

Diversifying revenue beyond Ntegrator



Background for the offering

ACQUISITION TARGET

Ntegrator International Ltd, a leading regional communications network specialist and systems integrator, announced on the 19th of January 2022 it has signed an exclusive non-binding LOI till 30 June 2022 with the Watchismo LLC for the proposed acquisition of “Watches.com”, “Watches.net”, “Watches.ca” and “Watches.co” (collectively, “Domain Names”) and their related underlying tangible and intangible assets for a purchase consideration of US\$11.0 million.

The Group intends to fund the proposed acquisition in cash via proceeds raised from proposed private placement and/or proposed warrants exercise.

THE RATIONALE

The LOI presents Ntegrator with an exclusive agreement till 30 June 2022 to conduct the necessary due diligence and to examine the opportunity for the proposed acquisition of Watches.com. Following an Extraordinary General Meeting (“EGM”) convened on 15 December 2021, the Group had received shareholders’ approval for the proposed business diversification into (a) the e-commerce business and (b) watch business.

The Group’s ownership in Golden Ultra/CKLY Trading Ltd and Gadmobie Group. (pending completion) compliments the new acquisition and will create strong synergies.

ABOUT WATCHES.COM

Based in California, USA, Watches.com is an independent online watch store founded by brothers Mitch and Andrew Greenblatt who are both unique watch enthusiasts. Since 1999, Watches.com offers rare, unique and affordable timepieces to adventurous enthusiasts. The online watch store is a reliable source for unusual modern watches and unheard brands from around the world, curating up-and-coming, trendy brands. Watches.com retails more than 60 various brands, creating a compelling product offering.



Our Group intends to harness algorithms and big data capabilities to scale up the online watch store - Watches.com, transforming it into a buoyant online marketplace that derives and maximises income from both watch merchants and watch-buyers alike, creating a cash business with recurring income for the Group. We will continue to pursue earnings accretive merger and acquisition opportunities as we work towards unlocking greater and sustainable shareholder value in the long run.

**Mr. Christian Kwok-Leun Yau Heilesen,
Executive Director of Ntegrator**

Agenda



TRANSACTION SUMMARY



INTRODUCTION TO WATCHES.COM



OUR SOLUTION WATCHES.COM 2.0



MARKET OVERVIEW & OPPORTUNITY



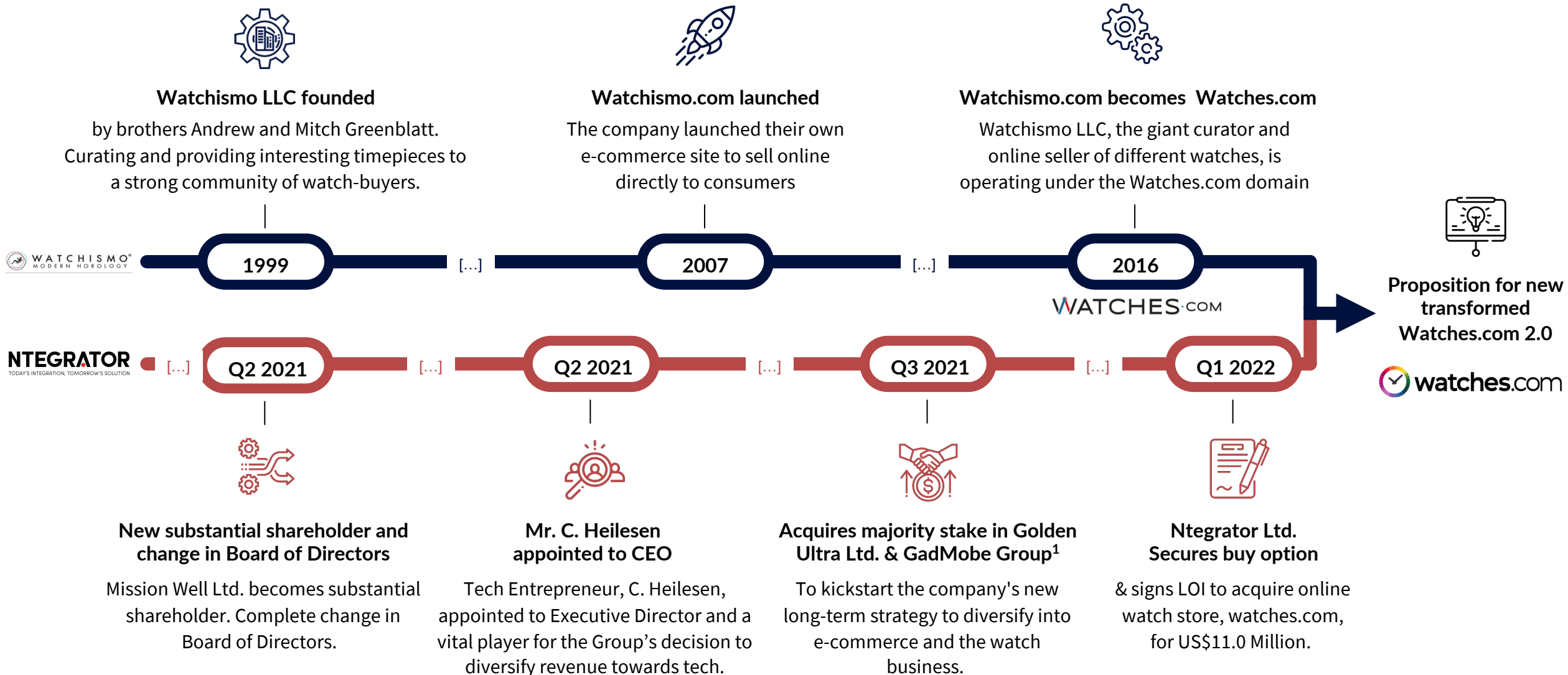
TEAM AND INVESTMENT



APPENDIX



Timeline for Watches.com and Ntegrator



What we are acquiring

Operating Assets



AAA+ Domain names

Watches.com
Watches.net
Watches.co
Watches.ca
(valued at US\$ 4.3M)¹



Operating Inventory

US\$500,000
(in actual cost of various watches)



Customer Database

450,000 CRM entries
(from 100+ countries)



Intellectual Properties

All IP and trademarks related to
Watches.com

Affiliated Assets



Social Media Accounts

Facebook page – 111,195
Instagram – 40k followers
Youtube, Twitter, Pinterest



Affiliated Seller Accounts to watches.com

Operating Shopify account
3rd party marketplaces seller accounts Amazon, eBay, Walmart Marketplace



Transferable Dealership Agreements

60 various brands included established brands such as:

TIMEX NIXON 



Traffic Generating Assets



Strong Domain Traffic

137,000 unique organic visitors² / month
US\$103,000 Estimated value of organic traffic²



Massive SEO Equity

No. 1 ranking domain when searching for parent topic “watches” 682k backlinks, 15.7k organic keywords²



High Click Value







Each click estimated to be worth US\$3.00 on cost-per-click basis , estimated to be generating monthly traffic valued at US\$ 168,000 per month²

By acquiring Watches.com and building a specialized global online marketplace for mid-range/affordable watches, Ntegrator can capture a lucrative spot in the global timepiece industry

Acquiring assets

WATCHES.COM

Acquisition of Watches.com offers scalable operating business and other valuable properties

-  AAA+ one-word domain with abundant SEO equity
-  Existing sales and traffic
-  Organic website traffic as primary driver for sales
-  Existing customer database and inventory
-  Easy transferable POS & e-commerce system (Shopify)
-  Lower acquisition cost, high profitability per unit sold







Assets to be acquired¹




BESTWATCH 

Acquisition of Bestwatch and Gadmobe Group provides key resources and synergies

BestWatch (Golden Ultra Limited)

-  Strategically located fulfilment
-  Operational know-how
-  Network of partners, vendors & customers
-  Cross link building synergies

GadMobe (Gadmobe Interactive Ltd)

-  Proprietary ad technologies
-  Affiliate marketing resources
-  Deep knowledge within e-commerce marketplaces & marketing



Combined Proposition

 **watches.com** /  **watches.net**

Combined assets and capabilities creates strong framework to build a leading technology company creating a digital marketplace for watches and unlocking synergies

-  Data-driven integrated technology platform
-  Seamlessly connecting brands and consumers
-  Unlock maximum SEO synergies
-  Global fulfilment network
-  Showrooms in key cities
-  Multilingual customer service
-  Integrated marketing framework with proprietary algorithm to drive operational efficiency

Transaction highlights



Transaction Summary

- Domain names "Watches.com", "Watches.net", "Watches.ca" and "Watches.co"
- Transferable existing accounts associated with the domain names; operating e-commerce platform account (Shopify), social media accounts, & marketplace accounts.
- Transferable dealership agreements with existing brand partners
- Inventory of various assortment of brands
- Customer database related to the operating domain
- All traffic associated with website hosted at the Domain names



Price

- Purchase consideration – US\$ 11,000,000
 - Domain valuation by third-party¹ ≈ US\$ 4,300,000
 - Inventory value ≈ US\$ 500,000



Financing

- Tranche 1: Paid US\$ 330,000 cash for exclusive purchase option till 30 June 2022.
- Tranche 2: payment of US\$ 3,670,000 cash for asset transfer on 30 June 2022
- Tranche 3: US\$ 7,000,000 payable over 42 months upon signing from 30 June 2022

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The story behind Watchismo LLC & Watches.com and current operation

History

Watchismo.com was founded by brothers Andrew and Mitch Greenblatt in California in 1999. It began as a passionate online blog and expanded into other avenues of business and is today one of the largest independent online retailer. The company focuses on finding, curating and providing interesting timepieces to a strong community of watch lovers. For over 23 years Watchismo LLC has been contributing to the watch community through it's wide spread activities – from guest blogging about watches on well-established online media, product developing their own unique OEM brands and achieving highly successful crowdfunding campaigns on Kickstarter.

