



**INTRACO LIMITED**

**Extraordinary General Meeting  
1 November 2024**

# To be Approved

## Ordinary Resolution

- To sell all its shares in K.A. Group Holdings Pte Ltd (“**K.A. Group**”) to Ms Caren Soh (51%), Macondray Holdings Pte. Ltd. (24.5%) and TH Investments Pte Ltd (24.5%) for a consideration of S\$6.9 million (“**Proposed Disposal**”).

## Special Resolution

- To distribute S\$0.06 per share to eligible shareholders via a share capital reduction (“**Proposed Capital Reduction**”).

## Inter-conditional Resolutions

Note that the ordinary resolution for the Proposed Disposal of K.A. Group Holdings Pte Ltd and the special resolution for the Proposed Capital Reduction will be inter-conditional upon one another ie if one resolution is not approved, the other resolution will not be passed.

# 1) Proposed Disposal of K.A. Group

- Total consideration to receive - S\$6.9 million
  - Negotiated and arrived at taking into consideration the Adjusted Net Asset Value of the K.A. Group of S\$6.8 million and the financial performance of the K.A. Group in the last 3 financial years.
- Completion conditional upon several conditions including:
  - Transfer of 2 industrial property units at 71 Tuas View Place at its net book value of S\$1.1 million to Intraco and the entering into a lease agreement with K.A. Group thereafter for their continued use;
  - Cash distribution of S\$4.0 million by K.A. Group to Intraco via its capital reduction exercise; and
  - Completion of the Proposed Capital Reduction of S\$0.06 per share by Intraco.

# An Interested Person and Major Transaction

- Macondray Holdings Pte. Ltd and TH Investments Pte Ltd are each deem an interested person under SGX Listing Rules
  - Their share of the total consideration exceeds 5.0% of the latest audited NTA of the Group
  - Deem an interested person transaction that requires the approval of Independent Shareholders.
- Consideration exceeds 20% of the Company's market capitalization on 9 May 2024, being the last full market day preceding the signing date of the sale and purchase agreement
  - Deem a major transaction that requires shareholders' approval .
- ZICO Capital Pte. Ltd. the IFA have opined that 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.

# Rationale for the Proposed Disposal

- To focus on
  - i. trading, distribution, trade finance and supply chain solutions businesses in Singapore and the region;
  - ii. expand its tokenisation advisory services; and
  - iii. expand its regulated domestic and cross-border money transfers and money-changing services.
- Earnings accretive to the Intraco group.

## 2) Proposed Capital Reduction

- Cash distribution of S\$0.06 per share (amounting up to S\$6.7 million in aggregate) will be distributed, *pro-rata*, to all Intraco's shareholders as at the Books Closure Date to be determined and announced, subject to the following conditions:-
  - the completion of the Proposed Disposal of K.A. Group;
  - 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;
  - the Court making an order approving the Proposed Capital Reduction; and
  - the Company's lodgment of the Court order and notice containing information on the Proposed Capital Reduction with the Registrar within the prescribed timeframe.
- Will not result in any change in the number of Intraco shares held by shareholders. Each Shareholder will continue to hold the same number of shares before and after the Proposed Capital Reduction.

# Rationale for the Proposed Capital Reduction

- Reward its shareholders using the proceeds from the Proposed Disposal.
- Enable the Group to continue to maintain a healthy balance sheet and retain its existing cash balance to fund its businesses.



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

# THANK YOU