

## NTEGRATOR INTERNATIONAL LTD.

(Incorporated in the Republic of Singapore)

(Co. Reg. No.: 199904281D)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of NTEGRATOR INTERNATIONAL LTD. (the "**Company**") will be held by electronic means on Wednesday, 24 June 2020 at 10.30 am for the following purposes:

#### AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect Mr Lee Keen Whye as Director of the Company.  
[See Explanatory Note (i)] **(Resolution 2)**
3. To approve the payment of Directors' fees of S\$177,000 for the financial year ended 31 December 2019 (FY2018: S\$184,000). **(Resolution 3)**
4. To re-appoint Nexia TS Public Accounting Corporation as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 4)**
5. To transact any other ordinary business which may be transacted at an Annual General Meeting.

#### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

##### 6. **Authority to Allot and Issue Shares**

That pursuant to Section 161 of the Companies Act, Chapter 50, of Singapore and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Section B: Rules of Catalist ("**Catalist Rules**"), the Directors of the Company be authorised and empowered to:

- A. (i) issue shares in the Company ("**shares**") whether by way of rights, bonus or otherwise, and/or
- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- B. (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares and convertible securities to be issued pursuant to this Resolution (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

## NTEGRATOR INTERNATIONAL LTD.

(Incorporated in the Republic of Singapore)

(Co. Reg. No.: 199904281D)

### NOTICE OF ANNUAL GENERAL MEETING

#### 6. Authority to Allot and Issue Shares (continued)

(2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and convertible securities that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

- (a) new shares arising from the conversion or exercise of convertible securities and exercising of share options or vesting of share awards which were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
- (b) any subsequent bonus issue, consolidation or subdivision of shares;

*Adjustments in accordance with (a) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution approving the mandate.*

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and

(4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

*[See Explanatory Note (ii)]*

**(Resolution 5)**

By Order of the Board

Shirley Lim Keng San  
Kenneth Sw Chan Kit  
Company Secretaries  
Singapore, 1 June 2020

#### Explanatory Notes on Resolutions to be passed:

(i) Mr Lee Keen Whye will, upon re-election as Director of the Company, remain as Chairman of the Nominating Committee and a Member of the Audit and Remuneration Committees and, will be considered independent for the purposes of Rule 704(7) of the Listing Manual Section B: Rules of Catalist ("Catalist") of the Singapore Exchange Securities Trading Limited ("SGX-ST"). There are no relationships (including immediate family relationships) between Mr Lee and the other Directors, the Company or its substantial shareholders.

*Note: Information on Mr Lee Keen Whye, the Director who is proposed to be re-appointed can be found on pages 101 to 104 of the Annual Report.*

(ii) Ordinary Resolution 5 proposed in item 6 above, if passed, will empower the Directors of the Company from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company up to an amount not exceeding 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 50% may be issued other than on a pro rata basis.

# **NTEGRATOR INTERNATIONAL LTD.**

(Incorporated in the Republic of Singapore)

(Co. Reg. No.: 199904281D)

## **NOTICE OF ANNUAL GENERAL MEETING**

### **Notes –**

#### **1. Annual Report**

Physical copies of the Annual Report will not be sent to Shareholders. The Annual Report is available for download from the Company's website at <https://ntegrator.listedcompany.com> and the SGXNet.

#### **2. Notice of Annual General Meeting ("AGM")**

The AGM is being convened and will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice of AGM will not be sent to Shareholders. Notice of this AGM is sent to Shareholders by electronic means via publication on the Company's website at <https://ntegrator.listedcompany.com> and the SGXNet.

#### **3. Shareholders must not attend AGM in person**

Due to the current Covid-19 restriction orders in Singapore, Shareholders will not be able to attend the AGM in person. Shareholders will also not be able to vote online on the resolutions to be tabled for approval at the AGM. Shareholders may participate in the AGM by -

- a) observing and/or listening to the AGM proceedings via "live" audio-and-visual webcast via their mobile phones, tablets or computers or "live" audio-only stream via telephone;
- b) submitting questions in advance of the AGM; and
- c) appointing the Chairman of the AGM ("**Chairman**") as proxy to attend, speak and vote on their behalf at the AGM.

Details of the steps for pre-registration, pre-submission of questions and voting at the AGM are set out below.

#### **4. Pre-registration for Live Webcast**

Shareholders will be able to follow the proceedings of the AGM through a live webcast via their mobile phones, tablets or computers or listen to the AGM proceedings through a live audio feed via telephone.

Shareholders and investors holding Shares through the Central Provident Fund ("**CPF**") or Supplementary Retirement Scheme ("**SRS**") ("**CPF/SRS investors**") who wish to follow the proceedings **must pre-register by 10.30 a.m. on 21 June 2020**, by completing and sending the attached Webcast Registration Form to the Company set out in paragraph 6 below.