In 2016 they launched their current multi-brand online store, Watches.com, with a larger diverse product offering and new mainstream ambitions.

Watches.com today

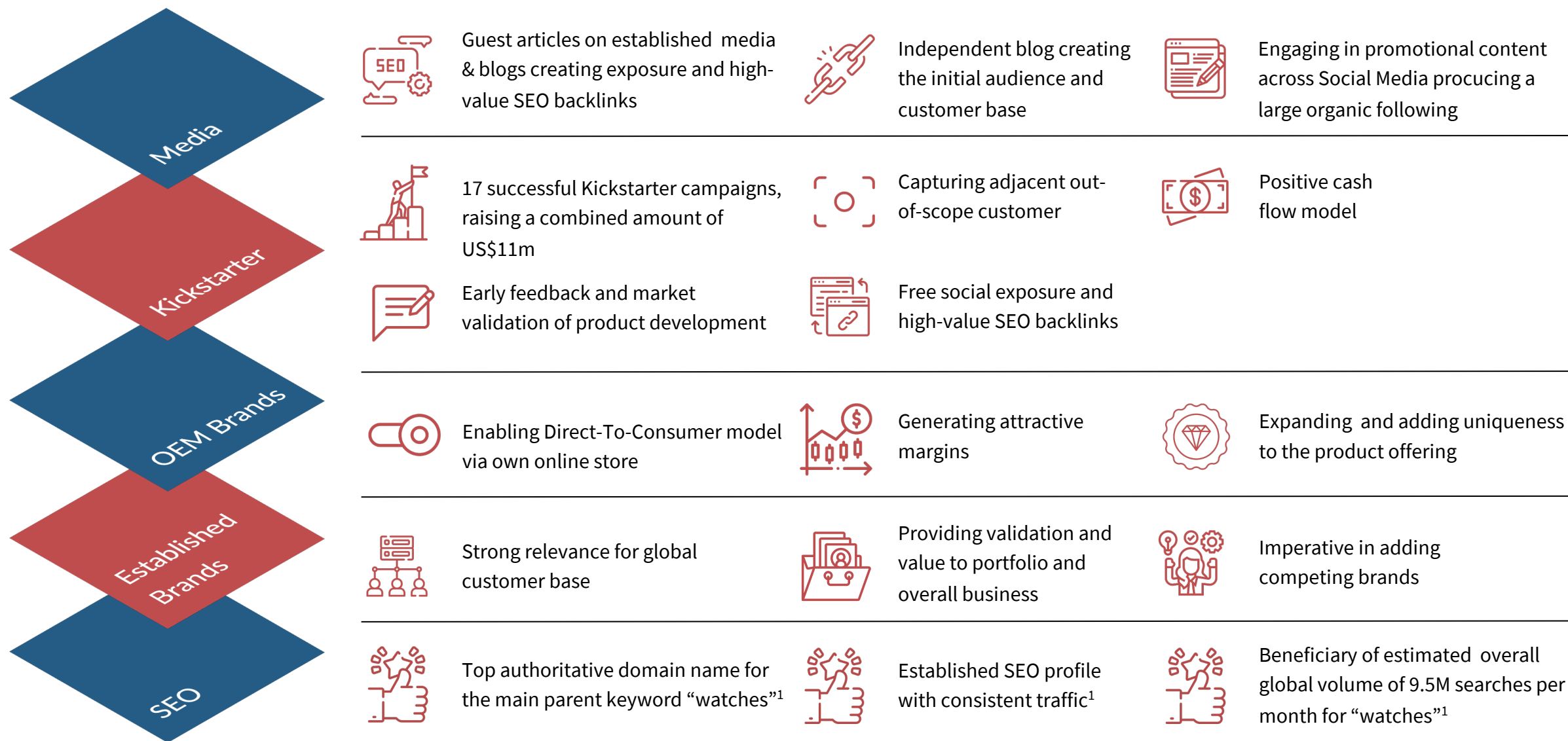
Watches.com continues to offer a wide variety of brands on its website with a strong focus on entry and mid-range brands. The assortment includes very well-known international brands and unique microbrands that are unlikely to be found at the local watch retailer.

Majority of the customers are located in United States, while other English-speaking countries like Canada, Australia and the United Kingdom constitutes the secondary markets for Watches.com. There is a strong trust and loyalty towards Watches.com, exhibited in the significant amount of return customers.

All activities related to Watches.com are managed from the Watchismo LLC headquarters in California. All online operation is managed through a single e-commerce platform with frictionless integration with inventory management and fulfilment, creating a well-driven and efficient sales operation.

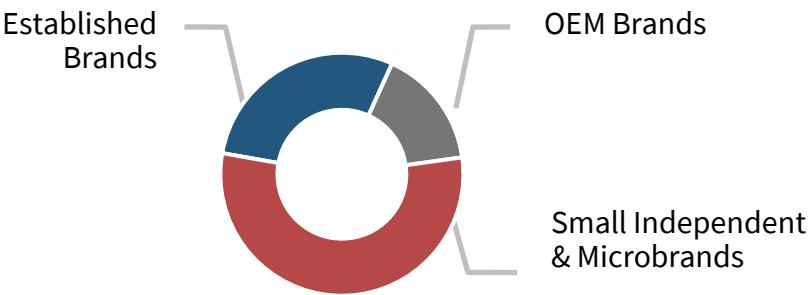


The current Watches.com (under Watchismo LLC) was built around 5 key strategic pillars; SEO, media exposure, Kickstarter, established brands and OEM brands



Revenue is primary generated from small independent brands and established brands through website traffic in the US^{1*}

Sales by Brands



Established Brands

TIMEX G-SHOCK GARMIN + “others”

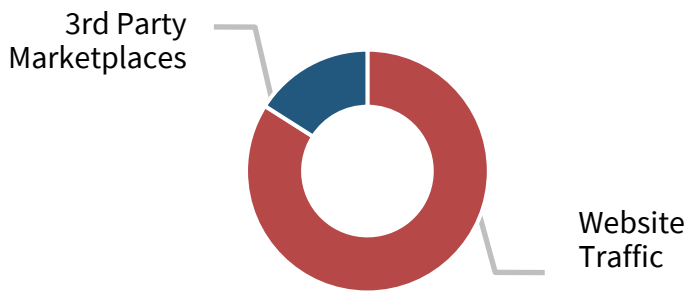
OEM Brands

SISU XERIC CA

Independent brands

UNDONE ZODIAC SHINOLA + “others”
DETROIT

Sales By Channel



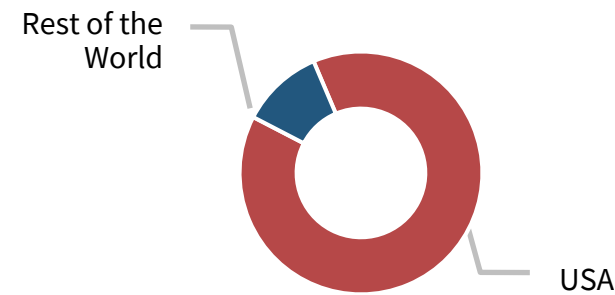
Website Traffic

- Search engines (SEO)
- Search engine marketing (SEM)
- Social Media
- Affiliate marketing sites (price comparison sites, etc.)

