元 認購期由 二零零三年 四月十八日至 二零零七年 十月十七日	1.84港元 認購期由 二零零三年 十月二日至 二零零八年 十月一日
羅仲榮	--	1,600,000
吳崇安	--	1,600,000
羅仲炳	650,000	1,000,000
羅仲焯	650,000	1,000,000
梁伯全	--	--
顧玉興	--	500,000
莊紹樑	--	500,000
周國偉	500,000	600,000
王維勤	--	1,000,000
張定球	300,000	400,000
呂明華	250,000	300,000
陳志聰	--	--
陳其鏗	--	--

## (ii) 國聯公司

董事姓名	所持 金山電池 普通股份 數目		所佔 金山電池 已發行股本 百分比 (%)		所持 金山電能 科技股份 有限公司 普通股份 數目		所佔 金山電能 科技股份 有限公司 已發行股本 百分比 (%)		所持 GP工業 普通股份 數目		所佔 GP工業 已發行股本 百分比 (%)	
	羅仲榮	200,000	0.18	--	--	--	--	--	--	--	--	
吳崇安	833,332	0.76	500,000	0.25	378,412	0.07						
羅仲焯	80,000	0.07	--	--	--	--						
梁伯全	--	--	--	--	1,608,000	0.28						
顧玉興	141,000	0.13	200,000	0.10	70,000	0.01						
莊紹樑	--	--	--	--	45,000	0.01						
周國偉	--	--	--	--	481,232	0.08						
王維勤	374,000	0.34	100,000	0.05	1,598,827	0.28						
張定球	20,000	0.02	--	--	--	--						

## 1. 責任聲明

本通函載有為遵照上市規則之規定而提供之本公司資料。董事願就本通函所載資料之準確性共同及個別承擔全部責任，並於作出一切合理查詢後確認，就彼等所深知及確信，本通函並無遺漏其他事實，以致其任何內容有所誤導。

## 2. 董事及總裁權益之披露

於最後實際可行日期，本公司董事及總裁於本公司及其任何關聯公司（定義見證券及期貨條例第XV部）之股份、相關股份及債券中，擁有根據證券及期貨條例第XV部第7及8分部須通知本公司及香港聯交所（包括根據證券及期貨條例有關條文被當作或視為擁有之權益及淡倉），或根據證券及期貨條例第352條須記入該條例所述登記冊，或根據上市規則附錄10「上市公司董事進行證券交易標準守則」所載須通知本公司及香港聯交所之權益及淡倉如下：

### (i) 本公司

董事姓名	所持股份數目			所佔本公司 已發行股本 百份比 (%)
	個人權益	家族權益	合計權益	
羅仲榮	74,951,811	—	74,951,811	13.65
吳崇安	69,771,957	417,000	70,188,957	12.78
羅仲炳	625,000	3,239,066	3,864,066	0.70
羅仲煒	22,611,518	—	22,611,518	4.12
梁伯全	3,202,581	—	3,202,581	0.58
顧玉興	2,231,780	—	2,231,780	0.41
莊紹樑	474,500	—	474,500	0.09
周國偉	275,000	—	275,000	0.05
王維勤	1,790,081	—	1,790,081	0.33
張定球	1,947,549	—	1,947,549	0.35
呂明華	—	—	—	—
陳志聰	—	—	—	—
陳其鏞	—	—	—	—

## 主席兼總裁函件

因此，董事相信收購條款（包括代價）屬公平合理，且收購符合本公司及股東之整體利益。

### 收購之財務影響

董事局相信，收購對本集團之盈利、營運資金、資產負債比率、資產及負債並無重大影響。

### 其後收購

自二零零七年四月十七日起至最後實際可行日期期間，GP工業於公開市場購入美隆於台灣證券交易所上市之股份共977,000股，相當於美隆全部已發行股本約0.4%。總代價為約新台幣24,300,000元，相當於約5,700,000港元。

根據上市規則，其後收購並不構成本公司之須予披露交易。如其後收購加上自二零零六年一月十七日至二零零七年四月十七日所收購之美隆股份，總收購仍構成本公司之須予披露交易。

