



INTRACO LIMITED

Company Registration No. 196800526Z
(Incorporated in Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of the members of INTRACO LIMITED (the “**Company**”) will be held by way of electronic means on 25 April 2023 at 10.30 a.m. (or as soon as practicable following the conclusion or adjournment of the Company’s annual general meeting to be held on the same day at 10.00 a.m.), for the purpose of considering and, if thought fit, passing with or without amendment, the resolutions as set out below.

All capitalised terms used in this Notice of EGM which are not defined herein shall unless the context otherwise requires have the same meanings ascribed to them in the Company’s Circular to Shareholders dated 3 April 2023 (including supplements and modifications thereto).

ORDINARY RESOLUTION 1:

THE PROPOSED ADOPTION OF THE INTRACO PERFORMANCE SHARE PLAN

That the performance share plan to be known as the Intraco Performance Share Plan (the “**Plan**”), the details and particulars of which have been set out in the Company’s Circular to Shareholders dated 3 April 2023 (the “**Circular**”), be and is hereby approved and adopted substantially in the form set out in the PSP Rules, and the Committee and/or Directors of the Company be and are hereby authorised:

- (a) to establish and administer the Plan;
- (b) to modify and/or amend the Plan from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the Plan and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Plan; and
- (c) to grant Award(s) in accordance with the PSP Rules and pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Companies Act**”), to allot and issue from time to time such number of fully paid-up New Shares or deliver or transfer such number of treasury shares as may be required to be issued or delivered pursuant to the vesting and release of Award(s) under the Plan, provided always that the aggregate number of New Shares to be issued or issuable pursuant to the Plan and in respect of all other share-based incentive schemes of the Company including the ESOS (as defined below) shall not exceed 15% of the issued Shares of the Company from time to time (excluding treasury shares and subsidiary holdings).

ORDINARY RESOLUTION 2:

THE PROPOSED ADOPTION OF THE INTRACO EMPLOYEE SHARE OPTION SCHEME

That the employee share option scheme to be known as the Intraco Employee Share Option Scheme (the “**ESOS**”), the details and particulars of which are set out in the Circular, be and is hereby approved and adopted substantially in the form set out in the ESOS Rules, and the Committee and/or the Directors of the Company be and are hereby authorised to:

- (a) establish and administer the ESOS;

- (b) modify and/or amend the ESOS from time to time provided that such modification(s) and/or amendment(s) are effected in accordance with the provisions of the ESOS and to do all such acts and to enter into all such transactions, arrangements as may be necessary or expedient in order to give full effect to the ESOS; and
- (c) offer and grant Option(s) in accordance with the rules of the ESOS and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of fully paid-up New Shares or deliver or transfer such number of treasury shares as may be required to be issued or transferred pursuant to the exercise of the Option(s) under the ESOS, provided always that the aggregate number of New Shares to be issued or issuable pursuant to the ESOS and in respect of all other share-based incentive schemes of the Company including the Plan shall not exceed 15% of the issued Shares of the Company from time to time (excluding treasury shares and subsidiary holdings).

ORDINARY RESOLUTION 3:

TO APPROVE THE OFFER AND GRANT OF OPTION(S) AT A DISCOUNT

That subject to and contingent upon the passing of Ordinary Resolution 2, the Committee and/or Directors of the Company be and are hereby authorised to offer and grant Option(s) in accordance with the ESOS Rules with the Exercise Price set at a discount to the Market Price, provided that such discount does not exceed the relevant limits set by the Singapore Exchange Securities Trading Limited.

By Order of the Board

Josephine Toh
Company Secretary

Singapore
3 April 2023

IMPORTANT INFORMATION:

Shareholders of the Company (“**Shareholders**”) should take note of the following arrangements for the EGM:

(a) Appointment of proxy(ies)

- (i) A Shareholder who is not a relevant intermediary and entitled to attend and vote at the EGM is entitled to appoint one or two proxies to attend and vote in his/her/their/its stead. A proxy need not be a Shareholder. Where a Shareholder appoints more than one proxy, the appointments shall be invalid unless he/she/they/it specifies the proportion of his/her/their/its holding (expressed as a percentage of the whole) to be represented by each proxy.
- (ii) A Shareholder who is a relevant intermediary entitled to attend and vote at the EGM is entitled to appoint more than two proxies to attend and vote instead of the Shareholder. Each proxy must be appointed to exercise the rights attached to the shares held by such Shareholder. Where such Shareholder appoints more than one proxy, the appointments shall be invalid unless the Shareholder specifies the number of shares in relation to which each proxy has been appointed in the Proxy Form (defined below).