3rd Party Marketplaces

- Amazon
- eBay
- Walmart

Sales by Location

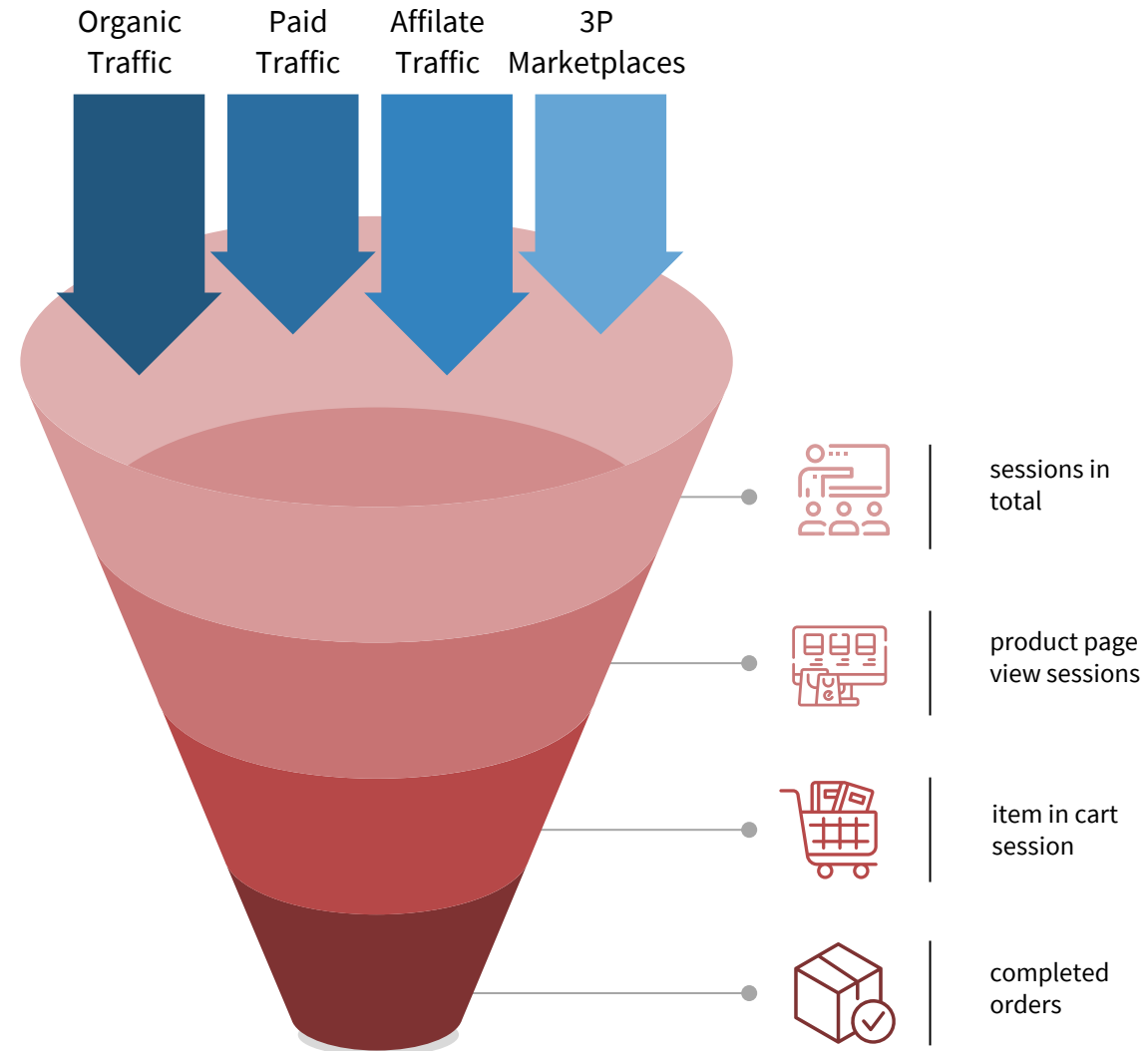


USA

Rest of the World



Primary traffic is organic traffic and mainly due to AAA+ domain and SEO^{1*}



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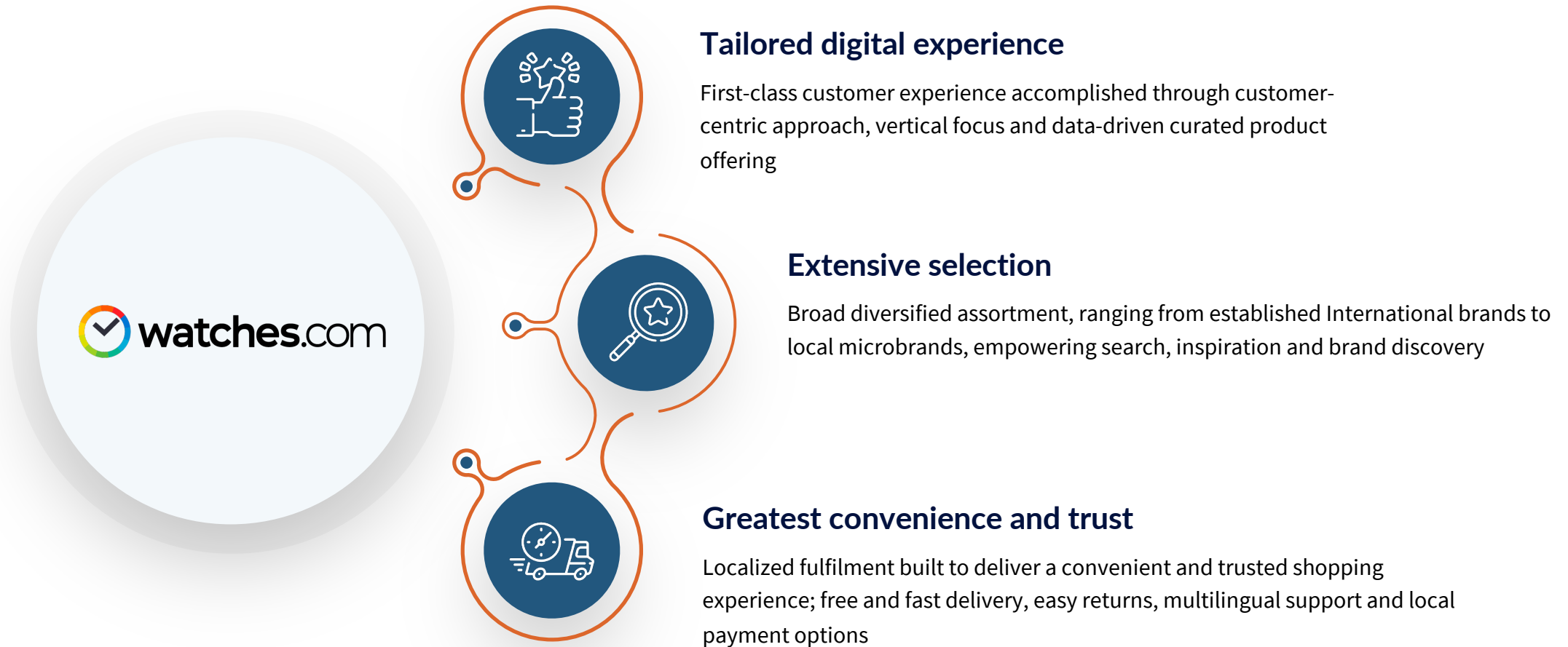
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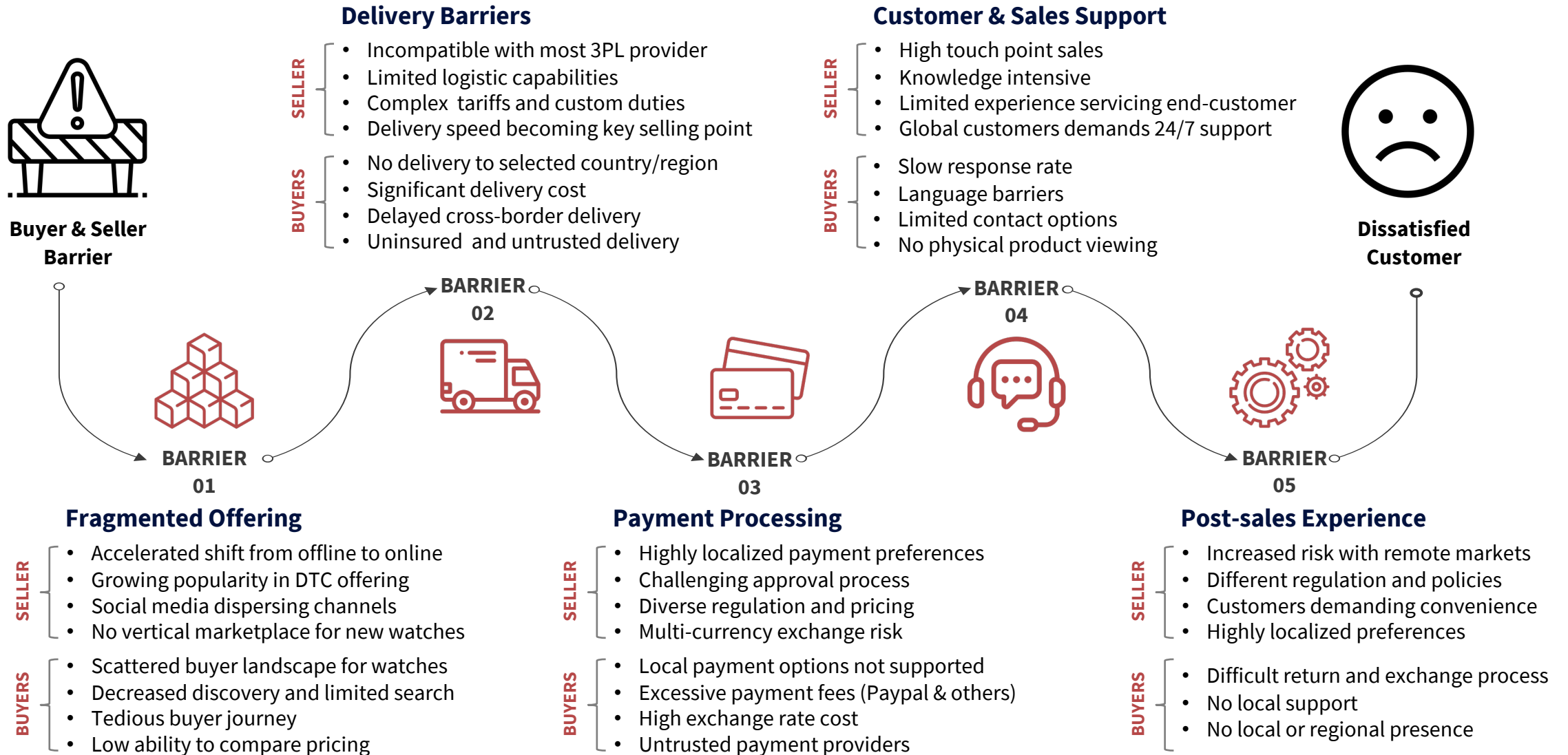
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Our Vision for Watches 2.0 is to become the starting point for buying watches online by pivoting to an omni-channel marketplace model and focusing on 3 key value propositions



