



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-Fourth Annual General Meeting (the “AGM”) of **INTRACO LIMITED** (the “Company”) will be held by way of electronic means on Tuesday, 25 April 2023 at 10.00 a.m. to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the year ended 31 December 2022 together with the Auditors’ Report thereon. **Resolution 1**
2. To re-elect Mr Charlie Ng How Kiat, a Director retiring pursuant to Regulation 115 of the Company’s Constitution. See Explanatory Note (i) on page 181 **Resolution 2**
3. To re-elect Dr Steve Lai Mun Fook, a Director retiring pursuant to Regulation 115 of the Company’s Constitution. See Explanatory Note (ii) on page 181 **Resolution 3**
4. To re-elect Ms Ong Beng Hong, a Director retiring pursuant to Regulation 119 of the Company’s Constitution. See Explanatory Note (iii) on page 181 **Resolution 4**
5. To approve the payment of Directors’ fees of up to S\$255,000 for the financial year ending 31 December 2023, to be paid quarterly in arrears (FY2022: S\$440,000). See Explanatory Note (iv) on page 181 **Resolution 5**
6. To re-appoint BDO LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**
7. To transact any other ordinary business which may be transacted at an AGM.

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 1967 of Singapore (“**Companies Act**”), and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Directors be authorised and empowered to:

- (a) (i) issue ordinary shares in the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other Instruments convertible into Shares,



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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

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to shareholders of the Company ("**Shareholders**") shall not exceed 20% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below):
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of the issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
- (a) new Shares arising from the exercise of share options or vesting of share awards;
- (b) new Shares arising from the conversion or exercise of any convertible securities; and
- (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

See Explanatory Note (v) on page 181

Resolution 7

9. RENEWAL OF SHARE BUYBACK MANDATE

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued Shares not exceeding in aggregate the Maximum Percentage, at such price or prices as may be determined by the Directors from time to time up to either the Maximum Market Purchase Price, or the Maximum Off-Market Purchase Price (as the case may be), whether by way of:-
- (i) market purchase(s) ("**Market Purchases**") on the SGX-ST or on any other securities exchange on which the Shares may for the time being be listed and quoted ("**Other Exchange**"); and/or



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- (ii) off-market purchase(s) (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) ("**Off-Market Purchases**"), in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be, the Other Exchange, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buyback Mandate**");

- (b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:-
 - (i) the date on which the next AGM of the Company is held;
 - (ii) the date by which the next AGM of the Company is required by law to be held; and
 - (iii) the date on which purchases and acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated;
- (c) for purposes of this Resolution:-
 - (iv) "**Average Closing Price**" means the average of the closing market prices of a Share over the last five (5) Market Days on which the Shares are transacted on the SGX-ST immediately preceding the day of the Market Purchase or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during such five (5) Market Days period and the day on which the Market Purchase is made or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase;
 - (v) "**day of the making of the offer**" means the day on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Off-Market Purchase Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;
 - (vi) "**Market Day**" means a day on which the SGX-ST is open for trading in securities;
 - (vii) "**Maximum Market Purchase Price**" means in the case of a Market Purchase, 105% of the Average Closing Price of the Shares;
 - (viii) "**Maximum Off-Market Purchase Price**" means in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price of the Shares; and
 - (ix) "**Maximum Percentage**" means 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST)); and



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- (d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

See Explanatory Note (vi) on page 181

Resolution 8

By Order of the Board

Josephine Toh
Company Secretary

Singapore
3 April 2023



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Explanatory Notes:

- (i) Mr Charlie Ng How Kiat ("Mr Ng") will, upon re-election as a Director, remain as a Non-Independent Non-Executive Director of the Company and a member of the Audit Committee and Remuneration Committee respectively. Mr Ng will not be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Detailed information of Mr Ng required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found in the Annual Report.
- (ii) Dr Steve Lai Mun Fook ("Dr Lai") will, upon re-election as a Director, remain as an Independent Director of the Company, Chairman of the Nominating Committee and a member of the Audit Committee. Dr Lai will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Detailed information of Dr Lai required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found in the Annual Report.
- (iii) Ms Ong Beng Hong ("Ms Ong") will, upon re-election as a Director, remain as an Independent Director of the Company and a member of the Nominating Committee and Remuneration Committee respectively. Detailed information of Ms Ong required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found in the Annual Report.
- (iv) The Ordinary Resolution 5 proposed in item 5 above is to approve Non-Executive Directors' fees for the financial year ending 31 December 2023. The amount is computed based on a framework comprising basic fees reflecting membership and Chairmanship of the Board and the Board Committees; attendance fees capped at S\$10,000 per director based on the anticipated number of Board and Board Committees meetings to be held in 2023.
- (v) The Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is revoked or varied by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of Shares that may be issued, the total number of issued Shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this resolution is passed, after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this resolution is passed, and any subsequent bonus issue, consolidation or subdivision of Shares.

