



## INTRACO Limited

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

# NOTICE OF EXTRAORDINARY GENERAL MEETING

**Notice is hereby given** that an Extraordinary General Meeting of the Shareholders of the Company will be held on 29 April 2013 at Taurus, Level 1, Marina Mandarin Singapore, 6 Raffles Boulevard, Marina Square, Singapore 039594 at 10.30 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing with or without amendment, the resolutions as set out below:

All capitalised terms in this Notice which are not defined herein shall have the same meaning ascribed to them in this circular to Shareholders dated 11 April 2013 (the "Circular").

### ORDINARY RESOLUTIONS:

#### Ordinary Resolution 1 - To approve the INTRACO Employee Share Option Scheme

That approval be and is hereby given for the ESOS, particulars of which are set out in the Circular, and the Committee and/or the Board be and is hereby authorised to:

- establish and administer the ESOS;
- modify and/or amend the ESOS from time to time provided that such modification(s) and/or amendment(s) are effected in accordance with the provisions of the ESOS and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the ESOS; and
- offer and grant Option(s) in accordance with the rules of the ESOS and to effect the allotment, issue or transfer from time to time of such number of Shares as may be required to be issued or transferred pursuant to the exercise of the Option(s) under the ESOS.

#### Ordinary Resolution 2 - To approve the offer and grant of Option(s) at a discount

That subject to and contingent upon the passing of Ordinary Resolution 1, the Committee of the Company be and is hereby authorised to offer and grant Option(s) in accordance with the rules of the ESOS with the Exercise Price set at a discount to the Market Price, provided that such discount does not exceed the relevant limits set by the Singapore Exchange Securities Trading Limited.

#### Ordinary Resolution 3 - To approve the General Share Issue Mandate

That pursuant to Section 161 of the Companies Act, Chapter 50 and the rules of the Listing Manual, authority be and is hereby given to the Directors to:

- allot and issue Shares whether by way of rights, bonus or otherwise; and/or
- 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
- 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:

- 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 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);
- (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:
  - new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed;
  - new Shares arising from the conversion or exercise of any convertible securities; and
  - any subsequent bonus issue, consolidation or subdivision of the Shares;
- 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
- 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.

By order of the Board

Yvonne Choo  
Lynn Wan Tiew Leng  
Company Secretaries  
Singapore

11 April 2013

### Notes:

- A member entitled to attend and vote at the above Extraordinary General Meeting is entitled to appoint a proxy to attend and vote in his stead.
- A proxy need not be a member of the Company.
- 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.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 348 Jalan Boon Lay, Singapore 619529 not less than forty-eight (48) hours before the time appointed for holding the Extraordinary General Meeting.