



THAKRAL CORPORATION LTD

(Incorporated in Singapore)
(Company Registration No. 199306606E)

NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms in this Notice of EGM and defined in the circular dated 15 April 2026 (the “Circular”) shall, unless otherwise defined herein, bear the respective meanings ascribed thereto in the Circular.

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Thakral Corporation Ltd (the “Company”) will be held at Atrium Ballroom, Level 5, PARKROYAL COLLECTION Marina Bay, 6 Raffles Boulevard, Singapore 039594 on 30 April 2026 at 11:30 a.m. (or such time immediately 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 any modifications) the following ordinary resolutions:-

It should be noted that Ordinary Resolution 2 and Ordinary Resolution 3 are conditional on Ordinary Resolution 1. In other words, if Ordinary Resolution 1 is not passed by the Shareholders at the EGM, then Ordinary Resolution 2 and Ordinary Resolution 3 will also not be passed. Further, Ordinary Resolution 2 and Ordinary Resolution 3 are inter-conditional on each other. In other words, if Ordinary Resolution 2 is not passed by the Shareholders at the EGM, then Ordinary Resolution 3 will also not be passed and *vice versa*. Ordinary Resolution 1 is independent of Ordinary Resolution 2 and Ordinary Resolution 3.

ORDINARY RESOLUTION 1: THE PROPOSED GEOGRAPHICAL EXPANSION OF THE GROUP'S EXISTING REAL ESTATE BUSINESS INTO INDIA

That:

- (1) approval be and is hereby given for the Group to undertake the India Real Estate Business as described in Section 1.2.1 of the Company's circular to the Shareholders dated 15 April 2026, and any other activities related to the India Real Estate Business;
- (2) subject to compliance with the Listing Manual requiring approval from shareholders in certain circumstances, the Company (directly and/or through its subsidiaries) be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of from time to time, any such assets, businesses, investments and shares/interests in any entity that is related to the India Real Estate Business, on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all acts and things as they deem desirable, necessary or expedient to give effect to any such investment, purchase, acquisition or disposal;
- (3) the Directors or any of them be and are hereby authorised to complete and do all acts and things (including, without limitation, enter into all transactions, arrangements and agreements and approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion 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 or each of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company; and

- (4) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this resolution be and are hereby approved, confirmed and ratified.

Note: A disposal of an issuer's business (or a substantial part of its business) will usually not be considered to be in the ordinary course of business.

ORDINARY RESOLUTION 2: THE PROPOSED ACQUISITION OF AN 81.64% INTEREST IN TIL INVESTMENTS PRIVATE LIMITED

That subject to and contingent upon Ordinary Resolutions 1 and 3 being passed:

- (1) approval be and is hereby given as required under Rules 906(1)(a) and 1014 of the Listing Manual for the Company, through its wholly-owned subsidiary Paramount Investments Pte. Ltd., to acquire 81.64% of the share capital of TIL Investments Private Limited from Thakral Investments Holdings (Mauritius) Limited, Mr. Karan Singh Thakral, Mr. Gurmukh Singh Thakral and Mr. Inderbethal Singh Thakral for an aggregate consideration of approximately S\$93.90 million in accordance with the terms and conditions of the share purchase and subscription agreements and/or share purchase agreements (the “**SPAs**”) dated 23 January 2026;
- (2) the Directors or any of them be and are hereby authorised to complete and do all acts and things (including, without limitation, enter into all transactions, arrangements and agreements and approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion 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 or each of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company; and
- (3) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this resolution be and are hereby approved, confirmed and ratified.

Note: To the extent applicable, TGL will abstain, and will procure that its Associates abstain, from voting on Ordinary Resolution 2 and Ordinary Resolution 3.

ORDINARY RESOLUTION 3: THE PROPOSED ISSUE AND ALLOTMENT OF 24,217,108 CONSIDERATION SHARES TO THAKRAL MAURITIUS AT AN ISSUE PRICE OF S\$1.8128 PER CONSIDERATION SHARE IN SETTLEMENT OF PART OF THE CONSIDERATION FOR THE PROPOSED ACQUISITION

That subject to and contingent upon Ordinary Resolutions 1 and 2 being passed:

- (1) approval be and is hereby given as required under Section 161 of the Companies Act and Rules 804, 805(1) and 812(2) of the Listing Manual for the Company to issue and allot 24,217,108 new ordinary shares in the issued and paid-up share capital of the Company (the “**Consideration Shares**”) to Thakral Mauritius at an issue price of S\$1.8128 per Consideration Share, which represents a premium of 10% to the volume weighted average price for trades done on the Shares during the 20-Market Days period preceding 23 January 2026 and a premium of 7.9% to the weighted average price for trades done on the Shares on 23 January 2026, being the full market day on which the SPAs were signed, in settlement of part of the Consideration for the Proposed Acquisition amounting to approximately S\$43.9 million pursuant to the terms and subject to the conditions of the SPAs;

- (2) the Directors or any of them be and are hereby authorised to complete and do all acts and things (including, without limitation, enter into all transactions, arrangements and agreements and approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion 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 or each of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company; and
- (3) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this resolution be and are hereby approved, confirmed and ratified.