### 附加資料

敬請閣下留意本通函內附錄中載列之附加資料。

此 致

列位股東 台照

主席兼總裁  
羅仲榮  
謹啟

二零零七年四月三十日

## 主席兼總裁函件

### 本公司之資料

本公司為投資控股公司，其主要附屬公司及聯營公司之業務為投資控股及生產、推廣及銷售電池、電子及音響產品、汽車配線、電纜、照明系統產品及發光二極管顯示屏。GP工業為本公司主要投資工具。於最後實際可行日期，本公司持有GP工業約69.3%權益。

### 美隆之資料

美隆為一間於台灣成立之公司，其股份於台灣證券交易所上市。美隆主要業務為研究開發、生產及銷售作家居、多媒體及專業用途之揚聲器、其他影音產品及設備。

於收購前及於完成收購後，美隆並非本集團之聯營公司。

### 美隆之財務業績概要

美隆截至二零零五年十二月三十一日止兩個年度之經審核綜合業績概要如下：

	截至十二月三十一日止年度	
	二零零四年	二零零五年
	百萬新台幣	百萬新台幣
營業額	5,107	5,658
除稅及少數股東權益前溢利	483	410
除稅及少數股東權益後溢利	<u>420</u>	<u>278</u>

美隆於二零零五年十二月三十一日之經審核綜合資產淨值約為新台幣3,903,000,000元。

美隆之財務業績按台灣會計準則編製。

### 進行收購之理由及利益

除揚聲器業務外，美隆於近年擴展其業務至產製影音設備。預期此擴展將提高美隆之盈利率。董事相信收購將增強本集團之資產組合。

## 主席兼總裁函件

部已發行股本約2.3%，其所持美隆權益增至約17.0%。本公司已於二零零七年一月四日就有關收購作出須予披露交易之公佈及於二零零七年一月十九日發出須予披露交易之通函。自二零零七年一月四日至二零零七年四月十七日期間，GP工業於公開市場進一步購入6,511,000股美隆股份，相當於美隆全部已發行股份約2.6%。根據上市規則，收購構成本公司之須予披露交易。如收購加上於二零零七年一月四日作出之公佈及於二零零七年一月十九日發出須予披露交易之通函中所述自二零零六年一月十七日至二零零七年一月三日所購入之美隆股份，總收購仍構成本公司之須予披露交易。本通函目的為向股東提供收購詳情及其他就遵守上市規則要求之資料。

### 被收購股份

6,511,000股美隆股份，根據於二零零七年四月十七日美隆當時已發行之250,902,324股股份，相當於美隆全部已發行股本約2.6%。

於收購後，GP工業持有美隆全部已發行股本約19.6%。自二零零六年一月十七日至二零零七年四月十七日，GP工業於公開市場合共購入12,412,000股美隆股份，相當於美隆全部已發行股份約4.9%。

### 代價

自二零零七年一月四日至二零零七年四月十七日，GP工業收購6,511,000股美隆股份支付之代價約為新台幣146,500,000元，相當於約34,700,000港元。

收購以自台灣證券交易所公開市場買入美隆股份完成。收購美隆股份之代價乃根據收購美隆股份時美隆於台灣證券交易所之市場價格釐定。

本公司確認，以各董事所知所信，並經過所有合理查詢，對手方及對手方的最終實益擁有人，均是本公司及本公司的關連人士（根據上市規則定義）以外的獨立第三者。

代價自GP工業之內部現金資源撥付。

自二零零六年一月十七日至二零零七年四月十七日，GP工業購入美隆股份支付之總代價為新台幣263,600,000元，相當於約62,500,000港元。

金山工業(集團)有限公司  
Gold Peak Industries (Holdings) Limited

(根據公司條例在香港註冊成立)

(股票代號:40)



董事局

執行董事:

羅仲榮 (主席兼總裁)

吳崇安 (副主席)

羅仲炳

羅仲煒

梁伯全

顧玉興

莊紹樑

周國偉

註冊辦事處:

香港新界葵涌

葵榮路三十號

金山工業中心

八樓

非執行董事:

王維勤

張定球

呂明華\*

陳志聰\*

陳其繼\*

\* 獨立非執行董事

敬啟者:

