INTRACO Limited

(Incorporated in Singapore with limited liability)
(Co. Reg. No: 196800526Z)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Forty-Fifth Annual General Meeting of INTRACO LIMITED (the "Company") will be held at The Theatrette @ The Chevrons, 48 Boon Lay Way, Level 3, Singapore 609961 on Wednesday, 23 April 2014 at 10:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the financial year ended 31 December 2013 together with the Auditors' Report thereon. **(Resolution 1)**

2. To re-elect the following Directors retiring pursuant to Articles 115 and 119 of the Company's Articles of Association:

Dr Tan Boon Wan	*(Retiring under Article 115)*	**(Resolution 2)**
Mr Shabbir s/o Hakimuddin Hassanbhai	*(Retiring under Article 119)*	**(Resolution 3)**
Mr Colin Low Tock Cheong	*(Retiring under Article 119)*	**(Resolution 4)**

Dr Tan Boon Wan will, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

3. To pass the following Ordinary Resolution pursuant to Section 153(6) of the Companies Act, Cap. 50:

"That pursuant to Section 153(6) of the Companies Act, Cap. 50, Dr Tan Ng Chee be re-appointed a Director of the Company to hold office until the next Annual General Meeting."
[See Explanatory Note (i)] **(Resolution 5)**

Dr Tan Ng Chee will, upon re-election as a Director of the Company, remain as the Chairman of the Board, Chairman of the Nominating and Remuneration Committees and a member of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

4. To approve the payment of Directors' fees of S$343,250 for the year ended 31 December 2013 (FY2012: S$242,294). **(Resolution 6)**

5. To approve the payment of Directors' fees of S$366,667 for the year ending 31 December 2014, to be paid quarterly in arrears. **(Resolution 7)**

6. To re-appoint Messrs KPMG LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 8)**

7. To transact any other ordinary business which may be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

8. **SHARE ISSUE MANDATE**

That pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be given to the Directors of the Company to:

(a) allot and issue shares ("Shares") whether by way of rights, bonus or otherwise, and/or

(b) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued during the continuance of such authority or thereafter, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion deem fit; and

(c) issue Shares in pursuance of any Instruments made or granted by the Board while such authority was in force, notwithstanding that such issue of Shares pursuant to such Instruments may occur after the expiration of such authority.

Provided That:

(d) the aggregate number of Shares to be issued pursuant to this resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the issued share capital (excluding treasury shares) of the Company (as calculated in accordance with sub-paragraph (e) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to all shareholders of the Company (the "Shareholders") (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 20% of the issued share capital (excluding treasury shares) of the Company (as calculated in accordance with sub-paragraph (e) below);

(e) (subject to such manner of calculation as may be prescribed by the SGX-ST), the percentage of the issued Shares shall be based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time this resolution is passed, after adjusting for:

(i) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed;

(ii) new Shares arising from the conversion or exercise of any convertible securities; and

(iii) any subsequent bonus issue, consolidation or subdivision of shares;

(f) in exercising the authority conferred by this resolution, the Company shall comply with the rules, guidelines and measures issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and

(g) unless revoked or varied by the Company in general meeting, the authority so conferred shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (ii)] **(Resolution 9)**

9. **AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE INTRACO EMPLOYEE SHARE OPTION SCHEME**

That pursuant to Section 161 of the Companies Act, Chapter 50, the Directors be authorised and empowered to allot and issue shares in the capital of the Company to all the holders of options granted by the Company, whether granted during the subsistence of this authority or otherwise, under the INTRACO Employee Share Option Scheme (the "Scheme") upon the exercise of such options and in accordance with the terms and conditions of the Scheme, provided always that the aggregate number of additional ordinary shares to be allotted and issued pursuant to the Scheme shall not exceed fifteen percent (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.
[See Explanatory Note (iii)] **(Resolution 10)**

By Order of the Board

Yvonne Choo
Busarakham Kohsikaporn
Company Secretaries
Singapore, 4 April 2014

Explanatory Notes on Resolutions to be passed:

(i) The effect of the Ordinary Resolution 5 proposed in item 3 above, is to re-appoint a director who is over 70 years of age.

(ii) The Ordinary Resolution 9 proposed in item 8 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro rata basis.

(iii) The Ordinary Resolution 10 proposed in item 9 above, if passed, will empower the Directors of the Company, to allot and issue shares in the Company of up to a number not exceeding in total 15% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time pursuant to the exercise of the options under the Scheme.

Notes –

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.

2. If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.

3. The instrument appointing a proxy must be deposited at the registered office of the Company at 8 Jurong Town Hall Road, #12-01 The JTC Summit, Singapore 609434 not less than forty-eight (48) hours before the time appointed for holding the Meeting.