



NTEGRATOR International Ltd.

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

Receipt of Approval-in-Principle in relation to the Listing and Quotation Notice :

1. Conversion Shares from the Proposed Issuance of Perpetual Convertible Bonds and Exercised Shares from the Warrants; and
2. NTEGRATOR Employee Share Option Scheme

*Unless otherwise defined, all capitalised terms herein shall have the same meanings as ascribed to them in the Company's announcement dated 1 January 2022 entitled "Proposed Issuance of Perpetual Convertible Bonds and Warrants – Entry into Subscription Agreement" (the "**Perpetual Convertible Bonds and Warrants Announcement**") and the Company's Circular dated 30 November 2021 (the "**Circular**").*

The Board of Directors (the "**Board**") of NTEGRATOR International Ltd. (the "**Company**" and together with its subsidiaries, the "**Group**") refers to:

1. the Perpetual Convertible Bonds and Warrants Announcement in relation to, *inter alia*, the proposed issuance of:
 - a. 0% perpetual convertible bonds of an aggregate principal amount of S\$9,000,000 (the "**Perpetual Convertible Bonds**") which shall, at the option of the holder thereof, be convertible into new ordinary shares in the Company (the "**Conversion Shares**") at a conversion price of S\$0.003333 per Conversion Share (the "**Conversion Price**"); and
 - b. 10,000,000,000 free warrants (the "**Warrants**"), each Warrant shall grant the holder thereof the right to subscribe for one new ordinary share in the Company (the "**Exercised Share**") at an exercise price of S\$0.003333 (the "**Exercise Price**"),(the "**Proposed Issuance**"); and
2. the Circular in relation to, *inter alia*, the proposed adoption of the NTEGRATOR Employee Share Option Scheme (the "**ESOS**").

The Board is pleased to announce that the Company has on 28 January 2022 received an approval-in-principle from the Singapore Exchange Securities Trading Limited (the "**Exchange**") for the listing and quotation notice (the "**Notice**") of:

1. up to 2,700,270,027 Conversion Shares to be issued upon the conversion of the Perpetual Convertible Bonds at a Conversion Price of S\$0.003333 per Conversion Share pursuant to the subscription agreement entered with Incredible Holdings Ltd. on 31 December 2021;
2. up to 10,000,000,000 Exercised Shares to be issued upon exercise of the 10,000,000,000 Warrants at an Exercise Price of S\$0.003333 pursuant to the Proposed Issuance, where each Warrant grants the holder the right to subscribe for one Exercised Share; and

3. new ordinary shares in the capital of the Company (the “**ESOS Shares**”) to be issued upon the exercise of the options granted under the ESOS, and the aggregate number of shares that may be issued under the ESOS and any other share option or share scheme of the Company then in force, shall not exceed 20% of the total number of shares in the issued share capital of the Company (excluding treasury shares and subsidiary holdings) from time to time,

subject to the following:

1. shareholders’ approval being obtained for the Proposed Issuance and all related resolutions in an extraordinary general meeting; and
2. the Company’s compliance with the Exchange’s listing requirements.

The Notice is not to be taken as an indication of the merits of the Conversion Shares, the Exercised Shares, the ESOS Shares, the Proposed Issuance, the Company and/or its subsidiaries.

In the event the Company acquires any asset / business from Incredible Holdings Ltd.; its directors, chief executive officer or controlling shareholders; and/or their related parties / associates, the Exchange reserves the right to aggregate the acquisitions and the Proposed Issuance and deem the subsequent asset injections as a very substantial acquisition or reverse takeover under Catalist Rule 1015.

The Company will make further announcements to update shareholders on the issuance of Perpetual Convertible Bonds, Warrants, Conversion Shares, Exercised Shares, options granted under the ESOS and ESOS Shares as and when there are material updates.

By Order of the Board
Ntegrator International Ltd.

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

28 January 2022

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.