須予披露交易  
GP工業有限公司收購  
美隆工業股份有限公司額外股份

背景

於二零零七年四月十七日之公佈中,董事公佈本公司擁有69.3%權益之附屬公司GP工業自二零零六年一月十七日起購入美隆於台灣證券交易所之公開市場上市之股份。於二零零六年一月十七日前,GP工業持有美隆全部已發行股份約14.7%。自二零零六年一月十七日至二零零七年一月三日,GP工業共購入5,901,000股美隆股份,相當於美隆全

## 釋 義

「中國」	指	中華人民共和國
「證券及期貨條例」	指	證券及期貨條例(香港法例第571章)
「股份」	指	本公司每股面值0.5港元之普通股
「股東」	指	股份持有人
「新加坡」	指	新加坡共和國
「新加坡證券交易所」	指	新加坡交易所股票交易公司
「台灣會計準則」	指	台灣普遍採納之會計準則
「台灣證券交易所」	指	臺灣證券交易所
「港元」	指	香港法定貨幣港元
「新台幣」	指	台灣法定貨幣新台幣
「新加坡元」	指	新加坡法定貨幣新加坡元
「%」	指	百分比

於本通函內，若干以新台幣結算之款額按匯率新台幣1.00元兌0.2368港元換算為港元。

## 釋 義

在本通函內，除非文義另有所指，下列詞語具有以下涵義：

「收購」	指	自二零零七年一月四日至二零零七年四月十七日，GP工業於台灣證券交易所公開市場收購6,511,000股美隆已發行每股面值新台幣10元之股份
「董事局」	指	本公司董事局
「本公司」	指	金山工業(集團)有限公司(股份代號:40)，其股份於香港聯交所主板上市
「代價」	指	收購之代價
「董事」	指	本公司董事
「金山電池」	指	金山電池國際有限公司，於新加坡註冊成立之有限公司，其股份於新加坡證券交易所上市，為GP工業擁有約49.2%股權之聯營公司
「GP工業」	指	GP工業有限公司，於新加坡註冊成立之有限公司，其股份於新加坡證券交易所上市，為本公司擁有約69.3%權益之附屬公司
「本集團」	指	本公司及其附屬公司
「香港」	指	中國香港特別行政區
「香港聯交所」	指	香港聯合交易所有限公司
「最後實際可行日期」	指	二零零七年四月二十六日，即確定此通函部份資料以刊印此通函之最後實際可行日期
「上市規則」	指	香港聯交所證券上市規則
「美隆」	指	美隆工業股份有限公司，一間於台灣註冊成立之公司

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此乃要件 請即處理

閣下如對本通函任何方面或應採取的行動有任何疑問，應諮詢註冊證券商、銀行經理、律師、專業會計師或其他專業顧問。

閣下如已售出或轉讓所有名下之金山工業(集團)有限公司股份，閣下應立即將本通函送交買主或受讓人，或送交經手買賣或轉讓之銀行、註冊證券商或其他代理，以便轉交買主或受讓人。

香港聯合交易所有限公司對本通函之內容概不負責，對其準確性或完備性亦無發表聲明，且表明不會就因本通函全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

金山工業(集團)有限公司  
Gold Peak Industries (Holdings) Limited

(根據公司條例在香港註冊成立)  
(股票代號：40)



須予披露交易  
GP工業有限公司收購  
美隆工業股份有限公司額外股份

主席兼總裁函件載於本通函第3至6頁。

二零零七年四月三十日



**7. GENERAL**

- (a) The secretary of the Company is Mr. WONG Man Kit who is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Hong Kong Institute of Chartered Secretaries.
- (b) The qualified accountant of the Company is Mr. CHAU Kwok Wai who is a fellow member of the Association of Chartered Certified Accountants of the United Kingdom.
- (c) The registered office of the Company is at 8th Floor, Gold Peak Building, 30 Kwai Wing Road, Kwai Chung, New Territories, Hong Kong. The share registrar and transfer office of the Company is Abacus Share Registrars Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong.
- (d) The English text of this circular shall prevail over the Chinese text.

