

GPRO TECHNOLOGIES BERHAD

(Company No: 622237 D)

(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Tenth (10th) Annual General Meeting (AGM) of GPRO Technologies Berhad (“GPRO” or “the Company”) will be held at Hotel Sri Petaling, 30, Jalan Radin Anum, Bandar Baru Sri Petaling, 57000 Kuala Lumpur on Friday, 28 June 2013 at 11.30 a.m. for the purpose of transacting the following businesses :-

A G E N D A

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2012 together with the Directors’ and Auditors’ reports thereon. ***Please refer to Note A***
2. To approve the payment of Directors’ remuneration for the financial year ended 31 December 2012. ***Resolution 1***
3. To re-elect Mr Heng Fook Hee who retires in accordance with Article 84 of the Company’s Articles of Association and being eligible, offers himself for re-election. ***Resolution 2***
4. To re-elect Mr Christian Kwok-Leun Yau Heilesen who retires in accordance with Article 103(a) of the Company’s Articles of Association and being eligible, offers himself for re-election. ***Resolution 3***

Mr Tang Tiong Seng who retires in accordance with Articles 103(a) of the Company’s Articles of Association, has expressed his intention not to seek re-election. Hence, he will retain office until the close of the 10th AGM.
5. To re-appoint Messrs SJ Grant Thornton as Auditors of the Company and to authorize the Directors to fix their remuneration. ***Resolution 4***

As Special Business

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

6. **ORDINARY RESOLUTION:**
AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT 1965.

“THAT pursuant to Section 132D of the Companies Act 1965 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten (10) per cent of the issued share capital of the Company for the time being excluding the number of ordinary shares arising from the exercise of the Employees’ Share Option Scheme (ESOS), AND THAT the Directors be and are also hereby empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing and quotation

of the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

Resolution 5

7. ORDINARY RESOLUTION:
RENEWAL OF AUTHORITY TO PURCHASE THE COMPANY’S OWN SHARES

“THAT, subject to the Companies, Act 1965, the Articles of Association of the Company, the requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of such relevant governmental and/or regulatory authorities where necessary, the Company be and is hereby authorized to purchase its own ordinary shares of RM0.10 each (“GPRO Shares”) on the market of Bursa Securities at any time, upon such terms and conditions as the Directors shall in their discretion deem fit and expedient in the best interests of the Company provided that :

- (a) the aggregate number of GPRO Shares which may be purchased pursuant to this resolution does not exceed ten percent (10%) of the issued and paid-share capital of the Company at the time of purchase;
- (b) the maximum funds to be allocated by the Company for the purchase of GPRO Shares shall not exceed the total retained profits and share premium account of the Company based on the audited Financial Statements for the year ended 31 December 2012; and
- (c) the Proposed Share Buy-Back to be undertaken will be in compliance with Section 67A of the Companies Act 1965. The Directors will deal with the shares purchased in the following manner:-
 - (i) to cancel the Shares so purchased; or
 - (ii) to retain the Shares so purchased as treasury shares for distribution as dividends to the shareholders of the Company and/or re-sell on Bursa Securities in accordance with the Listing Requirements of Bursa Securities and/or cancellation subsequently; or
 - (iii) to retain part of the Shares so purchased as treasury shares and cancel the remainder,

AND THAT such authority shall commence immediately upon the passing of this ordinary resolution and shall remain in force until the conclusion of the next Annual General Meeting of the Company, or such authority is revoked or varied by a resolution passed by the members of the Company in general meeting, whichever is the earlier, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date, and in any event in accordance with the provisions of the requirements or guidelines issued by Bursa Securities or any other relevant authorities;

AND THAT the Directors of the Company be and are hereby empowered to do all acts and things as they may consider expedient or necessary to give full effect to and to implement the Share Buy-Back.”

Resolution 6

8. SPECIAL RESOLUTION:
PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

“THAT the proposed amendments to the existing Articles of Association of the Company as set out in the Circular attached to the Annual Report 2012 be and are hereby approved and adopted AND the Board of Directors and the Secretary of the Company be authorized to give effect to the said amendments.”

Resolution 7

9. To transact any other business which may properly be transacted at an Annual General Meeting for which due notice shall have been given.

By Order of the Board

LEONG SUE CHING

Company Secretary
(MAICSA 7040814)
Kuala Lumpur

6 June 2013

Notes:-

- A. This Agenda item is meant for discussion only as the provision in the Company's Articles of Association do not require a formal approval of the shareholders and hence, is not put forward for voting.
 1. A member of the Company who is entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote on a show of hands or on a poll in his/her stead. A proxy may but need not be a member of the Company and Section 149(1) (a) & (b) of the Act shall not apply.
 2. In the case of a corporate member, the instrument appointing a proxy shall be either under its Common Seal or signed by its attorney or by an officer of the corporation duly authorized in that behalf.
 3. A member may appoint more than two (2) proxies to attend the same meeting provided that he/she specifies the proportions of his/her shareholding to be represented by each proxy.
 4. When a member of a Company is an authorized nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
 5. The Form of Proxy must be deposited at the Registered Office of the Company at No. 9-D, Jalan Medan Tuanku, Medan Tuanku, 50300 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
 6. For the purpose of determining who shall be entitled to attend the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 58 of the Articles of Association of the Company and Rule 7.16(2) of the Ace Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 21 June 2013 and only Depositors whose names appear on such Record of Depositors shall be entitled to attend the meeting.

GPRO TECHNOLOGIES BERHAD (622237-D)

Explanatory Notes on Special Business:

Ordinary Resolution 5

The proposed Resolution 5 is proposed to seek for a renewal of the general authority pursuant to Section 132D of the Companies Act, 1965, if duly passed, is primarily to give flexibility to the Board of Directors from the date of the above meeting to issue and allot shares at any time in their absolute discretion and for such purposes as they consider would be in the interest of the Company without convening a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the next annual general meeting of the Company.

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the issue of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the issue capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to any amount not exceeding in total 10% of the issued share capital of the Company for the time being, for such purposes. The renewed authority for allotment of shares will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital and/or acquisitions.

No shares have been issued and allotted by the Company since obtaining the said authority from its shareholders at the last Annual General Meeting held on 15 June 2012.

Ordinary Resolution 6

The proposed Resolution 6, if passed, will empower the Directors to purchase the shares and/or hold up to a maximum of ten percent (10%) of the issued and paid-up share capital of the Company by utilizing funds allocated up to the latest audited retained profits and the share premium account of the Company, subject to the Act, Listing Requirements of Bursa Securities, any prevailing laws, orders, requirements, rules, regulations and guidelines issued by the relevant authorities at the time of purchase. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

Please refer to the Statement to Shareholders as attached to this Annual Report for further information.

Special Resolution 7

The Special Resolution 7 proposed under agenda 8, if passed, will streamline the Company's Articles of Association with the ACE Market Listing Requirements of Bursa Securities.