

8 INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY PERSONNEL

8.1 INFORMATION ON PROMOTERS/SUBSTANTIAL SHAREHOLDERS

The promoters and substantial shareholders of GPRO and their respective shareholdings in GPRO are as follows:-

Name	Nationality/ Place of incorporation	Principal activity/ Designation	Before the Public Issue				After the Public Issue			
			← No. of GPRO Shares held →				← No. of GPRO Shares held →			
			Direct	%	Indirect	%	Direct	%	Indirect	%
Promoters and substantial shareholders										
Tang Tiong Seng	Malaysian	Executive Chairman	15,939,528	8.50	75,573,828	40.31 ^{*1}	15,939,528	6.38	75,573,828	30.23 ^{*1}
Quek Kar Loon	Malaysian	Managing Director	15,939,528	8.50	75,573,828	40.31 ^{*1}	15,939,528	6.38	75,573,828	30.23 ^{*1}
Vital Research	Malaysia	Investment holding	75,573,828	40.31	-	-	75,573,828	30.23	-	-
MAVCAP	Malaysia	Venture capital management	39,565,246	21.10	-	-	39,565,246	15.83	-	-
Substantial shareholder										
Prosperco	Switzerland	Venture capital management	26,853,858	14.32	-	-	26,853,858	10.74	-	-
Promoters										
Quek Suan Hiang @ Quek Chee Hiang	Malaysian	-	5,612,092	2.99	-	-	5,612,092	2.24	-	-

Note:-

*1 Deemed interest by virtue of his shareholding in Vital Research pursuant to Section 6A of the Act.

8.1.1 PROFILE AND TRACK RECORD OF PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

The profiles of Quek Kar Loon, Tang Tiong Seng and Quek Kar Piaw are outlined in Section 8.2 below.

Quek Suan Hiang @ Quek Chee Hiang

Quek Suan Hiang @ Quek Chee Hiang, aged 74 is a promoter of the Company. He graduated with a bachelor degree from Peking University. He has been involved in the business of trading food and beverages since 1962. He is currently the Executive Chairman of Kee Siang (M) Sdn Bhd, a company based in Kluang, Johor. Mr Quek was appointed as a visiting professor of Xiamen University, China.

Vital Research

The details of Vital Research are as follows: -

- (i) Vital Research was incorporated on 10 April 1997 under the Act as a private limited company;

8 INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY PERSONNEL (Cont'd)

- (ii) The authorised share capital of the company is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each, of which 826,316 ordinary shares of RM1.00 each have been issued and fully paid-up;
- (iii) The principal activities of the company is investment holding;
- (iv) The details on the directors and substantial shareholders of Vital Research are as follows:-

Name	Nationality	← No of shares of RM1.00 each held →			
		Direct	%	Indirect	%
Tang Tiong Seng*	Malaysian	357,175	43.22	-	-
Quek Kar Loon*	Malaysian	357,175	43.22	-	-
Tse Nan Shing*	Singaporean	-	-	-	-
Lu Tan Fong*	Malaysian	-	-	-	-
Koh Soo Eng	Malaysian	35,325	4.28	-	-
Chua Chong King (@ Chuah Chong Eing	Malaysian	17,663	2.14	-	-
Quek Kar Piaw	Malaysian	17,662	2.14	-	-
Lim Chai Sen	Malaysian	41,316	5.00	-	-

* *The Directors of Vital Research.*

- (v) Vital Research does not have any subsidiaries or associated companies; and
- (vi) Vital Research does not hold or has not held any substantial shareholdings (5% or more of the issued and paid-up share capital) in other public companies for the past two (2) years.

MAVCAP

The details of MAVCAP are as follows:-

- (i) MAVCAP was incorporated on 27 April 2001 by the Government of Malaysia and was allocated RM800 million by the Minister of Finance Inc for investment in, nurturing and growing the technology sector and the investing and growing of venture capital market in Malaysia. It is a new and bold Government-initiated and private-sector managed move to continue to bolster and spearhead the country's charge towards a complete knowledge-based economy before 2020.
- (ii) MAVCAP is a truly unique venture capital company in the way it is set up and managed. It is committed purely to the technology sectors and will invest in a mix of local and overseas businesses to bring together a successful blend of technologies and entrepreneurial skills.
- (iii) The directors of MAVCAP are as follows:-
- Y Bhg Datuk Abdul Samad bin Haji Alias;
 - Y Bhg Datuk Siti Hadzar binti Mohd Ismail;
 - Y Bhg Dato' Jamaludin bin Ibrahim;
 - Y Bhg Datuk Mohamed Yunus Ramli bin Abbas; and

8 INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY PERSONNEL (Cont'd)

(e) Y Bhg Dato' Othman bin Jusoh (alternate director to Y Bhg Datuk Siti Hadzar binti Mohd Ismail).

(iv) Save as disclosed below, MAVCAP does not have substantial shareholdings (5% or more) in any other public corporations for the past two (2) years:-

Company	Direct		Indirect	
	No. of shares of RM0.10	%	No. of shares of RM0.10	%
Unrcalmind Interactive Berhad	7,500,000	20.0	-	-
Mems Technology Berhad	36,166,665	15.0	3,013,898*	1.25

* *Deemed interest by virtue of the shareholding of Mavcap Photonics Sdn Bhd, a wholly-owned subsidiary of MAVCAP, in Mems Technology Berhad.*

Prosperco

The details of Prosperco are as follows:-

- (i) Prosperco is a venture capital company in Switzerland. Prosperco invests on an anti-cyclic and/or opportunistic investment strategy globally in companies offering above-average growth potential. Prosperco invests directly in unlisted companies in the form of equity and/or loan etc. Finance may be linked to convertible or option rights. Prosperco may invest either as a sole investor or as a co-investor. Prosperco invests primarily in companies in early stage or expansion phase.
- (ii) The director of Prosperco is Mr Hans Rudolf Herzog.
- (iii) To the best knowledge of the Director of Prosperco, he does not know of any shareholders owning stakes in Prosperco of 5% and higher since Prosperco is a public company and the shares are bearer shares.
- (iv) Prosperco does not hold or has not held any substantial shareholdings (5% or more of the issued and paid-up share capital) in other public companies for the past two (2) years.

