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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Interra Acquisition Corporation, you should at once hand this circular and the accompanying proxy form(s) to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Interra Acquisition Corporation

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 7801)

(Warrant Code: 4801)

**(1) RE-ELECTION OF RETIRING DIRECTORS;
(2) RE-APPOINTMENT OF AUDITOR;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Interra Acquisition Corporation to be held at Units 5906-5912, 59th Floor, The Center, 99 Queen's Road Central, Hong Kong on Friday, June 21, 2024 at 10:30 a.m. is set out on pages 12 to 13 of this circular. Proxy form(s) for use at the Annual General Meeting is(are) enclosed with this circular and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.interraacquisition.com).

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the proxy form(s) in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. by no later than 10:30 a.m. on Wednesday, June 19, 2024) or any adjournment thereof (as the case may be). Completion and return of the proxy form(s) will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish and in such event, the proxy form(s) shall be deemed to be revoked.

April 29, 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX — BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION	8
NOTICE OF ANNUAL GENERAL MEETING	12

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Units 5906-5912, 59th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Friday, June 21, 2024 at 10:30 a.m. or any adjournment thereof, the notice of which is set out on pages 12 to 13 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors of the Company
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Class A Share(s)”	Class A ordinary share(s) in the share capital of the Company with a par value of HK\$0.0001 each
“Class B Share(s)”	Class B ordinary share(s) in the share capital of the Company with a par value of HK\$0.0001 each
“Company”	Interra Acquisition Corporation, an exempted company incorporated under the laws of the Cayman Islands with limited liability on January 11, 2022, whose Class A Shares and Listed Warrants are listed on the Main Board of the Stock Exchange
“De-SPAC Target”	the target of a De-SPAC Transaction
“De-SPAC Transaction”	an acquisition of, or a business combination with, a De-SPAC Target by the Company that results in the listing of a Successor Company
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong” or “HKSAR”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	April 23, 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listed Warrants”	the warrants to be issued to Professional Investors of the Class A Shares
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Nomination Committee”	the nomination committee of the Board
“Professional Investors”	has the meaning given to it in section 1 of Part 1 of Schedule 1 to the SFO
“Remuneration Committee”	the remuneration committee of the Board
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	Class A Shares and Class B Shares
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary” or “subsidiaries”	has the meaning ascribed to it under the Listing Rules
“Successor Company”	the listed issuer resulting from the completion of a De-SPAC Transaction

LETTER FROM THE BOARD

Interra Acquisition Corporation

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 7801)

(Warrant Code: 4801)

Executive Directors:

Mr. CHEN Tong

(Co-chairman and Co-chief executive officer)

Mr. YANG Xiuke

(Co-chairman and Co-chief executive officer)

Ms. MING Liang

Mr. GE Chengyuan

Independent Non-executive Directors:

Ms. CHAN Ching Chu *(alias Rebecca Chan)*

Ms. CHAN Jeanette Kim Yum

Mr. PU Yonghao

Registered office:

Walkers Corporate Limited

190 Elgin Avenue

George Town

Grand Cayman KY1-9008

Cayman Islands

Principal place of business

in Hong Kong:

5/F, Manulife Place

348 Kwun Tong Road

Kowloon, Hong Kong

April 29, 2024

To the Shareholders

Dear Sir or Madam

**(1) RE-ELECTION OF RETIRING DIRECTORS;
(2) RE-APPOINTMENT OF AUDITOR;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to, among other things, provide the Shareholders with the notice of Annual General Meeting and to provide you with information regarding the following proposals to be put forward at the Annual General Meeting: (i) the re-election of the retiring Directors; and (ii) the re-appointment of the auditor.

LETTER FROM THE BOARD

II. MATTERS TO BE RESOLVED AT THE ANNUAL GENERAL MEETING

1. Re-Election of Retiring Directors

Pursuant to Article 119(a) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election.

In accordance with Article 119(a) of the Articles of Association, Ms. CHAN Ching Chu (*alias* Rebecca Chan), Ms. CHAN Jeanette Kim Yum and Mr. PU Yonghao, each being an independent non-executive Director, shall retire from their offices as Directors at the Annual General Meeting and being eligible, will offer themselves for re-election at the Annual General Meeting.

Pursuant to Article 116 of the Articles of Association, prior to the completion of a De-SPAC Transaction, the above re-election of Directors would be passed by ordinary resolutions of holders of Class B Shares.

