



## MEDIA RELEASE

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### NTEGRATOR TO ACQUIRE A 27.44% STAKE IN ARION FOR S\$3.0 MILLION

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- **Group entered into a Share Purchase Agreement with three Private Sellers for the Proposed Acquisition of 256,320,900 ordinary shares in Arion Entertainment Singapore Limited (“Arion”) for a purchase consideration of S\$3.0 million**

**Singapore, April 13, 2022** – Ntegrator International Ltd (“Ntegrator” or the “Group”), a leading regional communications network specialist and systems integrator, today announced that the Group had signed a Share Purchase Agreement (“SPA”) with Mr Ng Kai Man, Ms Chan Shui Sheung Ivy and Mr Lee Chun Ming (collectively, the “Private Sellers”) for the proposed acquisition of 256,320,900 ordinary shares in Arion for a purchase consideration of S\$3.0 million with a long stop date of three months from the date of signing the SPA, or such later date as the parties may mutually agree in writing (the “Proposed Acquisition”).

Name of Private Seller	Number of Sale Shares	% Stake in Arion <sup>1</sup>	Allocation of Purchase Consideration
Ng Kai Man	92,700,000	9.93%	S\$1,084,950
Chan Shui Sheung Ivy	88,620,900	9.48%	S\$1,037,250
Lee Chun Ming	75,000,000	8.03%	S\$877,800
<b>Total</b>	<b>256,320,900</b>	<b>27.44%</b>	<b>S\$3,000,000</b>

The purchase consideration of S\$3.0 million will be paid to the three Private Sellers by way of: (i) a cash deposit of S\$1.0 million and (ii) the balance S\$2.0 million to be paid by way of zero-coupon promissory notes falling six months from the date on which they were issued (the “Maturity Date”).

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<sup>1</sup> As at the date of this press release.

The Proposed Acquisition is still subject to obtaining further approvals from the relevant authorities, Board of Directors, shareholders' approval at an extraordinary general meeting ("EGM") to be convened and completion of the conditions precedent. The Group will update shareholders via SGXNet accordingly on the date of the upcoming EGM and as and when there are any material developments on this front.

As part of the SPA, Ntegrator would secure the right to nominate the appointment of two directors of which one (1) shall be a non-executive director and (2) the other may be an executive director, a non-executive director, or an independent non-executive director in Arion to protect the interests of Ntegrator and its shareholders.

### **Rationale**

The Proposed Acquisition is in line with the Group's overall corporate strategy to pursue diversified returns and identify potential acquisition targets for long-term growth. The Board believes that the Proposed Acquisition will be a strategic long-term investment with the potential to provide the Group with investment income and capital gains, new revenue streams, improve its profitability and growth profile that will enhance sustainable shareholder value going forward. The Proposed Acquisition is expected to be completed in the second quarter of 2022.

### **About Arion**

Incorporated in Singapore in 1994 and listed on the Singapore Stock Exchange Limited ("SGX") Catalist board in 1997, Arion is an investment holding company with publishing business in Malaysia recognized by its magazine brands of Smart Investor, Feng and Calibre with its publications being widely circulated in Singapore, Malaysia and China in different languages. Arion had built its presence in China with the establishment of Club Calibre Haute Horlogerie<sup>2</sup>, the one of the first luxury clubs in China, to complement their niche publishing activities that will focus on the luxury watch market. As of market close on 12 April 2022, Arion's total number of issued shares stood at 933,951,593 ordinary shares and its market capitalization was approximately S\$7.47 million.

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<sup>2</sup> <https://si-sgnd-sir11.shareinvestor.com/fundamental/factsheet.html?counter=YYB.SI>

### **About Ntegrator International Ltd (SGX Code: 5HC)**

Established in April 2002 and listed on the Catalist board of the Singapore Exchange Limited (“**SGX**”) on 26 October 2005, Ntegrator’s core businesses include the design, installation and implementation of data, video, fibre optics, wireless and cellular network infrastructure as well as voice communication systems. The Group provides project management services as well as maintenance and support services. 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.

Headquartered in Singapore, Ntegrator has operations in Singapore, Myanmar, Vietnam and Hong Kong.

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*This media release 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.*

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