Name of member of the Group	Name of person interested in 5% or more of the issued share capital of the member of the Group	Percentage shareholding in the issued share capital of the member of the Group (%)
GP Electronics (Huizhou) Ltd.	Huizhou Desay Industry Co., Ltd. World Perfect International Ltd.	15.00 15.00
GP Industries Limited	Belvedere Pty. Ltd.	12.26
GP Precision Parts (Huizhou) Co., Ltd.	Huizhou Desay Industry Co., Ltd.	30.00
Huizhou GP Wiring Technology Limited	Wu Shu Ying Huizhou Desay Industry Co., Ltd.	10.00 10.00
KEF America Inc.	The Chainin Family Limited Partnership	27.14

Save as disclosed above, the Directors and the chief executive of the Company are not aware of any person (not being a Director or chief executive of the Company) who, as at the Latest Practicable Date, had any interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who was, directly or indirectly, interested in 5% or more of the nominal value of the issued share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group.

#### 4. DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at the Latest Practicable Date, none of the Directors or chief executive of the Company or their respective associates had any interest in a business which competes or may compete with the business of the Group.

#### 5. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors has existing or proposed service contract with the Company or any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

#### 6. LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation or arbitration of material importance and, so far as the Directors are aware, no litigation nor claim of material importance was pending or threatened against the Company or any of its subsidiaries.

### 3. SUBSTANTIAL SHAREHOLDER'S AND OTHER PERSON'S INTEREST IN SHARES AND UNDERLYING SHARES

As at the Latest Practicable Date, so far as was known to the Directors and the chief executive of the Company, the following person (not being a Director or chief executive of the Company) had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who was, directly or indirectly, interested in 5% or more of the nominal value of the issued share capital carrying rights to vote in all circumstances at general meetings of the Company:

Name of Shareholder	Capacity	Number of Shares held	Percentage shareholding in the Issued share capital of the Company (%)
Schneider Electric Industries SA	Beneficial owner	54,564,000	9.93

As at the Latest Practicable Date, so far as was known to the Directors and the chief executive of the Company, the following persons (not being a Director or chief executive of the Company) were, directly or indirectly, interested in 5% or more of the nominal value of the issued share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group:

Name of member of the Group	Name of person interested in 5% or more of the Issued share capital of the member of the Group	Percentage shareholding in the Issued share capital of the member of the Group (%)
Clipsal Marketing (Private) Limited	Orient Distribution System (Private) Ltd.	49.00
Coudrey Investments Limited	Crystal Time Group Limited	20.00
GP Electronics (Huizhou) Co., Ltd.	Desay Group Corporation	5.00

Number of GP Batteries shares in respect of  
which options have been granted and remain outstanding  
at an exercise price per share of

Name of Director	S\$1.410	S\$1.600	S\$1.250	S\$2.500
	with option period from 17 March 2002 to 16 March 2010	with option period from 11 October 2002 to 10 October 2010	with option period from 5 August 2004 to 4 August 2012	with option period from 25 June 2005 to 24 June 2013
Andrew NG Sung On	200,000	200,000	190,000	190,000
Richard KU Yuk Hing	-	-	-	170,000

Number of GP Industries shares in respect of  
which options have been granted and remain outstanding  
at an exercise price per share of

Name of Director	S\$0.456	S\$0.620	S\$0.550	S\$0.880	S\$1.030
	with option period from 14 April 2002 to 13 April 2010	with option period from 4 April 2003 to 3 April 2011	with option period from 14 August 2003 to 13 August 2012	with option period from 15 September 2004 to 14 September 2013	with option period from 5 July 2005 to 4 July 2014
Victor LO Chung Wing	300,000	600,000	384,000	384,000	400,000
LEUNG Pak Chuen	-	-	-	350,000	380,000
Andrew CHUANG Siu Leung	110,000	200,000	130,000	130,000	150,000
CHAU Kwok Wai	-	-	-	-	180,000
Raymond WONG Wai Kan	-	-	-	140,000	180,000

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO to be entered in the register referred to therein or which were required, pursuant to Appendix 10 "Model Code for Securities Transactions by Directors of Listed Issuers" contained in the Listing Rules, to be notified to the Company and the Hong Kong Stock Exchange.