Recommendation of the Nomination Committee

The Company has in place a director nomination policy (the “**Nomination Policy**”) which sets out the selection criteria and nomination process in relation to the nomination and appointment of Directors.

In assessing the re-election of Ms. CHAN Ching Chu (*alias* Rebecca Chan), Ms. CHAN Jeanette Kim Yum and Mr. PU Yonghao as an independent non-executive Director, the Nomination Committee has considered their overall contribution to the Company, and reviewed their respective expertise and professional qualifications to determine whether they satisfy the selection criteria under the Nomination Policy. In addition, the Nomination Committee has also taken into account the diversity aspects (including but not limited to professional experience, skills, knowledge, gender, age and length of service etc.) set out in the board diversity policy of the Company (the “**Board Diversity Policy**”). The Nomination Committee considers that Ms. CHAN Ching Chu (*alias* Rebecca Chan), Ms. CHAN Jeanette Kim Yum and Mr. PU Yonghao have the reputation for integrity to act as a director of the Company, and possess broad and extensive experience, skills and professional knowledge in the fields of medicine and management, which have contributed to the diversity of the Board and brought objective and unfettered independent judgment and valuable contributions to the Board.

LETTER FROM THE BOARD

In assessing the independence of Ms. CHAN Ching Chu (*alias* Rebecca Chan), Ms. CHAN Jeanette Kim Yum and Mr. PU Yonghao, the Nomination Committee has considered their independence pursuant to Rule 3.13 of the Listing Rules, and the contribution of Ms. CHAN Ching Chu (*alias* Rebecca Chan), Ms. CHAN Jeanette Kim Yum and Mr. PU Yonghao, and is satisfied that they have continued to provide independent and objective judgment and advice to the Board, through scrutinising and monitoring the Group's affairs with a view to safeguard the interests of the Group and the Shareholders. The Nomination Committee was satisfied with the independence of Ms. CHAN Ching Chu (*alias* Rebecca Chan), Ms. CHAN Jeanette Kim Yum and Mr. PU Yonghao, and considers that they remain independent pursuant to the Rule 3.13 of the Listing Rules.

Having reviewed the Board's composition, the respective qualifications, skills and experience, time commitment and contribution of each of Ms. CHAN Ching Chu (*alias* Rebecca Chan), Ms. CHAN Jeanette Kim Yum and Mr. PU Yonghao with reference to the Board Diversity Policy and the Nomination Policy of the Company, the Nomination Committee has recommended to the Board on the re-election of each of Ms. CHAN Ching Chu (*alias* Rebecca Chan), Ms. CHAN Jeanette Kim Yum and Mr. PU Yonghao as the Directors, who are due to retire at the Annual General Meeting.

Recommendation of the Board

Taking into consideration the recommendation of the Nomination Committee and the Board Diversity Policy and the Nomination Policy of the Company, the Board is of the view that Ms. CHAN Ching Chu (*alias* Rebecca Chan), Ms. CHAN Jeanette Kim Yum and Mr. PU Yonghao will continue to bring broader views, valuable insights and professionalism to the Board, whilst having sufficient diversity for the Board to discharge its functions effectively. Ms. CHAN Ching Chu (*alias* Rebecca Chan), Ms. CHAN Jeanette Kim Yum and Mr. PU Yonghao have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Board has also considered their independence pursuant to Rule 3.13 of the Listing Rules, and was satisfied with the independence of Ms. CHAN Ching Chu (*alias* Rebecca Chan), Ms. CHAN Jeanette Kim Yum and Mr. PU Yonghao, and considers that they remain independent. Accordingly, the Board considers the re-election of each of Ms. CHAN Ching Chu (*alias* Rebecca Chan), Ms. CHAN Jeanette Kim Yum and Mr. PU Yonghao to be in the best interests of the Company and the Shareholders as a whole. At the Annual General Meeting, ordinary resolutions will be proposed to re-elect each of Ms. CHAN Ching Chu (*alias* Rebecca Chan), Ms. CHAN Jeanette Kim Yum and Mr. PU Yonghao as an independent non-executive Director. Details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in the Appendix to this circular in accordance with the relevant requirements of the Listing Rules.

2. Re-Appointment of the Auditor

KPMG will retire as the auditor of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment.

LETTER FROM THE BOARD

The Board proposed to re-appoint KPMG as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

III. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, June 18, 2024 to Friday, June 21, 2024, both days inclusive, during which period no share transfers can be registered.

