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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 Wednesday, June 21, 2023 at 2:30 p.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 28, 2023.

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 period from January 11, 2022 (Date of incorporation of the Company) to December 31, 2022.
2. (A) To re-elect Mr. CHEN Tong as an executive Director.
(B) To re-elect Mr. YANG Xiuke as an executive Director.
(C) To re-elect Mr. GE Chengyuan as an 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 director*

Hong Kong, April 28, 2023

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 2:30 p.m. on Monday, June 19, 2023) 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 Friday, June 16, 2023 to Wednesday, June 21, 2023, 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 not later than 4:30 p.m. on Thursday, June 15, 2023.
- (v) In respect of ordinary resolution numbered 2 above, Mr. CHEN Tong, Mr. YANG Xiuke and Mr. GE Chengyuan, 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 Appendix to the accompanied circular of the Company dated April 28, 2023.
- (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.