Name of Director	Number of Shares in respect of which options have been granted and remain outstanding at an exercise price per Share of	
	HK\$1.17 with option period from 18 April 2003 to 17 October 2007	HK\$1.84 with option period from 2 October 2003 to 1 October 2008
Victor LO Chung Wing	–	1,600,000
Andrew NG Sung On	–	1,600,000
Kevin LO Chung Ping	650,000	1,000,000
Paul LO Chung Wai	650,000	1,000,000
LEUNG Pak Chuen	–	–
Richard KU Yuk Hing	–	500,000
Andrew CHUANG Siu Leung	–	500,000
CHAU Kwok Wai	500,000	600,000
Raymond WONG Wai Kan	–	1,000,000
Vincent CHEUNG Ting Kau	300,000	400,000
LUI Ming Wah	250,000	300,000
Frank CHAN Chi Chung	–	–
CHAN Kei Bui	–	–

## (II) Associated Corporations

Name of Director	Number of ordinary shares held in GP Batteries	Percentage shareholding in the issued share capital of GP Batteries (%)	Percentage shareholding in the issued share capital of Gold Peak Industries (Taiwan) Limited	
			Number of ordinary shares held in Gold Peak Industries (Taiwan) Limited	Percentage shareholding in the issued share capital of GP Industries (%)
Victor LO Chung Wing	200,000	0.18	–	–
Andrew NG Sung On	833,332	0.78	500,000	0.25
Paul LO Chung Wai	80,000	0.07	–	–
LEUNG Pak Chuen	–	–	–	1,608,000
Richard KU Yuk Hing	141,000	0.13	200,000	0.10
Andrew CHUANG Siu Leung	–	–	–	45,000
CHAU Kwok Wai	–	–	–	481,232
Raymond WONG Wai Kan	374,000	0.34	100,000	0.05
Vincent CHEUNG Ting Kau	20,000	0.02	–	–

## 1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular with regard to the Company and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts with regard to the Company, the omission of which would make any statement in this circular misleading.

## 2. DISCLOSURE OF DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required, pursuant to Appendix 10 "Model Code for Securities Transactions by Directors of Listed Issuers" contained in the Listing Rules to be notified to the Company and the Hong Kong Stock Exchange were as follows:

### (i) The Company

Name of Director	Number of Shares held			Percentage shareholding in the issued share capital of the Company (%)
	Personal Interests	Family interests	Total Interests	
Victor LO Chung Wing	74,951,811	-	74,951,811	13.65
Andrew NG Sung On	69,771,957	417,000	70,188,957	12.78
Kevin LO Chung Ping	625,000	3,239,066	3,864,066	0.70
Paul LO Chung Wai	22,611,518	-	22,611,518	4.12
LEUNG Pak Chuen	3,202,581	-	3,202,581	0.58
Richard KU Yuk Hing	2,231,780	-	2,231,780	0.41
Andrew CHUANG Siu Leung	474,500	-	474,500	0.09
CHAU Kwok Wai	275,000	-	275,000	0.05
Raymond WONG Wai Kan	1,790,081	-	1,790,081	0.33
Vincent CHEUNG Ting Kau	1,947,549	-	1,947,549	0.35
LUI Ming Wah	-	-	-	-
Frank CHAN Chi Chung	-	-	-	-
CHAN Kei Bui	-	-	-	-

## LETTER FROM THE CHAIRMAN & CHIEF EXECUTIVE

On such basis, the Directors are of the opinion that the terms of the Acquisition (including the Consideration) are fair and reasonable and that the Acquisition is in the interests of the Company and the Shareholders as a whole.

### FINANCIAL EFFECTS OF THE ACQUISITION

The Board believes that the Acquisition will not give rise to any material effect on the earnings, working capital, gearing ratio and the assets and liabilities of the Group.

### SUBSEQUENT ACQUISITION

Subsequent to April 17, 2007 and up to the Latest Practicable Date, GP Industries has made on-market purchases of 977,000 shares in Meiloon, representing 0.4% of the entire issued share capital of Meiloon, on the Taiwan Stock Exchange for a total consideration of about NT\$24.3 million, equivalent to approximately HK\$5.7 million.

Under the Listing Rules, the said subsequent acquisition does not constitute a discloseable transaction of the Company. If such subsequent acquisition is aggregated with the acquisition of shares of Meiloon from January 17, 2006 to April 17, 2007, the aggregated acquisition still constituted a discloseable transaction of the Company.

### ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix to this circular.

Yours faithfully,  
**Victor LO Chung Wing**  
*Chairman & Chief Executive*

## LETTER FROM THE CHAIRMAN & CHIEF EXECUTIVE

### INFORMATION ON THE COMPANY

The Company acts as an investment holding company. The activities of its principal subsidiaries and associates are investment holding and manufacturing, marketing and trading of batteries, electronics and acoustics products, wire harness, cables, light fittings products and light emitting diode display screens. GP Industries is the main investment vehicle of the Company. The Company holds an approximately 69.3% interest in GP Industries as at the Latest Practicable Date.

### INFORMATION ON MEILOON

Meiloon is a company incorporated in Taiwan and its shares are listed on the Taiwan Stock Exchange. It is engaged in the research and development, manufacturing and trading of loudspeakers and other audio-visual devices and equipment for household, multimedia and professional uses.

Meiloon is not an associate of the Company both before and after completion of the Acquisition.

### SUMMARY OF FINANCIAL RESULTS OF MEILOON

A summary of the audited consolidated results of Meiloon for the two years ended December 31, 2005 is as follows:

	Year ended December 31,	
	2004	2005
	NT\$ million	NT\$ million
Turnover	5,107	5,658
Profit before tax and minority interests	483	410
Profit after tax and minority interests	<u>420</u>	<u>278</u>

The audited consolidated net asset value of Meiloon as at December 31, 2005 was approximately NT\$3,903 million.

The financial results of Meiloon were prepared in accordance with Taiwan GAAP.

### REASONS AND BENEFITS FOR THE ACQUISITION

In recent years, Meiloon has diversified into the manufacturing of audio-visual devices, in addition to its loudspeakers business. It is generally expected that this diversification will improve the profitability of Meiloon. The Directors believe that the Acquisition will enhance the Group's assets portfolio.

## LETTER FROM THE CHAIRMAN & CHIEF EXECUTIVE

issued share capital of Meiloon, and increased its interests in Meiloon to approximately 17.0%. An announcement for discloseable transaction was made on January 4, 2007 and a circular for discloseable transaction was despatched on January 19, 2007 in relation to such purchases. From January 4, 2007 to April 17, 2007, GP Industries had further acquired 6,511,000 shares of Meiloon from the open market, representing approximately 2.6% of the entire issued share capital of Meiloon. Under the Listing Rules, the Acquisition constituted a discloseable transaction of the Company. If the Acquisition was aggregated with acquisition of shares of Meiloon from January 17, 2006 to January 3, 2007 as disclosed in the announcement made on January 4, 2007 and the circular despatched on January 19, 2007, the aggregated acquisition still constituted a discloseable transaction of the Company. The purpose of this circular is to provide Shareholders with details of the Acquisition and other information in compliance with the requirement of the Listing Rules.

### SHARES ACQUIRED

6,511,000 shares of Meiloon, based on the 250,902,324 shares of Meiloon currently in issue and outstanding as at April 17, 2007, represented approximately 2.6% of the entire issued share capital of Meiloon.

After the Acquisition, GP Industries held approximately 19.6% of the entire issued share capital of Meiloon. The total on-market purchases of shares of Meiloon by GP Industries from January 17, 2006 to April 17, 2007 amounted to 12,412,000 shares, represented approximately 4.9% of the entire issued share capital of Meiloon.

### CONSIDERATION

The Consideration paid by GP Industries for 6,511,000 shares of Meiloon acquired by GP Industries from January 4, 2007 to April 17, 2007 amounted to about NT\$146.5 million, equivalent to approximately HK\$34.7 million.

The Acquisition was carried out by way of on-market purchases of shares of Meiloon on the Taiwan Stock Exchange. The Consideration paid for the shares of Meiloon acquired was determined by the prevailing market prices as quoted on the Taiwan Stock Exchange at the time of Acquisition.

The Company confirms that, to the best of the Directors' knowledge, information and belief having made all reasonable enquires, the counterparties and the ultimate beneficial owner(s) of the counterparties are third parties independent of the Company and connected persons (as defined in the Listing Rules) of the Company.

The Consideration was funded by internal cash resources of GP Industries.

The total consideration paid by GP Industries for acquisition of shares of Meiloon from January 17, 2006 to April 17, 2007 amounted to NT\$263.6 million, equivalent to approximately HK\$62.5 million.