In order to be eligible for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, June 17, 2024 or any adjournment thereof (as the case may be).

IV. NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 12 to 13 of this circular is the notice of the Annual General Meeting at which resolutions will be proposed to the Shareholders to consider and approve (i) the re-election of the retiring Directors; and (ii) the re-appointment of the auditor.

V. PROXY FORM

Proxy form(s) for use at the Annual General Meeting is(are) enclosed with this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.interraacquisition.com). If you intend not to be present at the Annual General Meeting, please complete the proxy form(s) and return it to the Company in accordance with the instructions printed thereon but in any event not less than 48 hours before the time fixed for the holding of the Annual General Meeting (i.e. by no later than 10:30 a.m. on Wednesday, June 19, 2024) or any adjournment thereof (as the case may be). Completion and delivery of the proxy form(s) will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish and in such event, the proxy form(s) shall be deemed to be revoked.

VI. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting (save for certain procedural or administrative matters) must be taken by poll save that the chairman of the Annual General Meeting may, pursuant to the Listing Rules, allow a resolution to be voted by a show of hands.

LETTER FROM THE BOARD

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way. After verified by the scrutineer, the poll results will be published on the websites of the Company and the Stock Exchange at www.interraacquisition.com and www.hkexnews.hk, respectively.

VII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

VIII. RECOMMENDATION

The Directors (including all the independent non-executive Directors) consider that the proposed resolutions, including the re-election of the retiring Directors and the re-appointment of the auditor are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully
By order of the Board
Interra Acquisition Corporation
Mr. CHEN Tong
*Co-chairman, Executive Director
and Co-chief executive officer*

The following are the biographical details of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

Ms. CHAN Ching Chu (alias Rebecca Chan) (陳清珠) (“Ms. Rebecca Chan”), aged 56, was appointed as an independent non-executive Director on September 5, 2022 and is primarily responsible for supervising and providing independent judgment to the Board. She is the chairlady of the Audit Committee and a member of the Remuneration Committee and Nomination Committee.

Ms. Rebecca Chan has over 35 years of experience working for international accounting firms and the Stock Exchange. In 2023, Ms. Rebecca Chan has been the chief financial officer of Cloudbreak Pharma Inc Group. Ms. Rebecca Chan was formerly a partner of Deloitte Touche Tohmatsu, KPMG and PricewaterhouseCoopers at different times during her career, leading various capital market services groups of these international accounting firms. Her experience in executing various types of capital market transactions has spanned across various industries such as financial services, securities firms, consumer market, technology, media, conglomerate, property, services, energy, innovation and new economy sectors such as telecommunications, web advertising and biotech companies. She also served as the co-head of the IPO and head of accounting affairs team of the Listing Division of the Stock Exchange. Currently, Ms. Rebecca Chan is a member of the Professional Services Advisory Committee of Hong Kong Trade Development Council and the Telecommunications Appeal Board of the HKSAR Government, a representative of Legal Services Consumers on the Costs Committee of the HKSAR Government, a member of the board of directors of the Hong Kong Academy for Gifted Education (the “**HKAGE**”) and the chairperson of the Finance and General Affairs Committee of the HKAGE. Formerly she was a member of a number of governmental, professional and regulatory committees, including, among others, the Management Committee of Consumer Legal Action Fund and the Task Force on Alumni Engagement of Hang Seng University of Hong Kong Council; the Standing Committee on Legal Education and Training of the HKSAR Government; the Financial Reporting Advisory Panel of the Stock Exchange; the Dual Filing Advisory Group of the Securities and Futures Commission; the Policy Research Committee of the Financial Services Development Council; the Copyright Tribunal; the Hong Kong University of Science and Technology MBA Alumni Advisory Board; the Appeal Board on Closure Orders (Immediate Health Hazard); the Appeal Board Panel (Town Planning); the Mandatory Provident Fund Schemes Appeal Board; the Occupational Retirement Schemes Appeal Board; the Solicitors Disciplinary Tribunal Panel; and various committees of the Hong Kong Institute of Certified Public Accountants including the Corporate Finance Committee, the Accountants’ Report Sub-Committee and the Professional Standard Monitoring Committee.

Ms. Rebecca Chan is a practising member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Institute of Chartered Accountants in England and Wales. Ms. Rebecca Chan obtained a Master of Business Administration at the Hong Kong University of Science and Technology in November 1997.