“**Relevant intermediary**” means:

- (A) a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Units in that capacity;
 - (B) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore, and who holds Units in that capacity; or
 - (C) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act 1953 of Singapore, in respect of Units purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- (iii) Shareholders may also appoint Chairman of the EGM to vote in in his/her/their/its stead. The Chairman of the EGM, as a proxy, need not be a Shareholder.
 - (iv) The instrument appointing proxy(ies) (the “**Proxy Form**”) must be deposited at the Share Registrar’s Office at **Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632** or sent by email to Intracomeetings2023@boardroomlimited.com not less than seventy-two (72) hours before the time appointed for holding the EGM.

Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.

- (v) CPF and SRS investors should note that they (i) may vote “live” via electronic means at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or (ii) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.30 a.m. on 14 April 2023.

- (vi) The Proxy Form can be downloaded from SGXNet or the Company's website. In the Proxy Form, a Shareholder should indicate how he/she/it wishes to vote for or vote against or abstain from voting on the resolutions to be tabled at the EGM. A Shareholder may also appoint a proxy(ies) via the online process through the pre-registration website at <https://conveneagm.sg/intracoagm2023>.
 - (vii) The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on and/or attached to the Proxy Form. In addition, in the case of a member whose shares are entered in the Depository Register, the Company may (a) may reject any Proxy Form if the Shareholder, being the appointor, is not shown to have shares entered against his or her name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by CDP to the Company; and (b) shall be entitled and bound to accept as accurate the number of shares entered against the name of that Shareholder as shown in the Depository Register as at a time not earlier than 72 hours prior to the time of the EGM, supplied by CDP to the Company and to accept as the maximum number of votes which in aggregate that Shareholder and his proxy/ies (if any) are able to cast on poll a number which is the number of shares entered against the name of that Shareholder as shown in the Depository Register, whether that number is greater or smaller than that specified by the Shareholder or in the Proxy Form.
- (b) **Attendance in Person:** The EGM will be conducted by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Shareholders will not be able to attend the EGM physically. All Shareholders or their corporate representatives (in the case of Shareholders which are legal entities) will be able to participate in the EGM proceedings by watching a "live" webcast (the "**Live EGM Webcast**") or listen to a "live" audio feed (the "**Live EGM Audio Feed**"). Shareholders/Investors holding shares through relevant intermediaries (other than CPF/SRS investors) will not be able to pre-register for the "live" broadcast of the EGM. Such Shareholders/investors who wish to participate in the EGM proceedings should instead approach his/her relevant intermediary as soon as possible in order to make the necessary arrangements.
- (c) **Live EGM Webcast and Live EGM Audio Feed:** All Shareholders who wish to participate in the live EGM proceedings will need to pre-register at <https://conveneagm.com.sg/intracoagm2023> (the "**Pre-registration Link**") by 10.30 a.m. on 22 April 2023 (the "**Registration Deadline**") for verification of their status as Shareholders (or the corporate representatives of such Shareholders) of the Company. Following successful verification, each Shareholder or its corporate representative(s) will receive an email confirmation ("**Confirmation Email**") by 10.30 a.m. on 24 April 2023 containing instructions to access the live EGM proceedings.

Shareholders or their corporate representative(s) must not forward the abovementioned information to any other persons who are not Shareholders and who are not eligible to attend the EGM. This is also to avoid any technical disruptions to the Live EGM Webcast or Live EGM Audio Feed due to overloading.

Shareholders or their corporate representatives who have registered by the Registration Deadline but do not receive the Confirmation Email by 10.30 a.m. on 24 April 2023 may contact the Company for assistance at +65 6586 6771 or email AGMenquiries@intraco.com.

(d) **Submission of Questions:**

Shareholders, including CPF Investors and SRS Investors, can submit questions in advance of, or "live" at the EGM.

Submission of questions in advance of the EGM

Shareholders, including CPF Investors and SRS Investors, can submit questions related to the resolutions to be tabled for approval at the EGM to the Chairman of the EGM, in advance of the EGM, in the following manner:

- (i) Via pre-registration website: Shareholders who pre-register to observe and/or listen to the EGM proceedings may submit their questions via the pre-registration website at <https://conveneagm.com/sg/intracoagm2023>;
- (ii) Via email: Shareholders may submit their questions via email to questions@intraco.com; and/or
- (iii) By post: Shareholders may submit their questions to the Company's registered office at 60 Albert Street, #07-01, OG Albert Complex, Singapore 189969.

When sending in questions via email or by post, please also provide the following details: (a) full name; (b) address; and (c) the manner in which the Shares are held (e.g. via CDP, CPF, SRS and/or scrip).

Deadline to submit questions in advance of the EGM

All questions submitted in advance of the EGM via any of the above channels must be received by 10.30 a.m. on 11 April 2023.

