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## **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

*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.*