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

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

(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,

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.