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8 INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY PERSONNEL (Cont'd)

8.2 DIRECTORS

(i) Profile

The details of the Board of Directors of GPRO are as follows:-

**Tang Tiong Seng
Executive Chairman**

Tang Tiong Seng, aged 50, is the Executive Chairman of GPRO. Mr. Tang graduated from the University of Malaya with Bachelors of Science Degree (Second Class Upper Honour) in 1977. He has more than 15 years' experience in the computer and software development industry. Prior to venturing into the software development market, he was a teacher in a secondary school in Kluang, Johor between 1978 and 1987. He ventured into the business of trading in computer hardware in 1988. In 1990, he pioneered the setting up of a software house, I.T. Centre Sdn Bhd, which is now dormant. Recognising the huge potential of the IT industry for the textile and apparel manufacturing industry, Mr. Tang founded NPT in 1995. He is in charge of the overall marketing strategies of the Group, leading the management team of the Group to expand the Group's local and international operations.

**Quek Kar Loon
Chief Executive Officer**

Quek Kar Loon, aged 39, is an Executive Director and the Chief Executive Officer of GPRO. He graduated with a Bachelors of Science, majoring in Computer Science from the University of Alberta, Canada in 1986. He obtained a Master in Business Administration (MBA) from Florida International University, USA in 1988. Mr Quek has more than 12 years' experience in the computer and software development industry. In late 1990, he pioneered I.T. Centre Sdn Bhd, a software house. Recognising the huge potential of the IT industry for the textile and apparel manufacturing industry, Mr. Quek founded NPT in 1995. Mr. Quek is responsible for the strategic planning and management of the Group. In addition, he is involved in the overall R&D strategies of the Group.

**Quek Kar Piaw
Executive Director/Chief Operating Officer**

Quek Kar Piaw, aged 41, is an Executive Director of GPRO. He is responsible for the overall management and development of e-business systems in the Group. He obtained his Bachelors Degree (B.Sc) from the University of Alberta, Canada in 1985. He obtained his MBA in 1987 and a Master of Science (Management Information Systems) in 1988 from Florida International University, USA. Mr Quek is currently a member of the Chartered Institute of Marketing (UK), Singapore Institute of Management, Singapore Computer Society and Production Operation Management Society (USA). His vast experience in the IT industry includes as the MIS Unit Manager for Maxtor Singapore Pte. Ltd. Between 1988 and 1989, and the Section Head/Senior Lecturer of Quantitative Methods and IT section in the School of Business, Singapore Polytechnic from 1989 to 1999. Mr Quek pioneered the setting up of CIMNET in 2000, the IT training arm of the Chartered Institute of Marketing (UK) for the Asia Pacific Region.

8 INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY PERSONNEL (Cont'd)

Norazharuddin Abu Talib
Non-Executive Director

Norazharuddin Abu Talib, aged 41, is a Non-Executive Director of GPRO. He is a representative of MAVCAP on the Board of GPRO. He received a Bachelor of Science in Business Administration and a Masters of Business Administration from Southern Illinois University, Edwardsville, Illinois, the USA. He is a well-trained venture capitalist having wide exposure to originating and appraising deals and making investment and divestment decisions all over Asia. He also has tremendous experience in managing and nurturing investments, some of which were from very early stage to successful exits. He is also experienced in fund raising and has been instrumental in introducing technology companies to Malaysia. In addition to this, he has gained invaluable operational experience in recent years. Prior to joining MAVCAP, Mr. Norazharuddin was the General Manager at PDX.com Sdn Bhd, a company which provides e-services and solutions to the Government of Malaysia. Before that he spent a short time with CDC Capital Partners in Kuala Lumpur. From 1991 to 1999, Norazharuddin was Vice President of BI Walden Management Sdn Bhd.

At MAVCAP, he is primarily responsible for the agency venture management of funds out-sourced by MAVCAP to external venture capital companies.

Koh Soo Eng
Non-Executive Director

Koh Soo Eng, aged 41, is a Non-Executive Director of GPRO. He graduated with a professional accounting degree from Institute of Chartered Accountants in England, United Kingdom in 1988 and is a member of Institute of Chartered Accountants in England and Malaysian Institutes of Accountants. He was an Assistant Manager in Price WaterhouseCoopers, Singapore between 1988 and 1990. Subsequently, he joined Soi Yong Berhad as the Assistant General Manager in Finance and Administration between 1990 and 1994. He has been servicing various firms as the Financial Consultants from 1994 to 2000. He joined the Group in 2000 and subsequently left in 2004.

Dato' Professor Dr. Elias@Ilias bin Salleh ("Dato' Elias Salleh")
Independent Non-Executive Director

Dato' Elias Salleh, aged 56, is an Independent Director of GPRO. He is a professional architect who has served various capacities in local public universities over the last thirty (30) years. He had served Universiti Teknologi Malaysia (UTM) since 1973, before being seconded to Universiti Utara Malaysia (UUM) in 1999. At UTM, he has held positions of Head of Department, Deputy Dean and Dean of the Faculty of Built Environment. Subsequently, he was entrusted with the establishment and operations of the Bureau of Innovation and Consultancy and Uni-technologies Sdn Bhd (a company wholly-owned by UTM) as well as the development of the Technovation Park UTM. All three (3) entities formed part of UTM's effort to foster university-industry linkages in technological innovations and commercialisation. His last position in UUM before retirement in 2003 was as Deputy Vice-Chancellor for academic affairs, prior to which he was responsible for the development of the university. He was also instrumental in the establishment of Uniutama Management Sdn Bhd, the university-company of UUM. He is currently assisting the development of architectural programmes in University Putra Malaysia.

8 INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY PERSONNEL (Cont'd)

**Abu Salihu A/L Mohamed Shariff
Independent Non-Executive Director**

Abu Salihu A/L Mohamed Hariff, aged 57, is an Independent Director of GPRO. Encik Abu Salihu received a Bachelor of Economics (Business Administration) (Honours) and a Diploma in Public Administration (Credit) from the University of Malaya, a Master in Management from the Asian Institute of Management (Philippines), a Certificate in Manpower Planning from University of Manchester (United Kingdom) and a Certificate in Privatisation Strategy from the International Law Institute / Georgetown University (United States). He has over 30 years experience in consultancy, public and private sectors and an international development bank.