Changing consumer landscape makes it difficult for mid-range/affordable brands to find their route to market and provide their offering in a convenient way at scale...



By pivoting to an omni-channel marketplace platform, we enable brands to connect directly with global customers at scale while removing barriers

Customer benefits



First-class customer experience & mobile app



Worldwide access to global selection with locally curated offering



Trusted payment options and check-out



Fast, free and insured worldwide delivery & returns



24/7 localized customer care



Omni-channel offering

Watches.com benefits



Market place network effects



Immense SEO authority and synergies



Highly scalable technology & operational leverage



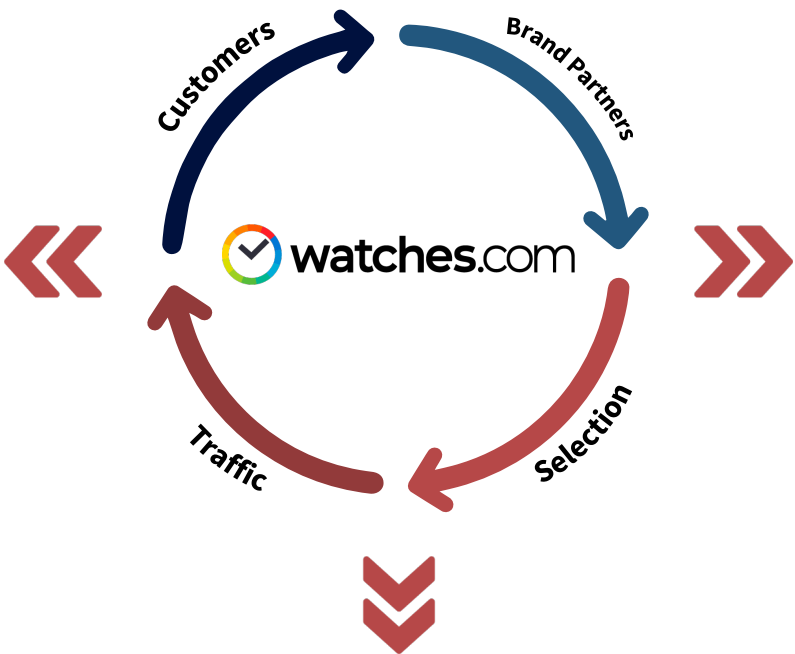
Cost-efficient logistic



Minimal inventory risk due to consignment model



Cash flow positive business model due to consignment business



Brand Partners benefits



Cross-border trade



Global market opportunity



Specialized fulfilment



High buyer intent

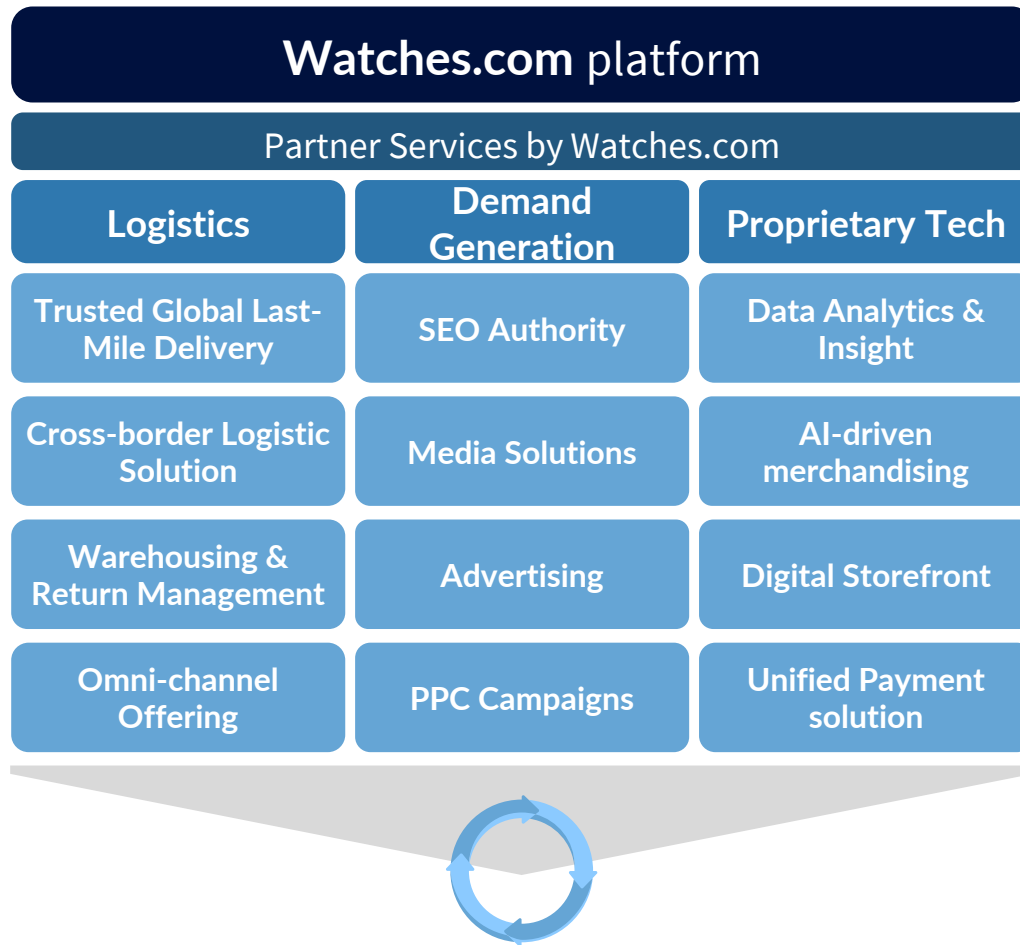


Ability to engage with customers



Data Analytics & Insights

Partner Services improves brands digital presence, engagement and ability to serve customer at scale



...delivering strong proposition for Brand Partners

- » Enabling Direct-to-Consumer model at scale and access to high intent global customer base
- » Seamless setup and integration, and dedicated account manager to support onboarding and issue resolution
- » AI-driven merchandising built on deep customer behavioural data to optimize product offering based on local preference
- » Cost-efficient turnkey logistic and omni-channel fulfilment solution
- » Data-driven analytics & insights to support better decision-making
- » Customizable digital storefront and user generated content optionality
- » Unified, safe and transparent payment processing
- » Dedicated account team to support onboarding and issue resolution
- » Unlocking maximum SEO synergies to increase brand awareness beyond the Watches.com
- » Strong data insights to increase inventory efficiency and sell-through rate

Our global omni-channel network, cross-border fulfilment and last-mile infrastructure enables all Brand Partners to participate in the global watch market



Over 100 countries served



Showrooms/shop-in-shops:
*Copenhagen, Frankfurt, Rome,
Singapore, Hong Kong, Tokyo*



24/7 customer care covering all
time zones



Fulfilment Centers:

*Denmark, Germany, Italy, Singapore, Hong
Kong, Japan, Korea*



Own or Affiliated Offices:

*Copenhagen, Frankfurt, Warsaw, Rome, London, Singapore,
Hong Kong, Tokyo, Manila, Vancouver, Seoul, New York*



Digital production facilities (photos & media)

Rome, Singapore, Hong Kong, Tokyo

...and creates a convenient one-stop-shop for watch consumers to discover brands



Our high-potential domain name is the foundation of our long-term growth strategy

Watches.com will be the undisputed driver for organic growth; creating trust, authority, memorability & visibility



Most authoritative domain with an exact match domain name enhances SEO ranking significantly



Massive SEO advantage for any related keywords due to the exact match domain name



Exact Match one word domain for relevancy in “watches”



Partnering with new brands and creating listings creates opportunity for backlinks acquisition which enhances authority



Strong existing domain usage with high relevance adds to trustworthiness and authority



“.COM” ranks better, grants more authority and trust



Bags.com, Apple.com, Voice.com etc. are one-word domains

Leveraging the significant untapped potential will kickstart the SEO flywheel...



