

# NOTICE OF ANNUAL GENERAL MEETING

## INTERRA RESOURCES LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 197300166Z)

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting ("**AGM**") of Interra Resources Limited (the "**Company**") will be held on 29 April 2019 at 10:00 a.m. at RELC International Hotel, Room 508, Level 5, 30 Orange Grove Road, Singapore 258352, to transact the following business:

### ORDINARY BUSINESS

1. To receive and adopt the audited financial statements for the financial year ended 31 December 2018 together with the Directors' Statement and the Auditor's Report thereon. **Resolution 1**
2. To re-elect the following directors of the Company (the "**Directors**") who will retire by rotation under Regulation 100 of the Constitution of the Company and who, being eligible, offer themselves for re-election:
  - (a) Mr Ng Soon Kai **Resolution 2(a)**
  - (b) Mr Low Siew Sie Bob **Resolution 2(b)**
3. To approve the sum of up to S\$350,000 (2018: S\$360,000) as Directors' fees for the financial year ending 31 December 2019. **Resolution 3**
4. To re-appoint Nexia TS Public Accounting Corporation as the Auditor of the Company for the ensuing year and to authorise the Directors to fix its remuneration. **Resolution 4**

### SPECIAL BUSINESS

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

5. That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "**CA**") and Rule 806 of the Listing Manual (the "**Listing Manual**") of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), the Directors be authorised and empowered to:
  - (a) (i) issue 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,  
  
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,

# NOTICE OF ANNUAL GENERAL MEETING

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of the Instruments, made or granted 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;
- (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 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 this Resolution is passed, after adjusting for:
  - (A) new shares arising from the conversion or exercise of any convertible securities;
  - (B) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of this Resolution is passed; 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 for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) such authority shall continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is the earlier.

**Resolution 5**

6. That pursuant to Section 161 of the CA, authority be and is hereby given to the Directors, 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 Interra Share Option Plan 2017 (the "**ISOP 2017**"), provided always that the aggregate number of shares issued and to be issued pursuant to the ISOP 2017 shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at any time and from time to time.

**Resolution 6**

7. To transact any other business that may be properly transacted at an AGM.

BY ORDER OF THE BOARD

Adrian Chan Pengee  
Company Secretary

12 April 2019

# NOTICE OF ANNUAL GENERAL MEETING

## NOTES:

- (1) All Resolutions at the AGM (and at any adjournment thereof) shall be voted by poll.
- (2) (a) A member of the Company ("**Member**") who is not a relevant intermediary may appoint not more than two (2) proxies to attend and vote at the AGM. Where such Member appoints more than one (1) proxy, the proxy form shall specify the percentage of shares to be represented by each proxy and if no percentage is specified, the first named proxy shall be deemed to represent 100% of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.  
  
(b) A Member who is a relevant intermediary may appoint more than two (2) proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to the different shares held by such Member. Where such Member appoints more than two (2) proxies, the proxy form shall specify the number and class of shares to which each proxy has been appointed.

The term "**relevant intermediary**" has the meaning ascribed to it in Section 181 of the CA.

- (3) A proxy or representative need not be a Member.
- (4) The instrument of proxy or the power of attorney or other authority must be lodged at the registered office of the Company at 1 Grange Road, #05-04 Orchard Building, Singapore 239693 not less than seventy-two (72) hours before the time appointed for holding the AGM.

## EXPLANATORY NOTES ON BUSINESS TO BE TRANSACTED

**Resolution 1** – The audited financial statements together with the Directors' Statement and the Auditor's Report thereon are contained in the Company's Annual Report for the financial year ended 31 December 2018 ("**AR2018**"). The AR2018 is made available on the Company's website at [www.interraresources.com](http://www.interraresources.com) on the date of this notice.

**Resolution 2(a)** – Mr Ng Soon Kai, if re-elected, will remain a non-executive Director of the Company, and a member of the Nominating Committee and the Remuneration Committee. The profile and curriculum vitae of Mr Ng are respectively set out in the Board of Directors and Corporate Governance Report sections of the AR2018.

**Resolution 2(b)** – Mr Low Siew Sie Bob, if re-elected, will remain Lead Independent Director of the Company, Chairman of the Audit Committee, and a member of the Nominating Committee and the Remuneration Committee. The profile and curriculum vitae of Mr Low are respectively set out in the Board of Directors and Corporate Governance Report sections of the AR2018.

**Resolution 5**, if passed, will empower the Directors, effective until the conclusion of the next AGM or the date by which the next AGM is required by law to be held or such authority is varied or revoked 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 an aggregate number not exceeding 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 at the time the proposed Resolution 5 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 the proposed Resolution 5 is passed and any subsequent bonus issue, consolidation or subdivision of shares.

The term "**subsidiary holdings**" has the meaning given to it in the Listing Manual.

**Resolution 6**, if passed, will authorise the Directors, from time to time, to allot and issue shares pursuant to the exercise of options under the ISOP 2017, provided that the aggregate number of shares issued and to be issued pursuant to the ISOP 2017 shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at any time.

# NOTICE OF ANNUAL GENERAL MEETING

## PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a Member (i) consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Member discloses the personal data of the Member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Member's breach of warranty.