Encik Abu Salihu was the Director / Secretary of the Housing Loan Division (Ministry of Finance) from 2000 to 2003, where he was responsible for the planning, implementation and evaluation of housing loan facilities for all public sector employees, housing loan account management and mortgage / collateral management. Prior to that he was the Deputy Secretary and Head of Banking, Capital and International Finance for the Finance Division (Ministry of Finance) from 1995 – 2000. During his tenure as the Deputy Secretary, his portfolio included multilateral and bilateral loans, international banking and market loans and the investment / management of funds. From 1988 – 1994, Encik Abu Salihu was the Operations Officer of the Islamic Development Bank In Jeddah (Saudi Arabia).

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8 INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY PERSONNEL (Cont'd)

(ii) Directors' Shareholdings in GPRO

The shareholdings of the Directors in GPRO are as follows:-

	Before Public Issue				After Public Issue			
	← No of GPRO Shares held →				← No of GPRO Shares held →			
	Direct	%	Indirect	%	Direct	%	Indirect	%
Tang Tiong Seng	15,939,528	8.50	75,573,828	40.31 ^{*1}	15,939,528	6.38	75,573,828	30.23 ^{*1}
Quek Kar Loon	15,939,528	8.50	75,573,828	40.31 ^{*1}	15,939,528	6.38	75,573,828	30.23 ^{*1}
Quek Kar Piaw	379,362	0.20	-	-	1,379,362	0.55 ^{*2}	-	-
Norazharuddin Abu Talib	-	-	-	-	-	-	-	-
Koh Soo Eng	758,724	0.40	-	-	758,724	0.30	-	-
Dato' Professor Dr. Elias bin Salleh	-	-	-	-	-	-	-	-
Abu Salihu A/L Mohamed Shariff	-	-	-	-	-	-	-	-

Note:-

*1 Deemed interested by virtue of his shareholding in Vital Research pursuant to Section 6A of the Act.

*2 Assume the director subscribes for their respective allocation of Issue Shares under pink form allocation.

(iii) Directors' Directorships and Substantial Shareholdings in Other Public Companies for the Past Two (2) Years

Save as disclosed below, none of the Directors hold or held any directorships or substantial shareholdings (5% or more of the issued and paid-up share capital) in other public companies for the past two (2) years:

Name	Company	Designation	Direct		Indirect	
			No. of shares	%	No. of shares	%
Norazharuddin Abu Talib	Mems Technology Berhad	Director	-	-	-	-

(iv) Directors' Involvement in Other Businesses

Save as disclosed below, none of the Executive Directors of GPRO are involved in other businesses and corporations:-

8 INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY PERSONNEL (Cont'd)

Company	Principal activities	Shareholdings		
		Quek Kar Loon	Tang Tiong Seng	Quek Kar Piaw
		%	%	%
Kee Siang (M) Sdn Bhd	Trading	22.00	-	22.00
Suan HQ Holdings Sdn Bhd	Properties	31.00	-	31.00
Vital Research	Investment holding	43.22	43.22	-
Cimnet Pte Ltd	Education	-	-	20.00
Advanced Knowledge Training & Consultancy Pte Ltd	Education and training	-	-	40.00
I.T. Centre Sdn Bhd	Dormant	-	50.00	-
Flowmore Engineering Sdn Bhd	Environmental Engineering Technology Developer	-	40.00	-

Quek Kar Loon is a non-executive Director of Kee Siang (M) Sdn Bhd, Suan HQ Holdings Sdn Bhd and Vital Research. His involvements in the said companies are not expected to have a material effect on his capacity as Chief Executive Officer and Managing Director of GPRO.

Quek Kar Piaw is a non-executive Director of Kee Siang (M) Sdn Bhd, Suan HQ Holdings Sdn Bhd, Cimnet Pte Ltd and Advanced Knowledge Training & Consultancy Pte Ltd. His involvements in the said companies are not expected to have a material effect on his capacity as Director and Chief Operating Officer of GPRO.

Tang Tiong Seng is a Director of I.T. Centre Sdn Bhd, Flowmore Engineering Sdn Bhd and Vital Reseach. His involvements in the said companies are not expected to have a material effect on his capacity as Executive Chairman of GPRO.

- (v) None of the Directors are or were involved in the following events whether in or outside Malaysia:-
- A petition under any bankruptcy or insolvency laws filed against such person or any partnership in which he was a partner or any corporation of which he was a director or key personnel;
 - Conviction in a criminal proceedings or is a named subject of a pending criminal proceedings; and
 - The subject of any order, judgement or ruling of any court of competent jurisdiction, tribunal or government body temporarily enjoining him from acting as an investment adviser, dealer in securities, director or employee of a financial institution and engaging in any type of business practice or activity.
- (vi) None of the Directors have entered into any service agreements with the Company

8 INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY PERSONNEL (Cont'd)

- (vii) Directors' remuneration and benefits
The remuneration paid to the Directors of the Company for services rendered in all capacities to the Group for the FYE 31 December 2003 amounted to RM323,680. For the FYE 31 December 2004, the remuneration payable to the Directors is estimated at RM503,000.

The number of Directors in the various remuneration bands are set out below:-

	← Aggregate Remuneration →					
	FYE ← 31 December 2003 →			FYE ← 31 December 2004 →		
	Executive Director	Non- Executive Director	Total	Executive Director	Non- Executive Director	Total
Up to RM100,000	1	-	1	-	4	4
Between 100,001 and RM200,000	2	-	2	3	-	3

8.3 AUDIT COMMITTEE

The composition of the Audit Committee is as follows:-

Name	Designation	Directorship
Dato' Professor Dr. Elias@Ilias bin Salleh	Chairman of the Audit Committee	Independent Non-Executive Director
Abu Salihu A/L Mohamed Shariff	Member of the Audit Committee	Independent Non- Executive Director
Koh Soo Eng	Member of the Audit Committee	Non-Executive Director

The Audit Committee, comprising two (2) Independent Non-Executive Directors and an Non-Independent Non-Executive Director, is responsible for the recommendations to the Board regarding the selection of the external auditors, reviewing the results and scope of the audit and other services provided by the Company's external auditors. In addition, the audit Committee reviews and evaluates the Company's internal audit and control functions. The Audit Committee is also responsible for the assessment of financial risk and matters relating to related party transactions and conflict of interests. The Audit Committee may obtain advice from independent parties and other professionals in the performance of its duties.