- (vi) The Ordinary Resolution 8 proposed in item 9 above, if passed, will empower the Directors effective until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier, to repurchase Shares by way of market purchases or off-market purchases of up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company as at the date of the AGM at which the Resolution is passed. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate on the audited consolidated financial statements of the Company and its subsidiaries for FY2022 are set out in greater detail in the addendum to the annual report of the Company for FY2022 dated 3 April 2023.

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Important Notice:

The AGM will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Shareholders will **NOT** be able to attend the AGM physically. All shareholders or their corporate representative(s) (in the case of Shareholders which are legal entities) will be able to participate in the AGM proceedings by Real-Time Remote Electronic Voting and Real-Time Electronic Communication. Please refer to “**Pre-registration for the AGM**” section below for details on participation in the AGM.

Appointment of proxy(ies)

1. A shareholder who is not a relevant intermediary and entitled to attend and vote at the AGM is entitled to appoint one or two proxies to attend and vote in his/her/their/its stead. A proxy need not be a shareholder. Where a shareholder appoints more than one proxy, the appointments shall be invalid unless he/she/they/it specifies the proportion of his/her/their/its holding (expressed as a percentage of the whole) to be represented by each proxy.
2. A shareholder who is a relevant intermediary entitled to attend and vote at the AGM is entitled to appoint more than two proxies to attend and vote instead of the shareholder. Each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. Where such shareholder appoints more than one proxy, the appointments shall be invalid unless the shareholder specifies the number of Shares in relation to which each proxy has been appointed in the Proxy Form (defined below).

“**Relevant intermediary**” means:

- (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;
 - (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 (“**CPF 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 CPF Board holds those Shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
3. Shareholders may also appoint Chairman of the Meeting to vote in in his/her/their/its stead. The Chairman of the Meeting, as a proxy, need not be a shareholder.
 4. The instrument appointing proxy(ies) (the “**Proxy Form**”) must be deposited at the Share Registrar’s Office at **Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632** or sent by email to intracomeetings2023@boardroomlimited.com not less than seventy-two (72) hours before the time appointed for holding the AGM. In addition to the above submission of proxy form, a shareholder will also need to register his/her/its proxy(ies) via the online process through the pre-registration website at <https://conveneagm.com/sg/intracoagm2023>.

Shareholders are strongly encouraged to submit completed Proxy Forms via email.



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5. CPF or SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e.: by **10:00 a.m.** on **14 April 2023**) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form by the cut-off date.

Pre-registration for the AGM

1. Shareholders, Proxyholders and CPF and SRS investors attending the virtual AGM will be able to participate the AGM proceedings through the Live Webcast via their mobile phones, tablets or computers.
2. Shareholders, CPF and SRS investors who wish to attend the AGM are required to pre-register their participation in the AGM ("**Pre-registration**") at this link: <https://conveneagm.com/sg/intracoagm2023> ("**AGM Registration and Q&A Link**") by **10.00 a.m.** on **22 April 2023** ("**Registration Deadline**") for verification of their status as shareholders.
3. Following verification, authenticated shareholders, CPF and SRS investors and Proxyholders ("**Attendees**") will receive an email by **10.00 a.m.** on **24 April 2023**. The email will contain instructions to access the "live" webcast or "live" audio feed of the AGM proceedings. Attendees **must not** forward the email to other persons who are not entitled to participate in the AGM proceedings. Attendees who have pre-registered by the Registration Deadline in accordance with paragraph 2 above but have not received an email by **10.00 a.m.** on **24 April 2023** may contact the Company at Tel:+65 6586 6771 or email AGMquiries@intraco.com for assistance.

Question and answer

Shareholders, including CPF Investors and SRS Investors, can submit questions in advance of, or "live" at the AGM.

Submission of questions in advance of the AGM

Shareholders, including CPF Investors and SRS Investors, can submit questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the AGM, in advance of the AGM, in the following manner:

- (i) Via pre-registration website: Shareholders who pre-register to observe and/or listen to the AGM proceedings may submit their questions via the pre-registration website at <https://conveneagm.com/sg/intracoagm2023>;
- (ii) Via email: Shareholders may submit their questions via email to questions@intraco.com.

When sending in questions via email, please also provide the following details: (a) full name; (b) address; and (c) the manner in which the Shares are held (e.g.: via CDP, CPF, SRS and/or scrip).