Ms. Rebecca Chan has entered into a letter of appointment with the Company in relation to her role as an independent non-executive Director with effect from September 5, 2022, which shall continue subject to termination by the Director or the Company in accordance with the terms of the letter of appointment, the requirements of the Listing Rules and the provisions relating to the retirement and rotation of the Directors under the Articles of Association. Pursuant to the letter of appointment, Ms. Rebecca Chan is entitled to receive a director's fee of HK\$150,000 per annum, which is determined with reference to her experience and responsibilities with the Company, benchmarked against the remuneration for similar positions in the market.

As at the Latest Practicable Date, Ms. Rebecca Chan does not have, and is not deemed to have, any interests or short positions in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Ms. CHAN Jeanette Kim Yum (陳劍音) (“Ms. Chan”), aged 65, was appointed as an independent non-executive Director on September 5, 2022 and is primarily responsible for supervising and providing independent judgment to the Board. She is also the chairlady of the Remuneration Committee and a member of the Audit Committee and Nomination Committee.

Based in Hong Kong, Ms. Chan has been employed by Airwallex (Cayman) Limited (“Airwallex”), a global cross-border payments company, since 2019, and is currently the Chief Legal, Compliance and Risk Officer of the Airwallex Group. Prior to Airwallex, she practised from 1986 to 2019 and was the managing partner of the China practice at Paul, Weiss, Rifkind, Wharton & Garrison LLP, an international law firm. Her practice focused on cross-border mergers and acquisitions and private equity investments, with an emphasis on joint venture transactions and the telecommunications, IT and media markets in the Asia Pacific region. Since September 2022, Ms. Chan has been an independent non-executive director of Tencent Music Entertainment Group, the shares of which are listed on the Stock Exchange (stock code: 1698) and the New York Stock Exchange (NYSE: TME). Formerly, she was an independent non-executive director of AirPower Technologies Limited.

Ms. Chan is qualified to practise law in New York, British Columbia (Canada) and Hong Kong and is a non-practising solicitor of England and Wales. She obtained a Bachelor of Arts from the University of Toronto in Canada in 1980, a Bachelor of Laws from the University of British Columbia in Canada in May 1983, and a Master's degree in Law from Harvard University in the United States in June 1986.

Ms. Chan has entered into a letter of appointment with the Company in relation to her role as an independent non-executive Director with effect from September 5, 2022, which shall continue subject to termination by the Director or the Company in accordance with the terms of the letter of appointment, the requirements of the Listing Rules and the provisions relating to the retirement and rotation of the Directors under the Articles of Association. Pursuant to the letter of appointment, Ms. Chan is entitled to receive a director's fee of HK\$150,000 per annum, which is determined with reference to her experience and responsibilities with the Company, benchmarked against the remuneration for similar positions in the market.

As at the Latest Practicable Date, Ms. Chan does not have, and is not deemed to have, any interests or short positions in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Mr. PU Yonghao (浦永灝) (“Mr. Pu”), aged 66, was appointed as an independent non-executive Director on September 5, 2022 and is primarily responsible for supervising and providing independent judgment to the Board. He is also a member of the Audit Committee, Remuneration Committee and Nomination Committee.

Mr. Pu has over 20 years of experience in holding senior positions in investment banks. He currently serves as an independent non-executive director of Guotai Junan Securities Co., Ltd., the A shares of which are listed on the Shanghai Stock Exchange (stock code: 601211) and H shares of which are listed on the Stock Exchange (stock code: 2611) and an independent non-executive director of Huafa Property Services Group Company Limited (formerly known as HJ Capital (International) Holdings Company Limited), the shares of which are listed on the Stock Exchange (stock code: 982). From 2015 to 2018, Mr. Pu was the founding partner and chief investment officer of Fountainhead Partners Company Limited. From 2004 to 2015, Mr. Pu held various positions at UBS AG, including the regional chief investment officer of Asia Pacific, and his last position held with UBS AG was managing director in Wealth Management and Retail & Corporate Division. Prior to joining UBS AG, Mr. Pu worked at Asian Development Bank as senior consultant from 2002 to 2003, Nomura International (Hong Kong) Limited as senior economist from 2000 to 2002 and Bank of China International (UK) Limited as senior economist from 1997 to 2000. Mr. Pu was the honorary institute fellow of The Chinese University of Hong Kong, The Asia-Pacific Institute of Business from 2011 to 2021. Mr. Pu is the vice chairman of the Chinese Financial Association of Hong Kong.

