

NOTICE OF ANNUAL MEETING



Notice is hereby given that the Annual Meeting of the Shareholders (the "Meeting") of IPRO Growth Fund Ltd (the "Company") will be held on 30 December 2022 at 10:30 hours, at Brainstorm Meeting Room, The Pod, Vivéa Business Park, Moka, Mauritius to transact the following business in the manner required for passing Ordinary Resolutions:

AGENDA

1. To approve the Minutes of Proceedings of the Annual Meeting held on 20 December 2021;
2. To receive, consider and adopt the Company's Audited Financial Statements for the year ended 30 June 2022, including the Annual Report and the Auditor's Report, in accordance with section 115(4) of the Companies Act 2001;
3. To re-elect as Director, Mr. Khushhal Chand Khushiram who offers himself for re-election to hold office until the next Annual Meeting in accordance with Section 138(6) of the Companies Act 2001;
4. To elect Mr. Mohammad Sallah-Ud-Din Surfraz who was appointed as Director in the Board Meeting held on Friday 09 September 2022 and who offers himself for election;
5. To re-elect, as Directors of the Company to hold office until the next Annual Meeting, the following persons who offer themselves for re-election (as separate resolutions):
 - (a) Mr. Siong Seng Leung Yin Kow;
 - (b) Mr. Stéphane Henry;
 - (c) Mr. Philippe Dylan Koch; and
 - (d) Mrs. Sharmila Chakowa.
6. To take note of the appointment of Messrs. RSM (Mauritius) LLP in replacement of Ernst & Young as Auditor of the Company in accordance with Section 200 of the Companies Act 2001 and to authorise the Board of Directors to fix their remuneration; and
7. To ratify the remuneration paid to the Auditor for the year ended 30 June 2022.

BY ORDER OF THE BOARD

09 December 2022

NOTES:

- (a) A shareholder of the Company entitled to attend and vote at the Meeting may appoint a proxy, whether a member or not, to attend and vote in his/her stead. A proxy need not be a shareholder of the Company;
- (b) Proxy Forms should reach the Distributor's Office, Investment Professionals Ltd ("IPRO"), 3rd Floor, Ebène Skies, Rue de l'Institut, Ebène, not less than 24 hours before the Meeting, and in default, the instrument of proxy shall not be treated as valid;
- (c) Postal votes should reach the Distributor's Office, IPRO, 3rd Floor, Ebène Skies, Rue de l'Institut, Ebène, not less than 48 hours before the Meeting, and in default, the postal vote shall not be treated as valid;
- (d) A proxy form and postal vote are included in this Annual Report and are also available at the Distributor's Office;
- (e) For the purpose of this Meeting, the shareholders who are entitled to receive notice and attend such Meeting shall be those shareholders whose names are registered in the share register of the Company as at 21 November 2022;
- (f) The minutes of the Annual Meeting held on 20 December 2021 are available for consultation by the shareholders of the Company during normal office hours, at the Distributor's Office; and
- (g) The profiles and categories of Directors proposed for re-election are set out under the Corporate Governance section of the Annual Report.