金山工業(集團)有限公司  
Gold Peak Industries (Holdings) Limited

(Incorporated in Hong Kong under the Companies Ordinance)  
(Stock Code: 40)



*Executive Directors:*

Victor LO Chung Wing (Chairman & Chief Executive)  
Andrew NG Sung On (Vice Chairman)  
Kevin LO Chung Ping  
Paul LO Chung Wai  
LEUNG Pak Chuen  
Richard KU Yuk Hing  
Andrew CHUANG Siu Leung  
CHAU Kwok Wai

*Registered office:*

8th Floor  
Gold Peak Building  
30 Kwai Wing Road  
Kwai Chung  
New Territories  
Hong Kong

*Non-Executive Directors:*

Raymond WONG Wai Kan  
Vincent CHEUNG Ting Kau  
LUI Ming Wah\*  
Frank CHAN Chi Chung\*  
CHAN Kei Bui\*

\* Independent Non-Executive Director

April 30, 2007

To the Shareholders

Dear Sirs,

**DISCLOSEABLE TRANSACTION  
RELATING TO ACQUISITION  
OF ADDITIONAL SHARES IN MEILOON INDUSTRIAL CO., LTD.  
BY GP INDUSTRIES LIMITED**

**BACKGROUND**

By an announcement dated April 17, 2007, the Directors announced that GP Industries, a 69.3% owned subsidiary of the Company, had acquired shares of Meiloon, which are listed on the Taiwan Stock Exchange, from the open market since January 17, 2006. Before January 17, 2006, GP Industries held approximately 14.7% of the entire issued share capital of Meiloon. From January 17, 2006 to January 3, 2007, GP Industries had acquired 5,901,000 shares of Meiloon, representing approximately 2.3% of the entire

## DEFINITIONS

"PRC"	the People's Republic of China
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK\$0.5 each in the share capital of the Company
"Shareholder(s)"	holder(s) of Shares
"Singapore"	the Republic of Singapore
"Singapore Stock Exchange"	Singapore Exchange Securities Trading Limited
"Taiwan GAAP"	the generally accepted accounting principles in Taiwan
"Taiwan Stock Exchange"	The Taiwan Exchange Inc.
"HK\$"	Hong Kong dollars, the lawful currency of Hong Kong
"NT\$"	New Taiwan dollars, the lawful currency of Taiwan
"S\$"	Singapore dollars, the lawful currency of Singapore
"%"	per cent.

*For the purposes of this circular, amounts in NT\$ were translated into HK\$ at the exchange rate of NT\$1.00 : HK\$0.2368.*

## DEFINITIONS

*In this circular, the following expressions have the meanings set out below unless the context otherwise requires:*

"Acquisition"	the acquisition by GP Industries of 6,511,000 shares in the issued share capital of Meiloon with a par value of NT\$10 each by on-market purchases on the Taiwan Stock Exchange from January 4, 2007 to April 17, 2007
"Board"	the board of Directors of the Company
"Company"	Gold Peak Industries (Holdings) Limited (Stock code: 40), whose shares are listed on the Main Board of the Hong Kong Stock Exchange
"Consideration"	the consideration of the Acquisition
"Directors"	directors of the Company
"GP Batteries"	GP Batteries International Limited, a company incorporated in Singapore with limited liability, the shares of which are listed on the Singapore Stock Exchange and an approximately 49.2% associate of GP Industries
"GP Industries"	GP Industries Limited, a company incorporated in Singapore with limited liability, the shares of which are listed on the Singapore Stock Exchange and an approximately 69.3% owned subsidiary of the Company
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Latest Practicable Date"	April 26, 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
"Meiloon"	Meiloon Industrial Co., Ltd, a company incorporated in Taiwan

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or other bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Gold Peak Industries (Holdings) Limited, you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**金山工業(集團)有限公司**  
**Gold Peak Industries (Holdings) Limited**  
*(Incorporated in Hong Kong under the Companies Ordinance)*  
(Stock Code: 40)



**DISCLOSEABLE TRANSACTION  
RELATING TO ACQUISITION  
OF ADDITIONAL SHARES IN MEILOON INDUSTRIAL CO., LTD.  
BY GP INDUSTRIES LIMITED**

**END**

RECEIVED  
2007 APR 23 11:00 AM  
DIRECTOR OF SECURITIES AND  
FUTURES COMMISSION

A letter from the Chairman & Chief Executive is set out on pages 3 to 6 of this circular.