

CIRCULAR DATED 9 OCTOBER 2024

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISOR(S) IMMEDIATELY.

Please note that this Circular has been published on SGXNet (www.sgx.com) and the Company's website at www.intraco.com.sg. A printed copy of the Circular **will not** be sent to Shareholders.

Unless otherwise defined, capitalised terms appearing on the cover of this Circular bear the same meanings ascribed to them in the Section entitled "Definitions" of this Circular.

If you have sold or transferred all your shares in the capital of Intraco Limited (the "**Company**") held through The Central Depository (Pte) Limited ("**CDP**"), you need not forward this Circular with the Notice of EGM (as defined herein) and the attached Proxy Form (as defined herein) to the purchaser or transferee as arrangements will be made by CDP for a separate Circular with the Notice of EGM and the attached Proxy Form to be sent to the purchaser or transferee. If you have sold or transferred all your shares represented by physical share certificate(s), you should immediately forward this Circular together with the Notice of EGM and the enclosed Proxy Form to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the accuracy, completeness or correctness of any statements or opinions made or reports contained in this Circular.



INTRACO LIMITED
(Company Registration No.: 196800526Z)
(Incorporated in the Republic of Singapore)

CIRCULAR IN RELATION TO

- (1) **THE PROPOSED DISPOSAL OF 100% OF THE ISSUED AND PAID-UP CAPITAL OF K.A. GROUP HOLDINGS PTE LTD AS A MAJOR TRANSACTION AND AN INTERESTED PERSON TRANSACTION**
- (2) **THE PROPOSED CAPITAL REDUCTION AND THE PROPOSED CASH DISTRIBUTION SUBJECT TO AND AFTER COMPLETION OF THE PROPOSED DISPOSAL**

IMPORTANT DATES AND TIMES

Last date and time for lodgment of the Proxy Form	:	29 October 2024, 10.00 am
Date and time of the Extraordinary General Meeting	:	1 November 2024, 10.00 am
Place of the Extraordinary General Meeting	:	160 Robinson Road #06-01 SBF Centre Singapore 068914

CONTENTS

DEFINITIONS.....	3
CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS	8
LETTER TO SHAREHOLDERS.....	9
1. INTRODUCTION	9
2. THE PROPOSED DISPOSAL	10
3. THE PROPOSED DISPOSAL AS AN INTERESTED PERSON TRANSACTION	16
4. THE PROPOSED DISPOSAL AS A MAJOR TRANSACTION.....	18
5. PROPOSED CAPITAL REDUCTION AND PROPOSED CASH DISTRIBUTION.....	19
6. RATIONALE FOR THE PROPOSED TRANSACTIONS.....	22
7. PRO FORMA FINANCIAL EFFECTS OF THE PROPOSED TRANSACTIONS	23
8. RECOMMENDATIONS.....	25
9. ABSTENTION FROM VOTING	25
10. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS	26
11. DIRECTORS' SERVICE CONTRACTS.....	27
12. EXTRAORDINARY GENERAL MEETING	27
13. ACTIONS TO BE TAKEN BY SHAREHOLDERS	27
14. DIRECTORS' RESPONSIBILITY STATEMENT.....	27
15. DOCUMENTS AVAILABLE FOR INSPECTION	28
APPENDIX A – IFA LETTER	29
NOTICE OF EXTRAORDINARY GENERAL MEETING.....	45

DEFINITIONS

In this Circular, the following definitions apply throughout unless the context otherwise requires:

“Announcement”	:	The announcement by the Company dated 9 May 2024 relating to the Proposed Disposal and Proposed Capital Reduction
“associate”	:	In the case of a company, (a) in relation to any individual, including a Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means: (i) his immediate family; (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; or (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30.0% or more; (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30.0% or more
“Audit Committee”	:	The audit committee of the Company as at the date of this Circular
“Board” or “Directors”	:	The board of directors of the Company as at the date of this Circular
“Books Closure Date”	:	The record date after the EGM to be determined by the Directors, in their sole and absolute discretion, for the purpose of determining the entitlement of Shareholders to the Proposed Cash Distribution
“Buyers”	:	The buyers of the Sale Shares under the SPA, namely TH Investments Pte Ltd, Macondray Holdings Pte Ltd and Ms Soh
“Cash Distribution Amount”	:	Has the meaning given to it in section 1.1(b) of this Circular
“Circular”	:	This circular to Shareholders dated 9 October 2024 issued by the Company
“Companies Act”	:	The Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time
“Company”	:	Intraco Limited
“Consideration”	:	The consideration for the Sale Shares of S\$6.9 million

DEFINITIONS

“Controlling Shareholder”	:	A person who: (a) holds directly or indirectly 15.0% or more of all voting shares in the Company; or (b) in fact exercises control over the Company
“Court”	:	The General Division of the High Court of Singapore
“Deferred Consideration”	:	Has the meaning given to it in section 2.4(b) of this Circular
“EGM”	:	The extraordinary general meeting of Shareholders to be held on 1 November 2024, notice of which is set out on pages 45 to 48 of this Circular
“Effective Date”	:	The date on which the Proposed Capital Reduction becomes effective
“Eligible Shareholders”	:	Persons registered in the Register of Members and Depositors whose Securities Accounts are credited with Shares as at the Books Closure Date to be determined by the Directors
“Existing Share Capital”	:	The issued and paid-up share capital of the Company comprising 111,595,912 Shares as at the Latest Practicable Date
“Expected Payment Date”	:	The payment date for the Proposed Cash Distribution to be announced by the Company in due course
“Group”	:	The Company together with its group companies, and “Group Company” shall mean any such group company
“IFA”	:	ZICO Capital Pte. Ltd., the independent financial adviser to the Recommending Directors in relation to the Proposed Disposal as an interested person transaction
“IFA Letter”	:	The letter dated 9 October 2024 from the IFA to the Recommending Directors in relation to the Proposed Disposal as an interested person transaction as set out in Appendix A to this Circular
“Independent Shareholders”	:	Shareholders who are deemed independent for the Proposed Disposal
“K.A. Group”	:	KAGHPL and its wholly-owned subsidiaries K.A. Fireproofing Pte Ltd, K.A. FireLite Pte. Ltd., K.A. Fabric Shutters Pte. Ltd., K.A. Building Construction Pte. Ltd., and K.A. Vermiculite Spray Sdn Bhd
“KA Capital Reduction”	:	The total amount of S\$4.0 million to be distributed to the Company pursuant to a capital reduction exercise to be carried out by KAGHPL prior to Completion, in which (1) S\$3.0 million shall be distributed and paid to the Company immediately and (2) the balance of S\$1.0 million shall be payable to the Company over a period of up to 5 years from the effective date of the KA Capital Reduction, bearing an interest of 3.7% per annum for the first 2 years and 3-months SORA plus 3% thereafter. Such amounts shall be secured by a second charge over the property at 43 Tuas View Close Singapore 637477 executed in favour of the Company on terms reasonably satisfactory to the Company

DEFINITIONS

“KAGHPL”	:	K.A. Group Holdings Pte Ltd
“Latest Practicable Date”	:	26 September 2024, being the latest practicable date prior to the finalisation of this Circular
“Listing Manual”	:	The listing manual of the SGX-ST and its relevant rules, as amended, modified or supplemented from time to time
“MAS”	:	Monetary Authority of Singapore
“Market Day”	:	A day on which the SGX-ST is open for trading in securities
“Ms Soh”	:	Has the meaning given to it in section 2.3 of this Circular
“Notice of EGM”	:	The notice of the EGM set out on pages 45 to 48 of this Circular
“Passive Fire Protection Business”	:	The business of providing one-stop passive fire protection solutions, systems and installation. Please also see sections 2.1 and 2.2 of this Circular
“Properties”	:	K.A. Group’s leasehold industrial properties used for its business, namely (a) 43 Tuas View Close Singapore 637477, (b) 71 Tuas View Place #05-01 and (c) 71 Tuas View Place #05-20 Singapore 637434
“Proposed Capital Reduction”	:	Has the meaning given to it in Section 1.1(b) of this Circular
“Proposed Cash Distribution”	:	Has the meaning given to it in Section 1.1(b) of this Circular
“Proposed Disposal”	:	Has the meaning given to it in Section 1.1(a) of this Circular
“Proposed Transactions”	:	Has the meaning given to it in Section 1.1 of this Circular
“Proxy Form”	:	The proxy form in respect of the EGM as attached to this Circular
“Recommending Directors”	:	Mr Mak Lye Mun, Mr Soh Chung Hian, Ms Ong Beng Hong and Mr Tan Hup Foi
“Register of Members”	:	The Company’s register of members
“Registrar”	:	The Registrar of Companies appointed under the Companies Act and includes any Deputy or Assistant Registrar of Companies
“Relevant Intermediary”	:	Has the meaning given to it in Section 181 of the Companies Act
“Relevant Shareholders”	:	TH Investments Pte Ltd and Amtrek Investment Pte Ltd
“Rule 1006”	:	Rule 1006 of the Listing Manual
“Sale Shares”	:	Has the meaning given to it in section 1.1(a) of this Circular
“Securities Account”	:	A securities account maintained by a Depositor with CDP (but does not include a securities sub-account maintained with a Depository Agent)

DEFINITIONS

“SFA”	:	The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“SGXNET”	:	Singapore Exchange Network, the corporate announcement system maintained by the SGX-ST for the submission of information and announcements by listed companies
“Shareholders”	:	The registered holders of Shares, except that where the registered holder is CDP, the term “ Shareholders ” shall, in relation to such Shares, mean the Depositors in the Depository Register and whose Securities Accounts maintained with CDP are credited with those Shares
“Shares”	:	Ordinary shares in the issued share capital of the Company
“SRS”	:	Supplementary Retirement Scheme
“SPA”	:	The conditional share sale and purchase agreement dated 9 May 2024 (and supplemented on 15 August 2024) relating to the Proposed Disposal, entered into between the Buyers and the Company
“SPA Completion”	:	Completion of the sale and purchase of the Sale Shares in accordance with the terms and conditions of the SPA
“substantial shareholder”	:	A shareholder who has an interest or interests in one or more shares, and the total votes attached to the share(s) is not less than 5% of the total votes attached to all shares in a company
“%” or “per cent.”	:	Percentage or per centum
“S\$”	:	Singapore dollars, being the lawful currency of Singapore

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the same meanings ascribed to them respectively in Section 81SF of the SFA.

The term “**subsidiary**” shall have the same meaning ascribed to it in Section 5 of the Companies Act. Except where specifically defined, the terms “**we**”, “**us**” and “**our**” in this Circular refer to the Group.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter gender and *vice versa*. References to persons shall, where applicable, include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference in this Circular to “**Rule**” or “**Chapter**” is a reference to the relevant rule or chapter in the Listing Manual.

Any reference in this Circular to any enactment is a reference to that statute or enactment for the time being amended or re-enacted up to the Latest Practicable Date. Any term defined under the Companies Act, the SFA or the Listing Manual or any statutory modification thereof and used in this Circular shall where applicable, have the meaning assigned to it under the Companies Act, the SFA or the Listing Manual or any statutory modification thereof, as the case may be, unless otherwise provided.

DEFINITIONS

Any reference to any agreement or document shall include such agreement or document as amended, modified, varied, novated, supplemented or replaced from time to time.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

Any discrepancies in tables included herein between the amounts in the columns of the tables and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

For the purposes of this Circular, RHTLaw Asia LLP has been appointed as the legal counsel to the Company in relation to Singapore law.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

Certain statements contained in this Circular, which are not statements of historical fact, constitute “forward-looking statements”. Some of these statements can be identified by forward-looking terms such as “expect”, “believe”, “plan”, “intend”, “estimate”, “anticipate”, “may”, “will”, “would”, “could” or similar words. However, these words are not the exclusive means of identifying forward-looking statements. These statements reflect the Company’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information.

Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements.

Shareholders should not place undue reliance on such forward-looking statements. Further, the Company disclaims any responsibility, and undertakes no obligation to update or revise any forward-looking statements contained in this Circular to reflect any change in the Group’s expectations with respect to such statements after the Latest Practicable Date or to reflect any change in events, conditions or circumstances on which the Company based any such statements subject to compliance with all applicable laws and regulations and/or the rules of the SGX-ST and/or any regulatory or supervisory body or agency.

LETTER TO SHAREHOLDERS

INTRACO LIMITED

(Company Registration Number 196800526Z)
(Incorporated in the Republic of Singapore)

Mr Mak Lye Mun (Executive Chairman and Director)
Mr Soh Chung Hian (Lead Independent Director)
Ms Ong Beng Hong (Independent Director)
Mr Tan Hup Foi (Independent Director)
Mr Charlie Ng How Kiat (Non-Executive Non-Independent Director)

Registered Office:

60 Albert Street, #07-01
OG Albert Complex
Singapore 189969

Date: 9 October 2024

To: The Shareholders of Intraco Limited

Dear Sir/Madam

(1) PROPOSED DISPOSAL OF K.A. GROUP HOLDINGS PTE LTD AS A MAJOR TRANSACTION AND AN INTERESTED PERSON TRANSACTION

(2) PROPOSED CAPITAL REDUCTION AND PROPOSED CASH DISTRIBUTION

1. INTRODUCTION

1.1 EGM

The Board had on 9 May 2024 announced (the “**Announcement**”), among others, that:

- (a) the Company had entered into the SPA with the Buyers, pursuant to which the Company had agreed to sell all its shares in KAGHPL, its wholly-owned subsidiary (the “**Sale Shares**”) for a total consideration of S\$6.9 million, on the terms and subject to the conditions of the SPA (the “**Proposed Disposal**”); and
- (b) in conjunction with the Proposed Disposal, the Company proposes to conduct a share capital reduction (the “**Proposed Capital Reduction**”), which shall result in the Company distributing S\$0.06 per share or an aggregate of approximately S\$6.7 million to its Eligible Shareholders (the “**Cash Distribution Amount**”) (the “**Proposed Cash Distribution**”).

The Board had on 15 August 2024 announced that the Company and the Buyers have entered into a supplemental agreement dated 15 August 2024 to amend certain terms and conditions of the conditional share sale and purchase agreement dated 9 May 2024, including the KA Capital Reduction, and both of these agreements are collectively known as the “**SPA**”. Please refer to the announcement on SGXnet dated 15 August 2024 for more details.

Upon the SPA Completion, KAGHPL will cease to be a subsidiary of the Company, and the Group will exit from the Passive Fire Protection Business. It will focus on its distribution and trading of plastic resin and liquor, trade finance and supply chain solutions businesses in Singapore and the region, its digital assets and tokenisation advisory services and provision of mobile radio infrastructure management services in Singapore. It also has a 19.90% equity interest in a major payment institution licensed by the Monetary Authority of Singapore to conduct regulated payment services. Accordingly, the Group does not consider it to be a cash company pursuant to the SGX Listing Manual following the completion of the Proposed Disposal.

Further to the Announcement, the Directors are convening an EGM to be held at 160 Robinson Road, #06-01 SBF Centre, Singapore 068914, on Friday, 1 November 2024 at 10.00 am to seek Shareholders’ approval for the Proposed Disposal and the Proposed Capital Reduction (collectively, the “**Proposed Transactions**”).