Mr. Pu obtained a Bachelor’s degree in accounting from Xiamen University in July 1982 and a Master’s degree in Economics from the same university in January 1985. He also obtained a Master of Science from The London School of Economics and Political Science in October 1989.

Mr. Pu has entered into a letter of appointment with the Company in relation to his role as an independent non-executive Director with effect from September 5, 2022, which shall continue subject to termination by the Director or the Company in accordance with the terms of the letter of appointment, the requirements of the Listing Rules and the provisions relating to the retirement and rotation of the Directors under the Articles of Association. Pursuant to the letter of appointment, Mr. Pu is entitled to receive a director’s fee of HK\$150,000 per annum, which is determined with reference to his experience and responsibilities with the Company, benchmarked against the remuneration for similar positions in the market.

As at the Latest Practicable Date, Mr. Pu does not have, and is not deemed to have, any interests or short positions in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

OTHER INFORMATION

Save as disclosed herein, to the best knowledge of the Company, each of the Directors who stands for re-election does not (i) hold any directorships in other listed public companies in Hong Kong or overseas in the last three years; (ii) hold any other positions with the Company and its subsidiaries; and (iii) have any other relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

In addition, as far as the Directors are aware, there is no other matter concerning the aforementioned retiring Directors that need to be brought to the attention of the Shareholders and there is no information relating to these Directors required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

Interra Acquisition Corporation

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 7801)

(Warrant Code: 4801)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of Interra Acquisition Corporation (the “**Company**”) will be held at Units 5906-5912, 59th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Friday, June 21, 2024 at 10:30 a.m. for the following purposes. Words and expressions that are not expressly defined in this notice of Annual General Meeting shall bear the same meanings as those defined in the circular of the Company dated April 29, 2024.

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements of the Company and the reports of the directors (the “**Directors**”) and auditor of the Company for the year ended December 31, 2023.
2. (A) To re-elect Ms. CHAN Ching Chu (*alias* Rebecca Chan) as an independent non-executive Director.

(B) To re-elect Ms. CHAN Jeanette Kim as an independent non-executive Director.

(C) To re-elect Mr. Pu Yonghao as an independent non-executive Director.
3. To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint KPMG as auditor of the Company and authorize the Board to fix their remuneration.

By order of the Board
Interra Acquisition Corporation
Mr. CHEN Tong
*CO-chairman, Executive Director
and Co-chief executive officer*

Hong Kong, April 29, 2024

NOTICE OF ANNUAL GENERAL MEETING

Registered office:
Walkers Corporate Limited
190 Elgin Avenue
George Town
Grand Cayman KY1-9008
Cayman Islands

Principal place of business in Hong Kong:
5/F, Manulife Place
348 Kwun Tong Road
Kowloon, Hong Kong

Notes:

- (i) A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Annual General Meeting. On a poll, votes may be given either personally or by proxy.
- (ii) In the case of joint holders, any one of such joint holders may vote at the Annual General Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Annual General Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, proxy form(s) must be deposited at the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. no later than 10:30 a.m. on Wednesday, June 19, 2024) or any adjournment thereof. The completion and return of the proxy form(s) shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (iv) The register of members of the Company will be closed from Tuesday, June 18, 2024 to Friday, June 21, 2024, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, June 17, 2024.
- (v) In respect of ordinary resolution numbered 2 above, Ms. CHAN Ching Chu (*alias* Rebecca Chan), Ms. CHAN Jeanette Kim Yum and Mr. PU Yonghao shall retire at the Annual General Meeting and being eligible, have offered themselves for re-election at the above meeting. Details of the above retiring directors of the Company are set out in the Appendix to the accompanied circular of the Company dated April 29, 2024.
- (vi) Pursuant to Article 116 of the articles of association of the Company, only holders of Class B Shares are entitled to vote the ordinary resolution number 2 above.

As at the date of this notice, the Board comprises Mr. CHEN Tong (Co-chairman and Co-chief executive officer), Mr. YANG Xiuke (Co-chairman and Co-chief executive officer), Ms. MING Liang and Mr. GE Chengyuan as the Executive Directors, and Ms. CHAN Ching Chu (alias Rebecca CHAN), Ms. CHAN Jeanette Kim Yum and Mr. PU Yonghao as the Independent Non-Executive Directors.