Pre-register to ask questions "live" at the EGM

Shareholders (including CPF and SRS investors) and, where applicable, appointed proxy(ies), can also ask the Chairman of the EGM questions related to the resolutions to be tabled for approval at the EGM, "live" at the EGM, by typing in and submitting their questions via the online platform hosting the audio-visual webcast and audio-only stream.

Shareholders (including CPF and SRS investors), and where applicable, appointed proxy(ies), who wish to ask questions "live" at the EGM must first pre-register at the pre-registration website at <https://conveneagm.com/sg/intracoagm2023>.

Addressing questions

The Company will endeavour to address substantial and relevant questions (as may be determined by the Company at its sole discretion) received from Shareholders, as well as those received "live" at the EGM itself, during the EGM through the "live" audio-visual webcast and "live" audio-only stream of the EGM proceedings. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

The Company will publish the minutes of the EGM on SGXNet and on the Company's website within one (1) month from the date of the EGM, and the minutes will include the responses to substantial and relevant questions from Shareholders which are addressed during the EGM.

(e) Voting

Shareholders who wish to exercise their voting rights at the EGM may:

- (i) (where such shareholders are individuals) vote "live" via electronic means at the EGM or (where such shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the EGM) to vote "live" via electronic means at the EGM on their behalf; or
- (ii) (where such shareholders are individuals or corporates) appoint the Chairman of the EGM as their proxy via the Proxy Form to vote on their behalf at the EGM.

Pre-registration to vote "live" at the EGM

Shareholders (including CPF and SRS investors) and, where applicable appointed proxy(ies), who wish to vote "live" at the EGM must first pre-register at the pre-registration website at <https://conveneagm.com/sg/intracoagm2023>.

Access to documents or information relating to the EGM

All documents and information relating to the business of the EGM (including the Circular and the Proxy Form) have been published on SGXNet (www.sgx.com) and the Company's website at www.intraco.com. Printed copies will not be sent to Shareholders.

Further Updates

In view of the evolving COVID-19 situation, the Company reserves the right to take such further precautionary measures as may be appropriate up to the date of the EGM, including any precautionary measures required or recommended by government agencies, in order to curb the spread of COVID-19. Shareholders should continually check for announcements by the Company for updates on the EGM.

KEY DATES/DEADLINES

Key Dates	Actions
3 April 2023	Shareholders may begin to pre-register for the real-time remote electronic voting and real-time electronic communication at https://conveneagm.com/sg/intracoagm2023 and follow the instructions in the link.
10.30 a.m. on 11 April 2023	Deadline for shareholders to submit their questions via pre-registration website at https://conveneagm.com/sg/intracoagm2023 or email at questions@intraco.com or by post to the Company's registered office at 60 Albert Street, #07-01, OG Albert Complex, Singapore 189969
10.30 a.m. on 14 April 2023	Deadline for CPF or SRS investors who wish to appoint proxy(ies) to approach their respective CPF Agent Banks or SRS Operators to submit their votes.
10.30 a.m. on 22 April 2023	Deadline for shareholders to: • pre-register for the real-time remote electronic voting and real-time electronic communication • submit duly signed proxy forms to Intracomeetings2023@boardroomlimited.com
10.30 a.m. on 24 April 2023	Authenticated shareholders would have received a Confirmation Email containing instructions to access the EGM proceedings. Shareholders who did not receive the Confirmation Email by 10.30 a.m. on 24 April 2023, but have registered by the pre-registration deadline should contact the Company for assistance at +65 6586 6771 or email AGMenquiries@intraco.com (between 10.30 a.m. and 5.00 p.m. on 24 April 2023).
Date and Time of EGM – 25 April 2023 at 10.30 a.m.	For the real-time remote electronic voting and real-time electronic communication: Authenticated shareholders may login to the URL with the log-in and password contained in the Confirmation Email at https://conveneagm.com/sg/intracoagm2023 and follow the instructions in the link. Shareholders (including CPF and SRS Investors) or, where applicable, their appointed proxy(ies) must access the EGM proceedings via the “live” audio-visual webcast in order to ask questions and vote “live” at the EGM.

For further information or enquiries, shareholders may email the Company at AGMenquiries@intraco.com for assistance.

Personal data privacy:

By (a) submitting an instrument appointing proxy or proxies, and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof; (b) completing the pre-registration in accordance with this Notice of EGM; or (c) submitting any question(s) prior to or during the EGM in accordance with this Notice of EGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing a proxy for the EGM (including any adjournment thereof);
- (ii) the processing of the pre-registration for purposes of granting access to members (or their corporate representatives in the case of members which are legal entities) to the live webcast or live audio feed of the EGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members received before or during the EGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.