The Proposed Transactions do not contravene any laws and regulations governing the Company nor the Company’s Constitution.

LETTER TO SHAREHOLDERS

1.2 Circular

The purpose of this Circular is to provide Shareholders with relevant information relating to the Proposed Transactions.

The Proposed Disposal is subject to Independent Shareholders' approval. The Proposed Capital Reduction is subject to Shareholders' approval.

The purpose of this Circular is to provide Shareholders with relevant information relating to the Proposed Transactions, and to seek the approval of the Independent Shareholders for the Proposed Disposal and approval of the Shareholders for the Proposed Capital Reduction at the EGM, notice of which is set out on pages 45 to 48 of this Circular.

Inter-conditional Resolutions

Shareholders should note that the ordinary resolution for the Proposed Disposal and the special resolution for the Proposed Capital Reduction will be inter-conditional upon one another. This means that if one resolution is not approved, the other resolution will not be passed.

1.3 Disclaimer

The SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made, or reports contained in this Circular. If a Shareholder is in any doubt as to the course of action, he/she should take, he/she should consult his/her bank manager, stockbroker, solicitor, accountant, tax adviser or other independent adviser immediately.

2. THE PROPOSED DISPOSAL OF KAGHPL

2.1 Information on K.A. Group

KAGHPL was incorporated in Singapore on 9 February 2015 and has an issued and paid-up share capital of S\$11,023,178, divided in 1,000 ordinary shares.

The particulars of the wholly-owned subsidiaries of KAGHPL within the K.A. Group (together to be termed as "**K.A. Group**") in the Passive Fire Protection Business are set out as follows:

Name	Place of Incorporation	Principle Business Activities
K.A. Building Construction Pte. Ltd.	Singapore	Fireproofing contracting works and manufacturing
K.A. Fabric Shutters Pte. Ltd.		Installation of fire protection systems
K.A. FireLite Pte. Ltd.		Installation of fire protection and security alarms systems
K.A. Fireproofing Pte Ltd		Fireproofing contracting works and manufacturing
K.A. Vermiculite Spray Sdn Bhd	Johor, Malaysia	Manufacture of fire-proofing building materials

The Company acquired the K.A. Group in July 2014 from the founder Mr Soh Yong Poon and his daughter Ms Soh. The acquisition of K.A. Group was to provide the Group with the opportunity to acquire a profitable entity with significant growth opportunities locally and in the region and expand its revenue base and improve its profitability. Please refer to the Company's announcements dated 8 May 2014 and 4 July 2014 for more information. Following the SPA Completion, Mr Soh Yong Poon and Ms Soh will continue to manage and operate the business and operations of the K.A. Group.

LETTER TO SHAREHOLDERS

For further information on K.A. Group and its business, products and track record, please visit its website at: <https://www.ka.com.sg/aboutus.aspx>.

2.2 Information on the Key Financials of the K.A. Group

The audited revenue and net profit/(losses) for the K.A. Group for the last 3 financial years ended 31 December were as follows:

S\$'000	FY2023	FY2022	FY2021
Revenue	6,110	10,316	7,515
Gross profit	3,572	4,329	3,136
General and administrative expenses	(3,816)	(3,869)	(3,522)
Allowance for impairment loss on trade receivables and contract asset	(412)	(492)	(37)
Finance cost	(26)	(36)	(30)
Net profit/(losses) before tax	(682)	(68)	(453)

The revenue of the K.A. Group accounted for approximately 3.9%, 5.3% and 3.7% of the Group's total revenue in FY2023, FY2022 and FY2021 respectively. The decline of revenue of approximately 40.8% in FY2023 as compared to FY2022 was due mainly to fewer new projects secured and also the delay in commencement and/or completion of certain secured projects during the financial year.

As illustrated in the table above, K.A. Group recorded net losses before tax in FY2023, FY2022 and FY2021. As such, K.A. Group did not make any positive contribution to the Group's total net profits before and after tax in the last 3 financial years. The increased net loss before tax in FY2023 as compared to FY2022 was mainly a result of the lower revenue as explained in the paragraph above and impairment loss on certain trade receivables and contract assets.

The total allowance of impairment made on trade receivables and contract assets are S\$412,000 in FY2023, S\$492,000 in FY2022 and S\$37,000 in FY2021 respectively. The allowances were made for trade receivables and contract asset from construction sector due to slow recovery in the sector. As announced on 22 August 2023, one of the customers of the Group's Fire Protection business unit had been placed under judicial management pursuant to sections 90 and 91 and the provisions of Part 7 of the Insolvency, Restructuring and Dissolution Act 2018. The total allowance of impairment made on the customer amounting to S\$153,000 in FY2023 and S\$388,000 in FY2022, constitute 57.5% of the total allowance of impairment for the 3 financial years.

The higher revenue in FY2022 compared to FY2021 of approximately 37.3% was due mainly to more projects secured and completed due to the resumption of construction activities in Singapore with the relaxation of Covid-19 measures in the second half of FY2022 and the availability of more foreign workers to complete the projects. Notwithstanding the higher revenue, the K.A. Group incurred net loss before tax in FY2022 due mainly to allowance for impairment on certain receivables and contracts assets.

As announced on the SGX-ST on 8 August 2024 in the Group's interim financial results for the 6 months ended 30 June 2024, K.A. Group achieved a revenue of S\$2.5 million and a net loss before tax of S\$162,000 for the first 6 months ended 30 June 2024.

LETTER TO SHAREHOLDERS

The financial position of the K.A. Group for the last 3 financial years ended 31 December were as follows:

S\$'000	FY2023 (Unaudited)	FY2022 (Unaudited)	FY2021 (Unaudited)
Non-current assets			
Property, plant and equipment	2,868	3,062	3,245
	2,868	3,062	3,245
Current assets			
Inventories	1,455	1,862	1,339
Trade and other receivables	3,682	4,915	3,447
Contract assets	636	1,540	2,762
Cash and bank balances	2,950	2,522	2,215
	8,723	10,839	9,763
Total assets	11,591	13,901	13,008
Liabilities			
Non-current liabilities			
Loans and borrowings	(14)	(610)	(734)
	(14)	(610)	(734)
Current liabilities			
Loans and borrowings	(38)	(127)	(123)
Trade and other payables	(1,994)	(2,978)	(1,994)
Current tax liabilities	(30)	(30)	(30)
	(2,062)	(3,135)	(2,147)
Total liabilities	(2,076)	(3,745)	(2,881)
Net assets	9,515	10,129	10,127

The net assets value of the K.A. Group accounted for approximately 15.4%, 17.2% and 18.1% of the Group's net assets value in FY2023, FY2022 and FY2021 respectively. Total assets decreased by S\$2.3 million as at 31 December 2023 mainly due to a decrease in trade and other receivables, and contract assets. Total liabilities decreased by S\$1.7 million as at 31 December 2023 mainly due to a decrease in trade and other payables, and loans and borrowings.

Total assets increased by S\$0.9 million as at 31 December 2022 mainly due to an increase in inventories, and trade and other receivables, and partially offset by a decrease in contract assets. Total liabilities increased by S\$0.8 million as at 31 December 2022 mainly due to an increase in trade and other payables.

As at 30 June 2024, the consolidated net asset value of the K.A. Group was S\$9.39 million.

LETTER TO SHAREHOLDERS

2.2.1 Adjusted NAV

As at 31 December 2023, the consolidated net asset value of the K.A. Group, including the net asset value of the Properties was S\$9.51 million.

As at 31 December 2023, on a proforma basis, after

- (i) taking into consideration the market value for an industrial property at 43 Tuas View Close Singapore 637477 ("**43 Tuas View Building**") of approximately S\$4.0 million as at 30 July 2024 as determined by an independent valuer, resulting in a revaluation surplus of S\$2.37 million ("**Revaluation Surplus**");
- (ii) adjusting for the KA Capital Reduction of S\$4.0 million; and
- (iii) excluding the net book value of the 71 Tuas View Property of approximately S\$1.07 million which is not part of the target business and assets to be purchased by the Buyers,

the net asset value of the assets (including 43 Tuas View Building) of the K.A. Group ("**Target Business and Assets**") was approximately S\$6.81 million (the "**31 December Adjusted NAV**").

The Properties are owned by K.A. Building Construction Pte. Ltd., a wholly-owned subsidiary of KAGHPL and are currently used for the purpose of K.A. Group's Passive Fire Protection Business.

2.2.2 As a condition precedent to the completion of the Proposed Disposal (please refer to section 2.4(c)(iv) of this Circular for more details), K.A. Building Construction Pte. Ltd. shall transfer to the Company two of its industrial properties at 71 Tuas View Place #05-01 and #05-20 Singapore 637434. The Company shall thereafter enter into an agreement to lease these properties to KAGHPL (or an entity in the K.A. Group), such lease agreement in the form to be agreed and taking into consideration prevailing comparable market rental rates.

2.2.3 The Directors have confirmed that as the Latest Practicable Date, to the best of their knowledge and belief:

- (a) there are no material differences between the realisable values of K.A. Group's assets and their respective book values as at 31 December 2023 which would have a material impact on the unaudited 31 December Adjusted NAV or 31 December Adjusted NTA of K.A. Group;
- (b) there are no contingent liabilities, bad or doubtful debts or material events which would likely have a material impact on the 31 December Adjusted NAV or 31 December Adjusted NTA of K.A. Group as at the Latest Practicable Date;
- (c) there are no litigations, claims or proceedings pending or threatened against K.A. Group or of any fact which would give rise to any proceedings which might materially and adversely affect the financial position of K.A. Group;
- (d) there are no other intangible assets which ought to be disclosed in the statement of financial position of K.A. Group in accordance with the Singapore Financial Reporting Standards (International) and which have not been so disclosed and where such intangible assets would have had a material impact on the overall financial position of K.A. Group; and
- (e) save for the Proposed Disposal, the proposed transfer of the legal ownership of 71 Tuas View Place #05-01 and #05-20 Singapore 637434 from K.A. Building Construction Pte. Ltd. to the Company, there are no material acquisitions or disposal of assets by K.A. Group between 31 December 2023 and the Latest Practicable Date, and K.A. Group does not have any plan for any such impending material acquisition or disposal of assets, conversion of the use of K.A. Group's material assets or material change in the nature of K.A. Group's business.

LETTER TO SHAREHOLDERS

2.3 Information on the Buyers

Ms Soh Ying Sin (“**Ms Soh**”), who will purchase 51.0% of the Sale Shares, currently holds 4.16% direct shareholding interest in the Company. Ms Soh has been with the K.A. Group since 2008 and is currently the Chief Operating Officer and Executive Director of the K.A. Group. Ms Soh is not a Controlling Shareholder and not deemed an interested person under Chapter 9 of the Listing Manual.

Macondray Holdings Pte. Ltd., which will purchase 24.5% of the Sale Shares, is deemed a Controlling Shareholder, by virtue of its deemed interest in the 25.99% indirect interest held by its wholly-owned subsidiary Amtrek Investment Pte. Ltd, held under nominee account. Our non-independent non-executive Director Mr Charlie Ng How Kiat is also the President and Executive Director of Macondray Holdings Pte. Ltd. and a Director of Amtrek Investment Pte Ltd. Macondray Holdings Pte. Ltd. holds 100% in Amtrek Investment Pte Ltd. Please also see section 10.2 of this Circular.

TH Investments Pte Ltd, which will purchase 24.5% of the Sale Shares, is a Controlling Shareholder, holding an indirect interest of 26.42% in the Company, held under nominee accounts. TH Investments Pte Ltd is wholly-owned by Tat Hong Investments Pte Ltd, which is in turn wholly owned by Chwee Cheng & Sons Pte Ltd (“**CCSPL**”). 38.33% of the issued share capital of CCSPL is owned by Chwee Cheng Trust constituted under a trust deed. Mr Ng San Tiong, Mr Ng Sun Ho, Mr Ng San Wee and Mr Ng Sun Giam are the joined trustees of Chwee Cheng Trust.

As TH Investments Pte Ltd is a Controlling Shareholder and Macondray Holdings Pte Ltd is an associate of a Controlling Shareholder, they are deemed an interested person under Chapter 9 of the Listing Manual. For more details of the Proposed Disposal as an interested person transaction, please refer to Section 3 of this Circular.

Upon the SPA Completion, Ms Soh shall own an equity interest of 51.0% in KAGHPL. TH Investments Pte Ltd and Macondray Holdings Pte Ltd shall each own 24.5% in KAGHPL, as compared to an indirect interest in KAGHPL of 26.42% and 25.99% respectively (through their respective interests in the Company) prior to the completion of the Proposed Disposal.

Under the SPA, the Buyers have the right to nominate an affiliate to hold the Sale Shares on the SPA Completion, such affiliate being a company in which neither the Company nor its associates, other than the said Buyer group, has any interest (whether direct or indirect).

2.4 Principal Terms of the SPA

(a) Sale and purchase of the Sale Shares

Subject to the terms and conditions of the SPA, the sale and purchase of the Sale Shares shall be free from all encumbrances and with all rights, benefits and entitlements attaching thereto, for the Consideration.

The Sale Shares will also be sold by the Company to the Buyers on an “as is where is” basis without the benefit of any representations or warranties from the Company relating to the business of K.A. Group.

(b) Consideration and Settlement of Consideration

The Consideration of S\$6.9 million was arrived at after arm’s length negotiations between the Company and the Buyers, led by Ms Soh who will be acquiring the single largest amount of 51.0% of K.A. Group. Ms Soh is not a Controlling Shareholder and not deemed an interested person under Chapter 9 of the Listing Manual.

LETTER TO SHAREHOLDERS

In arriving at the Consideration, the parties took into consideration (i) the 31 December Adjusted NAV of the K.A. Group of S\$6.81 million (please refer to section 2.2.1 of this Circular on how the 31 December Adjusted NAV is arrived at).

The 31 December Adjusted NAV was considered and deemed more relevant for this purpose than the net assets value of the K.A. Group as at 31 December 2023 given that the 31 December Adjusted NAV refers to the net assets value of the Target Business and Assets i.e., taking into consideration the Revaluation Surplus of S\$2.37 million, adjusting for the KA Capital Reduction and excluding the net book value of the 71 Tuas View Property (which will be retained by the Company under the Proposed Disposal) of S\$1.07 million as at 31 December 2023; (ii) the financial performance of the K.A. Group in the last 3 financial years (please refer to section 2.2 of this Circular); (iii) the net realizable value of the K.A. Group in the event it is being wound up and (iv) the comparative valuation of selected comparable listed companies in Singapore who are in similar fire protection services industry and/or in the construction industry. As the factors taken into account in arriving at the Consideration are typically the same as those applied by independent valuers of companies, the Company did not commission a valuation for the Proposed Disposal.

The Consideration due from each Buyer to the Company will be offset against the Cash Distribution Amount due to such Buyer pursuant to the Proposed Cash Distribution following completion of the Proposed Capital Reduction. For more details, please refer to section 5.2 of this Circular. As highlighted in section 1.2 of this Circular, the ordinary resolution for the Proposed Disposal and the special resolution for the Proposed Capital Reduction will be inter-conditional upon one another.