Note: To the extent applicable, TGL will abstain, and will procure that its Associates abstain, from voting on Ordinary Resolution 2 and Ordinary Resolution 3.

BY ORDER OF THE BOARD

Chan Wan Mei
Company Secretary

Singapore, 15 April 2026

Notes:-

- (a) **Submission of Questions:** Members, including CPF Investors and SRS Investors, may submit substantial and relevant questions related to the resolutions to be tabled for approval at the Extraordinary General Meeting (the “EGM”) to the Chairman of the Meeting in advance of the EGM in the following manner:
- (i) **Via email:** Members may submit their questions via email to proxyform@thakralcorp.com.sg; and/or
 - (ii) **By post:** Members may submit their questions by post to the Company’s registered office at 20 Upper Circular Road, #03-06 The Riverwalk, Singapore 058416.

When sending in questions via email or by post, 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) for verification purpose.

All questions submitted in advance of the EGM via any of the above channels must be received by 11:30 a.m. on 22 April 2026.

Members (including CPF Investors and SRS Investors) and, where applicable, appointed proxy(ies), may at the EGM ask the Chairman of the Meeting substantial and relevant questions related to the resolutions to be tabled for approval at the EGM.

The Company will endeavour to address all substantial and relevant questions received from members prior to the EGM by publishing the responses to such questions on the Company’s website at the URL https://thakral.listedcompany.com/agm_egm.html and via publication on SGXNet before 11:30 a.m. on 25 April 2026 (the “Pre-EGM Reply”). The Company will address those substantial and relevant questions which have not already been addressed in the Pre-EGM Reply, as well as those received during the EGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

The Company will publish the minutes of the EGM on its website and on SGXNet within one (1) month from the date of the EGM, and the minutes will include the responses to the substantial and relevant questions from members which are addressed during the EGM.

- (b) **Voting:** A member who wishes to exercise his/her/its voting rights at the EGM may:
- (i) (where such members are individuals) vote in person at the EGM or (where such members are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the Meeting) to attend and vote at the EGM on their behalf; or
 - (ii) (where such members are individuals or corporates) appoint the Chairman of the Meeting as their proxy to vote on his/her/its behalf at the EGM.
- (c) **Submission of Proxy Instruments:** Members who wish to submit instruments appointing a proxy(ies) must do so in the following manner:
- (i) if submitted by post, the instrument must be lodged with the registered office of the Company at 20 Upper Circular Road, #03-06 The Riverwalk, Singapore 058416; or
 - (ii) if submitted electronically, the instruments must be submitted via email to the Company at proxyform@thakralcorp.com.sg, in each case, by 11:30 a.m. on 27 April 2026 (not less than 72 hours before the time appointed for the EGM).

The accompanying proxy form for the EGM may be accessed via the Company's website at the URL https://thakral.listedcompany.com/agm_egm.html, and will also be made available on SGXNet.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. **Members are strongly encouraged to submit completed proxy forms electronically.**

Where a member (whether individual or corporate) appoints an individual or the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstention from voting, in respect of a resolution in the form of proxy, failing which the appointment of the proxy for that resolution will vote or abstain from voting at his/her discretion.

If the appointor is a corporation, the instrument appointing a proxy must be executed under the corporation's common seal or signed by its attorney or an officer on behalf of the corporation.

The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy (including any related attachment). In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM (i.e. 11:30 a.m. on 27 April 2026), as certified by The Central Depository (Pte) Limited to the Company.

- (d) A proxy need not be a member of the Company. The Chairman of the Meeting, as proxy, need not be a member of the Company.

- (e) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such member's instrument appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument; and (ii) a member who is a relevant intermediary is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument. "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.
- (f) Members should check the Company's website at the URL https://thakral.listedcompany.com/agm_egm.html for the latest updates on the status of the EGM.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (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 and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 (the "**Warranty**"); 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 the Warranty.