



## NTEGRATOR International Ltd.

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

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### (1) NOTICE OF SHARE CONSOLIDATION RECORD DATE (2) NOTICE OF 2021 WARRANTS POST-SHARE CONSOLIDATION RECORD DATE

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*Unless otherwise defined, all capitalised terms herein shall have the same meaning as ascribed to them in the Company's announcements dated 31 December 2021 and 22 April 2022 and the Company's circular to Shareholders dated 19 March 2022 (the "Circular").*

#### 1. Introduction

1.1. The Board of Directors (the "**Board**") of NTEGRATOR International Ltd. (the "**Company**" and together with its subsidiaries, the "**Group**") refers to the Company's announcement dated 31 December 2021 and the Company's Circular in relation to, *inter alia* :

- (i) the proposed share consolidation of every three (3) existing Shares held by Shareholders as at the Share Consolidation Record Date (as defined herein) into one (1) Share (the "**Consolidated Share**"), fractional entitlements to be disregarded (the "**Proposed Share Consolidation**"); and
- (ii) the proposed renounceable non-underwritten rights issue (the "**Proposed Rights cum Warrants Issue**") of:
  - (a) up to 8,890,293,570 new ordinary shares in the capital of the Company (the "**Rights Shares**") at an issue price of S\$0.01 for each Right Share, on the basis of fifteen (15) Rights Shares for every one (1) Consolidated Share held by Shareholders of the Company as at a time and date to be announced by the Company ("**Rights Issue Record Date**"), fractional entitlements to be disregarded;
  - (b) up to 1,185,372,476 free detachable Series A Warrants, each carrying the right to subscribe for one (1) Exercised Share at an Exercise Price of S\$0.0504 on the basis of two (2) Series A Warrants for every fifteen (15) Rights Shares subscribed, fractional entitlements to be disregarded;
  - (c) up to 1,185,372,476 free detachable Series B Warrants, each carrying the right to subscribe for one (1) Exercised Share at an Exercise Price of S\$0.03864 on the basis of two (2) Series B Warrants for every fifteen (15) Rights Shares subscribed, fractional entitlements to be disregarded;
  - (d) up to 1,185,372,476 free detachable Series C Warrants, each carrying the right to subscribe for one (1) Exercised Share at an Exercise Price of S\$0.0264 on the basis of two (2) Series C Warrants for every fifteen (15) Rights Shares subscribed, fractional entitlements to be disregarded;
  - (e) up to 1,185,372,476 free detachable Series D Warrants, each carrying the right to subscribe for one (1) Exercised Share at an Exercise Price of S\$0.015 on the basis of two (2) Series D Warrants for every fifteen (15) Rights Shares subscribed, fractional entitlements to be disregarded; and

- (f) up to 1,185,372,476 free detachable Series E Warrants, each carrying the right to subscribe for one (1) Exercised Share at an Exercise Price equivalent to a 30% discount to the 30-day volume weighted average price per share immediately prior to the date of expiry of the Series E Warrants, provided always that the Exercise Price shall not be more than S\$0.045, on the basis of two (2) Series E Warrants for every fifteen (15) Rights Shares subscribed, fractional entitlements to be disregarded.

- 1.2. The Proposed Share Consolidation and the Proposed Rights cum Warrants Issue, amongst others, were approved by the Shareholders at the extraordinary general meeting of the Company held by electronic means on 11 April 2022.

## 2. Notice of Record Date for the Share Consolidation

- 2.1. **Notice is hereby given** that the Register of Members and the Register of Transfers of the Company will be closed on 6 May 2022 at 5.00 p.m. (the “**Share Consolidation Record Date**”) for the purpose of determining the entitlements of Shareholders to the Consolidated Shares pursuant the Proposed Share Consolidation.
- 2.2. Pursuant to the Proposed Share Consolidation, every three (3) existing Shares held by Shareholders as at the Share Consolidation Record Date will be consolidated into one (1) Consolidated Share, fractional entitlements to be disregarded. The Proposed Share Consolidation shall be effective from 9.00 a.m. on 9 May 2022, being the Market Day immediately following the Share Consolidation Record Date, whereupon the Register of Members and the Depository Register will be updated to reflect the number of Consolidated Shares held by Shareholders based on the number of existing Shares held by them as at the Share Consolidation Record Date.
- 2.3. Shareholders should note that the number of Consolidated Shares which Shareholders will be entitled to, based on their holdings of existing Shares as at the Share Consolidation Record Date, will be rounded down to the nearest whole Consolidated Share and any fractions of a Share arising from the Share Consolidation shall be disregarded. Fractional entitlements arising from the implementation of the Share Consolidation will be aggregated and dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. Affected shareholders will not be paid for any fractional Shares which are disregarded.
- 2.4. Each Consolidated Share will rank *pari passu* in all respects with each other, except that the Consolidated Shares which are held as treasury shares by the Company will be subject to the provisions of the Companies Act, and will be traded in board lots of 100 Consolidated Shares on the SGX-ST.