The Company's Executive Chairman who is also one of the Recommending Directors, assisted by the Chief Operating Officer, who are both senior management team members in the Company and also not Controlling Shareholders and not deemed interested persons under Chapter 9 of the Listing Manual, was tasked by the Recommending Directors and Audit Committee to discuss and negotiate on behalf of the Company the Proposed Disposal and Proposed Capital Reduction, as a package, with the Buyers, led by Ms Soh who will be acquiring the single largest amount of 51.0% of K.A. Group. Ms Soh is not a Controlling Shareholder and is not deemed an interested person under Chapter 9 of the Listing Manual. As stated in section 2.4(c)(v) below, the Proposed Capital Reduction is one of the conditions precedent to the SPA.

The Company and Ms Soh have agreed that Ms Soh may defer S\$2.0 million ("**Deferred Consideration**") of her total share of the Consideration of approximately S\$3.5 million for a period of up to 2 years after Completion. By way of security for this Deferred Consideration, Ms Soh shall execute a share charge over her 4.16% shareholdings in the Company (4.646 million Shares) and her 51.0% shareholdings in KAGHPL post-Completion in favour of the Company. Further Ms Soh shall pay the Company semi-annually an interest on the outstanding Deferred Consideration at the rate of 5.0% per annum.

(c) Conditions Precedent to the SPA

Completion is conditional upon several conditions being satisfied or waived (as the case may be) to enable Completion to take place by the Longstop Date, including:

- (i) completion of a share split exercise to be conducted by KAGHPL which shall result in the existing 10 ordinary shares being split into 1,000 new ordinary shares;
- (ii) completion of the transfer of 71 Tuas View Place #05-01 and 71 Tuas View Place #05-20 Singapore 637434, free from all encumbrances from K.A. Building Construction Pte. Ltd. to the Company at its net book value of approximately S\$1.1 million as at 31 December 2023;
- (iii) completion of the KA Capital Reduction;

LETTER TO SHAREHOLDERS

- (iv) (subject to completion of the above property transfers) the Company entering into a lease agreement with KAGHPL (or an entity in the K.A. Group) for each property, in the form to be agreed and taking into consideration prevailing comparable market rental rates;
- (v) completion of the Proposed Capital Reduction;
- (vi) the approval of the SGX-ST being granted to the Company for the Proposed Disposal and the Proposed Capital Reduction and not withdrawn or revoked and if such consents or approvals are granted subject to any conditions, such conditions being acceptable to the Company and/or the Buyers; and
- (vii) the approval of (i) the Independent Shareholders for the Proposed Disposal and (ii) the Shareholders for the Proposed Capital Reduction at an EGM.

(d) On Completion

Subject to Completion, the Buyers shall be deemed to hold their Sale Shares with effect from 1 January 2024, and KAGHPL's profits or losses, assets and liabilities from 1 January 2024 to Completion shall be for the account of the Buyers accordingly.

Subject to Completion, the Company agrees:

- (i) to grant to K.A. Group an option exercisable for a period of 2 years from Completion, to purchase any one or both properties at 71 Tuas View Place #05-01 and 71 Tuas View Place #05-20 Singapore 637434 at such consideration based on the prevailing market valuation at the point of the exercise of such right; and
- (ii) in the event the Company plans to sell, transfer or dispose of its interest in any of the above properties to a third-party, to first offer such property to K.A. Group on the same terms as that such third-party gives the Company.

(e) Post-Completion

The Company has given to each Buyer the customary non-compete and non-solicitation customary undertakings in relation to the Passive Fire Protection Business for a period of 2 years from Completion.

3. THE PROPOSED DISPOSAL AS AN INTERESTED PERSON TRANSACTION

3.1 Relationship between the Buyers and the Group

TH Investments Pte Ltd is a Controlling Shareholder, and Macondray Holdings Pte. Ltd owns 100% interest in Amtrek Investment Pte. Ltd., a Controlling Shareholder. Hence, they are each an interested person as defined in Chapter 9 of the Listing Rules.

Pursuant to Listing Rule 906, an issuer must obtain shareholders' approval for an interested person transaction of a value equal to, or more than 5.0% of the Group's latest net tangible asset ("**NTA**") value.

3.2 The Proposed Disposal as an Interested Person Transaction

Rule 909 of the Listing Rules provides that the value of a transaction is the amount at risk to the issuer. Rule 909(4) provides that in the case that the market value or book value of the asset to be dispose of is higher than the consideration from an interested person, the value of the transaction is the higher of the market value or book value of the asset.

LETTER TO SHAREHOLDERS

Having considered Rule 909 of the Listing Rules, which considers the value of the transaction to be the amount at risk to the Group, the Company has considered the value of the interested person transaction to be the following:

The aggregate share of the Relevant Shareholders in the Consideration amounts to S\$3.38 million, which amounts to 5.50% (i.e. more than 5%) of the Group's latest audited NTA of S\$61.47 million as at 31 December 2023.

As the Consideration exceeds 5.0% of the latest audited NTA of the Group, the Proposed Disposal is an interested person transaction subject to approval by Independent Shareholders at the EGM to be convened.

Pursuant to Listing Rule 919, the Relevant Shareholders and their respective associates shall abstain from exercising their voting rights in respect of all existing issued shares owned by them and shall not accept appointments as proxies unless specific instructions as to voting are given, in respect of the resolutions to approve the Proposed Disposal at the EGM.

Further Ms Soh or her associates shall also abstain from exercising their voting rights in respect of all existing issued shares owned by her and shall not accept appointments as proxies unless specific instructions as to voting are given, in respect of the resolutions to approve the Proposed Disposal at the EGM.

3.3 Aggregate value of interested person transactions with the Relevant Shareholders

As at the Latest Practicable Date, save for the Proposed Disposal and as disclosed in section 2.4(d) of this Circular, no other interested person transaction has been entered into by the Group in FY2023 or the current financial year ending 31 December 2024, whether with the Relevant Shareholders or their respective associates.

3.4 IFA Opinion

- (a) The Company has appointed ZICO Capital Pte. Ltd. as the IFA pursuant to Rule 921(4) (a) of the Listing Manual as well as to advise the Recommending Directors on whether the Proposed Disposal as an interested person transaction is on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders.
- (b) The IFA's opinion is extracted from Section 5.0 of the IFA Letter and set out in italics as follows and capitalised terms used within these reproduced statements bear the meanings defined for them in the IFA Letter:

"In arriving at our opinion in respect of the Proposed Disposal as an IPT, we have reviewed and deliberated on the following key considerations which we consider to be pertinent in our assessment:

- (a) the rationale for the Proposed Disposal;*
- (b) the historical financial performance and financial position of the K.A. Group;*
- (c) the Consideration is at premium of 2.5% over the Adjusted NAV and Adjusted NTA of K.A. Group as at 30 June 2024;*
- (d) P/Adjusted NAV as implied by the Consideration of 1.03 times is within the range and higher than the mean and median P/NAV ratios of the Fire Protection Comparable Companies. P/Adjusted NTA as implied by the Consideration of 1.03 times is within the range and higher than the mean and median P/NTA ratios of the Fire Protection Comparable Companies. EV/Sales as implied by the Consideration of 0.52 time is within the range and slightly higher than the median but slightly lower than the mean EV/ Sales ratios of the Fire Protection Comparable Companies.*

LETTER TO SHAREHOLDERS

- (e) *P/Adjusted NAV as implied by the Consideration of 1.03 times is higher than the range of P/NAV ratios of the M&E Comparable Companies. P/Adjusted NTA as implied by the Consideration of 1.03 times is higher than the range of P/NTA ratios of the M&E Comparable Companies. EV/Sales as implied by the Consideration of 0.52 time is within the range and higher than the mean and median of EV/ Sales ratios of the M&E Comparable Companies;*
- (f) *the pro forma financial effects of the Proposed Disposal; and*
- (g) *other relevant considerations as set out in Section 4.6 of this IFA Letter.*

Having considered carefully the information available to us as at the Latest Practicable Date, and based on our analyses, we are of the opinion that the Proposed Disposal as an IPT is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders.”

- (c) The IFA Letter is reproduced and appended in its entirety in Appendix B to this Circular and Shareholders are advised to read the IFA Letter in its entirety carefully.

4. THE PROPOSED DISPOSAL AS A MAJOR TRANSACTION

4.1 Relative Figures

Based on the latest announced consolidated financial results of the Group (being the Group's audited financial results for the financial year ended 31 December 2023), the relative figures computed on the bases set out under Rule 1006 of the Listing Rules in relation to the Proposed Disposal are as follows:

Rule 1006 Listing Rules	Bases	Relative figures (%) for the Proposed Disposal
(a)	The net asset value of the assets to be disposed of, compared with the Group's net asset value. This basis is not applicable to an acquisition of assets.	11.02% ⁽¹⁾
(b)	The net profits attributable to the assets acquired or disposed of, compared with the Group's net profits.	Not applicable as the Target Business and Assets of K.A. Group was not profitable in the last 3 financial years. Please refer to section 2.2 of this Circular.
(c)	The aggregate value of the consideration given or received, compared with the Company's market capitalisation.	24.46% ⁽²⁾
(d)	The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable as there is no issuance of equity securities by the Company.
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Group's proved and probable reserves.	Not applicable as the Company is not a mineral, oil or gas company

Notes:

- (1) Computed based on the 31 December Adjusted NAV of the Target Business and Assets of S\$6.8 million (please refer to the last paragraph in section 2.2 of this Circular on how the 31 December Adjusted NAV is arrived at) and the Group's audited net asset value of approximately S\$61.7 million as at 31 December 2023.

LETTER TO SHAREHOLDERS

- (2) Computed based on the Purchase Consideration of S\$6.9 million and the Company's market capitalisation of approximately S\$28.2 million on 9 May 2024, being the last full market day preceding the date of the SPA on which shares were last traded on the SGX-ST. The percentage of the Purchase Consideration as compared with the Company's market capitalization of approximately S\$38.5 million as at the Latest Practicable Date was 17.9%.

4.2 Approval for Proposed Disposal

As the relative figures of Listing Rule 1006 exceeds 20%, the Proposed Disposal is a major transaction requiring Shareholders' approval under Chapter 10 of the Listing Rules.

4.3 Excess over Book Value and Use of Proceeds

The Proposed Disposal will result in an excess of proceeds of approximately S\$80,000 over the 31 December Adjusted NAV of the Target Business and Assets.

The Company intends to apply the net proceeds from the Proposed Disposal (excluding the Deferred Consideration and after deducting all costs and expenses) of approximately S\$4.70 million to the Proposed Cash Distribution following completion of the Proposed Capital Reduction (if approved by Shareholders).

5. PROPOSED CAPITAL REDUCTION AND PROPOSED CASH DISTRIBUTION

5.1 Details of the Proposed Capital Reduction

(a) Purpose

As at the Latest Practicable Date, the Company has an issued and paid-up share capital of approximately S\$88,495,000 comprising 111,595,912 Shares (excluding treasury shares). The company has 2,129,967 treasury shares and 40,000,000 non-listed warrants which carries the right to subscribe in cash for one new ordinary share of the Company at the exercise price of S\$0.50 per warrant, provided that, the outstanding share capital of the Company from time to time exceeds 284 million shares (excluding treasury shares).

Saved as disclosed above, the Company does not have any outstanding convertibles.

(b) Cash Distribution Amount under the Proposed Capital Reduction

The Cash Distribution Amount is approximately S\$6.7 million in aggregate and will be distributed, *pro-rata*, to all the Shareholders as at the Books Closure Date, subject to the conditions set out in Section 5.4 below having been satisfied. The final Cash Distribution Amount or amount to be received by each Eligible Shareholder pursuant to the Proposed Capital Reduction will be based on the total number of Shares in existence or held by the respective Shareholder as at the Books Closure Date.

The respective entitlement of the Shareholders to the Cash Distribution Amount is equal to approximately S\$0.06 per Share based on the Existing Share Capital of 111,595,912 Shares (excluding treasury shares) as at the Latest Practicable Date.

The aggregate Cash Distribution Amount to be paid to each Shareholder pursuant to the Proposed Capital Reduction and the Proposed Cash Distribution will be adjusted by rounding down any fractions of a cent to the nearest cent, where applicable.

(c) No change in shareholdings

The Proposed Capital Reduction will not result in any change in the number of Shares held by Shareholders. Each Shareholder will continue to hold the same number of Shares before and after the Proposed Capital Reduction. Hence, if a Shareholder has not dealt in the Shares, such Shareholder will hold the same number of Shares before and after the Proposed Capital Reduction.

LETTER TO SHAREHOLDERS

5.2 Funds for the Proposed Cash Distribution

The Proposed Cash Distribution of approximately S\$6.7 million will be funded from the net proceeds from the Proposed Disposal, excluding the Deferred Consideration, of S\$4.9 million and the balance of approximately S\$1.8 million from our Group's internal sources.

Further, any Cash Distribution Amount payable to the Relevant Shareholders and Ms Soh will be offset against the Consideration payable by each of them as Buyers under the Proposed Disposal, as follows:

Name of Buyer	Number (% of Sale Shares)	Allocation of Consideration	Cash Receipts from Proposed Cash Distribution	Balance payable to / (receivable from) the Company
Soh Ying Sin	510 (51.0%)	S\$3,519,000	S\$278,760	S\$3,240,240*
Macondray Holdings Pte. Ltd.	245 (24.5%)	S\$1,690,500	S\$1,739,904	S\$(49,404)**
TH Investments Pte Ltd	245 (24.5%)	S\$1,690,500	S\$1,769,169	S\$(78,669)**
	1,000 (100.0%)	S\$6,900,000	S\$3,787,833	S\$3,112,167*

* Includes Deferred Consideration

** The Relevant Shareholders are not required to pay the Company any balance Consideration, as the amount that they shall respectively receive from the Proposed Cash Distribution is higher than their respective balance Consideration.

5.3 Court Order for the Proposed Capital Reduction

The Company shall be carrying out the Proposed Capital Reduction under section 78G(1) of the Companies Act, which is by way of a special resolution approved by an order of the Court, subject to compliance with certain provisions in the Companies Act, as set out below.

If the special resolution for the Proposed Capital Reduction is passed at the EGM, the Company will then apply to Court for an order under section 78I of the Companies Act. The Court will settle a list of qualifying creditors, by ascertaining, as far as possible without requiring an application from any creditor, the names of qualifying creditors and the nature and amount of their debts or claims and the Court may publish notices fixing a day or days within which creditors not included in the list are to claim to be so included or are to be excluded from the list. A “**qualifying creditor**” means a creditor of the Company who, at a date fixed by the Court, is entitled to any debt or claim which, if that date were the commencement of the winding up of the Company, would be admissible in proof against the Company.

If, at the time the Court considers the application, there is a qualifying creditor who is included in the Court's list of qualifying creditors and whose claim has not been terminated or whose debt has not been discharged, the Court will not make an order approving the Proposed Capital Reduction unless satisfied, as respects each qualifying creditor, that (a) the qualifying creditor has consented to the reduction, (b) the qualifying creditor's debt or claim has been secured or the qualifying creditor has other adequate safeguards for it, or (c) security or other safeguards are unnecessary in view of the assets the Company would have after the Proposed Capital Reduction.

Where the Court makes an order approving the Proposed Capital Reduction under section 78I of the Companies Act, the Company must, for the Proposed Capital Reduction to take effect, lodge with the Registrar (a) a copy of the Court order and (b) a notice containing information on the Proposed Capital Reduction, within 90 days from the date of the Court order or within such longer period as the Registrar may, on the Company's application and on receiving the prescribed fee, allow.

