

Ntegrator International Ltd.

(Company Registration Number 199904281D)

(Incorporated in the Republic of Singapore)

Disposal of Shares of Arion Entertainment Singapore Limited

1. Introduction

The Board of Directors (the “**Board**”) of Ntegrator International Ltd. (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that the Company has sold an aggregate of 50,055,800 shares (the “**Disposal Shares**”) in Arion Entertainment Singapore Limited (“**Arion**”) at an average price of approximately S\$0.007 per Disposal Share through a series of open market transactions from 14 April 2022 to 27 April 2022 (the “**Disposal**”).

The aggregate selling price received by the Company for the Disposal is approximately S\$358,000 (the “**Consideration**”), which was satisfied in cash. The closing price per share of Arion as at 26 April 2022 was S\$0.006. As such, the sale price of S\$0.007 per Disposal Share is at a premium to the closing price per share of Arion as at 26 April 2022. For avoidance of doubt, the Disposal was only announced today when the relative computations disclosed section 5 of this announcement exceeded 5%. On completion of the Disposal, the Company held 35,384,500 shares in Arion, representing approximately 3.79% of the total number of ordinary shares in the issued share capital of Arion. On the completion of Proposed Acquisition as announced on 13 April 2022, the Company will hold 206,265,100 shares in Arion, representing approximately 22.09% of the total number of ordinary shares in the issued share capital of Arion.

2. Use of Proceeds

The Company received proceeds of approximately S\$358,000 from the Disposal. The Company intends to utilise the proceeds of S\$358,000 for the general working capital requirements of the Group.

Pending the deployment of the unutilised proceeds for the purposes mentioned above, such proceeds may be deposited with banks and/or financial institutions, invested in short-term money markets and/or marketable securities, or used for any other purpose on a short-term basis, as the Directors may deem appropriate in the interests of the Group.

3. Information on Arion

Arion, Arion Entertainment Singapore Limited (Company Registration Number 199407135Z), is a public company incorporated in Singapore on 3 October 1994 and has an issued and paid-up share capital of S\$146,309,501 comprising 933,951,593 ordinary shares as at the date of this announcement.

The shares of the Target are listed and quoted on Catalist.

Arion is principally in the business of media publishing, and has on 16 February 2021 obtained shareholders’ approval to diversify into the property business and the moneylending business.

The closing price per share of Arion on 26 April 2022 was S\$0.006, and the market capitalisation of Arion was approximately S\$5.6 million.

4. Rationale for and Benefits of the Disposal

The Board believes that the Disposal is in the best interests of the Group and the shareholders of the Company, as the Disposal will result in a positive net cash inflow of approximately S\$358,000, thereby improving the immediate liquidity and working capital position of the Group.

5. Relative figures computed on the bases set out in Rule 1006

The relative figures computed on the bases set out in Catalist Rule 1006 in respect of the Disposal are as follows:

Catalist 1006(a)	Rule	The net asset value of the assets to be disposed of, compared with the Group's net asset value.	5.93% ⁽¹⁾
Catalist 1006(b)	Rule	The net profits attributable to the assets acquired or disposed of, compared with the Group's net profits.	0.62% ⁽²⁾
Catalist 1006(c)	Rule	The aggregate value of the consideration given or received, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares.	5.71% ⁽⁵⁾
Catalist 1006(d)	Rule	The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not Applicable
Catalist 1006(e)	Rule	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets. If the reserves are not directly comparable, the SGX-ST may permit valuations to be used instead of volume or amount.	Not Applicable

Notes:

- (1) Based on the audited consolidated financial statements of our Group for the financial year ended 31 December 2021 ("FY2021"), the net asset value of the Group was approximately S\$9,886,000. As the Group had disposed of 5.36% of the existing share capital of Arion, the net asset value attributable to the Disposal Shares would be approximately S\$586,000.
- (2) Based on the audited consolidated financial statements of our Group for FY2021, the net loss of the Group was approximately S\$2,902,000. Based on the latest unaudited financial statements of Arion for the 6-month period ended 30 September 2021, the net loss attributable to Arion was approximately S\$169,000. As the Company had disposed of 5.36% of the existing share capital of Arion, the imputed net loss attributable to the Disposal Shares derived based on a corresponding 12-month period ended 31 December 2021 would be S\$18,000.