## 3. Share Certificates

### 3.1. Deposit of Old Share Certificates with CDP

Shareholders who hold physical share certificates in respect of the existing Shares in their own names (the “**Old Share Certificates**”), and who wish to deposit the same with CDP and have their Consolidated Shares credited to their Securities Accounts maintained with CDP, must deposit their Old Share Certificates with CDP, together with duly executed instruments of transfer in favour of CDP, at least twelve (12) Market Days prior to the Share Consolidation Record Date.

After the Share Consolidation Record Date, CDP will only accept the deposit of physical share certificates in respect of the Consolidated Shares (the “**New Share Certificates**”). Shareholders who wish to deposit their New Share Certificates with CDP after the Share Consolidation Record Date must first deliver their Old Share Certificates to the Share Registrar, KCK CorpServe Pte.

Ltd., at 24 Raffles Place #07-07 Clifford Centre Singapore 048621 for cancellation and issuance of New Share Certificates in replacement thereof as described below.

### 3.2. **Issue of New Share Certificates**

Shareholders who have deposited their Old Share Certificates with CDP at least twelve (12) Market Days prior to the Share Consolidation Record Date need not take any action. The Company will make arrangements with CDP to effect the exchange for the New Share Certificates.

**Shareholders who have not deposited their Old Share Certificates as aforesaid or who do not wish to deposit their Old Share Certificates with CDP are advised to deliver all their Old Share Certificates to the Share Registrar, KCK CorpServe Pte. Ltd., at 24 Raffles Place #07-07 Clifford Centre Singapore 048621 as soon as possible during normal business hours and preferably, not later than five (5) Market Days after they have been notified of the Share Consolidation Record Date for cancellation and issuance of New Share Certificates in replacement thereof.** No receipt will be issued by the Share Registrar upon receipt of any Old Share Certificates. The New Share Certificates will be sent by ordinary mail to the registered addresses of the relevant Shareholders at their own risk within ten (10) Market Days from the Share Consolidation Record Date or the date of receipt of the Old Share Certificates, whichever is the later.

Shareholders should note that the New Share Certificates will not be issued to Shareholders unless their Old Share Certificates have already been tendered to the Share Registrar for cancellation. Shareholders should notify the Share Registrar if they have lost any of their Old Share Certificates or if there is any change in their respective addresses from those reflected in the Register of Members.

Shareholders should notify the Company's Share Registrar if they have lost any of their existing Old Share Certificates or if there is any change in their address from that reflected in the Register of Members of the Company.

### 3.3. **Share Certificates not valid for settlement of trades on the Catalist Board of the SGX-ST**

Shareholders who hold physical share certificates are reminded that their Old Share Certificates will not be valid for settlement of trading in the Consolidated Shares on the SGX-ST but will continue to be accepted for cancellation and issue of New Share Certificates in replacement thereof for an indefinite period by the Company's Share Registrar. The New Share Certificates will not be valid for delivery for trades done on the SGX-ST although they will continue to be *prima facie* evidence of legal title.

## 4. **Trading Arrangements for the Consolidated Shares and Odd Lots**

### 4.1. **Trading Arrangements for the Consolidated Shares**

With effect from 9.00 a.m. on 9 May 2022 (the "**Share Consolidation Effective Trading Date**"), trading in the Consolidated Shares on the Catalist Board of the SGX-ST will be in board lots of 100 Consolidated Shares. Accordingly, every three (3) existing Shares as at 5.00 p.m. on the Market Day immediately preceding the Share Consolidation Effective Trading Date will represent one (1) Consolidated Share with effect from 9.00 a.m. on the Share Consolidation Effective Trading Date. Trading in the existing Shares on the Catalist Board of the SGX-ST will cease after 5.00 p.m. on the Market Day immediately preceding the Share Consolidation Effective Trading Date.

#### 4.2. Trading Arrangements for Odd Lots

Fractions of a Consolidated Share arising from the proposed Share Consolidation will be aggregated and dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including (a) disregarding the fractional entitlements, or (b) aggregating and selling the same and retaining the net proceeds for the benefit of the Company.

The existing Shares are currently traded in board lots of 100 existing Shares on the Catalist Board of the SGX-ST. After completion of the proposed Share Consolidation, the Securities Accounts maintained with CDP of Shareholders (being Depositors) may be credited with odd lots of Consolidated Shares (that is, lots other than board lots of 100 Consolidated Shares).

