



INTRACO LIMITED

(Registration No. 196800526Z)

(Incorporated in Singapore with limited liability)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Third Annual General Meeting of INTRACO Limited will be held at The Function Room, 348 Jalan Boon Lay, Singapore 619529 on Wednesday, 25 April 2012 at 3.00 p.m., for the following purposes:

AS ORDINARY BUSINESS:

1. To receive and adopt the Directors' Report and Audited Financial Statements of the Company for the financial year ended 31 December 2011 and the Auditors' Report thereon. **(Resolution 1)**
2. To approve the payment of Directors' fees of S\$191,000 for the financial year ended 31 December 2011. (2010: S\$288,000) **(Resolution 2)**
3. To re-elect Dr Allan Yap, who retires by rotation pursuant to Article 115 of the Articles of Association of the Company. **(Resolution 3)**
[See Explanatory Note (i)]
4. To note the retirement of Mr Hoon Tai Meng retiring by rotation pursuant to Article 116 of the Articles of Association of the Company and who is not seeking re-election. **(Resolution 4)**
[See Explanatory Note (ii)]
5. To re-elect Madam Tang Cheuk Chee, who retires by rotation pursuant to Article 119 of the Articles of Association of the Company. **(Resolution 5)**
[See Explanatory Note (iii)]
6. To re-appoint Messrs KPMG LLP as the Company's auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
7. To transact any other routine business that may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modifications:

8. **Authority to issue shares under the Intraco Limited Share Option Scheme 2000**
That the Directors of the Company be and are hereby authorised, pursuant to Section 161 of the Companies Act, Chapter 50, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the Intraco Limited Share Option Scheme 2000 (the "Scheme") provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed fifteen per cent. (15%) of the total number of issued shares (excluding treasury shares) of the Company from time to time and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the Annual General Meeting of the Company is required by law to be held, whichever is earlier.
[See Explanatory Note (iv)] **(Resolution 7)**
9. **Renewal of Shareholders' Mandate for Interested Person Transactions**
That for the purposes of Chapter 9 of the Listing Manual ("Chapter 9") of the SGX-ST:
 - a. approval be and is hereby given for the Company, its subsidiaries and associated companies that are considered to be 'entities at risk' under Chapter 9, or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Appendix to the Annual Report for the financial year 2011 (the "Appendix") with any party who is of the class of interested persons described in the Appendix, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions (the "Mandate");
 - b. the approval given in paragraph a. above shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
 - c. the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Mandate and/or this Resolution.
[See Explanatory Note (v)] **(Resolution 8)**

By Order of the Board

Chong Eng Wee

Go Kim Chuan Mark

Joint Company Secretaries

Singapore, 10 April 2012

NOTES:

1. Save as provided in the Articles of Association, a member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. The instrument appointing a proxy must be lodged at the registered office of the Company at 348 Jalan Boon Lay, Singapore 619529 not less than forty-eight (48) hours before the time fixed for the Annual General Meeting.

EXPLANATORY NOTE:

- (i) Dr Allan Yap will, upon re-election as Director of the Company, remain as Chairman of the Board and a member of the Executive Committee and will be considered as non-independent.
- (ii) Mr Hoon Tai Meng, who wishes to retire pursuant to Article 116 of the Articles of Association of the Company, has given notice to the Nominating Committee, that he is not seeking re-election.
- (iii) Madam Tang Cheuk Chee will, upon re-appointment as a Director of the Company, remain as member of the Executive Committee and will be considered as non-independent.

EXPLANATORY NOTES ON SPECIAL BUSINESS TO BE TRANSACTED:

- (iv) **Resolution 7** is to authorise the Directors pursuant to Section 161 of the Companies Act, Cap. 50, to allot and issue shares under the Scheme. The size of the Scheme is limited to fifteen per cent. (15%) of the total number of issued shares (excluding treasury shares) of the Company for the time being.
- (v) **Resolution 8** is to empower the Directors of the Company to continue to enter into interested person transactions, on the Group's normal commercial terms and in accordance with the guidelines and procedures of the Company for interested person transactions as described in the Appendix to Shareholders dated 10 April 2012. This authority will continue in force until the next Annual General Meeting.