

# NTEGRATOR INTERNATIONAL LTD.

(Company Registration Number 199904281D)  
(Incorporated in Republic of Singapore)  
(the “Company”)

## MINUTES OF EXTRAORDINARY GENERAL MEETING

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Date	:	Wednesday, 15 December 2021
Time	:	11.30 a.m.
Place	:	Electronic Means
Present	:	As per the Attendance List maintained by the Company
Chairman of the meeting “Chairman”	:	Mr Chay Yiowmin (the “Chairman”)

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*Unless otherwise defined in this meeting minutes, all capitalised terms used in this meeting minutes shall have the same meanings as the Company’s circular dated 30 November 2021 (the “Circular”).*

### **INTRODUCTION**

Mr Chay Yiowmin, the Chairman, welcomed the shareholders to the Extraordinary General Meeting (“EGM” or the “Meeting”) of the Company.

The Chairman introduced the Board of Directors who were present in person and via virtual means, namely, the Executive Director, Mr Christian Kwok-Leun Yau Heilesen, the Independent Non-Executive Chairman and Independent Non-Executive Director, Mr Leung Kwok Kuen Jacob, the Independent Directors, Ms Zhou Jia Lin and Mr Leung Yu Tung Stanley and the Director, Mr Han Meng Siew.

### **CONDUCT OF EGM**

The Chairman stated that due to the limitations on the number of attendees allowed to attend the EGM physically pursuant to the relevant Covid-19 advisories issued by the relevant authorities in Singapore, the EGM will be held and convened by way of electronic means.

### **QUORUM**

The Chairman stated that he had received confirmation from the Share Registrar, KCK Corpserve Pte. Ltd., that there was a sufficient number of authenticated shareholders who attended the Meeting by electronic means, and as such, a quorum was present.

### **VOTING BY PROXY**

The Chairman stated that in accordance with Regulation 79 of the Company’s Constitution, the proposed Resolutions put to vote at the Meeting were decided on a poll.

The Chairman stated that as the Chairman of the Meeting, he was appointed as proxy by some shareholders to vote in accordance with their instructions on their behalf prior to the Meeting. As such, all resolutions in the EGM were deemed proposed and seconded.

The Chairman stated that the Proxy Forms lodged have been checked by the Company's Scrutineers, Complete Corporate Services Pte Ltd, and were found to be in order.

### **CIRCULAR TO SHAREHOLDERS**

The Chairman stated that the Circular and the Notice of EGM (the "Notice") have been circulated to the shareholders via publication on SGXNET and the Company's website.

The Chairman suggested that the Notice convening the Meeting be taken as read.

### **COMMENTS, QUERIES AND QUESTIONS FROM SHAREHOLDERS**

The Chairman stated that shareholders have been given the opportunity to submit comments, queries and questions by 11.30 a.m. on Tuesday, 7 December 2021. The Chairman stated that the Company did not receive comments, queries and/or questions in relation to the resolutions in the EGM before the stated deadline.

### **ORDINARY BUSINESS**

#### **1. ORDINARY RESOLUTION 1: THE PROPOSED DIVERSIFICATION INTO THE NEW BUSINESSES**

The Meeting proceeded to approve Ordinary Resolution 1 in relation to the Proposed Diversification into the New Businesses.

The Chairman stated that the text of the resolution is set out in the Notice of EGM found in the Company's circular dated 30 November 2021.

The motion was put to a vote by way of a poll.

The Chairman stated that based on the proxy forms submitted prior to the EGM, there were 253,686,500 shares voting "FOR" the motion representing 98.45%, 4,000,000 shares voting "AGAINST" the motion representing 1.55% and zero shares abstained from voting on the motion. Accordingly, the Chairman declared the Ordinary Resolution 1 carried by a majority vote. It was resolved:

"That:

- (a) approval be and is hereby given for the diversification by the Company and its subsidiaries of its core business to include the New Businesses that involve activities described in Section 2 of the Company's circular to shareholders dated 30 November 2021, and any other activities related to the Proposed Diversification into the New Businesses; and
- (b) the Directors or any of them be and are hereby authorised to do any and all such acts (including approving, executing and delivering all such documents as may be required) as they may, in their absolute discretion deem fit, expedient or necessary to give effect to this ordinary resolution as they or he may think fit."

#### **2. ORDINARY RESOLUTION 2: THE PROPOSED ADOPTION OF THE NTEGRATOR EMPLOYEE SHARE OPTION SCHEME**

The Chairman stated that the second item on the agenda is to approve Ordinary Resolution 2 in relation to the Proposed Adoption of the Ntegrator Employee Share Option Scheme.

The Chairman stated that the text of the resolution is set out in the Notice of EGM found in the Company's circular dated 30 November 2021.

The Chairman highlighted that all persons (including directors and such employees of the Group) who are eligible to participate in Ntegrator Employee Share Option Scheme must abstain from voting on Ordinary Resolution 2 in relation to the Proposed Adoption of the Ntegrator Employee Share Option Scheme and shall also refrain from accepting nominations as proxy or otherwise vote at the EGM in respect of Ordinary Resolution 2 unless the relevant Proxy Forms contain specific instructions directing the manner in which the votes are to be cast.