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8 INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY PERSONNEL (Cont'd)

8.4 KEY PERSONNEL

(i) Profile

The Board is assisted by a team of experienced management and professional personnel. The management team is headed by the Managing Director, Quek Kar Loon. Particulars of the key management personnel are as follows:-

**Quek Kar Loon
Managing Director**

Please refer to Section 8.2.1 of this Prospectus for his profile.

**Tang Tiong Seng
Executive Chairman**

Please refer to Section 8.2.1 of this Prospectus for his profile.

**Chook Tu Min
Chief Technology Officer**

Chook Tu Min, aged 39, is the Chief Technology Officer of GPRO. He is responsible for managing the Product Development Group and the Information Technology Group, and setting the overall technical direction of the company. Mr. Chook has over fourteen (14) years of experience in software industry particularly in Client/Server and Internet/Intranet Enterprise Development. Before returning to Malaysia in late 2003, he was the Chief Technology Officer for National Institute of Technology (NIT), a New York based education service provider, for two and half years where he spearheaded the efforts to complete an enterprise IT infrastructure and the e-Learning platform, eLnet, for the organization. Mr. Chook joined Supplyworks, Inc., a leading supply chain management company located in Massachusetts, in 1999. He managed and led the User Interface/ASP Group to the successful delivery of the company's key product, SupplyWorks MAX. While residing in Michigan from 1994 to 1999, he was a Senior Consultant for AppNet, Inc., a NASDAQ company which later merged with Commerce One. Mr. Chook earned his Bachelor of Business Administration in Business Computer Systems and Master of Science in Information Systems from Eastern Michigan University respectively in 1988 and 1991. While starting his professional career in the United States, he proceeded to pursue his Master of Business Administration, concentrating in Accounting Information Systems, part-time from the same university and graduated from the program in 1993. He was also a Microsoft Certified Solution Developer.

**Quek Kar Piaw
Chief Operating Officer**

Please refer to Section 8.2 of this Prospectus for his profile.

8 INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY PERSONNEL (Cont'd)

Kam Teck Ee
Business Development Director

Kam Teck Ee, aged 35, is a Regional Business Development Manager of the Group. He is responsible for the implementation of the business development strategy of the Group for the Sri Lanka, Indonesia and UAE markets. He graduated from University Sains Malaysia in 1993 with a Bachelors of Art (Hons) Degree. Subsequently, he secured his Diploma HRM from the University of California in 1995. He joined Canon Marketing (M) Sdn. Bhd. In year 1993 and was in charge of the sales and distribution of Canon copier in Southern Region of Malaysia. In year 1995, he joined Macna Group (M) Sdn. Bhd. as a Regional Manager which was involved in business development of the petrol-chemical products in the Southern Region of Malaysia. He is the Marketing Director of Winfonet Sdn Bhd, a web-page design and promotion company from 1998-1999. He joined the Group in 2000.

Tan Wee Meng
Regional Business Development Manager

Tan Wee Meng, aged 31, is a Regional Business Development Manager of the Group for Regional Business Centre in Hangzhou, the PRC. He obtained a Bachelor of Art in Applied Economics from the University of Nebraska, Lincoln, Nebraska USA in 1997. Prior to joining the Group, Tan Wee Meng was the Marketing Manager of Apex Concept (Malaysia) Sdn Bhd from 2001 to 2003. His extensive experience in dealing with business personnel and managers in the PRC was obtained when he worked as a Business and Marketing Executive with the Malaysian-owned Jia Hua Building Material (China) Co. Ltd. in the PRC. Tan Wee Meng has been with Group since 2003.

Quoc-Hung Le Simon
Regional Business Development Manager

Quoc-Hung Le Simon, aged 32, is a Regional Business Development Manager of the Group. He joined the Group in February 2003 and is responsible for the implementation of the business development and marketing strategies of the Group for the Vietnamese market. He graduated with a Bachelor of Science in 1999 from Indiana University, Bloomington, USA where he majored in Accounting, Finance and International Business and minored in Mathematics. Prior to that, he finished the first 2 years at the Open University in Ho Chi Minh city, Vietnam, where he majored in English. He obtained his Masters in Business Administration in Accounting and IT in May 2000 from the Kelly School of Business, Indiana University, USA. He holds a US life insurance and real estate license which he obtained in 2002. In March 2003, he was the deputy general director of Pro-Well JVC and was involved in the setting up of the joint venture contract between Protrade Corp. (Vietnam) and Wellsum (Vietnam) Company Limited. (Hong Kong). He was also the Assistant Director of Protrade Corp. (Vietnam) where he was responsible to assist Protrade Corp. (Vietnam) to support Protrade's representative office in Hong Kong. He used to be responsible for the monthly and yearly forecasting and budgeting in the Hong Kong representative office. Quoc-Hung Le Simon has a vast experience working in factory environments, assisting operation managers to schedule and balance work in progress, planning and shipment of Garment Export Enterprise, one of enterprises of Protrade Corporation. From October 2000 to July 2001, he was the Financial Analyst with Infineon Technologies at San Jose, USA where he was responsible for the monthly forecasting and annual budgeting of the company's automotive business units. From May 2000 to October 2000, he had a brief experience working with Cisco Systems, San Jose, USA as the Business Development Specialist.

8 INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY PERSONNEL (Cont'd)

Tan Siok Kee
Finance & Administration Manager

Tan Siok Kee, aged 44, is the Finance & Administration Manager of the Group. She obtained her Diploma in Business Studies in 1980 from Southern College, Johor Bahru. She started her career as a Sales Executive with Johor Co-Operative Industrial and held the position from 1981 to 1989. From 1990 to 1998, she was with Syarikat Hitec Sdn Bhd which was involved in electronic assembly as an Assistant Accountant. Miss Tan joined the Group in 1998 where she is responsible for the overall management of the Group's cash flow, budget, human resource operations, purchasing and logistics. She also assists in the arrangement for credit facilities for financing the Group's purchases, monitors payment collections from customers and liaise with auditors and other relevant bodies.