LETTER TO SHAREHOLDERS

The special resolution for the Proposed Capital Reduction and the Proposed Capital Reduction do not take effect until (a) the Court order is made, (b) the Company has lodged the requisite information with the Registrar and (c) the Registrar has recorded the information lodged in the appropriate register.

5.4 Conditions for the Proposed Capital Reduction

Shareholders should note that the Proposed Capital Reduction is subject to, among others:

- (a) the completion of the Proposed Disposal;
- (b) the approval of the Shareholders by way of a special resolution for the Proposed Capital Reduction, i.e., 75% majority of votes cast at the EGM;
- (c) the Court making an order approving the Proposed Capital Reduction; and
- (d) the Company's lodgment of the Court order and notice containing information on the Proposed Capital Reduction with the Registrar within the prescribed timeframe.

The Company will make an immediate announcement to update Shareholders if any of the conditions for the Proposed Capital Reduction as set out in this Section 5.4 are not met.

5.5 Administrative Procedures for the Proposed Cash Distribution

The administrative procedures for the Proposed Cash Distribution are as follows:

- (a) Books Closure Date
 - (i) Only Eligible Shareholders will be considered for purposes of the Proposed Cash Distribution, on the basis of such number of Shares registered in their names or standing to the credit of their Securities Accounts as at the Books Closure Date.
 - (ii) On the Expected Payment Date, the Eligible Shareholders will receive a sum of approximately S\$0.06 for each Share held by them as at the Books Closure Date.
 - (iii) Subject to the satisfaction of the conditions set out in Section 5.4 above, the Company will make further announcements in due course as soon as reasonably practicable to notify Shareholders of:
 - (1) the Books Closure Date;
 - (2) the Effective Date; and
 - (3) the Expected Payment Date.
- (b) Deposit of Scrip Shares with CDP

Eligible Shareholders who hold Shares registered in their own names in the Register of Members and who wish to deposit their Shares with CDP prior to the Books Closure Date must deliver the existing share certificates in respect of their Shares, together with the duly executed instruments of transfer in favour of CDP, at least 12 Market Days prior to the Books Closure Date, in order for their Securities Accounts to be credited with the relevant Shares by the Books Closure Date.

LETTER TO SHAREHOLDERS

(c) Payment pursuant to the Cash Distribution

(i) *Entitled Shareholders holding Scrip Shares*

Shareholders whose Shares are registered in the Register of Members as at the Books Closure Date will have the cheques for payment of their entitlements under the Proposed Cash Distribution despatched to them by ordinary post at their own risk addressed to their respective addresses in the Register of Members on the Expected Payment Date. The Company shall not be liable for any loss in transmission.

(ii) *Eligible Shareholders who are Depositors*

Shareholders who are Depositors and who have Shares standing to the credit of their Securities Accounts as at the Books Closure Date will have the cheques for payment of their entitlements under the Proposed Cash Distribution despatched to them by CDP by ordinary post at their own risk on the Expected Payment Date. Alternatively, such Depositors will have payment of their entitlements under the Proposed Cash Distribution made in such other manner as they may have agreed with CDP for the payment of dividends or other distributions on the Expected Payment Date. Neither the Company nor CDP shall be responsible or liable for any loss in transmission.

5.6 Taxation

Shareholders should note that the following statements are not to be regarded as advice on the tax position of any Shareholder or any tax implication arising from the Proposed Capital Reduction and Proposed Cash Distribution. Shareholders who are in doubt as to their respective tax positions or such tax implications or who may be subject to tax in a jurisdiction outside Singapore should consult their own tax advisers or other independent advisers.

For Singapore income tax purposes, payments made by a Singapore resident company to shareholders pursuant to share capital reductions are generally classified as either a return of capital (which is a capital gain not subject to tax) or a receipt of dividends (which is tax-exempt under the one-tier corporate tax system). As such, for Singapore income tax purposes, any gains from such transactions are generally not taxable unless the proceeds constitute taxable revenue gains or profits from a trade or business carried on by the shareholders.

As the amount to be paid to Shareholders pursuant to the Proposed Cash Distribution will be paid out of the reduction of the existing issued and paid-up share capital of the Company pursuant to the Proposed Capital Reduction, the Proposed Cash Distribution should generally be regarded as a return of capital, and is therefore not taxable in Singapore for Shareholders, unless the proceeds constitute taxable revenue gains or profits from a trade or business carried on by Shareholders.

6. RATIONALE FOR THE PROPOSED TRANSACTIONS

6.1 Rationale for the Proposed Disposal

In the recent annual report 2023, the Group has mentioned its intention to shift its business model towards one that is more scalable and aligns with the enduring technological trends in today's world. The Proposed Disposal will enable the Group to focus its resources on its trading, distribution, trade finance and supply chain solutions businesses in Singapore and the region as well as expanding its digital assets and tokenisation advisory services and regulated domestic and cross-border money transfers and money-changing services. As illustrated and explained in section 2.2 of this Circular, K.A. Group recorded net losses before tax in the last three financial years in FY2023, FY2022 and FY2021.

Intraco acquired K.A. Group from its founder Mr Soh Yong Poon in 2014. Since the acquisition Mr Soh and his daughter Ms Soh has been continuing to drive the business of K.A. Group as Executive Directors and Chief Executive Officer and Chief Operating Officer respectively of

LETTER TO SHAREHOLDERS

the K.A. Group. The Proposed Disposal to Ms Soh and existing indirect shareholders ie TH Investments Pte Ltd and Macondray Holdings Pte. Ltd. shall minimise any disruption to K.A. Group's business and operations after Completion.

6.2 Rationale for the Proposed Capital Reduction

The Proposed Capital Reduction will enable the Group to reward its shareholders using the net proceeds from the Proposed Disposal following its successful completion of the Proposed Disposal. This will enable the Group to continue to maintain a healthy balance sheet and retain its existing cash balance to fund its businesses.

6.3 Rationale for the Inter-Conditionality of the Resolutions for the Proposed Transactions

The Company will not complete the Proposed Capital Reduction if the Proposed Disposal is not approved as the Company intends to use the net proceeds from the Proposed Disposal for the Proposed Cash Distribution and does not intend to use the Group's existing cash balance, to fund the Proposed Cash Distribution.

In addition, the Company will also not proceed with the Proposed Disposal if the Proposed Capital Reduction is not approved, as the Buyers have expressed that they would like to minimize their respective net cash outlay for their purchase of their respective interests in K.A. Group pursuant to the Proposed Disposal by offsetting the amounts due from them under the Proposed Disposal and the amounts due to them under the Proposed Cash Distribution), as set out in section 5.2 of this Circular.

7. PRO FORMA FINANCIAL EFFECTS OF THE PROPOSED TRANSACTIONS

7.1 Pro Forma Financial Effects

The *pro forma* financial effects of the Proposed Disposal and Proposed Capital Reduction on the Company's share capital and the Group's NTA per share and earnings per share (the "**EPS**") as set out below are strictly for illustrative purposes and are not indicative of the actual financial position and results of the Group following the Proposed Disposal and Proposed Capital Reduction Exercise.

The *pro forma* financial effects have been prepared based on the audited financial statements of the Group ended 31 December 2023, on the following bases and assumptions:

- (a) the Proposed Disposal and Proposed Capital Reduction had been completed on 31 December 2023 for the purpose of illustrating the financial effects on the NTA;
- (b) the Proposed Disposal and Proposed Capital Reduction had been completed on 1 January 2023 for the purpose of illustrating the financial effects on the EPS;
- (c) the issued and paid-up share capital of the Company comprising 112,483,479 Shares (excluding treasury shares); and
- (d) assuming estimated transactions costs of S\$150,000 and estimated stamp duty of S\$50,000 for the transfer of the legal ownership of the 71 Tuas View Place #05-01 and 71 Tuas View Place #05-20 Singapore 637434 from K.A. Group to the Company.

LETTER TO SHAREHOLDERS

7.2 NTA per share

Assuming that the Proposed Disposal and Proposed Capital Reduction Exercise was completed on 31 December 2023, the *pro forma* financial effects on the Group's NTA per share would be as follows:

	Before the Proposed Disposal and Proposed Capital Reduction	After the Proposed Disposal and before the Proposed Capital Reduction	After the Proposed Disposal and Proposed Capital Reduction
NTA of the Company (S\$'000)	61,474	61,792	55,043
Number of issued ordinary shares in the capital of the Company (excluding treasury shares)	112,483,479	112,483,479	112,483,479
NTA per share (S\$)	0.55	0.55	0.49

7.3 EPS

Assuming that the Proposed Disposal was completed on 1 January 2023, the *pro forma* financial effects on the Group's EPS would be as follows:

	Before the Proposed Disposal and Proposed Capital Reduction	After the Proposed Disposal and before the Proposed Capital Reduction	After the Proposed Disposal and Proposed Capital Reduction
Profit attributable to Shareholders (S\$'000)	3,180	3,498	3,498
Weighted average number of ordinary shares, excluding treasury shares	112,483,479	112,483,479	112,483,479
EPS (cents)	2.83	3.11	3.11

7.4 Share Capital

	Before the Proposed Disposal and Proposed Capital Reduction	After the Proposed Disposal and before the Proposed Capital Reduction	After the Proposed Disposal and Proposed Capital Reduction
Number of issued ordinary shares in the capital of the Company (excluding treasury shares)	112,483,479	112,483,479	112,483,479
Paid-up capital (S\$)	88,495,000	88,495,000	81,746,000

LETTER TO SHAREHOLDERS

8. RECOMMENDATIONS

8.1 Audit Committee's Statement on the Proposed Disposal

The Audit Committee of the Company comprises Mr Soh Chung Hian (Lead Independent Director), Mr Tan Hup Foi (Independent Director) and Mr Charlie Ng How Kiat (Non-Independent Non-Executive Director). The Chairman of the Audit Committee is Mr Soh Chung Hian.

The members of the Audit Committee do not have any interests in the Proposed Disposal and are accordingly deemed to be independent for the purposes of the Proposed Disposal.

As at the Latest Practicable Date, Mr Charlie Ng How Kiat is the President and Executive Director of Macondray Holdings Pte Ltd and a Director of Amtrek Investment Pte Ltd. While Mr Charlie Ng How Kiat is not considered an “interested person” under Chapter 9 of the Listing Manual, he has, for good corporate governance, abstained from the deliberations and recommendations of the Audit Committee and of the Board in relation to the Proposed Disposal.

The Audit Committee (save for Mr Charlie Ng How Kiat), having considered and reviewed, among others, the rationale for the Proposed Disposal (section 6.1 of this Circular), the terms of the SPA (section 2 of this Circular), the basis in arriving at the Consideration (section 2.4 of this Circular), the financial effects of the Proposed Disposal (section 7 of this Circular), and the advice of the IFA for the Proposed Disposal (section 3.4 and Appendix A of this Circular) in the IFA Letter, is satisfied that, the terms of the Proposed Disposal are on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders.

Accordingly, the Audit Committee (save for Mr Charlie Ng How Kiat) recommends that the Independent Shareholders vote in favour of Ordinary Resolution 1, set out in the Notice of EGM.

8.2 Directors' Recommendations in respect of the Proposed Transactions

Having considered and reviewed, among others, the rationale for the Proposed Transactions (section 6 of this Circular), the terms of the SPA (section 2 of this Circular), the basis in arriving at the Consideration (section 2.4 of this Circular), the financial effects of the Proposed Transactions (section 7 of this Circular), and the advice of the IFA for the Proposed Disposal (section 3.4 and Appendix A of this Circular) in the IFA Letter, the Recommending Directors (comprising all Directors as at the Latest Practicable Date (except for Mr Charlie Ng How Kiat for the reason set out in section 8.1 of this Circular) are of the opinion that the Proposed Transactions, notwithstanding that it is inter-conditional, is in the best interests of the Company and the Shareholders. Accordingly, the Recommending Directors recommend that Shareholders vote in favour of Ordinary Resolution 1 and Special Resolution 2, set out in the Notice of EGM.

Our Executive Chairman and Director Mr Mak Lye Mun will, in respect of the Shares that he owns, be voting in favour of both Ordinary Resolution 1 and Special Resolution 2.

9. ABSTENTION FROM VOTING

Rule 919 of the Listing Manual requires that interested persons and their associates must not vote on any Shareholders' resolutions approving the interested persons transaction.

As TH Investments Pte Ltd is a Controlling Shareholder and Macondray Holdings Pte Ltd is an associate of another Controlling Shareholder Amtrek Investment Pte Ltd, they are each deemed an interested person under Chapter 9 of the Listing Manual.

For the purpose of Rule 919, each of TH Investments Pte Ltd and Amtrek Investment Pte Ltd has undertaken to the Company (i) to abstain from voting at the EGM in relation to the Proposed Disposal and to not appoint the Chairman of the EGM as a proxy; and (ii) to ensure that their associates abstain from voting at the EGM.

LETTER TO SHAREHOLDERS

Additionally, for good corporate governance, while Ms Soh is not an interested person but one of the Buyers for 51.0% in K.A. Group for the purposes of the Proposed Disposal, Ms Soh will abstain from voting at the EGM in relation to the Proposed Disposal and will not appoint any proxy to vote at the EGM.

10. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

10.1 As at the Latest Practicable Date, the Executive Chairman and Director, Mr. Mak Lye Mun holds 3,134,533 Shares, which represents 2.81% of the issued and paid-up capital of 111,595,912 Shares (excluding treasury shares). Save as above, none of the other Directors hold any interest, direct or indirect, as at the Latest Practicable Date.

10.2 The interests of the Substantial Shareholders in the Shares, as recorded in the Register of Substantial Shareholders as at the Latest Practicable Date, are as follows:

Substantial Shareholders	Direct Interest		Deemed Interest	
	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾
TH Investments Pte Ltd			29,486,148 ⁽²⁾	26.42
Tat Hong Investments Pte Ltd			29,486,148 ⁽²⁾	26.42
Chwee Cheng & Sons Pte Ltd			29,486,148 ⁽²⁾	26.42
Ng San Tiong			29,486,148 ⁽²⁾	26.42
Ng Sun Ho			29,486,148 ⁽²⁾	26.42
Ng San Wee			29,486,148 ⁽²⁾	26.42
Ng Sun Giam			29,486,148 ⁽²⁾	26.42
Amtrek Investment Pte. Ltd.	28,998,400	25.99		
Chew Leong Chee			28,998,400 ⁽³⁾	25.99
Melanie Chew Ng Fung Ning			28,998,400 ⁽⁴⁾	25.99
Resource Pacific Holdings Pte. Ltd.			28,998,400 ⁽⁵⁾	25.99
Asia Resource Corporation Pte. Ltd.			28,998,400 ⁽⁶⁾	25.99
Macondray Holdings Pte. Ltd.			28,998,400 ⁽⁷⁾	25.99

Notes:

(1) Percentage interests have been calculated based on total share capital issued capital of 111,595,912 Shares (excluding treasury shares) as at the Latest Practicable Date and are rounded to the nearest two (2) decimal places.