The Chairman highlighted that the Company will disregard any votes cast for Ordinary Resolution 2 by all persons (including directors and such employees of the Group) who are eligible to participate in the Ntegrator Employee Share Option Scheme.

The motion was put to vote by way of a poll.

The Chairman stated that based on the proxy forms submitted prior to the EGM, there were 133,543,600 shares voting "FOR" the motion representing 97.09%, 4,000,000 shares voting "AGAINST" the motion representing 2.91% and 120,142,900 shares abstained from voting on the motion. Accordingly, the Chairman declared the Ordinary Resolution 2 carried by a majority vote. It was resolved:

"That:

- (a) the proposed adoption of the Ntegrator Employee Share Option Scheme as set out in Appendix B to the Circular be and are hereby adopted and approved by the Company; and
- (b) pursuant to Section 161 of the Act, the Directors and/or any of them be and are hereby authorised to offer and grant options in accordance with the rules of the Ntegrator Employee Share Option Scheme and to allot and issue such Shares as may be required to be allotted and issued pursuant to the exercise of options under the Ntegrator Employee Share Option Scheme provided always that the aggregate number of Shares over which options may be granted on any date under the Ntegrator Employee Share Option Scheme shall not exceed 20% of the total issued Shares of the Company excluding treasury shares and subsidiary holdings from time to time."

**3. ORDINARY RESOLUTION 3: THE PROPOSED GRANT OF OPTIONS AT A DISCOUNT UNDER THE NTEGRATOR EMPLOYEE SHARE OPTION SCHEME**

The Chairman stated that the third item on the agenda is to approve Ordinary Resolution 3 in relation to the Proposed Grant of Options at a Discount Under the Ntegrator Employee Share Option Scheme and is subject to and contingent upon the passing of Ordinary Resolution 2.

The Chairman stated that the text of the resolution is set out in the Notice of EGM found in the Company's circular dated 30 November 2021.

The Chairman highlighted that all persons (including directors and such employees of the Group) who are eligible to participate in the Ntegrator Employee Share Option Scheme must abstain from voting on Ordinary Resolution 3 in relation to the Proposed Grant of Options at a Discount under the Ntegrator Employee Share Option Scheme and shall also refrain from accepting

nominations as proxy or otherwise vote at the EGM in respect of Ordinary Resolution 3 unless the relevant Proxy Forms contain specific instructions directing the manner in which the votes are to be cast.

The Chairman stated that the Company will disregard any votes cast Ordinary Resolution 3 by all persons (including directors and such employees of the Group) who are eligible to participate in the Ntegrator Employee Share Option Scheme.

The motion was put to vote by way of a poll.

The Chairman stated that based on the proxy forms submitted prior to the EGM, there were 133,543,600 shares voting "FOR" the motion representing 97.09%, 4,000,000 shares voting "AGAINST" the motion representing 2.91% and 120,142,900 shares abstained from voting on the motion. Accordingly, the Chairman declared the Ordinary Resolution 3 carried by a majority vote. It was resolved:

"That subject to and contingent upon the passing of Ordinary Resolution 2, the Directors be and are hereby authorised to grant Options in accordance with the rules of the Ntegrator Employee Share Option Scheme with Exercise Prices set at a discount to the Market Price, provided that such discount does not exceed 20% of the Market Price (or such other percentage or amount as may be prescribed or permitted for the time being by the SGX-ST)."

#### **4. ORDINARY RESOLUTION 4: THE PROPOSED CHANGE OF AUDITORS**

The Chairman stated that the fourth item on the agenda is to approve Ordinary Resolution 4 in relation to the Proposed Change of Auditors.

The Chairman stated that the text of the resolution is set out in the Notice of EGM found in the Company's circular dated 30 November 2021.

The motion was put to a vote by way of a poll.

The Chairman stated that based on the proxy forms submitted prior to the EGM, there were 253,686,500 shares voting "FOR" the motion representing 98.45%, 4,000,000 shares voting "AGAINST" the motion representing 1.55% and zero shares abstained from voting on the motion. Accordingly, the Chairman declared the Ordinary Resolution 4 carried by a majority vote. It was resolved:

"That:

- (a) the resignation of Nexia TS Public Accounting Corporation ("**Nexia TS**") as auditors of the Company be and is hereby noted;
- (b) the appointment of Moore Stephens LLP ("**Moore Stephens**") as auditors of the Company, with effect from the date of Shareholders' approval of this Ordinary Resolution 4 to hold office until the conclusion of the next AGM at such remuneration and on such terms to be agreed between the Directors and Moore Stephens be and is hereby approved; and
- (c) the Directors of the Company or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this Ordinary Resolution 4 as they or he may think fit."

**CONCLUSION**

There being no other business, the Chairman declared the Meeting closed.

The Chairman informed that the Company will publish the minutes of this Meeting on the Company's website and SGXNET within a month after the Meeting.

The Chairman thanked the shareholders for their attendance at the Meeting which was held by way of electronic means and declare the EGM closed.

Certified as a True Record of Minutes

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**Chay Yiowmin**  
Chairman of Meeting

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*This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.*

*The contact person for the Sponsor is Ms Gillian Goh, 16 Collyer Quay #10-00 Income at Raffles Singapore 049318, [sponsorship@ppcf.com.sg](mailto:sponsorship@ppcf.com.sg).*