Deadline to submit questions in advance of the AGM

All questions submitted in advance of the AGM via any of the above channels must be received by **10.00 a.m.** on **11 April 2023**.

Pre-register to ask questions "live" at the AGM

Shareholders (including CPF and SRS investors) and, where applicable, appointed proxy(ies), can also ask the Chairman of the AGM questions related to the resolutions to be tabled for approval at the AGM, "live" at the AGM, by typing in and submitting their questions via the online platform hosting the audio-visual webcast and audio-only stream.



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Addressing questions

The Company will endeavour to address substantial and relevant questions (as may be determined by the Company in its sole discretion) received from Shareholders, as well as those received “live” at the AGM itself, during the AGM through the “live” audio-visual webcast and “live” audio-only stream of the AGM proceedings. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

Voting

1. Live voting will be conducted during the AGM. It is important for Attendees to ensure their own web-browser enabled devices are ready for voting during the AGM.
2. Attendees will be required to log-in via the email address provided during pre-registration or as indicated in the Proxy Form.
 - (i) Live voting: Attendees may cast their votes in real time for each resolution to be tabled via the Live Webcast through the login credentials created during pre-registration. Attendees will have the opportunity to cast their votes via the live voting feature.
 - (ii) Voting via appointing the Chairman of the Meeting as Proxy. As an alternative to the above, Shareholders may also appoint the Chairman of the AGM as his/her/its proxy to vote on their behalf. Please refer to “**Appointment of proxy(ies)**” section above for the manner of submission.



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KEY DATES / DEADLINES

In summary, the key dates / deadlines which shareholders should take note of are set out in the table below:

Key Dates	Actions
3 April 2023	Shareholders may begin to pre-register for the Real-time remote electronic voting and Real-time electronic communication at https://conveneagm.com/sg/intracoagm2023 and follow the instructions in the link.
10.00 a.m on 14 April 2023	Deadline for CPF or SRS investors who wish to appoint proxy(ies) to approach their respective CPF Agent Banks or SRS Operators to submit their votes.
10.00 a.m on 11 April 2023	Deadline for shareholders to submit their questions in advance via: <ul style="list-style-type: none"> pre-registration website at https://conveneagm.com/sg/intracoagm2023 email at questions@intraco.com
10.00 a.m on 22 April 2023	Deadline for shareholders to: <ul style="list-style-type: none"> pre-register for the Real-Time Remote Electronic Voting and Real-Time Electronic Communication submit the signed proxy forms to intracomeetings2023@boardroomlimited.com
10.00 a.m. on 24 April 2023	Authenticated shareholders would have received a Confirmation Email containing instructions to access the AGM proceedings. Shareholders who did not receive the Confirmation Email by 10.00 a.m. on 24 April 2023, but have registered by the Pre-Registration deadline should contact the Company for assistance at +65 6586 6771 or email AGMenquiries@intraco.com (between 10.00 a.m. and 5.00 p.m. on 24 April 2023).
Date and Time of AGM – 25 April 2023 at 10.00 a.m.	For the Real-Time Remote Electronic Voting and Real-Time Electronic Communication: <p>Authenticated shareholders may login to the URL with the log-in and password contained in the Confirmation Email at https://conveneagm.com/sg/intracoagm2023 and follow the instructions in the link.</p> <p>Authenticated shareholders provided with login details (Meeting ID and password) in the Confirmation Email will be able to see a dial-in number on the webcast portal after log-in as an alternative method to access the Real-Time Remote Electronic Voting and Real-Time Electronic Communication.</p> <p>Shareholders (including CPF and SRS Investors) or, where applicable, their appointed proxy(ies) must access the AGM proceedings via the “live” audio-visual webcast in order to ask questions and vote “live” at the AGM.</p>

For further information or enquiries, shareholders may email the Company at AGMenquiries@intraco.com for assistance.



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PERSONAL DATA PRIVACY:

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) completing the Pre-registration in accordance with this Notice, or (c) submitting any question prior to the AGM in accordance with this Notice, a shareholder of the Company consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing a proxy or proxies for the AGM (including any adjournment thereof);
- (ii) the processing of the Pre-registration for purposes of granting access to shareholders (or their corporate representatives in the case of Shareholders which are legal entities) to the live webcast or live audio feed of the AGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from Shareholders received before the AGM and if necessary, following up with the relevant Shareholders in relation to such questions;
- (iv) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

Important reminder

Shareholders are advised to regularly check the Company's website or announcements released on SGXNET for updates on the AGM. Further, shareholders are strongly encouraged to submit completed proxy forms via email.