Shareholders who receive odd lots of Consolidated Shares pursuant to the proposed Share Consolidation and who wish to trade in such odd lots may trade with a minimum size of one (1) Consolidated Share on the SGX-ST Unit Share Market. The SGX-ST Unit Share Market will enable trading in odd lots in any quantity less than one (1) board lot of the underlying shares. As odd lots of Consolidated Shares may be traded on the SGX-ST Unit Share Market, no separate arrangement will be made for the trading of such odd lots.

**Shareholders should note that the market for trading of such odd lots of Consolidated Shares may be illiquid and they may have to bear disproportionate transaction costs in trading their Consolidated Shares on the SGX-ST Unit Share Market. Shareholders who wish to trade their Consolidated Shares on the SGX-ST Unit Share Market should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers.**

#### 5. Adjustments to the 2021 Warrants

- 5.1. The Company had on 29 November 2021 issued 172,400,000 free warrants (the “**2021 Warrants**”), each 2021 Warrant shall grant the holder thereof the right to subscribe for one new Share at an exercise price of S\$0.0082. As at the date of this announcement, the Company has 31,550,000 of 2021 Warrants outstanding which can be converted into 31,550,000 Shares. Pursuant to Rule 829 of the Catalist Rules and the terms and conditions of the 2021 Warrants Deed Poll, the Company is required to make adjustments to the 2021 Warrants pursuant to the Proposed Share Consolidation and the Proposed Rights cum Warrants Issue. The Company had also informed the shareholders about the potential adjustments to the 2021 Warrants in the Circular. The final adjustments to the 2021 Warrants shall be determined based on, *inter alia*, the number of 2021 Warrants as at the 2021 Warrants Post-Share Consolidation Record Date (as defined herein).
- 5.2. Pursuant to Condition 5(B) of the 2021 Warrants Deed Poll, the adjustments to the exercise price and the number of 2021 Warrants (“**2021 Warrants Post-Share Consolidation**”) will be effective on 9 May 2022 (“**2021 Warrants Post-Share Consolidation Effective Date**”).
- 5.3. Shareholders are to note that following the Proposed Share Consolidation, the 2021 Warrants will be adjusted by:
  - (a) Applying a ratio of 3:1 to the 2021 Warrants held by each 2021 Warrantholder on the 2021 Warrants Post-Share Consolidation Record Date (as defined below) to arrive at the number of 2021 Warrants that have been adjusted; and
  - (b) Adjusting the existing exercise price of S\$0.0082 to the new exercise price of S\$0.0246 for the 2021 Warrants Post-Share Consolidation.

- 5.4. Shareholders are to note that following the Proposed Rights cum Warrants Issue, the 2021 Warrants Post-Share Consolidation will be adjusted by:
- (a) Applying a ratio of one (1) Proposed Rights cum Warrants Issue adjusted 2021 Warrants Post-Share Consolidation for every 0.51 2021 Warrants Post-Share Consolidation on the Rights Issue Record Date to arrive at the number of 2021 Warrants Post-Share Consolidation that have been adjusted; and
  - (b) Adjusting the exercise price of S\$0.0246 to the new exercise price of S\$0.0125 for the Proposed Rights cum Warrants Issue adjusted 2021 Warrants Post-Share Consolidation.
- 5.5. An announcement will be made by the Company in due course to notify 2021 Warranholders of the Rights Issue Record Date.

## 6. Notice of 2021 Warrants Post-Share Consolidation Record Date

**Notice is hereby given** that the 2021 Warrants warrant register will be closed on 6 May 2022 at 5.00 p.m. (the “**2021 Warrants Post-Share Consolidation Record Date**”) for the purpose of determining the 2021 Warranholders’ entitlements to the 2021 Warrants Post-Share Consolidation to be issued arising from an adjustment to the number of 2021 Warrants as a result of the Share Consolidation.

## 7. Indicative Timetable

The indicative timetable for the Proposed Share Consolidation is as follows:

<b>Time and date</b>	<b>Event</b>
5.00 p.m. on 4 May 2022 (Wednesday)	Last day and time for trading Shares on pre-consolidation basis
9.00 a.m. on 5 May 2022 (Thursday)	Commencement of trading of Shares on post-consolidation basis
5.00 p.m. on 6 May 2022 (Friday)	Share Consolidation Record Date and 2021 Warrants Post-Share Consolidation Record Date
9.00 a.m. on 9 May 2022 (Monday)	Effective date of listing and quotation of Consolidated Shares

## 8. Contact Information

The address of the Company’s Share Registrar is as follows:

**KCK CorpServe Pte. Ltd.**  
 24 Raffles Place  
 #07-07 Clifford Centre  
 Singapore 048621

The address of CDP is as follows:

**The Central Depository (Pte) Limited**  
 9 North Buona Vista Drive  
 #01-19/20 The Metropolis  
 Singapore 138588

By Order of the Board  
**Ntegrator International Ltd.**

Christian Kwok-Leun Yau Heilesen  
Executive Director

26 April 2022

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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).*