(2) Shares owned by TH Investments Pte Ltd are held under nominee account(s). TH Investments Pte Ltd is wholly owned by Tat Hong Investments Pte Ltd, which in turn is wholly owned by Chwee Cheng & Sons Pte Ltd. ("CCSPL"). 38.33% of the issued share capital of CCSPL is owned by Chwee Cheng Trust constituted under a trust deed. Mr Ng San Tiong, Mr Ng Sun Ho, Mr Ng San Wee and Mr Ng Sun Giam are the joint trustees of Chwee Cheng Trust.

Pursuant to Section 7 of the Act, each of Mr Ng San Tiong, Mr Ng Sun Ho, Mr Ng San Wee and Mr Ng Sun Giam has a deemed interest in Chwee Cheng Trust's 38.33% shareholding interest in CCSPL and a direct interest in CCSPL. Accordingly, each of Mr Ng San Tiong, Mr Ng Sun Ho, Mr Ng San Wee and Mr Ng Sun Giam is deemed to be interested in the shares held by TH Investments Pte Ltd in the Company.

(3) Mr Chew Leong Chee ("**Mr Chew**") owns 25% direct interest and 30% indirect interest through his spouse, Dr Melanie Chew Ng Fung Ning ("**Dr Melanie Chew**") in Resource Pacific Holdings Pte. Ltd. ("**RPHPL**"). Mr Chew also owns 38.01% interest in Asia Resource Corporation Pte. Ltd. ("**ARCPL**").

RPHPL owns 42.72% interest in ARCPL. ARCPL owns 84.10% interest in Macondray Holdings Pte. Ltd. ("**MHPL**"). MHPL owns 100% interest in Amtrek Investment Pte. Ltd. ("**AIPL**"). Pursuant to Section 7 of the Companies Act, Mr Chew is deemed to be interested in the shares held by AIPL in the Company.

LETTER TO SHAREHOLDERS

- (4) Dr Melanie Chew owns 30% direct interest in RPHPL. RPHPL owns 42.72% interest in ARCPL. ARCPL owns 84.10% interest in MHPL. MHPL owns 100% interest in AIPL. Pursuant to Section 7 of the Companies Act, Dr Melanie Chew is deemed to be interested in the shares held by AIPL in the Company.
- (5) RPHPL owns 42.72% interest in ARCPL. ARCPL owns 84.10% interest in MHPL. MHPL owns 100% interest in AIPL. Pursuant to Section 7 of the Companies Act, RPHPL is deemed to be interested in the shares held by AIPL in the Company.
- (6) ARCPL owns 84.10% interest in MHPL. MHPL owns 100% interest in AIPL. Pursuant to Section 7 of the Companies Act, ARCPL is deemed to be interested in the shares held by AIPL in the Company.
- (7) MHPL owns 100% interest in AIPL. Pursuant to Section 7 of the Companies Act, MHPL is deemed to be interested in the shares held by AIPL in the Company.

10.3 Save as disclosed in this Circular, none of the Directors or the Controlling Shareholders has any interest, direct or indirect, in the Proposed Transactions.

11. DIRECTORS' SERVICE CONTRACTS

No person is proposed to be appointed as a director of the Company in connection with the Proposed Disposal and there is no service contract arising from the Proposed Disposal.

12. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages 45 to 48 of this Circular, will be held at 160 Robinson Road, #06-01 SBF Centre, Singapore 068914, on Friday, 1 November 2024 at 10.00 am for the purpose of considering and, if thought fit, passing, with or without modifications, Ordinary Resolution 1 in respect of the Proposed Disposal and Special Resolution 2 in respect of the Proposed Capital Reduction, as set out in the Notice of EGM on pages 45 to 48 of this Circular.

13. ACTIONS TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote at the EGM on their behalf must complete, sign and return the Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to arrive at the registered office of the Company at 60 Albert Street, #07-01 OG Albert Complex, Singapore 189969 or by email to the Company at investor.relations@intraco.com not less than 72 hours before the time fixed for the EGM. The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM should he/she subsequently decide to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance.

A Depositor shall not be regarded as a Shareholder of the Company and shall not be entitled to attend the EGM and to speak and vote thereat unless his/her name appears on the Depository Register at least 72 hours before the EGM.

14. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Transactions, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

LETTER TO SHAREHOLDERS

15. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 60 Albert Street, #07-01 OG Albert Complex, Singapore 189969, during normal business hours on any weekday for three (3) months from the date of this Circular:

- (a) the SPA;
- (b) the IFA Letter; and
- (c) the Company's Constitution.

Yours faithfully
For and behalf of
the Board of Directors of **Intraco Limited**

Mak Lye Mun
Executive Chairman and Director

APPENDIX A – IFA LETTER

Date: 9 October 2024

To: The Recommending Directors (defined herein) who are deemed independent in relation to the Proposed Disposal:

Mr Mak Lye Mun	Executive Chairman and Director
Mr Soh Chung Hian	Lead Independent Director
Ms Ong Beng Hong	Independent Director
Mr Tan Hup Foi	Independent Director

Dear Sir/Madam,

THE PROPOSED DISPOSAL OF THE GROUP'S PASSIVE FIRE PROTECTION BUSINESS AS AN INTERESTED PERSON TRANSACTION

Unless otherwise defined or the context otherwise requires, all capitalised terms used in this letter shall have the same meaning as defined in the circular to shareholders ("**Shareholders**") of Intraco Limited ("**Intraco**" or the "**Company**", together with its subsidiaries, the "**Group**") dated 9 October 2024. For the purposes of this letter, the Latest Practicable Date is 26 September 2024 as defined in the Circular.

1. INTRODUCTION

The Board had on 9 May 2024 announced (the "**Announcement**"), among others, that:

- (a) the Company had entered into the conditional share sale and purchase agreement dated 9 May 2024 with the Buyers, pursuant to which the Company had agreed to sell all its shares in K.A. Group Holdings Pte Ltd ("**KAGHPL**"), its wholly-owned subsidiary (the "**Sale Shares**") for a total consideration of S\$6.9 million, on the terms and subject to the conditions of the SPA (the "**Proposed Disposal**"); and
- (b) in conjunction with the Proposed Disposal, the Company proposes to conduct a share capital reduction (the "**Proposed Capital Reduction**"), which shall result in the Company distributing S\$0.06 per share or an aggregate of approximately S\$6.7 million to its Eligible Shareholders (the "**Cash Distribution Amount**") (the "**Proposed Cash Distribution**").

The Board had on 15 August 2024 announced that the Company and the Buyers have entered into a supplemental agreement dated 15 August 2024 to amend certain terms and conditions of the conditional share sale and purchase agreement dated 9 May 2024, including the KA Capital Reduction, and both of these agreements are collectively known as the "**SPA**".

Upon the SPA Completion, KAGHPL will cease to be a subsidiary of the Company, and the Group will exit from the Passive Fire Protection Business. It will focus on its distribution and trading of plastic resin and liquor and supply chain solutions businesses in Singapore and the region, its digital assets and tokenisation advisory services and provision of mobile radio infrastructure management services in Singapore. It also has a 19.90% equity interest in a major payment institution licensed by the Monetary Authority of Singapore to conduct regulated payment services. Accordingly, the Group does not consider it to be a cash company pursuant to the SGX Listing Manual following the completion of the Proposed Disposal.

Upon completion of the Proposed Disposal, Ms Soh Ying Sin ("**Ms Soh**"), shall own directly an equity interest of 51.0% in KAGHPL. TH Investments Pte Ltd and Macondray Holdings Pte Ltd shall each own directly 24.5% in the KAGHPL as compared to an indirect interest in KAGHPL of 26.42% and 25.99% respectively prior to the completion of the Proposed Disposal.

The Directors are convening an EGM to be held on Friday, 1 November 2024 at 10.00 a.m. at 160 Robinson Road, #06-01 SBF Centre, Singapore 068914 to seek Shareholders' approval for the Proposed Disposal and the Proposed Capital Reduction.

APPENDIX A – IFA LETTER

TH Investments Pte Ltd is a Controlling Shareholder, and Macondray Holdings Pte. Ltd owns 100% interest in Amtrek Investment Pte. Ltd., a Controlling Shareholder. Hence, they are each an interested person as defined in Chapter 9 of the Listing Manual.

The aggregate share of the Relevant Shareholders (being TH Investments Pte Ltd and Amtrek Investment Pte Ltd) in the Consideration is S\$3.38 million, which amounts to 5.50% (i.e. more than 5%) of the Group's latest audited net tangible asset ("**NTA**") of S\$61.47 million as at 31 December 2023. Pursuant to Rule 906 of the Listing Manual, an issuer must obtain shareholders' approval for an interested person transaction of a value equal to, or more than 5.0% of the Group's latest NTA value.

ZICO Capital Pte. Ltd. ("**ZICO Capital**") has been appointed by the Company as the Independent Financial Adviser ("**IFA**") pursuant to Rule 921(4)(a) of the Listing Manual as well as to advise the directors of the Company who are considered independent for the purposes of the Proposed Disposal, Mr Mak Lye Mun, Ms Ong Beng Hong, Mr Soh Chung Hian and Mr Tan Hup Foi (collectively, the "**Recommending Directors**") as to whether the Proposed Disposal as an interested person transaction ("**IPT**") is on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders.

This IFA letter ("**IFA Letter**") has been prepared pursuant to Chapter 9 of the Listing Manual as well as being addressed to the Recommending Directors. This IFA Letter sets out *inter alia*, our evaluation and opinion on the Proposed Disposal as an IPT. This IFA Letter forms part of the Circular which provides, *inter alia*, details of the Proposed Disposal and the recommendation of the Recommending Directors. Certain figures and computations as enumerated or set out in this IFA Letter are based on approximations and their accuracy is subject to rounding.

2. TERMS OF REFERENCE

ZICO Capital has been appointed as the IFA pursuant to Rule 921(4)(a) of the Listing Manual to opine on whether the Proposed Disposal as an IPT is on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders, as well as to advise the Recommending Directors for the purpose of their consideration of the Proposed Disposal as an IPT.

We are not and were not involved or responsible, in any aspect, in the negotiations pertaining to the Proposed Disposal, nor were we involved in the deliberations leading up to the decision on the part of the Directors to propose the Proposed Disposal. We do not, by this IFA Letter, warrant the merits of the Proposed Disposal other than to express an opinion on whether the Proposed Disposal as an IPT is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders.

It is not within our terms of reference to evaluate or comment on the legal, strategic, commercial and financial risks and/or merits (if any) of the Proposed Disposal as an IPT, or to compare their relative merits *vis-à-vis* alternative transactions previously considered by the Company (if any) or that may otherwise be available to the Company currently or in the future, and we have not made such evaluation or comments. Such evaluations or comments shall remain the sole responsibility of the Directors and/or the management of the Company ("**Management**") although we may draw upon their views or make such comments in respect thereof (to the extent deemed necessary or appropriate by us) in arriving at our opinion as set out in this IFA Letter.

In the course of our evaluation of the Proposed Disposal, we have held discussions with the Directors, the Management and/or their professional advisers (where applicable) and have examined and relied to a considerable extent on the information set out in the Circular, other publicly available information collated by us as well as information, representations, opinions, facts and statements provided to us, whether written or verbal, by the Directors, the Management and/or the professional advisers (where applicable). Whilst care has been exercised in reviewing the information upon which we have relied, we have not independently verified such information or representations, whether written or verbal, and accordingly cannot and do not make any

APPENDIX A – IFA LETTER

warranty or representation, express or implied, in respect of, and do not accept any responsibility for the accuracy, completeness or adequacy of such information or representations. We have nevertheless made such reasonable enquiries and exercised judgement on the reasonable use of such information, as were deemed necessary, and have found no reason to doubt the accuracy or reliability of the information and representations.

We have not independently verified and have assumed that all statements of fact, belief, opinion and intention made by the Directors in the Circular in relation to the Proposed Disposal as an IPT have been reasonably made after due and careful enquiry. Whilst care has been exercised in reviewing the information which we have relied on, we have not independently verified the information but nevertheless have made reasonable enquiries and exercised judgment on the reasonable use of such information, as were deemed necessary, and have found no reason to doubt the accuracy or reliability of the information and representations.

We have relied upon the assurances from the Directors and the Management (including those who may have delegated detailed supervision of the Circular), who have accepted full responsibility for the accuracy and completeness of the information provided to us, that, to the best of their knowledge and belief, they have taken reasonable care to ensure that the facts stated and opinions expressed by them or the Company in the Circular are true, complete and accurate in all material aspects. The Directors have confirmed to us that, to the best of their knowledge and belief, there is no other information or fact, the omission of which would cause any statement in the Circular in respect of the Group and the Proposed Disposal to be inaccurate, incomplete or misleading in any material respect. The Directors have jointly and severally accepted full responsibility for such information described herein.

Save as disclosed, we would like to highlight that all information relating to the Company or the Group which we have relied upon in arriving at our opinion has been obtained from publicly available information and/or from the Directors and the Management and the professional advisers (where applicable). We have not independently assessed and do not warrant or accept any responsibility as to whether the aforesaid information adequately represents a true and fair position of the financial, operational and business affairs of the Company or the Group at any time or as at the Latest Practicable Date.

The scope of our appointment does not require us to conduct a comprehensive independent review of the business, operations or financial condition of the Company and/or the Group, or to express, and we do not express, a view on the future growth prospects, value and earnings potential of the Company and/or the Group after the Proposed Disposal. Such review or comments, if any, remain the responsibility of the Directors and the Management, although we may draw upon their views or make such comments in respect thereof (to the extent deemed necessary or appropriate by us) in arriving at our opinion as set out in this IFA Letter. We have not obtained from the Company and/or the Group, any projection of the future performance including financial performance of the Company and/or the Group, and we did not conduct discussions with the Directors and the Management on, and did not have access to, any business plan and financial projections of the Company and/or the Group. In addition, we are not expressing any view as to the prices at which the Shares may trade or the future value, financial performance or condition of the Company and/or the Group, upon or after the completion of the Proposed Disposal.

We have not made any independent evaluation or appraisal of the assets and liabilities (including without limitation, property, plant and equipment) of the Group.

Our opinion as set out in this IFA Letter is based on market, economic, industry, monetary and other conditions (if applicable) prevailing, as well as information and representations provided to us, as at the Latest Practicable Date. Such conditions and information may change significantly over a short period of time. We assume no responsibility to update, revise or reaffirm our opinion in light of any subsequent developments after the Latest Practicable Date that may affect our opinion contained therein. Shareholders should take note of any announcements relevant to their consideration of the Proposed Disposal, which may be released by the Company after the Latest Practicable Date.

APPENDIX A – IFA LETTER

In rendering our advice and providing our opinion, we did not have regard to the specific investment objectives, financial situation, tax position, risk profiles or unique needs and constraints of any Shareholder or any specific group of Shareholders. As different Shareholders would have different investment profiles and objectives, we would advise the Recommending Directors to recommend that any individual Shareholder or group of Shareholders who may require advice in the context of his or their specific investment portfolio(s) or objective(s) consult his or their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

The Company has been separately advised by its own professional advisers in the preparation of the Circular (other than this IFA Letter). We have had no role or involvement and have not provided any advice (financial or otherwise) whatsoever in the preparation, review and verification of the Circular (other than this IFA Letter). Accordingly, we take no responsibility for, and express no views, whether expressed or implied, on the contents of the Circular (except for this IFA Letter and the extract of our opinion in the Circular).