- (3) The consideration of S\$358,000 is compared against our Company's market capitalisation of S\$6.3 million on 26 April 2022, being the market day preceding the date of the Disposal. The Company's market capitalisation was determined by multiplying the number of shares of the Company in issue (1,566,508,714 shares) by the volume weighted average price of such shares for trades done on the SGX-ST on 26 April 2022 (S\$0.004).

As the relative figure computed under Rules 1006(b) and 1006(c) of the Catalist Rules exceeds 5% but does not exceed 50%, the Disposal constitutes a "Discloseable Transaction" as defined under Rule 1010 of the Catalist Rules.

In addition, one of the relative figures computed on the bases set out in Catalist Rule 1006 involves a negative figure. Therefore, Chapter 10 of the Catalist Rules may still be applicable to the Disposal in accordance with the applicable circumstances in Practice Note 10A of the Catalist Rules. As the Disposal falls within all the situations in paragraph 4.4 of Practice Note 10A of the Catalist Rules, Catalist Rules 1010 to 1013 (where applicable) shall apply to the Disposal.

6. Financial Effects of the Disposal

The financial effects of the Disposal presented below:

- (a) are purely for illustrative purposes only and does not purport to be indicative or a projection of the results and financial position of the Company and/or the Group immediately after completion of the Disposal;
- (b) are based on the audited consolidated financial statements of the Group for the financial year ended 31 December 2021;
- (c) assume, for illustrative purposes only, that:
- (i) the Disposal had been completed on 31 December 2021 in calculating the financial effects on the net tangible assets ("**NTA**") per share of the Company as at 31 December 2021; and
 - (ii) the Disposal had been completed on 1 January 2021 in calculating the financial effects on the loss per share ("**LPS**") of the Company for the financial year ended 31 December 2021; and
- (d) do not take into account expenses that may be incurred in connection with the Disposal.

No representation is made as to the actual results and/or financial position of the Company and/or the Group.

6.1 NTA per Share

	Before the Disposal	After the Disposal
NTA as at 31 December 2021 (S\$'000)	9,886	9,658
Number of shares in the Company, excluding treasury shares and subsidiary holdings	1,566,508,714	1,566,508,714
NTA per share of the Company (Singapore cents)	0.63	0.62

6.2 LPS

	Before the Disposal	After the Disposal
Net loss for the financial year ended 31 December 2021 (S\$'000)	2,902	3,130
Weighted average number of shares in the Company, excluding treasury shares and subsidiary holdings	1,162,345,550	1,162,345,550
LPS of the Company (Singapore cents)	0.25	0.27

7. **Value of the Disposal Shares**

7.1 Value of the Disposal Shares

The book value of the Disposal Shares is approximately S\$586,000. As at 30 September 2021, the unaudited NTA value of the Disposal Shares is approximately S\$143,000. The weighted average price of Arion's shares as at 26 April 2022 (being the market day preceding the Disposal) is S\$0.006 per share.

No valuation was conducted on the Disposal Shares.

7.2 Excess of Proceeds over Book Value

The Consideration represents a deficit of S\$228,000 over the book value of the Disposal Shares.

7.3 Net Profit Attributable to the Disposal Shares and Gain on Disposal

Based on the audited consolidated financial statements of our Group for FY2021, there will be an estimated loss of S\$228,000 on the Disposal.

8. **Interests of Directors and Substantial Shareholders**

None of the directors or the substantial shareholders of the Company has any interest, direct or indirect, in the Disposal other than through their respective shareholdings, direct or deemed, in the Company, if any.

9. **Service Agreements**

As at the date of this announcement, no person is proposed to be appointed as a Director of our Company pursuant to the Disposal.

10. Directors' Responsibility Statement

The directors of the Company collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Disposal, the Company and its subsidiaries, and the directors of the Company are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the directors of the Company has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

11. Cautionary Statement

Shareholders and potential investors of the Company are advised to read this announcement and any further announcements made by the Company carefully. Shareholders and potential investors of the Company are advised to refrain from taking any action with respect to their securities in the Company which may be prejudicial to their interests, and to exercise caution when dealing in the securities of the Company. Shareholders and potential investors of the Company should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

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

Christian Kwok-Leun Yau Heilesen
Executive Director

27 April 2022

This document 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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