Following verification of shareholders' particulars and shareholdings' status by the Share Registrar, authenticated shareholders will receive email instructions on how to access the webcast and audio feed of the AGM proceedings by 23 June 2020.

#### **5. Investors holding Shares through Relevant Intermediaries**

Investors holding Shares through Relevant Intermediaries ("**Investors**") (other than CPF/SRS investors) will not be able to pre-register for the "live" broadcast of the AGM. An Investor who wishes to participate in the "live" broadcast of the AGM should approach his/her relevant intermediary as soon as possible in order to make the necessary arrangements. The Relevant Intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number), via email to the Company at [agm@ntegrator.com](mailto:agm@ntegrator.com) **no later than 10.30 a.m. on 22 June 2020**.

#### **6. Submission of Webcast Registration Form**

The Webcast Registration Form may be submitted to the Company in the following manner –

- (a) Via Post addressed to the Company at its Registered Office, at 4 Leng Kee Road #06-04, SIS Building, Singapore 159088; or
- (b) Via email to [agm@ntegrator.com](mailto:agm@ntegrator.com); or
- (c) Via telefax to 64722966.

## **NOTICE OF ANNUAL GENERAL MEETING**

### **Notes – (continued)**

#### **7. Shareholders to appoint Chairman as Proxy**

Shareholders and Investors (whether individual or corporate) who wish to exercise their votes must appoint the Chairman as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM.

Shareholders (whether individual or corporate) appointing the Chairman as proxy must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.

#### **8. Proxy Form**

The instrument for the appointment of proxy ("**Proxy Form**") may be downloaded from the Company's website at <https://ntegrator.listedcompany.com> or the SGXNet.

The Proxy Form is not valid for use by Investors (including CPF/SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor (other than CPF/SRS investors) who wishes to vote should instead approach his/her Relevant Intermediary as soon as possible to specify his/her voting instructions. A CPF/SRS investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator to submit his/her vote by **5.00 p.m. on 12 June 2020**, being 7 working days before the date of the AGM.

#### **9. Submission of Proxy Form**

The proxy form must be submitted to the Company by **10.30 a.m. on 22 June 2020** in the following manner-

- (a) Via Post addressed to the Company at its Registered Office, at 4 Leng Kee Road #06-04, SIS Building, Singapore 159088; or
- (b) Via email to [agm@ntegrator.com](mailto:agm@ntegrator.com); or
- (c) Via telefax to 64722966.

#### **10. Submission of Questions**

Shareholders will not be able to ask questions "live" during the webcast of the AGM.

Shareholders and Investors who pre-register to watch the live webcast or listen to the live audio feed may submit questions relating to the business of the AGM by using the Webcast Registration Form. All questions must be submitted by **10.30 a.m. on 21 June 2020**.

The Company will endeavour to respond to substantive and relevant questions received from Shareholders/Investors via SGXNet and the Company's website prior to the AGM. Where there are substantially similar questions the Company will consolidate such questions; consequently not all questions may be individually addressed.

#### **11. Despatch of Documents**

All documents (including the Annual Report 2019, proxy form and this Notice of AGM) or information relating to the business of this AGM have been, or will be, published on the Company's website at <https://ntegrator.listedcompany.com> and the SGXNet. **Printed copies of the documents will not be despatched to members.** Shareholders and Investors are advised to check SGXNet regularly for updates.

**12.** Any reference to a time of day is made by reference to Singapore time.

**13.** "**Relevant Intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.

## **NTEGRATOR INTERNATIONAL LTD.**

(Incorporated in the Republic of Singapore)

(Co. Reg. No.: 199904281D)

# **NOTICE OF ANNUAL GENERAL MEETING**

### **Personal Data Privacy:**

By submitting the proxy form appointing the Chairman to attend, speak and vote at the AGM and/or any adjournment thereof, a member consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman as proxy for the AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

In the case of a member who is a relevant intermediary, by submitting the consolidated list of participants set out in Note 5 of this Notice of AGM, such member represents and warrants that it has obtained the prior consent of the individuals for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such individuals by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the participation of such individuals in the broadcast and proceedings of the AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and record of questions asked, and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

This Notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("**Sponsor**"), Asian Corporate Advisors Pte. Ltd., in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited ("**Exchange**") Listing Manual Section B: Rules of Catalyst for compliance with the relevant rules of the Exchange. The Company's Sponsor has not independently verified the contents of this Notice including the correctness of any of the figures used, statements or opinions made.

This Notice has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this Notice including the correctness of any of the statements or opinions made or reports contained in this Notice.

The contact person for the Sponsor is Ms Foo Quee Yin.  
Telephone number: 6221 0271.