

G NEPTUNE BERHAD
(formerly known as GPRO TECHNOLOGIES BERHAD)
(Company No: 622237-D)
ANNUAL REPORT 2014

NOTICE IS HEREBY GIVEN THAT the Twelfth (12th) Annual General Meeting (AGM) of G Neptune Berhad (formerly known as GPRO Technologies Berhad) (“GNB” or “the Company”) will be held at Hotel Sri Petaling, 30, Jalan Radin Anum, Bandar Baru Sri Petaling, 57000 Kuala Lumpur, Wilayah Persekutuan on Friday, 26 June 2015 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 2014 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 2014. *Resolution 1*
3. To re-elect Mr. Tansri Singadju Benui 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-appoint Messrs SJ Grant Thornton as Auditors of the Company and to authorize the Directors to fix their remuneration. *Resolution 3*

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, 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 4*

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6. 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

27 May 2015

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 22 June 2015 and only Depositors whose names appear on such Record of Depositors shall be entitled to attend the meeting.

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Explanatory Notes on Special Business:

Ordinary Resolution 4

The proposed Resolution 4 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 28 February 2014 issued 13,750,000 new Ordinary Shares of RM0.03 each through the exercise of the Employees' Share Option Scheme ("ESOS") pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 30 June 2014.