We have prepared this IFA Letter as required under Rule 921(4)(a) of the Listing Manual as well as for the use of the Recommending Directors in connection with their advice to the minority Shareholders in relation to the Proposed Disposal as an IPT. The recommendation made by the Recommending Directors to the minority Shareholders in respect of the Proposed Disposal shall remain their sole responsibility.

Whilst a copy of this IFA Letter may be reproduced in the Circular, neither the Company, the Directors nor any other persons may reproduce, disseminate or quote this IFA Letter (or any part thereof) for any other purposes, other than for the purposes of the Proposed Disposal as an IPT and the EGM, at any time and in any manner without the prior written consent of ZICO Capital in each specific case.

Our opinion in relation to the Proposed Disposal as an IPT should be considered in the context of the entirety of this IFA Letter and the Circular.

3. THE PROPOSED DISPOSAL OF KAGHPL AND ITS SALIENT TERMS

3.1 Information on K.A. Group

KAGHPL was incorporated in Singapore on 9 February 2015 and has an issued and paid-up share capital of S\$11,023,178, divided in 1,000 ordinary shares.

The particulars of the wholly-owned subsidiaries of KAGHPL within the K.A. Group (together to be termed as “**K.A. Group**”) in the Passive Fire Protection Business are set out as follows:

Name	Place of Incorporation	Principle Business Activities
K.A. Building Construction Pte. Ltd.	Singapore	Fireproofing contracting works and manufacturing
K.A. Fabric Shutters Pte. Ltd.		Installation of fire protection systems
K.A. FireLite Pte. Ltd.		Installation of fire protection and security alarms systems
K.A. Fireproofing Pte Ltd		Fireproofing contracting works and manufacturing
K.A. Vermiculite Spray Sdn Bhd	Johor, Malaysia	Manufacture of fire-proofing building materials

APPENDIX A – IFA LETTER

The Company acquired the K.A. Group in July 2014 from the founder Mr Soh Yong Poon and his daughter Ms Soh. The acquisition of K.A. Group was to provide the Group with the opportunity to acquire a profitable entity with significant growth opportunities locally and in the region and expand its revenue base and improve its profitability. Please refer to the Company's announcements dated 8 May 2014 and 4 July 2014 for more information. Following the SPA Completion, Mr Soh Yong Poon and Ms Soh will continue to manage and operate the business and operations of the K.A. Group.

Please refer to Section 2.2 of the Circular and Section 4.2 of this IFA Letter for the selected financial information of K.A. Group.

3.2 Information on the Buyers

Ms Soh Ying Sin ("**Ms Soh**"), who will purchase 51.0% of the Sale Shares, currently holds 4.16% direct shareholding interest in the Company. Ms Soh has been with the K.A. Group since 2008 and is currently the Chief Operating Officer and Executive Director of the K.A. Group. Ms Soh is not a Controlling Shareholder and not deemed an interested person under Chapter 9 of the Listing Manual.

Macondray Holdings Pte. Ltd., which will purchase 24.5% of the Sale Shares, is deemed a Controlling Shareholder, by virtue of its deemed interest in the 25.99% indirect interest held by its wholly-owned subsidiary Amtrek Investment Pte. Ltd., held under nominee account. The non-independent non-executive Director of the Company, Mr Charlie Ng How Kiat, is also the President and Executive Director of Macondray Holdings Pte. Ltd. and a Director of Amtrek Investment Pte Ltd. Macondray Holdings Pte. Ltd. holds 100% in Amtrek Investment Pte Ltd. Please refer to section 10.2 of this Circular.

TH Investments Pte Ltd, which will purchase 24.5% of the Sale Shares, is a Controlling Shareholder, holding an indirect interest of 26.42% in the Company, held under nominee accounts. TH Investments Pte Ltd is wholly-owned by Tat Hong Investments Pte Ltd, which is in turn wholly owned by Chwee Cheng & Sons Pte Ltd ("**CCSPL**"). 38.33% of the issued share capital of CCSPL is owned by Chwee Cheng Trust constituted under a trust deed. Mr Ng San Tiong, Mr Ng Sun Ho, Mr Ng San Wee and Mr Ng Sun Giam are the joined trustees of Chwee Cheng Trust.

3.3 Principal Terms of the SPA

(a) Sale and purchase of the Sale Shares

Subject to the terms and conditions of the SPA, the sale and purchase of the Sale Shares shall be free from all encumbrances and with all rights, benefits and entitlements attaching thereto, for the Consideration.

The Sale Shares will also be sold by the Company to the Buyers on an "as is where is" basis without the benefit of any representations or warranties from the Company relating to the business of K.A. Group.

(b) Consideration and Settlement of Consideration

The Consideration of S\$6.9 million was arrived at after arm's length negotiations between the Company and the Buyers, led by Ms Soh who will be acquiring the single largest amount of 51.0% of K.A. Group. Ms Soh is not a Controlling Shareholder and not deemed an interested person under Chapter 9 of the Listing Manual.

In arriving at the Consideration, the parties took into consideration (i) the 31 December Adjusted NAV of the K.A. Group of S\$6.81 million as at 31 December 2023; (ii) the financial performance of the K.A. Group in the last 3 financial years; (iii) the net realizable value of the K.A. Group in the event it is being wound up; and (iv) the comparative valuation of selected comparable listed companies in Singapore who are in similar fire protection services

APPENDIX A – IFA LETTER

industry and/or in the construction industry. The 31 December Adjusted NAV of the K.A. Group refers to the net assets value of the Target Business and Assets as at 31 December 2023, after (i) adjusting for the revaluation surplus of S\$2.37 million in respect of 43 Tuas View Building; (ii) adjusting for the KA Capital Reduction of S\$4.0 million; and (iii) excluding the net book value of S\$1.07 million of the 71 Tuas View Property (being 71 Tuas View Place #05-01 and 71 Tuas View Place #05-20 Singapore 637434) which is not part of the target business and assets to be purchased by the Buyers.

The Consideration due from each Buyer to the Company will be offset against the Cash Distribution Amount due to such Buyer pursuant to the Proposed Cash Distribution following completion of the Proposed Capital Reduction. For more details, please refer to section 5.2 of this Circular.

The Company and Ms Soh have agreed that Ms Soh may defer S\$2.0 million (“**Deferred Consideration**”) of her total share of the Consideration of approximately S\$3.5 million for a period of up to 2 years after Completion. By way of security for this Deferred Consideration, Ms Soh shall execute a share charge over her 4.16% shareholdings in the Company (4.646 million Shares) and her 51.0% shareholdings in KAGHPL post-Completion in favour of the Company. Further Ms Soh shall pay the Company semi-annually an interest on the outstanding Deferred Consideration at the rate of 5.0% per annum.

(c) Conditions Precedent to the SPA

Completion is conditional upon several conditions being satisfied or waived (as the case may be) to enable Completion to take place by the longstop date, such as the approval from the SGX-ST being granted to the Company for the Proposed Disposal and the Proposed Capital Reduction, approval of the independent Shareholders for the Proposed Disposal and the Proposed Capital Reduction at the EGM, completion of the KA Capital Reduction and completion of the transfer of 71 Tuas View Property, free from all encumbrances from K.A. Building Construction Pte. Ltd. to the Company. Further information on the conditions precedent is set out in section 2.4 of the Circular.

4. EVALUATION OF THE PROPOSED DISPOSAL

The following are factors which we consider to be pertinent and to have a significant bearing on our evaluation of the Proposed Disposal as an IPT:

- (a) the rationale for the Proposed Disposal;
- (b) the historical financial performance and financial position of the K.A. Group;
- (c) Net Asset Value of the K.A. Group;
- (d) Valuation statistics of Comparable Companies;
- (e) the *pro forma* financial effects of the Proposed Disposal; and
- (f) other relevant considerations.

APPENDIX A – IFA LETTER

4.1 Rationale for the Proposed Disposal

The Company has set out the rationale for the Proposed Disposal in section 6 of the Circular, which is reproduced below.

In the recent annual report 2023, the Group has mentioned its intention to shift its business model towards one that is more scalable and aligns with the enduring technological trends in today's world. The Proposed Disposal will enable the Group to focus its resources on its trading, distribution and supply chain solutions businesses in Singapore and the region as well as expanding its digital assets and tokenisation advisory services and regulated domestic and cross-border money transfers and money-changing services. As illustrated and explained in section 2.2 of this Circular, K.A. Group recorded net losses before tax in the last three financial years in FY2023, FY2022 and FY2021.

Intraco acquired K.A. Group from its founder Mr Soh Yong Poon in 2014. Since the acquisition Mr Soh and his daughter Ms Soh has been continuing to drive the business of K.A. Group as Executive Directors and Chief Executive Officer and Chief Operating Officer respectively of the K.A. Group. The Proposed Disposal to Ms Soh and existing indirect shareholders i.e. TH Investments Pte Ltd and Macondray Holdings Pte. Ltd. shall minimise any disruption to K.A. Group's business and operations after Completion.

4.2 Historical Financial Performance and Financial Position of the K.A. Group

A summary of the consolidated statements of profit or loss, and consolidated statements of financial position of the K.A. Group for the financial years ended 31 December 2021 ("**FY2021**"), 31 December 2022 ("**FY2022**") and 31 December 2023 ("**FY2023**") (collectively, the "**Period Under Review**") is set out below.

4.2.1 Historical Financial Performance of the K.A. Group

The consolidated revenue and net losses before tax for the K.A. Group for the Period Under Review were as follows:

S\$'000	FY2021 (Audited)	FY2022 (Audited)	FY2023 (Audited)
Revenue	7,515	10,316	6,110
Loss before tax	453	68	682

Revenue increased by approximately S\$2.8 million or 37.3% in FY2022 due mainly to more projects secured and completed as a result of the resumption of construction activities in Singapore with the relaxation of Covid-19 measures in the second half of FY2022 and the availability of more foreign workers to complete the projects. Notwithstanding the higher revenue, the K.A. Group incurred loss before tax in FY2022 due mainly to allowance for impairment on certain trade receivables and contracts assets.

Revenue decreased by approximately S\$4.2 million or 40.8% in FY2023 as compared to FY2022 due mainly to fewer new projects secured and also the delay in commencement and/or completion of certain secured projects during the financial year. The increased loss before tax in FY2023 as compared to FY2022 was mainly a result of the lower revenue and impairment loss on certain trade receivables and contract assets.

*Financial performance for the 6-month period ended 30 June 2024 ("**1H2024**")*

As announced on the SGX-ST on 8 August 2024 in the Group's interim financial results, the K.A. Group achieved a revenue of S\$2.5 million and a loss before tax of approximately S\$162,000 for 1H2024.

APPENDIX A – IFA LETTER

4.2.2 Historical Financial Position of the K.A. Group

We set out below a summary of the financial position of the K.A. Group as at 31 December 2021, 31 December 2022 and 31 December 2023:

S\$'000	31 December 2021 (Unaudited)	31 December 2022 (Unaudited)	31 December 2023 (Unaudited)
Total assets	13,008	13,901	11,591
Total liabilities	2,881	3,745	2,076
Net assets	10,127	10,129	9,515
Equity attributable to owners of the Company	10,127	10,129	9,515

Total assets increased by S\$0.9 million as at 31 December 2022 compared to 31 December 2021 mainly due to an increase in inventories, and trade and other receivables, and partially offset by a decrease in contract assets. Total liabilities increased by S\$0.8 million as at 31 December 2022 compared to 31 December 2021 mainly due to an increase in trade and other payables.

Total assets decreased by S\$2.3 million as at 31 December 2023 compared to 31 December 2022 mainly due to a decrease in trade and other receivables, and contract assets. Total liabilities decreased by S\$1.7 million as at 31 December 2023 compared to 31 December 2022 mainly due to a decrease in trade and other payables, and loans and borrowings.

Financial position as at 30 June 2024

As at 30 June 2024, the net assets of the K.A. Group were S\$9.4 million.

4.3 Net Asset Value or Net Tangible Asset of the K.A. Group

The unaudited consolidated net asset value of the K.A. Group as at 30 June 2024, including the Properties was S\$9.39 million. Adjusting for the revaluation surplus in respect of 43 Tuas View Building of S\$2.39 million and the KA Capital Reduction of S\$4 million and excluding the net book value of S\$1.05 million of 71 Tuas View Property which is not part of the business and assets to be purchased by the Buyers, the adjusted net asset value of the assets of the K.A. Group was S\$6.73 million (the “**Adjusted NAV**”) as at 30 June 2024. The adjusted NTA of the K.A. Group (“**Adjusted NTA**”) is similar to its Adjusted NAV as the K.A. Group did not have any intangible assets as at 30 June 2024.

The Consideration of S\$6.9 million is at a premium of 2.5% over the Adjusted NAV and Adjusted NTA of the K.A. Group as at 30 June 2024.

The Directors have confirmed that as the Latest Practicable Date, to the best of their knowledge and belief:

- (a) there are no material differences between the realisable values of the K.A. Group's assets and their respective book values as at 30 June 2024 which would have a material impact on the Adjusted NAV or Adjusted NTA of the K.A. Group as at 30 June 2024;
- (b) there are no contingent liabilities, bad or doubtful debts or material events which would likely have a material impact on the Adjusted NAV or Adjusted NTA of the K.A. Group as at the Latest Practicable Date;

APPENDIX A – IFA LETTER

- (c) there are no litigations, claims or proceedings pending or threatened against the K.A. Group or of any fact which would give rise to any proceedings which might materially and adversely affect the financial position of the K.A. Group;
- (d) there are no other intangible assets which ought to be disclosed in the statement of financial position of the K.A. Group in accordance with the Singapore Financial Reporting Standards (International) and which have not been so disclosed and where such intangible assets would have had a material impact on the overall financial position of the K.A. Group; and
- (e) save for the proposed transfer of the legal ownership of 71 Tuas View Place #05-01 and #05-20 Singapore 637434 from K.A. Building Construction Pte. Ltd. to the Company, there are no material acquisitions or disposal of assets by the K.A. Group between 30 June 2024 and the Latest Practicable Date, and the K.A. Group does not have any plan for any such impending material acquisition or disposal of assets, conversion of the use of the K.A. Group's material assets or material change in the nature of the K.A. Group's business.

4.4 Valuation Statistics of Comparable Companies

For the purpose of assessing the Consideration, we have referred to the valuation statistics of selected listed companies, which businesses may be considered to be broadly comparable to the K.A. Group. We have had discussions with the Directors and the Management about the suitability and reasonableness of the comparable companies acting as a basis for comparison with the K.A. Group. We understand from the Directors and Management that there is no passive fire protection solutions provider listed in Singapore and the closest comparable company would be Asiatic Group Holdings Ltd. As such, we have considered other comparable companies which are listed in Asia. We have also discussed with the Directors and Management and have considered sub-contractors in the mechanical and engineering (“**M&E**”) sector which are listed in Singapore to be a good proxy for K.A. Group since these sub-contractors operate in a competitive industry which is heavily dependent on the health of the Singapore construction industry, similar to K.A. Group. For a more meaningful comparison, we have only considered Comparable Companies with market capitalisation not exceeding S\$100.0 million as at the Latest Practicable Date. The selected listed companies which are broadly involved in the business of passive fire protection solutions and M&E services are collectively referred to as the “**Comparable Companies**”.