**PROXY FORM**  
**Annual General Meeting**

**INTERRA RESOURCES LIMITED**

(Incorporated in the Republic of Singapore)  
(Company Registration No. 197300166Z)

**IMPORTANT:**

1. Relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 may appoint more than two (2) proxies to attend and vote at the general meeting.
2. This Proxy Form is not valid for use by investors whose shares are held under Central Provident Fund (CPF), Supplementary Retirement Scheme (SRS) or relevant intermediaries, and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors who wish to attend and vote at the general meeting should contact their respective CPF agent banks, SRS operators or relevant intermediaries regarding their appointment as proxies.

I/We, \_\_\_\_\_ (Name)

\_\_\_\_\_ (NRIC/Passport/Company Registration Number)

of \_\_\_\_\_ (Address)

being a member/members of Interra Resources Limited (the "Company"), hereby appoint:

Name of Proxy	Address	NRIC/Passport Number	Percentage of Shareholding to be Represented (%)
and/or (delete as appropriate)			

or failing him/them, the Chairman of the Annual General Meeting of the Company ("AGM") as my/our proxy/proxies to attend and vote on my/our behalf at the AGM to be held on 29 April 2019 at 10:00 a.m. at RELC International Hotel, Room 508, Level 5, 30 Orange Grove Road, Singapore 258352, and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against the Resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies may vote or abstain from voting at his/their discretion, as he/they may on any other matter arising at the AGM and at any adjournment thereof.

Ordinary Resolutions		Number of Votes		
		For*	Against*	Abstain*
<b>Ordinary Business</b>				
1	To receive and adopt the audited financial statements for FY2018			
2(a)	To re-elect Mr Ng Soon Kai as a Director			
2(b)	To re-elect Mr Low Siew Sie Bob as a Director			
3	To approve the sum of up to S\$350,000 as Directors' fees for FY2019			
4	To re-appoint Nexia TS Public Accounting Corporation as the Auditor			
<b>Special Business</b>				
5	Authority to issue shares pursuant to the general mandate			
6	Authority to allot and issue shares pursuant to the ISOP 2017			

\* Voting will be conducted by poll. If you wish to exercise all your votes with respect to a Resolution, please put a tick (✓) in the relevant box. Alternatively, you may indicate the number of votes as appropriate in the relevant boxes.

Dated this \_\_\_\_\_ day of April 2019

Number of Shares	
Depository Register	
Register of Members	
Total	

\_\_\_\_\_  
Signature(s) or common seal of member(s)

**IMPORTANT: PLEASE READ NOTES OVERLEAF.**

## NOTES

- (1) All Resolutions at the AGM (and at any adjournment thereof) shall be voted by poll.
- (2) (a) A member of the Company ("**Member**") who is not a relevant intermediary may appoint not more than two (2) proxies to attend and vote at the AGM. Where such Member appoints more than one (1) proxy, the proxy form shall specify the percentage of shares to be represented by each proxy and if no percentage is specified, the first named proxy shall be deemed to represent one hundred percent (100%) of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.  
(b) A Member who is a relevant intermediary may appoint more than two (2) proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to the different shares held by such Member. Where such Member appoints more than two (2) proxies, the proxy form shall specify the number and class of shares to which each proxy has been appointed.  
"**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore (the "**CA**").
- (3) A corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the AGM in accordance with Section 179 of the CA. A certificate under the seal of the corporation shall be prima facie evidence of the appointment of its representative.
- (4) A proxy or representative need not be a Member.
- (5) The instrument appointing a proxy or representative shall be in writing and (i) in the case of an individual, shall be signed by the appointor or his attorney duly authorised in writing; or (ii) in the case of a corporation, shall be executed under its common seal or signed on behalf by its attorney or duly authorised officer. Where such instrument is signed or authorised on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

1<sup>st</sup> fold

---

- (6) The instrument of proxy or the power of attorney or other authority must be lodged at the registered office of the Company at 1 Grange Road, #05-04 Orchard Building, Singapore 239693 not less than seventy-two (72) hours before the time appointed for holding the AGM.
- (7) A Member who has lodged an instrument appointing a proxy/proxies to vote on his behalf at the AGM shall not be precluded from attending and voting in person at the AGM. Any such appointment of all the proxies concerned shall be deemed to be revoked upon the attendance of such Member at the AGM, and in such event, the Company reserves the right to refuse to admit all the persons appointed under the relevant instrument of proxy to the AGM.
- (8) In the case where a Member is a Depositor, the Company shall be entitled (i) to reject the instrument of proxy lodged if that Depositor's name does not appear in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore) seventy-two (72) hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company; and (ii) for the purpose of a poll, to treat the instrument of proxy lodged as representing the number of shares equal to the number of shares appearing against his name in the Depository Register referred to in (8)(i) above, notwithstanding the number of shares actually specified in the relevant instrument of proxy.

## GENERAL

The Company shall be entitled to reject the instrument appointing a proxy/proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions specified in the relevant instrument of proxy.

## PERSONAL DATA PRIVACY

By submitting an instrument of proxy, the Member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 12 April 2019.

2<sup>nd</sup> fold

---

## INTERRA RESOURCES LIMITED

1 Grange Road  
#05-04 Orchard Building  
Singapore 239693