- ✓ Long-term sustainable strategy
- ✓ Facilitates network effects
- ✓ Targets quality traffic (high intent)
- ✓ Offers impressive ROI
- ✓ Enhances SEM success
- ✓ Supports PR efforts

Transforming the current platform, leveraging big data and building a selective omni-channel presence will maximize the SEO value of high-potential Watches.com domain



Integrating Watches.com into the rest of the group

- Leverage existing group asset & operational know-how
- Develop the scalable marketplace platform
- Transfer existing portfolio brands to the platform



Marketplace transformation & Product Development

- Launch Watches.com 2.0
- New business development team to target new partnerships
- Further enrichment of brand portfolio
- Additional service and product features enhancement



Expand platform and extend global reach

- Geographic expansion to key strategic countries
- Extend localized
- Expand offering with OEM & Private Label brands
- Roll out additional product features



Omnichannel Strategy & SEO

- Build flagship showrooms in top locations in key markets
- Roll-out of existing innovative omni-channel offerings to more markets
- Leverage high-value domain potential
- Drive more user generated content
- Kickstart and accelerate SEO network effects

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MARKETPLACE



MARKET OVERVIEW & REVENUE
MODEL



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+10% yoy growth in e-commerce sales will drive the global watch industry to USD 89bn by 2026

COVID caused a market drop of 23% in 2020 as stores and economies closed & consumers cut back on discretionary spending, but the industry bounced back in 2021 & is on track to continue growing



COVID increased e-commerce's share of sales from 25% to 35% in one year, and +10% yoy growth in e-commerce sales will drive overall industry growth



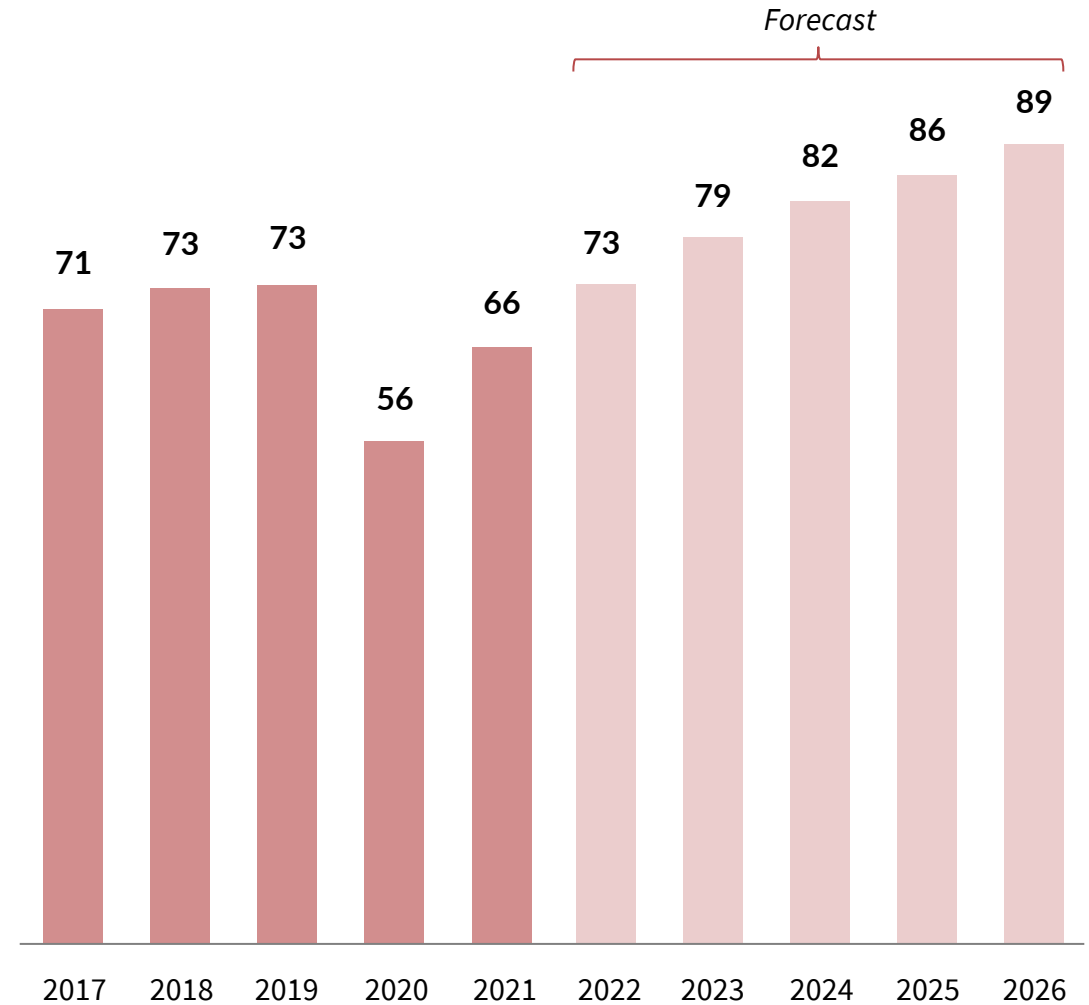
As physical stores lose terrain, brands increasingly rely on direct-to-consumer sales, but small brands struggle for global attention



Conscious consumerism has led to a boom in pre-owned watch sales, but online infrastructure challenges remain for the transactions to happen smoothly

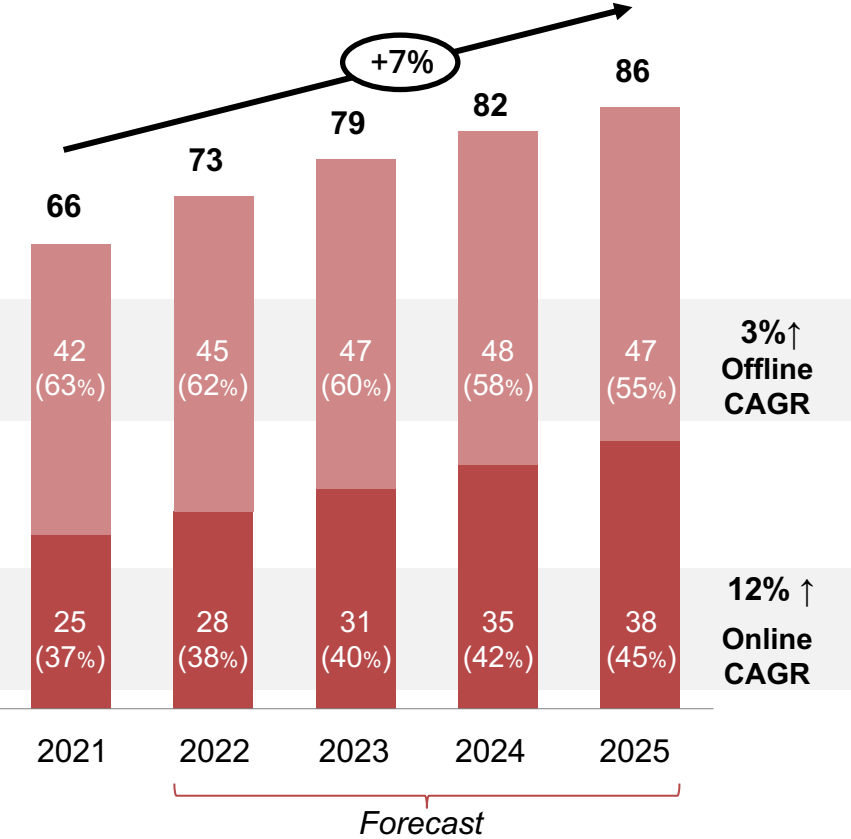


Specialized marketplace verticals are taking on Amazon in the global accessories industry

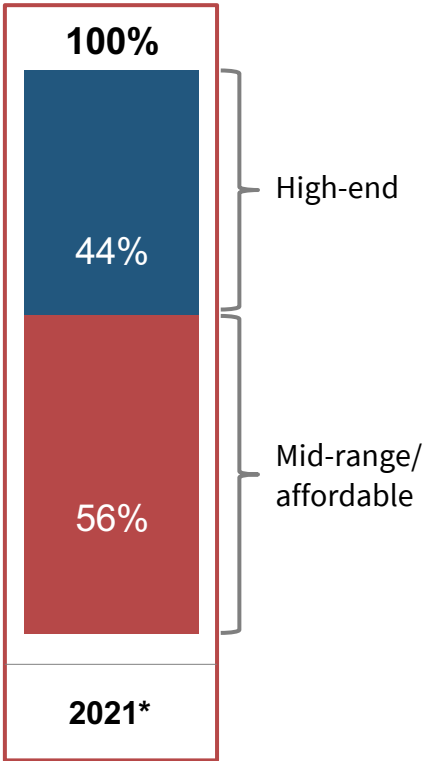


Online revenue is expected to grow with 12% compared to the overall industry growth of 7%, with a majority of the revenue in the mid-range and affordable segment...

