

**NOTICE IS HEREBY GIVEN THAT** the Eleventh (11th) 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 Monday, 30 June 2014 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 2013 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 2013. *Resolution 1*
3. To re-elect the following Directors who retire in accordance with Article 84 of the Company’s Articles of Association and being eligible, offer themselves for re-election:-
 

(a) Mr. Khoo Yick Keung	<i>Resolution 2</i>
(b) Mr. Tansri Singadju Benui	<i>Resolution 3</i>
(c) Ms. Lo Yin Ling	<i>Resolution 4</i>
(d) Ms. Chan Lai Yi	<i>Resolution 5</i>
(e) Mr. Choi Wing Koon	<i>Resolution 6</i>

Mr. Lee Chee Cheng 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 11th AGM.

4. To re-appoint Messrs SJ Grant Thornton as Auditors of the Company and to authorize the Directors to fix their remuneration. *Resolution 7*

#### **As Special Business**

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

5. **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 8*

6. SPECIAL RESOLUTION:  
PROPOSED CHANGE OF NAME OF COMPANY

“To consider and if thought fit, pass a Special Resolution, that the name of the Company be changed from GPRO TECHNOLOGIES BERHAD to **G NEPTUNE BERHAD**, to be effective from the date of issuance by the Companies Commission of Malaysia of the Certificate of Incorporation of Change of Name and that the name **G NEPTUNE BERHAD** be substituted for GPRO TECHNOLOGIES BERHAD, wherever the latter name appears on the Company’s Memorandum and Articles of Association.

AND THAT the Directors be and are hereby authorized to give effect to the Proposed Change of Company Name with full power to assent to any condition, modifications, variations and/or amendments as may be required by the relevant authorities.” **Resolution 9**

7. 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, Wilayah Persekutuan

6 June 2014

**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. 9A, 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 20 June 2014 and only Depositors whose names appear on such Record of Depositors shall be entitled to attend the meeting.

**Explanatory Notes on Special Business:****Ordinary Resolution 8**

The proposed Resolution 8 is 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.

The Company had on 19 November 2013 issued 25,000,000 new Ordinary Shares of RM0.03 each through a private placement ("Private Placement") pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 28 June 2013. The gross proceeds of RM750,000.00 raised from the mandate have been utilized to finance working capital of the group and defraying expenses incidental to the private placement.

**Special Resolution 9**

The proposed Resolution 9 – the Companies Commission of Malaysia ("CCM") has approved the Company's application for the use of the name "G Neptune Berhad" on 11 April 2014. The proposed change of name, if approved, will take effect from the date of issuance of the Certificate of Incorporation on the Change of Name of the Company by the CCM.

**GPRO TECHNOLOGIES BERHAD**(Company No: 622237 D)  
(Incorporated in Malaysia)**No. of ordinary shares held****FORM OF PROXY**

(please refer to the notes below)

I/We \_\_\_\_\_ I.C No./Co. No./CDS No.: \_\_\_\_\_

(Full name in block letters)

of \_\_\_\_\_  
(Full address)being a member/members of **GPRO TECHNOLOGIES BERHAD** hereby appoint the following person(s):-

Name of proxy, NRIC No. & Address	No. of shares to be represented by proxy
1. _____	_____
2. _____	_____

or failing \*him/her, \*the Chairman of the Meeting as \*my/our proxy to vote for \*me/us on \*my/our behalf at the Eleventh Annual General Meeting of the Company to be held at Hotel Sri Petaling, 30, Jalan Radin Anum, Bandar Baru Sri Petaling, 57000 Kuala Lumpur on Monday, 30 June 2014 at 11.30 a.m. \*My/our proxy/proxies \*is/are to vote as indicated below:-

	FIRST PROXY		SECOND PROXY	
	For	Against	For	Against
Ordinary Resolution 1				
Ordinary Resolution 2				
Ordinary Resolution 3				
Ordinary Resolution 4				
Ordinary Resolution 5				
Ordinary Resolution 6				
Ordinary Resolution 7				
Ordinary Resolution 8				
Special Resolution 9				

(Please indicate with a “√” or “X” in the space provided how you wish your vote to be cast. If no instruction as to voting is given, the proxy/proxies may vote or abstain from voting at his/her/their discretion. The first named proxy shall be entitled to vote on a show of hands.)

\* Delete where applicable.

Dated this ..... day of ..... 2014

.....

Signature/Common Seal

**Notes:-**

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 proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
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Affix Postage  
Stamp here

**The Company Secretary**  
GPRO Technologies Berhad (622237 D)  
No. 9-A, Jalan Medan Tuanku  
Medan Tuanku  
50300 Kuala Lumpur  
Wilayah Persekutuan  
Malaysia

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## LETTER TO SHAREHOLDERS

Dear Shareholders,

**GPRO Technologies Berhad** is pleased to issue its Annual Report 2013 in CD-ROM format. This document accompanies the CD-ROM which contains information that is required by Bursa Malaysia Securities Berhad to be made available in hard copy.

Should you encounter any difficulty in reading or accessing the content in the CD-ROM, please contact:-

Name : Mr. Alfred John

Contact No. : +603-2692 4271

Fax No. : +603-2732 5388

Email Address : [info@megacorp.com.my](mailto:info@megacorp.com.my)

Should you have any query or require a hard copy of the Annual Report 2013, please complete and send the Annual Report Requisition Form appended. A hard copy of Annual Report 2013 will be sent to you within four (4) market days from the date of receipt of your request.

Should you require a soft copy of the Annual Report 2013, please download from GPRO Technologies Berhad corporate website at <http://www.gprotechnologies.com>.

For and on behalf of  
**GPRO Technologies Berhad**

**Leong Sue Ching (MAICSA NO : 7040814)**  
Company Secretary

Kuala Lumpur, Wilayah Persekutuan  
**6 June 2014**