



NTEGRATOR International Ltd.

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

ENTRY INTO A NON-BINDING MEMORANDUM OF UNDERSTANDING IN RELATION TO A PROPOSED BUSINESS COLLABORATION

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 on 30 July 2021 entered into a non-binding memorandum of understanding (the “**Memorandum of Understanding**”) with Gadmob Interactive Limited and Sasha Lab Limited (collectively, the “**Gadmob Group**”) in relation to a proposed business collaboration (the “**Proposed Business Collaboration**”).

In view of the Group’s expansion into the businesses of the provision of information technology services, digital advertising and telecommunication software (the “**Proposed New Business**”) as a result of its entry into the Proposed Business Collaboration, the Group proposes to diversify its existing business to include the Proposed New Business.

The Company intends to convene an extraordinary general meeting to seek approval from the shareholders of the Company for the proposed business diversification in relation to its entry into the business collaboration agreement (“**Business Collaboration Agreement**”).

Information on Gadmob Group

The information on Gadmob Group provided below was provided to the Company by Gadmob Group. In respect of such information, the Board has not conducted an independent review or verification of the accuracy and correctness of the statements and information below. The Board’s responsibility is limited to the proper extraction and reproduction herein in the context that is being disclosed in this announcement.

Gadmob Interactive Limited is a private limited company incorporated in Hong Kong on 17 October 2012 and has an issued share capital of HK\$10,000 comprising 10,000 shares as at the date of this announcement.

Sasha Lab Limited is a private limited company incorporated in Hong Kong on 8 October 2015 and has an issued share capital of HK\$10,000 comprising 10,000 shares as at the date of this announcement.

Gadmob Interactive Limited and Sasha Lab Limited are principally in the business of providing information technology services and digital advertising.

Gadmob Interactive Limited leads the revolutionary wave of advertising with its data-driven technologies. With Gadmob Interactive Limited’s robust and versatile solutions, partners are able to maximize both customer engagement and advertising revenue.

Sasha Lab Limited provides digital content development, digital payment solution and mobile application development, operating across 90 digital payment gateways and reaches up to 190 markets worldwide.

Rationale for the Proposed Business Collaboration

The Proposed Business Collaboration is part of the corporate strategy of the Group to diversify returns and achieve long-term growth. The Board believes that the Proposed Business Collaboration will provide the Group with new revenue streams and improve its prospects, so as to enhance shareholder value.

The Proposed Business Collaboration

The Proposed Business Collaboration will comprise the following:

- (a) An expansion of the Group's business portfolio to include the provision of telecommunication software.
- (b) An exploration of new markets for the Group's core businesses utilising Gadmobe Group's payment footprint.
- (c) An optimisation of the Group's core businesses utilising Gadmobe Group's big data technology.
- (d) Leveraging on Gadmobe Group's advertising and e-commerce channels to expand the Group's client portfolio.
- (e) Leveraging on the Group's presence to expand Gadmobe Group's services in Southeast Asia.
- (f) Leveraging on the Group's reputation to secure research and development funding for Gadmobe Group's big data and machine learning technologies.
- (g) Any other business ventures and opportunities in existing and new markets as may be agreed between the Company and Gadmobe Group.

Conditions Precedent

The obligations of the Company and Gadmobe Group under the Business Collaboration Agreement shall be conditional upon the fulfilment or waiver (if capable of waiver) of conditions precedent to be specified in the Business Collaboration Agreement, including but not limited to the following:

- (a) The Company and Gadmobe Group obtaining such approval(s) from their respective board of directors and shareholders (if required) in connection with the Proposed Business Collaboration, the Business Collaboration Agreement and the transactions contemplated therein as may be necessary.

- (b) The Company obtaining (i) such approval(s) from its board of directors and shareholders in connection with a business diversification mandate to be undertaken by the Company; and (ii) such approval(s), confirmation(s) and/or waiver(s) from the Singapore Exchange Securities Trading Limited and the Sponsor in connection with the Proposed Business Collaboration, the Business Collaboration Agreement and the transactions contemplated by therein as may be necessary, and the business diversification mandate to be undertaken by the Company.
- (c) Such other conditions precedent that are usual and customary for transactions of this nature and other conditions precedent appropriate for a transaction of this nature as may be agreed between the Company and Gadmobe Group.

The Memorandum of Understanding

The Memorandum of Understanding is not legally binding and the parties have agreed to endeavour to enter into definitive documentation within three months from the date of the Memorandum of Understanding.

Interests of Directors and Substantial Shareholders

None of the directors and substantial shareholders of the Company has any interest, direct or indirect, in the Proposed Business Collaboration, other than through their respective shareholdings in the Company, if any.

Cautionary Statement

Shareholders and potential investors of the Company should note that the Proposed Business Collaboration is in the preliminary stage and there is no certainty or assurance as at the date of this announcement that the Proposed Business Collaboration will materialise. The Company will make such announcements as may be necessary or appropriate to update its shareholders as and when there are any material updates in relation to the Proposed Business Collaboration.

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
Ntegrator International Ltd.

Leung Kwok Kuen Jacob
Independent Non-Executive Chairman and Independent Non-Executive Director

30 July 2021

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.