Online revenue is expected to grow with 12% CAGR in a market growing at 7%



...with the mid-range/affordable segment accounting for ~56% of market



Online sales in the mid-range/affordable segment accounts for 32% of the market



A significant majority of high-end watches are estimated to be bought offline in 2019, accounting for 88% of sales

	Online	Offline
High-end	5%	39%
Mid-range/affordable	32%	24%



The mid-range/affordable segment sees a ~60/40 channel split favored towards online



Resulting in the **online sales of mid-range/affordable watches account for 32% of the total market and is expected to comprise 11% out of the 12% CAGR towards 2025**

Our proven business model is well-positioned to capture market shares in the fast-growing mid-range/affordable market and build additional diversified revenue streams to expand wallet share

WATCHES.COM **today**

Sales Revenue

- Product Sales
- OEM Sales

 **watches.com**

Marketplace Revenue

- Selling Fee
- Payment Processing Fees
- Subscription fees

Other Revenue

- Product Sales
- OEM Sales
- Private label Sales
- Licensing

Services Revenue (Optional)

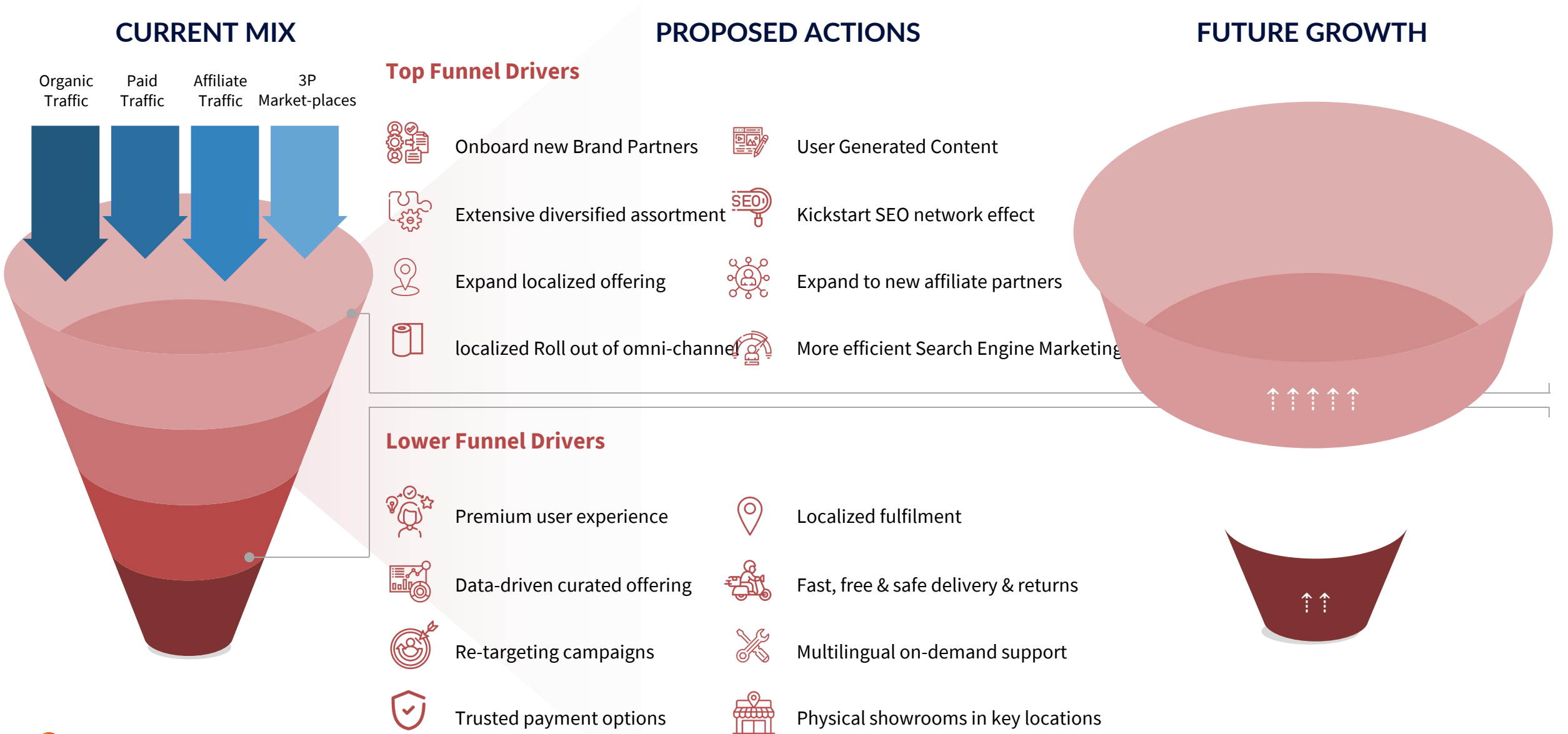
- Featured Listing Fees
- Offsite Ads Placement Fees
- Offline Shop-in-Shop Promo Fees

Logistic Revenue

- Fulfilment Order Fees
- Concession and consignment fees
- Warehousing & Handling Fees



Through our comprehensive and detailed SEO and omni-channel strategy, we believe in a strong growth case*



We are strongly positioned to become the Starting Point for buying watches online with our scalable true global marketplace platform and operation...

- » **“First-to-market” advantage.** Scattered competitive landscape and no existing large incumbent marketplaces for new watches, combined with our clear vision and strategy adds significant value to our proposition.
- » **Continued growth in e-commerce sales.** Online revenue is expected to grow with 12% CAGR in in which our primary target segment mid-range/affordable, accounts for 33% of the online market.
- » **Scalable proprietary technology.** Our scalable proprietary platform is purposely designed to easily connect brands with consumers on a global scale, empowering innovation and smart data.
- » **The marketplace business model.** Our marketplace model allow us to provide a broad and extensive product offering with low inventory risk and reduced capital-intense operation, while focusing on ongoing dynamic and profit-driven portfolio optimisation strategy.
- » **Significant marketplace network.** More brand partners on our marketplace, acquires customers and drives sales. More customers and sales attracts more brand partners. A beneficial self-reinforcing dynamic, which will be catalysed by our existing portfolio brands.
- » **Established strategic partner relations.** Our extensive network of partners in the watch business through our subsidiary company grants us access to critical fulfilment and last-mile infrastructure.
- » **Exact match domain & SEO strategy.** A clear SEO strategy unlocking the high potential of our superior domain name will fuel valuable organic long-term growth.
- » **Omni-channel enabled partnerships.** Capitalizing and enabling fully integrated omni-channel offering for brands and consumers, will enhance our overall competitiveness.
- » **First-class user experience.** Existing portfolio companies allows us to leverage proprietary technology, data insight, deep e-commerce knowledge and operational know-how to deliver the best-in-class platform experience.

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Existing team with strong track record

Executive management team

Executive management team with proven track-record and highly dedicated management team that will hold complementary skill-sets and strong experience in watch, technology and e-commerce sectors. The management team, led by CEO Christian Kwok-Leun Yau Heilesen, has been instrumental in forming the Group's new long-term strategy to diversify business into the e-commerce and watch business to establish new revenue streams and improve profitability, and in turn, increase shareholder value. The management team has created an entrepreneurial and results-oriented culture based on freedom, trust and responsibility.

Christian Kwok-Leun Yau Heilesen

Executive Director, Ntegrator International Limited

- Serial tech-entrepreneur and investor
- Founded Funmobile Ltd.
- Raised US\$9.5m in 2007 to build out Mobile Value Added Service provider Funmobile Ltd.
- Ernst & Young Entrepreneur of the Year Award
- Executive Chairman of Incredible Holding Ltd.

