

GPRO TECHNOLOGIES BERHAD

(Company No. 622237-D)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of GPRO Technologies Berhad ("GPRO" or "Company") will be held at Hotel Sri Petaling, 30, Jalan Radin Anum, Bandar Baru Sri Petaling, 57000 Kuala Lumpur on Tuesday, 16 July 2013 at 11.30 a.m. for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

SPECIAL RESOLUTION 1

PROPOSED REDUCTION OF THE ISSUED AND PAID-UP SHARE CAPITAL OF GPRO PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965 ("ACT") INVOLVING THE CANCELLATION OF RM0.07 OF THE PAR VALUE OF EACH EXISTING ORDINARY SHARE OF RM0.10 EACH IN GPRO ("PROPOSED PAR VALUE REDUCTION")

"THAT subject to the passing of the Special Resolution 2, Special Resolution 3 and the sanction of the High Court of Malaya ("Court") and the necessary approvals of the relevant authorities, approval be and is hereby given for the Company to undertake a proposed par value reduction which involves the reduction of the following:

- existing issued and paid-up share capital of the Company from RM25,000,000 comprising 250,000,000 GPRO Shares of RM0.10 each to RM7,500,000 comprising 250,000,000 GPRO Shares of RM0.03 each; or
- issued and paid-up share capital of the Company from RM25,399,410 comprising 253,994,100 GPRO Shares of RM0.10 each to RM7,619,823 comprising 253,994,100 GPRO Shares of RM0.03 each, assuming all outstanding 3,994,100 options pursuant to the employees share option scheme of the Company are fully granted and exercised prior to the implementation of the Proposed Par Value Reduction,

and the credit arising from such reduction and cancellation of up to RM17,779,587 of the value of the issued shares to be applied towards eliminating the accumulated losses of the Company, at the effective date of the Proposed Par Value Reduction.

AND THAT following the Proposed Par Value Reduction, approval be and is hereby given for the Company to change the par value of each ordinary share of the Company from RM0.10 each to RM0.03 each and that up to 253,994,100 ordinary shares of RM0.03 each be credited as fully paid-up.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of the Company all such documents and/or agreements the Directors may deem necessary and/or expedient to finalise, implement and to give full effect to complete the Proposed Par Value Reduction including without limitation, with full powers to assent to any conditions, modification, variation and/or amendments in any manner as may be required by the relevant authorities or the Court."

SPECIAL RESOLUTION 2

PROPOSED REDUCTION OF UP TO RM17,381,943 FROM THE SHARE PREMIUM ACCOUNT OF GPRO PURSUANT TO SECTION 60(2) AND SECTION 64(1) OF THE ACT ("PROPOSED SHARE PREMIUM REDUCTION")

"THAT subject to the passing of the Special Resolution 1, Special Resolution 3 and the sanction of the Court, approval be and is hereby given to the Company to reduce the share premium account of the Company by up to RM17.38 million pursuant to Section 64 of the Act and the credit arising from such reduction and cancellation, the same amount so reduced be applied towards setting off and eliminating the accumulated losses of the Company at the effective date of the Proposed Share Premium Reduction and any remaining credit to be credited to the distributable reserves account.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of the Company all such documents and/or agreements the Directors may deem necessary and/or expedient to finalise, implement and to give full effect to complete the Proposed Share Premium Reduction including without limitation, with full powers to assent to any conditions, modification, variation and/or amendments in any manner as may be required by the relevant authorities or the Court."

SPECIAL RESOLUTION 3

PROPOSED AMENDMENT TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF GPRO TO FACILITATE THE PROPOSED PAR VALUE REDUCTION ("PROPOSED M&A AMENDMENTS")

"THAT subject to the passing of the Special Resolution 1, Special Resolution 2 and the relevant approvals being obtained, the Memorandum and Articles of Association of the Company be amended by deleting Clause 5 and Article 3 in its entirety and substituting thereof with the following new Clause 5 and Article 3:

Clause/ Article No.	Existing provision	Revised provision after the Proposed M&A Amendments
Clause 5	<i>Memorandum of Association</i> <i>The capital of the Company is RM50,000,000 Malaysian Currency divided into 500,000,000 shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.</i>	<i>Memorandum of Association</i> <i>The capital of the Company is RM49,999,998 Malaysian Currency divided into 1,666,666,600 shares of RM0.03 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.</i>
Article 3	<i>Articles of Association</i> <i>The share capital of the Company at the date of the adoption of these Articles is RM50,000,000.00 divided into 500,000,000 shares of RM0.10 each.</i>	<i>Articles of Association</i> <i>The share capital of the Company at the date of the adoption of these Articles is RM49,999,998 Malaysian Currency divided into 1,666,666,600 shares of RM0.03 each.</i>

AND THAT the Directors of the Company be and are hereby authorised to give effect to the aforesaid Proposed M&A Amendments with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by any relevant authorities or consequent upon the implementation of the said conditions, modification, variations and/or amendments and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed M&A Amendments."

By Order of the Board of

GPRO TECHNOLOGIES BERHAD

Leong Sue Ching (MAICSA 7040814)

Company Secretary

Kuala Lumpur

21 June 2013

Notes: -

- 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.
- 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 authorised on its behalf.
- A member may appoint more than two (2) proxies to attend the same meeting provided that he/she specifies the proportions of his/her share holding to be represented by each proxy.
- When a member of a Company is an authorised 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.
- The Form of Proxy must be deposited at the Registered Office of the Company at No. 9A, Jalan Medan Tuanku, Medan Tuanku, 50300, Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- 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 9 July 2013 and only Depositors whose names appear on such Record of Depositors shall be entitled to attend the meeting.