Chong Tou Fong
Accounts Manager

Chong Tou Fong, aged 39, is the Accounts Manager of the Group. She secured her LCCI Higher Diploma in Accounting in 1984 from Goon Institution, Petaling Jaya. In 1984, she started work with Triumphal Engineering Sdn Bhd in Johor Bahru as costing assistant in the Inventory Department and later joined Soundview Realty Sdn Bhd as an Accounts Executive from 1985 to 1987 to gain experience in financial accounting before she returned to Kluang to join Khoo & Co, a medium sized firm of public accountants to gain experience in auditing companies engaged in various types of businesses from 1988 to 1992. In 1995, she joined the Accounts Department of Kimberly Clark Products (M) Sdn Bhd in order to gain exposure in the accounts department of a multinational until year 2000.

In 2000, she joined the Group. She handles the financial accounting functions which include preparing monthly management accounts to management and yearly financial accounts for audit which includes liaising with external auditors and tax agent.

Lee Huay Teng
Corporate Affair Manager

Lee Huay Teng, aged 30 is the Corporate Affair Manager of the Group. Her main responsibility is to handle corporate secretarial matters, manage the Company's standards operating procedure towards ISO certification, carry out internal audit on various department to ensure the compliance of operating procedure and policy set by management, seek for new ways to improve the efficiency and effectiveness of the internal processes and manage ad hoc project related to corporate matters. Miss Lee has an ICOSA professional qualification from the Institute of Chartered Secretaries and Administrators which she obtained in 1999. Her working experience include as an audit assistant of Minfah Management Consultancy Sdn Bhd in 1997. In 1998, she was an Accounts Assistant with Pembinaan Mitrajaya Sdn Bhd, a construction company and a wholly owned subsidiary of Mitrajaya Holdings Bhd. In 1999, she was an Accounts Assistant of Villa Genting Resorts Management Sdn Bhd. She joined the Group in September 2000.

8 INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY PERSONNEL (Cont'd)

**Khow Tzau Uei
Production Manager**

Khow Tzau Uei, aged 25 is the Production Manager of the Group responsible for production planning, production management, stock management and quality control. He has a Diploma in electrical and electronics engineering which he obtained from City Institute of Technology, Kuala Lumpur in August 1999. He received training at Texas Instruments, Kuala Lumpur for a 6-month period ending September 1999 in trunking and conduit wiring, distribution board installation, cable marking and termination, electrical starter panel installation, electrical power maintenance and switch box installation.

**Thio Soon Heng
System Manager**

Thio Soon Heng, aged 30, is a System Manager for G.PRO System of the Group. He holds a Diploma in Computer Science/Information Technology from Systematic College which he obtained in June 1997. From 1997 to 2000, he worked as a Computer Programmer with Pesanniaga Sdn Bhd where he was responsible for creating application software using Microsoft access and visual basic. He joined the Group in May 2000. He is principally responsible for carrying out the analysis, design and implementation of system projects, development of design and system documentation, development of the system project and project fact findings at customer sites.

**Chua Siok Kim
System Manager**

Chua Siok Kim, aged 41, is a System Manager for ERP System of the Group. She obtained her Tertiary education in Computer Science from Feng Chia University, Taiwan in 1983. From 1984 to 1991, she worked as an Analyst Programmer for Tar Tong Company in Taiwan where she was responsible for the programming, system implementation, customer and system support. In September 1991, she joined Damai Computer Sdn Bhd as an Analyst Programmer and from 1992 to 1995, Chua Siok Kim worked with I.T Centre Sdn Bhd as a Senior Analyst Programmer. In 1996 she joined the Group as a System Manager, a post which she holds until now.

Human resources planning

The number of top and middle management posts including skilled technical personnel will be increased following the listing on the MESDAQ Market to further strengthen the Company's management expertise.

Family relationship between the Directors, substantial shareholders, Promoters and senior management staff

Save as disclosed below, none of the Directors, substantial shareholders, Promoters and senior management staff are related to one another:-

- (i) Quek Kar Loon is a brother of Quek Kar Piaw; and
- (ii) Quek Suan Hiang @ Quek Chee Hiang is the father to Quek Kar Loon and Quek Kar Piaw.

8 INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY PERSONNEL (Cont'd)

(ii) Shareholdings in GPRO

Save as disclosed below, none of the key personnel have any shareholdings (both direct and indirect) in GPRO:-

Name	Nationality	Designation	No. of GPRO Shares held after Public Issue			
			Direct	%	Indirect	%
Tang Tiong Seng	Malaysian	Executive Chairman	15,939,528	6.38	75,573,828	30.23 ^{*1}
Quek Kar Loon	Malaysian	Chief Executive Office / Managing Director	15,939,528	6.38	75,573,828	30.23 ^{*1}
Chook Tu Min	Malaysian	Chief Technology Officer	1,750,000	0.70 ^{*2}	-	-
Quek Kar Piaw	Malaysian	Chief Operating Officer	1,379,362	0.55 ^{*2}	-	-
Kam Teck Ee	Malaysian	Regional Business Development Manager	1,750,010	0.70 ^{*2}	-	-
Tan Wee Meng	Malaysian	Regional Business Development Manager	50,000	0.02 ^{*2}	-	-
Quoc-Hung Le Simon	Malaysian	Regional Business Development Manager	-	-	-	-
Tan Siok Kee	Malaysian	Finance & Administration Manager	150,010	0.06 ^{*2}	-	-
Chong Tou Fong	Malaysian	Accounts Manager	150,000	0.06 ^{*2}	-	-
Lee Huay Teng	Malaysian	Corporate Affair Manager	150,000	0.06 ^{*2}	-	-
Khow Tzuu Uei	Malaysian	Production Manager	50,000	0.02 ^{*2}	-	-
Thio Soon Heng	Malaysian	System Manager	60,000	0.02 ^{*2}	-	-
Chua Siok Kim	Malaysian	System Manager	60,000	0.02 ^{*2}	-	-

Notes:-

*1 Deemed interest by virtue of his shareholding in Vital Research pursuant to Section 6A of the Act.

*2 Assuming that the key personnel subscribe for their respective allocations of Issue Shares under the pink form allocations.

8 INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY PERSONNEL (Cont'd)

(iii) Key personnel's directorships and substantial shareholdings in all other public companies for the past two (2) years

None of the key personnel holds or has held any directorships and/or substantial shareholdings (5% or more of the issued and paid-up share capital) in any other public companies during the past two (2) years.

