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 of INTRACO Limited (the "**Company**") will be held at The Chevrons, Violet Room, Level 3, 48 Boon Lay Way, Singapore 609961 on 2 September 2014 at 10 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following Ordinary Resolutions:

ORDINARY RESOLUTION 1: PROPOSED ACQUISITION OF A 70% STAKE IN: (I) K.A. BUILDING CONSTRUCTION PTE LTD; (II) FIRESPRAY INTERNATIONAL (SINGAPORE) PTE LTD; (III) K.A. FIREPROOFING PTE LTD; (IV) K.A. FABRIC SHUTTERS PTE LTD; AND (V) K.A. FIRESPRAY SDN BHD (COLLECTIVELY, THE "KA GROUP COMPANIES"), AND THE GRANT OF A PUT OPTION AND CALL OPTION IN RESPECT OF THE REMAINING 30% STAKE

That:

(a) approval be and is hereby given for the proposed acquisition from Mr. Soh Yong Poon and Ms. Soh Ying Sin (collectively, the "**Vendors**") of shares constituting 70% of the total issued share capital of each of the KA Group Companies, being a major transaction for the purposes of Chapter 10 of the Listing Manual, subject to the terms and conditions of the share purchase agreement dated 4 July 2014 (the "**Share Purchase Agreement**") as entered into between the Company, the Vendors and each of the KA Group Companies (the "**Proposed Acquisition**");

(b) approval be and is hereby given for the allotment and issue of 5,000,000 new ordinary shares in the capital of the Company (the "**Consideration Shares**") to the Vendors at an issue price of S$0.63 per Consideration Share in satisfaction of the first S$3.15 million of the aggregate consideration payable by the Company for the Proposed Acquisition, subject to the terms and conditions of the Share Purchase Agreement;

(c) approval be and is hereby given for the grant by the Company to the Vendors of a put option in respect of the remaining 30% of the total issued share capital of each KA Group Company (the "**Option Shares**"), subject to the terms and conditions of the Share Purchase Agreement (the "**Put Option**");

(d) in the event the Put Option is exercised, approval be and is hereby given for the acquisition by the Company of the Option Shares, subject to the terms and conditions of the Share Purchase Agreement;

(e) approval be and is hereby given for the acceptance by the Company of the grant by the Vendors of a call option in respect of the Option Shares, subject to the terms and conditions of the Share Purchase Agreement (the "**Call Option**"); and

(f) the Directors and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to matters contemplated by this Ordinary Resolution.

ORDINARY RESOLUTION 2: AUTHORITY TO EXERCISE THE CALL OPTION GRANTED TO THE COMPANY IN RESPECT OF THE REMAINING 30% STAKE IN EACH OF THE KA GROUP COMPANIES

That subject to and contingent upon the passing of Ordinary Resolution 1:

(a) the Company be and is hereby authorised to exercise the Call Option as the Company deems fit to acquire the Option Shares, subject to the terms and conditions of the Share Purchase Agreement provided that such Call Option shall not be exercised within the first two (2) years immediately following the Completion Date unless:

  (i) the total consideration paid for the Proposed Acquisition combined with the total consideration payable for the remaining 30% interest in each of the KA Group Companies (under the Call Option) will not result in any of the relative figures as computed on the bases set out in Rule 1006(c) or Rule 1006(d) of the Listing Manual to be equal to or exceeding 100%; or

  (ii) the completion of the Call Option is made subject to compliance with the requirements of Rule 1015 of the Listing Manual where the total consideration paid for the Proposed Acquisition combined with the total consideration payable for the remaining 30% interest in each of the KA Group Companies (under the Call Option) will result in any of the relative figures as computed on the bases set out in Rule 1006(c) or Rule 1006(d) of the Listing Manual being equal to or exceeding 100%; and

(b) the Directors and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Ordinary Resolution.

By Order of the Board

Yvonne Choo
Tan San-Ju
Company Secretaries

Singapore
15 August 2014

Notes:

1. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote in his stead.
2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy shall, in the case of an individual, be signed by the appointor or his attorney, and in the case of a corporation shall be either under its common seal or signed by its attorney or a duly authorised officer on behalf of the corporation.
4. 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 Extraordinary General Meeting.