Tam Ki Ying¹

Chief Marketing Officer, Ntegrator International Limited

- HKSTP incubation graduate & serial tech-entrepreneur
- Founded Gadmobile Interactive Ltd (MarTech)
- Founded Sasha Lab Ltd (R&D digital products)
- Founded COD Centre Pte. Ltd (Logistic SaaS)

Board of Directors

Leung Kwok Kuen Jacob

(Independent Non-Executive Director)

Christian Kwok-Leun Yau Heilesen

(Executive Director)

Chay Yiowmin

(Independent Non-Executive Chairman)

Leung Yu Tung Stanley

(Independent Non-Executive Director)

Zhou Jia Lin

(Independent Non-Executive Director)

Han Meng Siew

(Executive Director)

Tao Yeoh Chi

((Independent Non-Executive Director)

The acquisition of Watches.com will be financed as part of the Rights Cum Warrants issue announced on 31st December 2021 raising up to SGD 89m, of which SGD 17.6m is undertaken by the Undertaking shareholders



Proposed share consolidation of existing shares in Ntegrator International Ltd. from 3 to 1, which has yet to occur



592m shares outstanding post-consolidation



Each holder of a consolidated share will be able to subscribe to 15 Rights Shares (8.9bn total) for every Consolidated Share held



Rights Share issued at SGD 0.01 per share (52% discount¹) to SGD 88.9m by rights issue to existing shareholders



For every 15 Rights Shares held, the holder will receive 10 free detachable Warrants:

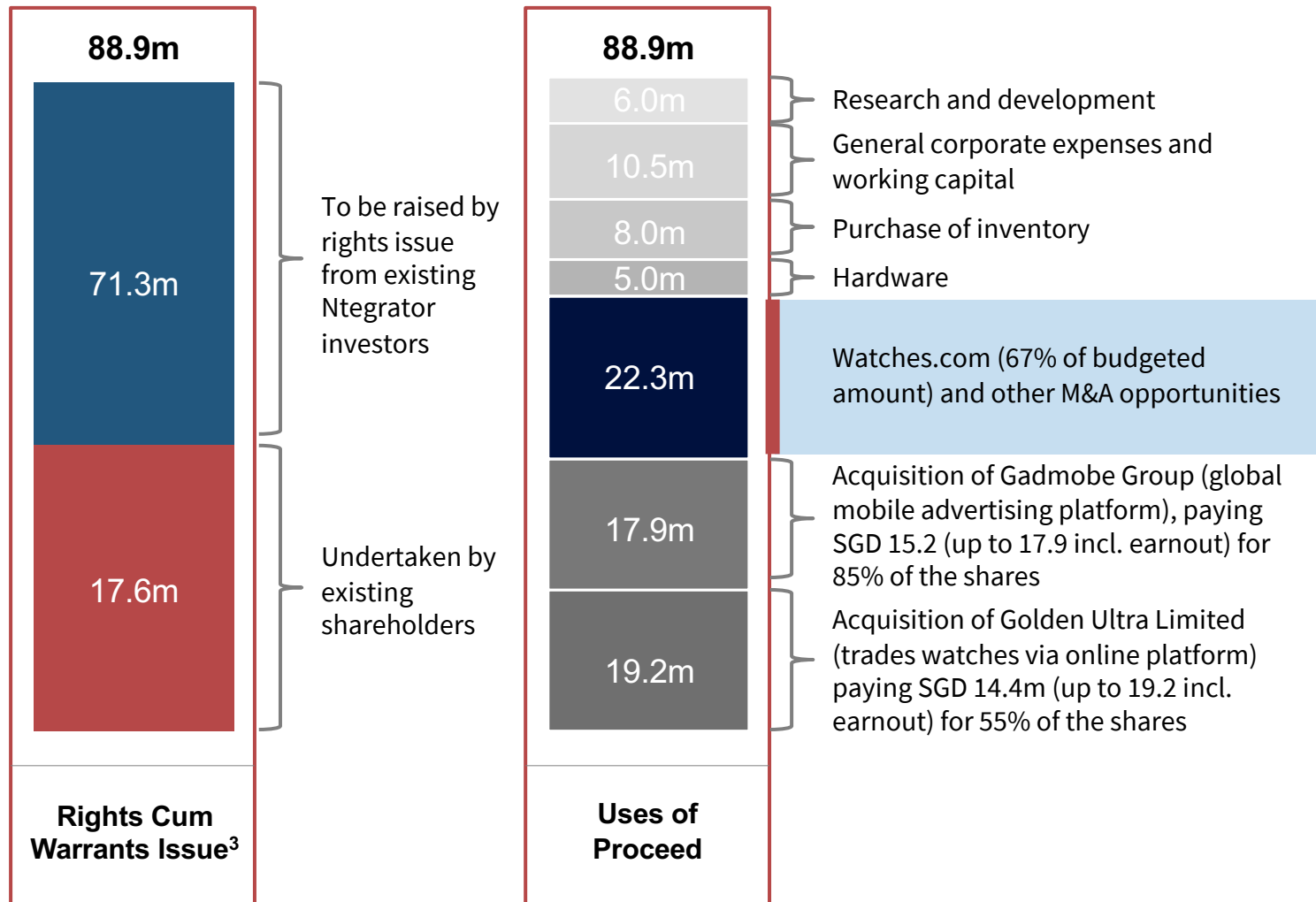
Warrant	A	B	C	D	E
Strike price, SGP	0.0504	0.03864	0.0264	0.0150	n/a ²
Quantity	2	2	2	2	2
Exercise period, months	24	18	12	6	12



Each warrant allows the holder to subscribe for 1 share at the exercise price within the exercise period



The company has successfully raised capital for acquisitions and working capital through the issuance of shares in October and November 2021



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Appendix 1 – domain appraisal



The following is an independent, subjective appraisal of the potential sales value of a domain by NameExperts.com. This information serves only as a guide to facilitate an intelligent discussion between the seller and the broker to reach an agreed upon listing price for a domain name.

Watches.com

Appraisal Factors	Information	Assessment
Top Level Domain	.com	Excellent
Short and Generic?	Yes	Excellent
URL Length	7 char.	Excellent
Global Monthly Search	2,400,000	Above Average
Generic Branding	Yes	Excellent
Average CPC	\$1.07	Fair
SEO Commercial Interest	High	Excellent
Paid Ad's For Keyword	High	Excellent
Hard To Misspell?	Yes	Excellent
Marketability	Very High	Excellent
Industry Targets	E-Commerce	Excellent
Core Sales Prospects	40+	Above Average
Timeframe to Sale	3 months	Excellent

Historical Domain Sales

Domain Name	Sales Price
Hippo.com	\$3,300,000.00
Software.com	\$3,200,000.00
Christmas.com	\$3,150,000.00
Floor.com	\$3,144,000.00
Marketing.com	\$2,500,000.00

Other Extensions under use:
Watches.net – SITE
Watches.org - is registered
Watches.co - SITE
Watches.io - is for sale
Watches.us – is not resolving
Watches.info - is parked
Watches.ca – SITE
Watches.ai - redirects

Watches.com \$3,058,800.00 USD

Watches.ca-\$305,880.00
Watches.co \$505,800.00
Watches.net-\$382,235.00

Based on our professional valuation, and current market conditions, we believe the fair market value of the domain name: Watches.com, Watches.net, and Watches.ca to be valued at \$4,252,715.00 USD. This valuation is valid for 180 days. Please note that market trends, and other conditions might affect pricing relative to the domain name aftermarket.

Summary: Watches.com is a seven-character Dictionary keyword ending in .com, originally created, 06/04/1995 with a clean SEO history. There are currently 88,100 backlinks with a fantastic and dominant organic search keyword profile. The site currently ranks well across many subsets and smaller keyword trees. This will ultimately add considerable value to the property. Our valuation is for the DOMAIN NAME ONLY and does not take into account, the current website metrics.

Valuation performed 10/12/2021 by Joe Uddeme

Joe Uddeme-Domain Name Expert-NameExperts.com



As a Domain Name Expert, Joe Uddeme has completed more than \$88mm in verified transactions for both buyers and sellers of premium, generic .com domain name inventory. For more than thirteen years, Joe has worked with some of the largest corporate buyers and sellers around the globe to buy, sell, negotiation, trade and procure domain name assets.

Joe has performed numerous domain name valuations for clients for portfolio management, asset allocation, and as a third-party provider for tax preparation professionals.

Our valuations are performed on a manual approach process—we do not use automated tools for domain valuations and gather the most up to date data.