We recognise that there is no listed company which can be considered to be identical to the K.A. Group in terms of, *inter alia*, composition of business activities, scale of business operations, asset base, track record, geographical markets, market capitalisation, market/industry size, future prospects, risk profile, political risk, competitive and regulatory criteria, accounting policies, financial position and other relevant criteria.

Furthermore, there are Comparable Companies which are listed on foreign exchanges where there may be significant differences between valuations that investors may accord to companies listed on the SGX-ST *vis-à-vis* other exchanges, and such cross-border valuation statistics are also subject to differing macroeconomic variables. Therefore, any comparisons made are necessarily limited and are intended to serve only as an illustrative guide.

APPENDIX A – IFA LETTER

We set out in the table below the Comparable Companies, together with a brief description of their business activities:

Comparable Companies	Stock Exchange	Business Activities
<i>Fire Protection Comparable Companies</i>		
Sunray Engineering Group Ltd (“ Sunray ”)	The Stock Exchange of Hong Kong	Sunray provides building maintenance services. Sunray offers waterproofing works, fire protection, and other related activities. Sunray serves customers in Hong Kong.
Fitters Diversified Bhd (“ Fitters ”)	Bursa Malaysia	Fitters is an investment holding company. Through its subsidiaries, Fitters trades and installs fire safety materials and manufactures fire resistant doors, and develops property. Fitters also designs, supplies, and installs fire protection systems.
SH Energy & Chemical Co Ltd (“ SH Energy & Chemical ”)	Korea Exchange	SH Energy & Chemical manufactures and markets polymer products such as expandable polystyrene resins. SH Energy & Chemical supplies its products to the construction and packaging industries for thermal insulating, moisture proofing, shock absorption, and fire protection purposes. SH Energy & Chemical also produces chemicals such as polyamide powder.
Firetrade Engineering PCL (“ Firetrade ”)	The Stock Exchange of Thailand	Firetrade designs and sells fire protection equipment. Firetrade offers fire extinguishers and alarm, sprinkler and nozzle, fire pump system, and monitors. Firetrade serves customers in Thailand.
Asiatic Group Holdings Ltd (“ Asiatic ”)	Singapore Exchange	Asiatic’s business activities include (a) supply, installation and maintenance of firefighting and protection equipment; and (b) power generation and distribution of controlled power supply and equipment.
<i>M&E Comparable Companies</i>		
PNE Industries Ltd (“ PNE ”)	Singapore Exchange	PNE manufactures and trades electronic and electrical appliances. PNE also sells emergency lighting and light fittings under the PNE brand name.
Natural Cool Holdings Ltd (“ Natural Cool ”)	Singapore Exchange	Natural Cool installs and services retail and commercial air-conditioning systems. Natural Cool also manufactures and sells switchgears.

APPENDIX A – IFA LETTER

Comparable Companies	Stock Exchange	Business Activities
ISOTeam Ltd (“ ISOTeam ”)	Singapore Exchange	ISOTeam is a building maintenance and estate upgrading company experienced in implementing eco-driven solutions through repairs and redecoration (R&R) and addition and alteration (A&A) services to the public and private sector.
King Wan Corporation Limited (“ King Wan ”)	Singapore Exchange	King Wan provides mechanical and electrical engineering services. The company also owns, rents, operates mobile lavatories and other facilities, manufactures unplasticised polyvinylchloride (UPVC) pipes and fittings, and develops properties. King Wan manufactures and sells paints, varnishes, and painting inks.
Koyo International Ltd. (“ Koyo ”)	Singapore Exchange	Koyo develops Internet commerce applications and offers mechanical and electrical construction project management services.

Source: Bloomberg L.P. and Annual Report 2023 of Asiatic

In our evaluation, we have considered the following valuation ratios:

Valuation Measure	Description
Price-to-NAV (“ P/NAV ”)	The P/NAV ratio is the ratio of the market price of a company's shares relative to its historical NAV per share. The NAV of a company provides an estimate of its value assuming a hypothetical sale of all its tangible and intangible assets and repayment of its liabilities and obligations, with the balance being available for distribution to its shareholders. It is an asset-based valuation methodology and this approach is meaningful to the extent that it measures the value of each share that is attached to the net assets of the company.
Price-to-NTA (“ P/NTA ”)	The P/NTA ratio is the ratio of the market price of a company's shares relative to its historical NTA per share. The NTA of a company provides an estimate of its value assuming a hypothetical sale of all its tangible assets and repayment of its liabilities and obligations, with the balance being available for distribution to its shareholders. It is an asset-based valuation methodology and this approach is meaningful to the extent that it measures the value of each share that is attached to the net tangible assets of the company.
Enterprise Value (“ EV ”)-to-Sales (“ EV/Sales ”)	EV refers to enterprise value which is the sum of a company's market capitalisation, preferred equity, minority interests, short and long term debts (inclusive of lease liabilities, and loans from shareholders) less the cash and cash equivalents. The EV/Sales ratio illustrates the ratio of the market value of the company's business relative to its trailing 12-month total revenue.

APPENDIX A – IFA LETTER

Valuation Measure	Description
Enterprise Value-to-Earnings before Interests, Taxes, Depreciation and Amortisation (“ EBITDA ”) (“ EV/EBITDA ”)	EBITDA is the earnings before interest, tax, depreciation and amortisation. The EV/EBITDA ratio illustrates the ratio of the market value of a company’s business relative to its trailing 12-month pre-tax consolidated operating cash flow performance, without regard to its capital structure as well as its interest, taxation, depreciation and amortisation charges.
Price-to-Earnings (“ P/E ”)	P/E multiple or earnings multiple is an earnings-based valuation measure, and is the ratio of a company’s market capitalisation divided by the trailing 12-month earnings attributable to shareholders. The P/E ratio is affected by, <i>inter alia</i>, the capital structure of a company, its tax position as well as its accounting policies relating to depreciation and amortisation.

Fire Protection Comparable Companies

Comparable Company	Market Capitalisation ¹ (\$ million)	P/NAV (time)	P/NTA (time)	EV/Sales (time)	EV/ EBITDA (time)	P/E (time)
Sunray	7.1	0.22	0.22	0.19	4.87	N.M. ²
Fitters	30.2	0.27	0.27	N.M. ²	N.M. ²	N.M. ²
SH Energy & Chemical	66.6	0.73	0.74	0.46	N.M. ²	N.M. ²
Firetrade	37.1	1.14	1.15	0.90	7.07	10.86
Asiatic	6.5	0.36	0.36	0.56	5.10	6.37
Maximum		1.14	1.15	0.90	7.07	10.86
Minimum		0.22	0.22	0.19	4.87	6.37
Mean		0.54	0.55	0.53	5.68	8.62
Median		0.36	0.36	0.51	5.10	8.62
K.A. Group (as implied by the Consideration)		1.03 ³	1.03 ³	0.52 ³	N.M. ²	N.M. ²

Source: Bloomberg L.P., results announcements and annual report of Asiatic and financial information of the K.A. Group provided by the Management.

Notes:

- (1) Market capitalisation of the Comparable Companies are calculated based on their respective closing prices as at the Latest Practicable Date.
- (2) Not meaningful as the companies were in a net loss and/or negative EBITDA position for their respective trailing 12-month period. Fitters recorded net loss and negative EBITDA for its trailing 12-month period and its enterprise value was also negative.
- (3) The P/Adjusted NAV and P/Adjusted NTA of the K.A. Group are computed based on the Consideration, and the Adjusted NAV and Adjusted NTA of the K.A. Group as at 30 June 2024 respectively. The EV/Sales of the K.A. Group is computed based on the Consideration and revenue of the K.A. Group for its trailing 12-month period.

APPENDIX A – IFA LETTER

For our evaluation of the Proposed Disposal, we have compared the valuation statistics of the K.A. Group against the Comparable Companies using the P/NAV, P/NTA and EV/Sales ratios. It is not meaningful to consider the P/E and EV/EBITDA of the K.A. Group since K.A. Group recorded net loss and negative EBITDA for its trailing 12-month period.

We note the following:

- (i) P/Adjusted NAV as implied by the Consideration of 1.03 times is within the range and higher than the mean and median P/NAV ratios of the Fire Protection Comparable Companies;
- (ii) P/Adjusted NTA as implied by the Consideration of 1.03 times is within the range and higher than the mean and median P/NTA ratios of the Fire Protection Comparable Companies; and
- (iii) EV/Sales as implied by the Consideration of 0.52 time is within the range and slightly higher than the median but slightly lower than the mean EV/Sales ratios of the Fire Protection Comparable Companies.

M&E Comparable Companies

Comparable Company	Market Capitalisation ¹ (\$ million)	P/NAV (time)	P/NTA (time)	EV/Sales (time)	EV/EBITDA (time)	P/E (time)
PNE	39.0	0.58	0.58	0.20	6.57	30.56
Natural Cool	9.5	0.58	0.81	0.29	6.64	22.93
ISOTeam	41.2	0.96	1.00	0.52	5.46	6.32
King Wan	24.4	0.35	0.35	0.25	1.86	1.97
Koyo	9.9	0.58	0.58	0.15	1.83	2.25
Maximum		0.96	1.00	0.52	6.64	30.56
Minimum		0.35	0.35	0.15	1.83	1.97
Mean		0.61	0.66	0.28	4.47	12.81
Median		0.58	0.58	0.25	5.46	6.32
K.A. Group (as implied by the Consideration)		1.03 ²	1.03 ²	0.52 ²	N.M. ³	N.M. ³

Source: Bloomberg L.P., results announcements and annual reports of the M&E Comparable Companies, and financial information of K.A. Group provided by the Management

Notes:

- (1) Market capitalisation of the Comparable Companies are calculated based on their respective closing prices as at the Latest Practicable Date.
- (2) The P/Adjusted NAV and P/Adjusted NTA of the K.A. Group are computed based on the Consideration, and the Adjusted NAV and Adjusted NTA of K.A. Group as at 30 June 2024 respectively. The EV/Sales of the K.A. Group is computed based on the Consideration and revenue of the K.A. Group for its trailing 12-month period.
- (3) Not meaningful as the K.A. Group was in net loss and negative EBITDA position for its trailing 12-month period.

APPENDIX A – IFA LETTER

We note the following:

- (i) P/Adjusted NAV as implied by the Consideration of 1.03 times is higher than the range of P/NAV ratios of the M&E Comparable Companies;
- (ii) P/Adjusted NTA as implied by the Consideration of 1.03 times is higher than the range of P/NTA ratios of the M&E Comparable Companies; and
- (iii) EV/Sales as implied by the Consideration of 0.52 time is within the range and higher than the mean and median EV/Sales ratios of the M&E Comparable Companies.

4.5 Proforma Financial Effects of the Proposed Disposal

Details of the *pro forma* financial effects of the Proposed Disposal are set out in Section 7 of the Circular and are prepared based on the audited financial statements of the Group for FY2023, on the following bases and assumptions:

- (a) the Proposed Disposal and Proposed Capital Reduction had been completed on 31 December 2023 for the purpose of illustrating the financial effects on the NTA;
- (b) the Proposed Disposal and Proposed Capital Reduction had been completed on 1 January 2023 for the purpose of illustrating the financial effects on the EPS;
- (c) the issued and paid-up share capital of the Company comprising 112,483,479 Shares (excluding treasury shares); and
- (d) assuming estimated transactions costs of S\$150,000 and estimated stamp duty of S\$50,000 for the transfer of the legal ownership of the 71 Tuas View Place #05-01 and 71 Tuas View Place #05-20 Singapore 637434 from K.A. Group to the Company.

The *pro forma* financial effects are for illustrative purposes only and are not indicative of the actual financial position and results of the Group following the Proposed Disposal.

In summary, we noted the following:

- (a) NTA per Share would remain at S\$0.55 after the Proposed Disposal and reduce to S\$0.49 after the Proposed Disposal and Proposed Capital Reduction;
- (b) EPS would increase from 2.83 cents before the Proposed Disposal to 3.11 cents after the Proposed Disposal, and after the Proposed Disposal and Proposed Capital Reduction; and
- (c) The Proposed Disposal has no impact on the paid-up capital of the Company. The paid-up capital of the Company will decrease from S\$88,495,000 to S\$81,746,000 after the Proposed Disposal and Proposed Capital Reduction.

4.6 Other relevant considerations

In determining whether the Proposed Disposal is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders, we have also considered the following:

4.6.1 Similar consideration to be paid to non-interested persons of the Company

The Consideration was arrived at after arm's length negotiations between the Company and the Buyers, led by Ms Soh, who is not a Controlling Shareholder and who will be acquiring the single largest amount of 51.0% of K.A. Group.

The Relevant Shareholders will be paid the same consideration for their Sale Shares (ie. price per Sale Share) as Ms Soh.

APPENDIX A – IFA LETTER

4.6.2 No other alternative offers from third parties

The Board has confirmed that there had been no other offer to purchase K.A. Group other than from the Buyers as at the Latest Practicable Date.

4.6.3 Resolutions for the Proposed Disposal and the Proposed Capital Reduction are inter-conditional

Shareholders should note that the ordinary resolution for the Proposed Disposal and the special resolution for the Proposed Capital Reduction will be inter-conditional upon one another. This means that if one resolution is not approved, the other resolution will not be passed.

4.6.4 Abstention from recommendations and voting

As set out in Section 9 of the Circular, for the purpose of Rule 919 of the Listing Manual, each of TH Investments Pte Ltd and Amtrek Investment Pte Ltd has undertaken to the Company (i) to abstain from voting at the EGM in relation to the Proposed Disposal and to not appoint the Chairman of the EGM as a proxy; and (ii) to ensure that their associates abstain from voting at the EGM.

Additionally, for good corporate governance, while Ms Soh is not an interested person but one of the Buyers for 51.0% in K.A. Group for the purposes of the Proposed Disposal, Ms Soh will abstain from voting at the EGM in relation to the Proposed Disposal and will not appoint any proxy to vote at the EGM.

5. OUR OPINION

In arriving at our opinion in respect of the Proposed Disposal as an IPT, we have reviewed and deliberated on the following key considerations which we consider to be pertinent in our assessment:

- (a) the rationale for the Proposed Disposal;
- (b) the historical financial performance and financial position of the K.A. Group;
- (c) the Consideration is at premium of 2.5% over the Adjusted NAV and Adjusted NTA of K.A. Group as at 30 June 2024;
- (d) P/Adjusted NAV as implied by the Consideration of 1.03 times is within the range and higher than the mean and median P/NAV ratios of the Fire Protection Comparable Companies. P/Adjusted NTA as implied by the Consideration of 1.03 times is within the range and higher than the mean and median P/NTA ratios of the Fire Protection Comparable Companies. EV/Sales as implied by the Consideration of 0.52 time is within the range and slightly higher than the median but slightly lower than the mean EV/Sales ratios of the Fire Protection Comparable Companies;
- (e) P/Adjusted NAV as implied by the Consideration of 1.03 times is higher than the range of P/NAV ratios of the M&E Comparable Companies. P/Adjusted NTA as implied by the Consideration of 1.03 times is higher than the range of P/NTA ratios of the M&E Comparable Companies. EV/Sales as implied by the Consideration of 0.52 time is within the range and higher than the mean and median of EV/Sales ratios of the M&E Comparable Companies;
- (f) the *pro forma* financial effects of the Proposed Disposal; and
- (g) other relevant considerations as set out in Section 4.6 of this IFA Letter.