(iv) None of the key personnel are or were involved in the following events:-

- a. A petition under any bankruptcy laws filed against such person or any partnership in which he was a partner or any corporation in which he was a director or key personnel;
- b. Conviction in a criminal proceedings or is a named subject of a pending criminal proceedings; or
- c. The subject of any order, judgement or ruling of any court of competent jurisdiction, tribunal or government body temporarily enjoining him from acting as an investment adviser, dealer in securities, director or employee of a financial institution and engaging in any type of business practice or activity.

(v) None of the key personnel has entered into any service agreements, which is not terminable by notice without payments or compensation other than statutory compensation, with the Group.

(vi) Key Personnel's involvement in other businesses / Corporations

As at the date of this Prospectus, save as disclosed in Section 8.2 (iv) of this Prospectus, none of the key personnel of the Group is involved in the operations of other business or corporations, save and except for the operations of the Group.

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8 INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY PERSONNEL (Cont'd)

8.5 CHANGES IN SUBSTANTIAL SHAREHOLDERS AND THEIR RESPECTIVE SHAREHOLDINGS IN GPRO SINCE INCORPORATION

The changes in the shareholdings of the major shareholders since the date of incorporation are as follows:-

	As at 18.07.2003 No. of shares of RM1.00 each				As at 24.09.2003 No. of shares of RM1.00 each			
	Direct	%	Indirect	%	Direct	%	Indirect	%
Kam Teck Ee	-	-	-	-	1	50.00	-	-
Tan Siok Kee	-	-	-	-	1	50.00	-	-
Quek Kar Loon	1	50.00	-	-	-	-	-	-
Tang Tiong Seng	1	50.00	-	-	-	-	-	-
Vital Research	-	-	-	-	-	-	-	-
MAVCAP	-	-	-	-	-	-	-	-
Prosperco	-	-	-	-	-	-	-	-
	As at 29.09.2003 # No. of shares of RM0.10 each				After Acquisition No. of shares of RM0.10 each			
	Direct	%	Indirect	%	Direct	%	Indirect	%
Kam Teck Ee	10	50.00	-	-	10	--	-	-
Tan Siok Kee	10	50.00	-	-	10	--	-	-
Quek Kar Loon	-	-	-	-	15,939,528	8.51	75,573,828	40.31*
Tang Tiong Seng	-	-	-	-	15,939,528	8.51	75,573,828	40.31*
Vital Research	-	-	-	-	75,573,828	40.31	-	-
MAVCAP	-	-	-	-	39,565,246	21.10	-	-
Prosperco	-	-	-	-	26,853,858	14.32	-	-
	After Public Issue No. of shares of RM0.10 each							
	Direct	%	Indirect	%				
Kam Teck Ee	1,750,010	0.70**	-	-				
Tan Siok Kee	150,010	0.06**	-	-				
Quek Kar Loon	15,939,528	6.38	75,573,828	30.23*				
Tang Tiong Seng	15,939,528	6.38	75,573,828	30.23*				
Vital Research	75,573,828	30.23	-	-				
MAVCAP	39,565,246	15.83	-	-				
Prosperco	26,853,858	10.74	-	-				

Notes:

After share sub-division.

* Deemed interested by virtue of his shareholding in Vital Research pursuant to Section 6A of the Act.

** Assuming that the key personnel subscribe for their respective allocations of Issue Shares under the pink form allocations.

9 APPROVALS AND CONDITIONS

9.1 CONDITIONS TO THE APPROVALS AND COMPLIANCE THEREOF

BMSB, SC and MITI approved the Public Issue on 9 March 2004, 8 March 2004 and 19 November 2003 respectively. The conditions imposed by the SC, BMSB and MITI and the status of compliance are set out as follows:-

Condition imposed by SC

Status of compliance

GPRO is required to disclose the status of the utilisation of proceeds from the Public Issue in the Company's quarterly and annual reports until the proceeds are fully utilised.

To be complied. The Board has undertaken to comply with this condition.

Conditions imposed by BMSB

Status of compliance

(i) NPT to implement the conversion of RCPS issued to MAVCAP prior to the issuance of the prospectus.

NPT has implemented the conversion of RCPS issued to MAVCAP prior to the issuance of the prospectus.

(ii) GPRO to notify BMSB on the exact amount to be declared by NPT as dividend supported by the Reporting Accountant's confirmation on the adequacy of retained earnings and funds in NPT. In addition, the Board of Directors of GPRO to ensure that the above dividend payment would not reduce the NTA of NPT to be less than the adjusted NTA as at 31 July 2003.

GPRO has on 19 April 2004 notified BMSB of the Dividend Declaration which amounted to RM985,595 as reflected in Section 13.2 of this Prospectus-Proforma Consolidated Balance Sheets and Reporting Accountants' Letter thereon.

The Reporting Accountants have confirmed that the Company has sufficient retained earnings for the purpose of the Dividend Declaration.

The above dividend declaration has not reduced the NTA of NPT to be less than the adjusted NTA of NPT as at 31 July 2003 of RM7.85 million. The adjusted audited consolidated NTA of NPT as at 31 December 2003 after adjusting for the Dividend Declaration and the conversion of Redeemable Convertible Preference Shares in NPT into NPT shares in March 2004 is RM7.86 million.

(iii) The prospectus of GPRO shall make a detailed disclosure of the following:-

(a) The basis of valuation of NPT which is based on a premium over the adjusted NTA and price earnings multiple, together with the comparison made with other listed companies with similar business activities on reasonableness of the valuation;

Disclosed. Please refer to Section 4.1.2 (ii) of the Prospectus.

