

NOTICE OF ANNUAL MEETING

Notice is hereby given that the Annual Meeting of the Shareholders (the “Meeting”) of IPRO Growth Fund Ltd (the “Fund”) will be held on **Friday, 15 December 2023 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 30 December 2022;
2. To receive, consider and adopt the Fund’s Audited Financial Statements for the year ended 30 June 2023, 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 Mrs. Martine Ip Min Wan who was appointed as Director at the Board Meeting held on Wednesday, 01 March 2023 and who offers herself for election;
5. To re-elect, as Directors of the Fund to hold office until the next Annual Meeting, the following persons who offer themselves for re-election (as separate resolutions):
 - (a) Mrs. Sharmila Chakowa;
 - (b) Mr. Stéphane Henry;
 - (c) Mr. Philippe Dylan Koch;
 - (d) Mr. Mohammad Sallah-Ud-Din Surfraz; and
 - (e) Mr. Siong Seng Leung Yin Kow.
6. To take note of the automatic reappointment of Messrs. RSM (Mauritius) as Auditor of the Fund 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 2023.

BY ORDER OF THE BOARD

SILEO Corporate Services Ltd

13 November 2023

NOTES:

- (a) A shareholder of the Fund entitled to attend and vote at the Meeting may appoint a proxy, whether a shareholder or not, to attend and vote in his/her stead. A proxy need not be a shareholder of the Fund;
- (b) Proxy Forms should reach the Distributor’s Office, Investment Professionals Ltd (“IPRO”), 1st Floor, Nouvelle Usine, Mangalkhan, Floréal, Mauritius 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, Investment Professionals Ltd (“IPRO”), 1st Floor, Nouvelle Usine, Mangalkhan, Floréal, Mauritius 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 annexed to the Notice of Annual Meeting and are also available at the Distributor’s Office, Investment Professionals Ltd (“IPRO”), 1st Floor, Nouvelle Usine, Mangalkhan, Floréal, Mauritius and on the website : www.ipro.mu;
- (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 Fund as at 17 November 2023;
- (f) The minutes of the Annual Meeting held on 30 December 2022 are available for consultation by the shareholders of the Fund during normal office hours, at the Registered Office Address of the Fund, c/o SILEO Corporate Services Ltd, Office GF001, 1827, Vivéa Business Park, Moka; and
- (g) The profiles and categories of Directors proposed for election and re-election are set out under the Corporate Governance section of the Annual Report.