APPENDIX A – IFA LETTER

Having considered carefully the information available to us as at the Latest Practicable Date, and based on our analyses, we are of the opinion that the Proposed Disposal as an IPT is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders.

Our opinion, as disclosed in this IFA Letter, is based on publicly available information and information provided by the Directors, Management and/or the professional advisers (where applicable) and does not reflect any projections of future financial performance of the Company and/or the Group after the completion of the Proposed Disposal. In addition, our opinion is based on the economic and market conditions prevailing as at the Latest Practicable Date and is solely confined to our views on the Proposed Disposal as an IPT.

Our opinion and advice in this IFA Letter are provided under Rule 921(4)(a) of the Listing Manual as well as to advise the Recommending Directors for their benefit and for the purpose of their consideration of the Proposed Disposal as an IPT. The recommendation to be made by them to the minority Shareholders shall remain their responsibility. Whilst a copy of this IFA Letter may be reproduced in the Circular, neither the Company, the Directors nor any other persons may reproduce, disseminate or quote this IFA Letter (or any part thereof) for any other purposes, at any time and in any manner without the prior written consent of ZICO Capital in each specific case other than for the purposes of the Proposed Disposal as an IPT and the EGM.

This IFA Letter is governed by, and construed in accordance with, the laws of Singapore, and is strictly limited to the matters stated herein and does not apply by implication to any other matter.

Yours faithfully
For and on behalf of
ZICO Capital Pte. Ltd.

Alex Tan
Chief Executive Officer

Karen Soh-Tham
Managing Director

NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRACO LIMITED

(Company Registration No. 196800526Z)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of **INTRACO LIMITED** (the “**Company**”) will be held in a wholly physical format on Friday, 1 November 2024 at 10.00 a.m. at 160 Robinson Road, #06-01 SBF Centre, Singapore 068914 for the purpose of considering, and if thought fit, passing, with or without modifications, the following resolutions.

All capitalised terms used in this notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 9 October 2024 (“**Circular**”) in relation to the Proposed Transactions.

Shareholders should note that the passing of Ordinary Resolution 1 and Special Resolution 2 set out in this Circular are inter-conditional. As such, if any one of Ordinary Resolution 1 or Special Resolution 2 is not passed, none of the Resolutions will be carried.

ORDINARY RESOLUTION 1

THE PROPOSED DISPOSAL OF 100% OF THE ISSUED AND PAID-UP CAPITAL OF K.A. GROUP HOLDINGS PTE LTD AS A MAJOR TRANSACTION AND AN INTERESTED PERSON TRANSACTION

That, subject to and contingent upon passing Special Resolution 2, approval be and is hereby given:

- (a) for the disposal by the Company of its entire ownership of K.A. Group Holdings Pte Ltd pursuant to the terms and subject to the conditions set out in the SPA dated 9 May 2024 and supplemented on 15 August 2024 entered into between the Company and the Buyers, being an “interested person transaction” and a “major transaction” under Chapters 9 and 10 of the Listing Manual respectively; and
- (b) the Directors or any of them be and are hereby authorised to complete and do any and all such acts and things (including executing all such documents as may be required) as they may, in their absolute discretion deem fit, expedient or necessary to give effect to this ordinary resolution.

SPECIAL RESOLUTION 2:

THE PROPOSED CAPITAL REDUCTION AND THE PROPOSED CASH DISTRIBUTION SUBJECT TO AND AFTER COMPLETION OF THE PROPOSED DISPOSAL

That, pursuant to Section 78A read with Section 78C of the Companies Act and Regulation 70 of the Company’s Constitution and subject to and contingent upon passing Ordinary Resolution 1:

- (a) the issued and paid-up share capital of the Company be reduced by the sum of S\$6,696,000 and such reduction be effected by the reduction of the issued and paid-up share capital of the Company by S\$6,696,000 and returning the sum of up to S\$6,696,000 (“**Proposed Cash Distribution**”) from the issued and paid-up share capital of the Company to the Eligible Shareholders on the basis of S\$0.06 for each Share held by an Eligible Shareholder or on his behalf as at the Books Closure Date; and
- (b) the Directors or any of them be authorised to do all such acts and things (including, without limitation, entering into all such transactions, arrangements and agreements and executing all such documents) as they may consider necessary or expedient for the purposes of giving effect to this special resolution.

BY ORDER OF THE BOARD

Mak Lye Mun
Executive Chairman and Director
9 October 2024

NOTICE OF EXTRAORDINARY GENERAL MEETING

IMPORTANT:

CLOSURE OF REGISTER OF MEMBERS FOR DETERMINING THE ENTITLEMENT TO ATTEND AND VOTE AT THE EGM

For Shareholders:

The share transfer books and register of members of the Company will be closed at 10.00 a.m. on 29 October 2024 for the purpose of determining Shareholders' entitlements to attend and vote at the EGM. Duly completed registrable transfers in respect of the Shares received by the Company's share registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 up to 10.00 a.m. on 29 October 2024 will be registered to determine Shareholders' entitlements to attend and vote at the EGM.

HOLDING OF THE EGM

1. PROXY AND VOTING AT THE EGM

- 1.1. (a) A Shareholder who is not a Relevant Intermediary (as defined below) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such Shareholder's Proxy Form appoints more than one (1) proxy, the proportion of his/her/its shareholding concerned to be represented by each proxy shall be specified in the Proxy Form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named or at the Company's option to treat this Proxy Form as invalid.
- (b) A Shareholder who is Relevant Intermediary (as defined below) is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder's Proxy Form appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

- 1.2. A proxy need not be a member of the Company.
- 1.3. The Proxy Form appointing the Chairman of the Meeting (or any person other than the Chairman of the Meeting) as proxy to vote on the Shareholder's behalf at the EGM, duly executed, must be submitted in hard copy form or electronically via email:
- (a) if submitted by post, to be lodged at the registered office of the Company at 60 Albert Street, #07-01 OG Albert Complex, Singapore 189969; or
- (b) if submitted electronically, be submitted via email to the Company, at investor.relations@intraco.com in either case, by 29 October 2024, 10.00 a.m., being no less than seventy-two (72) hours before the time appointed for the holding of the EGM (or at any adjournment thereof) and in default the Proxy Form shall be treated as invalid.

The completion and return of a proxy form by a Shareholder does not preclude him/her from attending and voting in person at the EGM should he/she subsequently decide to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance.

- 1.4. SRS investors:
- (a) may vote at the EGM if they are appointed as proxies by their SRS Operators, and should contact their or SRS Operators if they have any queries regarding their appointment as proxies; or

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) may appoint the Chairman of the EGM as proxy, in which case they should approach their SRS Operators to submit their votes by 10.00 a.m on 21 October 2024, at least seven working days before the date of the EGM.

- 1.5. The Circular, this Notice of EGM and the Proxy Form may be accessed from the SGX-ST website at (www.sgx.com), and on the Company's website at (www.intraco.com). Please note that only printed copies of this Notice of EGM and Proxy Form will be despatched to Shareholders in Singapore as the Company has opted for electronic dissemination.

2. QUESTIONS

- 2.1. Submission of questions in advance of the EGM

Members can submit their questions related to the resolutions to be tabled for approval at the EGM in advance of the EGM in the following manner:

- (a) by post to the registered office of the Company at 60 Albert Street, #07-01 OG Albert Complex, Singapore 189969; or
- (b) by email to the Company at investor.relations@intraco.com, by 5.00 p.m., on 17 October 2024. Shareholders who submit questions in advance of the EGM should identify themselves by stating (i) his/her/its full name; (ii) NRIC/FIN/Passport No. (if the Shareholder is an individual) or the Company Registration No. (if the Shareholder is a corporation); and (iii) the manner in which he/she/it holds his/her/its Shares in the Company for verification purposes.

The Company will endeavour to respond to substantial and relevant questions from members submitted in advance and received by the Company via the SGX-ST website at (www.sgx.com) and the Company's email investor.relations@intraco.com no later than 72 hours before the deadline for submission of the Proxy Forms. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the EGM in respect of substantial and relevant matters.

- 2.2. Asking questions at the EGM

Members and (where applicable) their duly appointed proxies will be able to ask questions related to the resolutions to be tabled for approval at the EGM, at the EGM itself.

The Company will endeavour to respond to and address substantial and relevant questions as far as reasonably practicable during the EGM. Where there are substantially similar questions, the Company will consolidate such questions and consequently not all questions may be individually addressed.

3. PERSONAL DATA

- 3.1. Personal Data Privacy

"Personal data" in this Notice has the meaning ascribed to it pursuant to the Personal Data Protection Act 2012 of Singapore ("**PDPA**"), which includes your name, address and NRIC/Passport number. By submitting (a) details for the registration to observe or participate in the proceeding of the EGM, (b) an instrument appointing a proxy or proxies to attend, speak and vote at the EGM and/or any adjournment thereof, or (c) any questions prior to the EGM in accordance with this Notice of EGM, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the proxy(ies) for the EGM (including any adjournment thereof), processing the registration for purpose of granting access to members (or their appointed proxy(ies)) to observe and participate in the proceedings of the EGM, addressing relevant and substantial questions from members received before the EGM and if necessary,

NOTICE OF EXTRAORDINARY GENERAL MEETING

following-up with the relevant members in relation to such questions, and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the **“Use of Data Purposes”**), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Use of Data Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

Photographic, sound and/or video recordings at the EGM (including any adjournment thereof) may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the EGM and any questions he may raise or motions he propose/ second) may be recorded by the Company for such purpose.

3.2. Personal Information Collection Statement

Your supply of your and your proxy’s (or proxies’) Personal Data is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM of the Company (the **“Purposes”**). We may transfer your and your proxy’s (or proxies’) Personal Data to our agent, contractor, or third-party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) Personal Data will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant Personal Data can be made in accordance with the provisions of the PDPA and any such request should be in writing to the Company at its registered office address.

EXTRAORDINARY GENERAL MEETING PROXY FORM
(Please see notes overleaf before completing this Form)

IMPORTANT

- A Relevant Intermediary may appoint more than two proxies to attend the Extraordinary General Meeting ("EGM" or "Meeting") and vote (please see the notes for the definition of "Relevant Intermediary").
- Please read the notes overleaf which contain instructions on, among others, the appointment of the Chairman of the Meeting (or any person other than the Chairman of the Meeting) as a Shareholder's proxy to vote on his/her/its behalf at the EGM.
- This proxy form shall be read together with the Notice of EGM and the Circular of the Company dated 9 October 2024 (the "Circular"). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

I/We, _____ NRIC / Passport No. / Co. Reg. No. _____
of _____

being a shareholder/shareholders ("Shareholder(s)") of **INTRACO LIMITED** ("Company"), hereby appoint: -

Name	NRIC / Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Email Address			

Name	NRIC / Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Email Address			

or failing whom, the Chairman of the EGM as my/ our* proxy to attend, speak and vote for me/us* on my/our* behalf at the EGM of the Company to be held in a wholly physical format on Friday, 1 November 2024 at 10.00 a.m. at 160 Robinson Road, #06-01 SBF Centre, Singapore 068914 (**Singapore time**) and at any adjournment thereof in the following manner.

I/We* direct my/our* proxy/proxies will vote or abstain from voting the resolutions proposed at the EGM at *his/her/their discretion. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the *proxy/proxies will vote or abstain from voting at *his/her/its discretion.

Resolutions	For**	Against**	Abstain**
Ordinary Resolution 1: To approve the Proposed Disposal as a Major Transaction and an Interested Person Transaction			
Special Resolution 2: To approve the Proposed Capital Reduction and Proposed Cash Distribution			

***If you wish to exercise all your votes 'For' or 'Against' or 'Abstain', please tick (✓) within the box provided. Alternatively, please indicate the number of votes that you wish to vote for or against, and/or abstain from voting, for the resolution in the relevant box. If you mark the abstain box, you are directing your proxy not to vote on the resolution on a poll and your votes will not be counted in computing the required majority on a poll. If no specific direction as to voting is given in respect of a resolution, the *proxy/proxies will vote or abstain from voting at *his/her/their discretion.*

Dated this _____ day of _____ 2024

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature of Shareholder(s)
and/or, Common Seal of Corporate Shareholder

* Delete where inapplicable



Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing the Chairman of the Meeting (or any person other than the Chairman of the Meeting) as proxy shall be deemed to relate to all the Shares held by you.
2. The Proxy Form appointing the Chairman of the EGM (or any person other than the Chairman of the EGM) as proxy to vote on the Shareholder's behalf at the EGM, duly executed, must be submitted in hard copy form or electronically via email:
 - (a) if submitted by post, to be lodged at the registered office of the Company at 60 Albert Street, #07-01 OG Albert Complex, Singapore 189969; or
 - (b) if submitted electronically, be submitted via email to the Company, at investor.relations@intraco.com, in either case, by 29 October 2024, at 10.00 a.m., being no less than seventy-two (72) hours before the time appointed for the holding of the EGM (or at any adjournment thereof) and in default the Proxy Form shall be treated as invalid.

A Shareholder who wishes to submit the Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above or scanning and sending it by email to the email address provided above.

3. The Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing and where such instrument is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer. Where a proxy form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
4. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with its constitution and Section 179 of the Companies Act, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
5. SRS Investors may attend and vote at the EGM if they are appointed as proxies by their SRS Operators and should contact their SRS Operators if they have any queries regarding their appointment as proxies. For SRS investors who wish to appoint the Chairman of the EGM as their proxy, they should approach their SRS Operators to submit their votes by 21 October 2024, at 10.00 a.m., being at least seven (7) working days before the EGM.
6. All Shareholders will be bound by the outcome of the EGM regardless of whether they have attended or voted at the EGM.

A "Relevant Intermediary" is:

- (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 shares in that capacity; or
- (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 shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares 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 Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

GENERAL

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY

"Personal data" has the meaning ascribed to it pursuant to the Personal Data Protection Act 2012 of Singapore ("PDPA"), which includes your name, address and NRIC/Passport number. By submitting (a) details for the registration to observe or participate in the proceeding of the EGM, (b) an instrument appointing a proxy or proxies to attend, speak and vote at the EGM and/or any adjournment thereof, or (c) any questions prior to the EGM in accordance with the Notice of EGM, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the proxy(ies) for the EGM (including any adjournment thereof), processing the registration for purpose of granting access to members (or their appointed proxy(ies)) to observe and participate in the proceedings of the EGM, addressing relevant and substantial questions from members received before the EGM and if necessary, following-up with the relevant members in relation to such questions, and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Use of Data Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Use of Data Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty. Photographic, sound and/or video recordings at the EGM (including any adjournment thereof) may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the EGM and any questions he may raise or motions he propose/ second) may be recorded by the Company for such purpose.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') Personal Data is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') Personal Data to our agent, contractor, or third-party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') Personal Data will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant Personal Data can be made in accordance with the provisions of the PDPA and any such request should be in writing to the Company at its registered office address.

This page has been intentionally left blank.