9 APPROVALS AND CONDITIONS (Cont'd)

Conditions imposed by BMSB	Status of compliance
(b) The effect to the GPRO Group and the mitigating steps/ actions to be taken by the Group if the patenting of its "Electronic Tagging System" is unsuccessful;	Disclosed. Please refer to Section 3, Business Risk (viii) of the Prospectus.
(c) The ageing analysis based on the Group's latest audited trade receivables including measures taken to recover the long overdue balances and other credit control measures undertaken to mitigate the risk of bad and doubtful debts;	Disclosed. Please refer to Section 6.2.3 of the Prospectus.
(d) GPRO to make full provision for trade receivables outstanding that has exceeded the normal credit period granted of 60 days but less than 180 days, unless it can be justified that the outstanding amount can be collected and supported by an independent opinion from the Auditors;	Disclosed. Please refer to Section 6.2.3 of the Prospectus.
(e) Efforts made to increase the customer base; and	Disclosed. Please refer to Section 4.3.13 of the Prospectus.
(f) All secured contracts as at the most applicable date prior to issuance of prospectus;	Disclosed. Please refer to Section 4.3.18 of the Prospectus.
(iv) GPRO to collect or make full provision for all trade receivables that have been outstanding for more than 180 days.	Complied. GPRO has made full provision for all trade receivables that have been outstanding for more than 180 days and not collected to-date in the consolidated profit forecast for FYE 31 December 2004. Notwithstanding the aforesaid provision for doubtful debts, certain directors of GPRO, i.e. Tang Tiong Seng and Quek Kar Loon, have additionally agreed to jointly and severally undertake to bear and pay to the Group all sums owing to the Group by its debtors for which the trade receivables are provided for ("Payment") should the debtors not settle the said sums by 28 May 2004 ("Undertaking"). The Undertaking was given on 2 April 2004 and the Company has notified the BMSB of the Undertaking on 28 April 2004. The Payment will be due and payable within thirty (30) days from 28 May 2004. Please refer to Sections 6.2.3 and 6.5.1 of the Prospectus.

9 APPROVALS AND CONDITIONS (Cont'd)

Conditions imposed by BMSB	Status of compliance
(v) Disclosure of the profit forecast in the prospectus as proposed by the directors of GPRO.	Disclosed. Please refer to Section 6.5.1 of the Prospectus.
(vi) GPRO to furnish the final copy of the By-Laws and confirmation letter from its Adviser pursuant to Rule 6.12 of Guidance Notes 6.	On 29 April 2004, Kenanga furnished BMSB with the final copy of the Bye-Laws and confirmation letter pursuant to the sub-Rule 3.14.7(a) (which superceded Rule 6.12 of the Guidance Notes 6) of the Listing Requirements.
(vii) GPRO to inform BMSB on the appointment of independent directors and to provide confirmation that they qualify as independent directors as defined in the Listing Requirements.	GPRO has on 19 April 2004 notified BMSB of the appointment of Dato' Professor Dr. Elias@Ilias bin Salleh and Abu Salihu A/L Mohamed Shariff as Independent Non-Executive Directors of the Company and has provided BMSB the necessary confirmations that they qualify as Independent Directors pursuant to the Listing Requirements.
(viii) Approval be granted for Rule 2.5.1 of the Listing Requirements in relation to the moratorium subject to granting of ESOS options up to 5% of the enlarged share capital of GRPO.	Complied. In conjunction with the Listing, the Company proposes to implement an ESOS involving up to 5% of the Company's issued and paid-up share capital at any time during the existence of the ESOS, to be issued pursuant to the options to be granted under the ESOS to the executive directors and eligible employees of the Group.
Conditions imposed by MITI	Status of compliance
GPRO is required to obtain the approval of the SC and BMSB for the Listing proposal.	Complied. The SC and BMSB have approved the Listing proposal on 9 March 2004 and 8 March 2004 respectively.

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9 APPROVALS AND CONDITIONS (Cont'd)

9.2 MORATORIUM ON PROMOTERS' SHARES

The GPRO Shares held by the Promoters amounting to 45% of the share capital of GPRO at the date of admission, as tabulated below, and any interest therein may not be sold, transferred, assigned or otherwise disposed of, within one (1) year from the date of admission of GPRO to the Official List of the MESDAQ Market. Thereafter, they are permitted to sell, transfer, assign or otherwise dispose of up to a maximum of one third per annum on a straight line basis of their respective shareholdings in the Company which is under moratorium.

The GPRO shares held by the Promoters which are under moratorium are as follows:-

Promoters	No of GPRO Shares held after Public Issue				No. of GPRO Shares under moratorium	
	Direct	%	Indirect	%		%
Quek Kar Loon	15,939,528	6.38	75,573,828	30.23 ^{*1}	7,698,000	3.08
Tang Tiong Seng	15,939,528	6.38	75,573,828	30.23 ^{*1}	7,698,000	3.08
Quek Suan Hiang @ Quek Chee Hiang	5,612,092	2.24	-	-	3,728,000	1.49
Vital Research	75,573,828	30.23	-	-	71,411,000	28.56
MAVCAP	39,565,246	15.83	-	-	21,965,000	8.79
	152,630,222	61.06			112,500,000	45.00

Note:-

*1 Deemed interested by virtue of his shareholding in Vital Research pursuant to Section 6A of the Act.

The above restriction is specifically endorsed on the share certificates of GPRO representing the shareholding of the aforesaid shareholders, which are under moratorium to ensure that the Company's Share Registrars will not register any transfer not in compliance with the aforesaid restriction.

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10 RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS

- 10.1 Save as disclosed below, there have been no related-party transactions or arrangement between the GPRO Group and its shareholders and/or Directors of the Group within the two (2) years preceding the date of this Prospectus:-
- (i) Agreement for payment dated 2 April 2003 between Quek Kar Loon and NPT whereby NPT agreed to settle a debt amounting to RM190,000 owing by NPT to Quek Kar Loon by way of allotment and issuance of 23,750 new ordinary shares of RM1.00 each in NPT to Quek Kar Loon credited as fully paid-up at a premium of RM7.00 per share;
 - (ii) Agreement for payment dated 2 April 2003 between Tang Tiong Seng and NPT whereby NPT agreed to settle a debt amounting to RM190,000 owing by NPT to Tang Tiong Seng by way of allotment and issuance of 23,750 new ordinary shares of RM1.00 each in NPT to Tang Tiong Seng credited as fully paid up at a premium of RM7.00 per share; and
 - (iii) Agreement for payment dated 2 April 2003 between Vital Research and NPT whereby NPT agreed to settle a debt amounting to RM250,000 owing by NPT to Vital Research by way of allotment and issuance of 31,250 new ordinary shares of RM1.00 each in NPT to Vital Research credited as fully paid up at a premium of RM7.00 per share.
- 10.2 Save and except for the Acquisition, none of the Directors and/or substantial shareholders of the Company and/or person(s) connected with any of them has any interest, direct or indirect, in the promotion of or in any material assets which have, within the two (2) years preceding the date of this Prospectus, been acquired or disposed of by or leased to any of the GPRO Group, or are proposed to be acquired, or disposed of by or leased to any of the GPRO Group.
- 10.3 None of the Directors and/or substantial shareholders of GPRO has any interest, direct or indirect, in any businesses and corporations carrying on a similar trade as any of the GPRO Group.
- 10.4 There is no existing or potential related party transactions (otherwise than transactions with/between wholly owned subsidiary) entered into or to be entered by any of the GPRO Group with the Directors and/or substantial shareholders of GPRO and/or key management of the GPRO Group and/or person(s) connected with any of them.
- 10.5 Declaration of Advisers
- (i) Kenanga hereby confirms that there are no existing or potential conflicts of interest in its capacity as the Adviser for the Public Issue.
 - (ii) Messrs. Raslan Loong has given their confirmation that there are no existing or potential conflicts of interest in its capacity as the Corporate and Due Diligence Solicitors for the Public Issue.
 - (iii) Messrs. Shamsir Jasani Grant Thornton has given their confirmation that there are no existing or potential conflicts of interest in its capacity as Auditors and Reporting Accountant for the Public Issue.