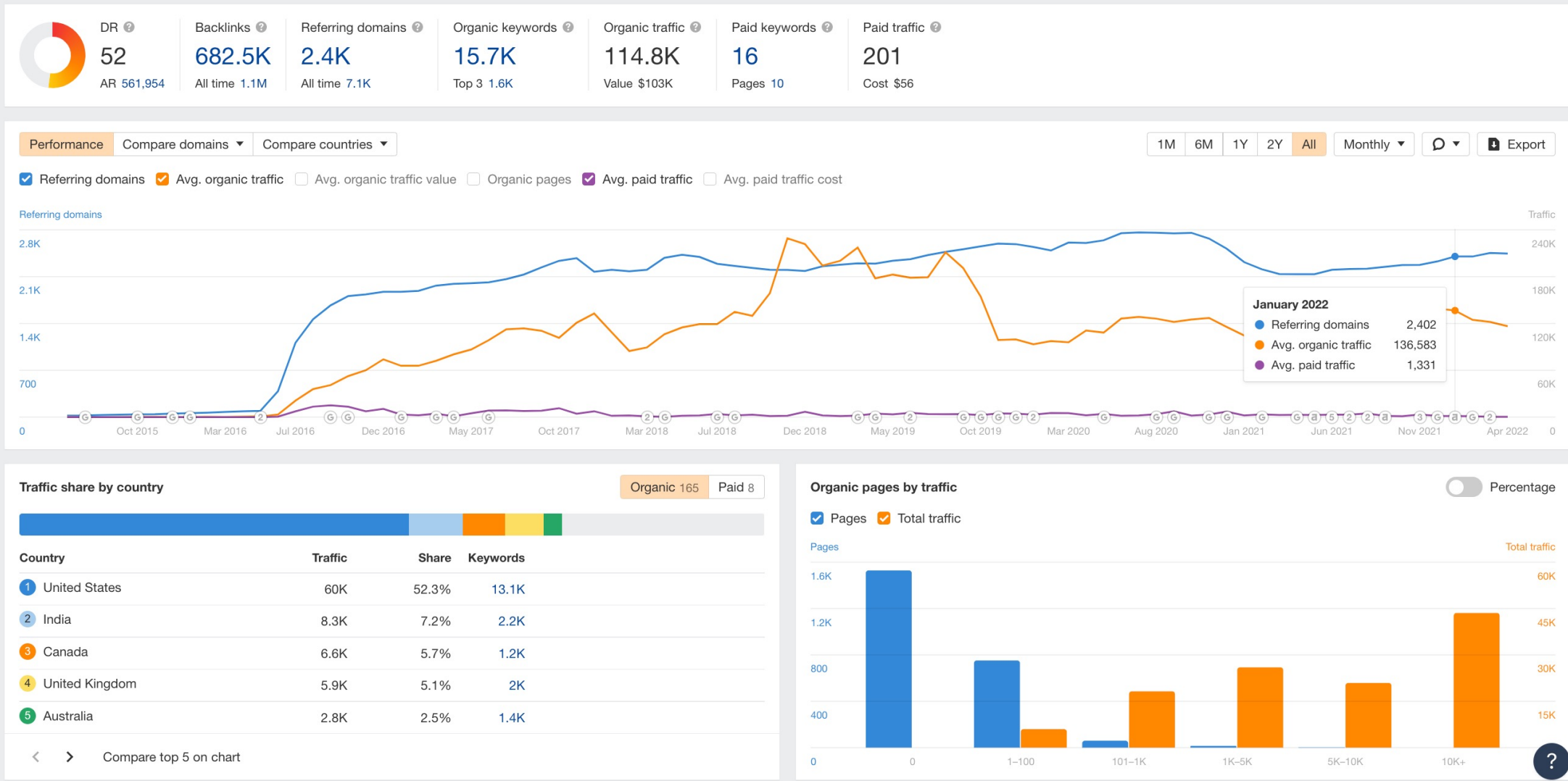
NameExperts.com provides comprehensive research, analysis, comps in the marketplace and current market conditions to determine the assets fair market value with a non-biased approach towards domain names.

We specialize in the .com TLD and continually close generic .com domain name transactions on an ongoing basis.

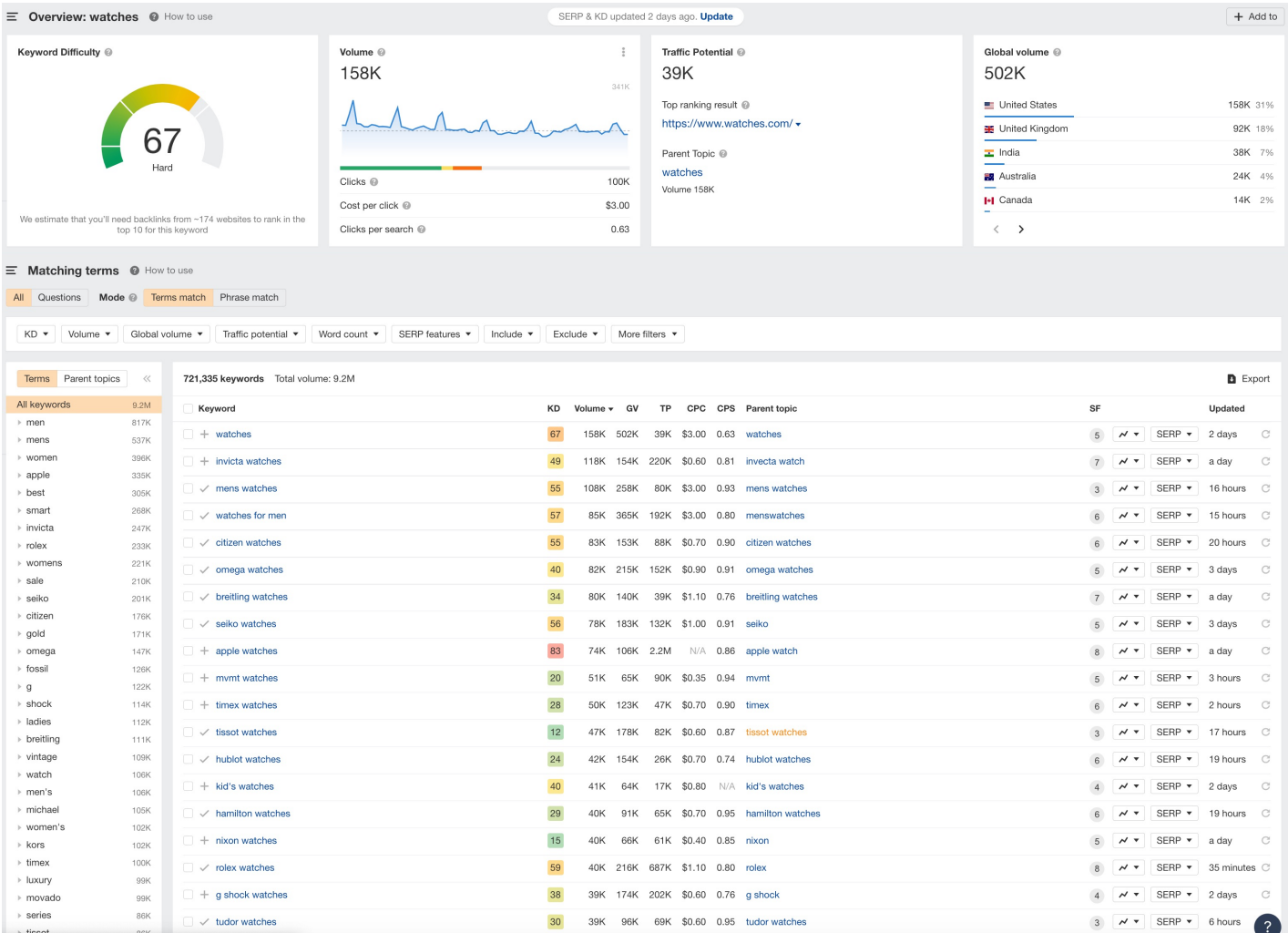
Our Services:

- Domain Name Brokerage
- Stealth Acquisition Services
- Buy-Side Brokerage
- Sell-Side Representation
- Expert .com strategy/brand protection
- Comprehensive Negotiation Skills
- Expert Witness Testimony
- Expert Domain Name Valuations for Bankruptcies
- Expert Domain Name Valuations for Estates
- Expert Domain Name Valuations for Divorce Settlement
- Branding and Naming Expert
- IPV4 Transactions
- Full-Service Brokerage
- Domain Name Management/ Portfolio Management

Appendix 2 – Ahrefs (SEO software suite) traffic & keyword data



Appendix 2 – Ahrefs (SEO software suite) traffic & keyword data



Disclaimer

Disclaimer: This presentation should be read in conjunction with 1) all formal/ legal announcements and also 2) all announcements and documents in relation to this presentation, which will be released by Ntegrator International Ltd on SGXNET. This presentation may contain forward-looking statements that involve risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, exchange rate movement, cost of capital and capital availability, competition from other companies and venues for sale and distribution of goods and services, shifts in customer demands, customers and partners, changes in operating expenses, including employee wages, benefits and training, governmental and public policy changes. The forward-looking statements reflect the current views of Management on future trends and developments.

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.