11 OTHER INFORMATION CONCERNING THE COMPANY

11.1 LANDED PROPERTIES

The Group does not own any landed property.

11.2 MSC-STATUS

GPRO obtained its MSC status on 15 August 2003. Having qualified for MSC status, GPRO is expected to operate according to the following conditions to maintain the preferential status:-

Conditions	Status of compliance
(a) commence operations of and undertake the MSC-Qualifying Activities within six (6) months from the date of approval with any proposed changes being first consented to by MDC;	Complied.
(b) locate the implementation and operation of the MSC-Qualifying Activities in Cyberjaya within six months from the date of the approval;	To be complied. The Company has obtained the approval from the MDC for an extension of time to locate the implementation and operation of the MSC-Qualifying Activities in Cyberjaya by 1 May 2004. In this respect, on 30 April 2004, GPRO entered into a tenancy agreement with Cyberview Lodge Sdn. Bhd. for the renting of a premise in Cyberjaya and the Company has notified the MDC accordingly. The Company expects to shift part of its operations to the aforesaid premise in Mid May 2004.
(c) ensure that at all times at least 15% of the total number of employees (excluding support staff) of the Company shall be "knowledge workers" (as defined by MDC);	Complied.
(d) continuously comply with the MSC's environmental guidelines;	Complied.
(e) Submit to MDC a copy of the Company's Annual Report and Audited Statements in parallel with submission to the Companies Commission of Malaysia; and	Complied.
(f) comply with all such statutory, regulatory and/or licensing requirements as may be applicable.	Complied.

The MSC status granted to GPRO shall not be transferable or assignable in any way whatsoever without the written consent of MDC.

11 OTHER INFORMATION CONCERNING THE GROUP (Cont'd)

MSC status entitles GPRO to the incentives, rights and privileges provided for under the Bill of Guarantees subject to the Company's continued adherence to the necessary set of criteria. The clauses of the Bill of Guarantees, inter alia, are as follows:-

- (a) To provide a world-class physical and information infrastructure;
- (b) To allow unrestricted employment of local and foreign knowledge workers;
- (c) To ensure freedom of ownership by exempting companies with MSC Status from local ownership requirements;
- (d) To give the freedom to source capital globally for MSC infrastructure, and the right to borrow funds globally; and
- (e) To provide competitive financial incentives, including Pioneer status (100 percent tax exemption) for up to ten (10) years or an investment tax allowance for up to five (5) years and no duties on the importation of multimedia equipment.

GPRO intends to capitalise on this prestigious credential not only as a marketing tool but also to benefit from the various incentives provided as set out in the Bill of Guarantees above.

11.3 LICENSES AND PERMITS

NPT

A manufacturing license issued by the MITI permitting NPT to carry out the business of producing computerized counting system. The said license is effective from 26 April 2001.

NPT was also granted pioneer status pursuant to Section 7(3) of the Promotion of Investments Act, 1986 by MITI on 16 October 2003. The pioneer status is effective from 1 January 2003 to 31 December 2007.

GPRO (Hang Zhou)

A Business Licence issued by Hang Zhou Municipal Administrative Bureau of Industry and Commerce permitting GPRO (Hang Zhou) to carry out the business of marketing and sale of innovative IT solution for the textile and apparel manufacturing industry in the PRC from 21 August 2003 to 20 August 2033.

GPRO (Vietnam)

An investment licence issued by the People's Committee of Ho Chi Minh City pursuant to the Law on Foreign Investment in Vietnam permitting GPRO (Vietnam) to carry out the business of marketing and sale of innovative proprietary IT solution for the textile and apparel manufacturing industry in Vietnam from 25 August 2003 to 24 August 2033.

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12 DIRECTORS' REPORT
(Prepared for the inclusion in this Prospectus)

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G·PRO
18-36, Jalan Tujuh,
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86000 Kluang,
Johor.

T: 07-776 2260
F: 07-772 5892

GPRO Technologies Bhd (622237D)

Registered Office:

Level 11-2, Faber Imperial Court

Jalan Sultan Ismail

50250 Kuala Lumpur

07 MAY 2004

The Shareholders of GPRO Technologies Berhad

Dear Sir/ Madam

On behalf of the Board of Directors of GPRO Technologies Berhad ("GPRO"), I report after due enquiry that during the period from 31 December 2003 (being the date of the last audited proforma accounts of GPRO and subsidiaries were made) to **07 MAY 2004** (being a date not earlier than fourteen (14) days before the issuance of this Prospectus) :-

- (i) the business of the Company and its subsidiaries ("Group") have, in the opinion of the Directors, has been satisfactorily maintained;
- (ii) in the opinion of the Directors, no circumstances have arisen subsequent to the last audited proforma accounts of the Group which have adversely affected the trading or the value of the assets of the Group;
- (iii) the current assets of the Group appear in the books at values, which are believed to be realisable in the ordinary course of business;
- (iv) no contingent liabilities have arisen by reason of any guarantees or indemnities given by the Group;
- (v) the Group has no default or any known event that could give rise to a default situation, in respect of payments of either interest and/or principal sums in relation to any borrowings in which they are aware of; and
- (vi) save as disclosed in the Accountants' Report and proforma consolidated balance sheets in this Prospectus, there have been no changes in the published reserves nor any unusual factors affecting the profits of the Group.

Yours faithfully

For and on behalf of the Board of Directors
GPRO Technologies Berhad



Tang Tiong Seng
Executive Chairman

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