

NTEGRATOR INTERNATIONAL LTD.

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

MINUTES OF EXTRAORDINARY GENERAL MEETING

Date	:	Friday, 4 March 2022
Time	:	12.00 p.m.
Place	:	Electronic Means
Present	:	As per the Attendance List maintained by the Company
Chairman of the Meeting “ Chairman ”	:	Mr Chay Yiowmin (the “ Chairman ”)

INTRODUCTION

Mr Chay Yiowmin, the Chairman, welcomed the shareholders to the Extraordinary General Meeting (“**EGM**” or the “**Meeting**”) of the Company.

The Chairman introduced the Board of Directors who were present in person and via virtual means, namely, the Executive Directors, Mr Christian Kwok-Leun Heilesen and Mr Han Meng Siew, and the Independent Non-Executive Directors, Mr Leung Kwok Kuen Jacob, Ms Zhou Jia Lin, Mr Leung Yu Tung Stanley and Mr Tao Yeoh Chi.

CONDUCT OF EGM

The Chairman stated that due to the limitations on the number of attendees allowed to attend the EGM physically pursuant to the relevant Covid-19 advisories issued by the relevant authorities in Singapore, the EGM will be held and convened by way of electronic means.

QUORUM

The Chairman stated that he had received confirmation from the Share Registrar, KCK CorpServe Pte. Ltd., that there was a sufficient number of authenticated shareholders who attended the Meeting by electronic means, and as such, a quorum was present.

VOTING BY PROXY

The Chairman stated that in accordance with Regulation 79 of the Company’s Constitution, the proposed resolutions put to vote at the Meeting were decided on a poll.

The Chairman stated that as the Chairman of the Meeting, he was appointed as proxy by some shareholders to vote in accordance with their instructions on their behalf prior to the Meeting. As such, all resolutions in the EGM were deemed proposed and seconded.

The Chairman stated that the Proxy Forms lodged have been checked by the Company’s Scrutineers, S C Teo & Co., and were found to be in order.

CIRCULAR TO SHAREHOLDERS

The Chairman stated that the Circular to Shareholders and the Notice of the Meeting have been circulated to the shareholders via publication on SGXNET and the Company's website.

The Chairman suggested that the Notice convening the Meeting be taken as read.

COMMENTS, QUERIES AND QUESTIONS FROM SHAREHOLDERS

The Chairman stated that shareholders have been given the opportunity to submit comments, queries and/or questions by 12.00 p.m. on Saturday, 19 February 2022. The Chairman stated that the Company did not receive comments, queries and/or questions in relation to the resolutions in the EGM before the stated deadline.

ORDINARY BUSINESS

1. ORDINARY RESOLUTION 1: THE PROPOSED ACQUISITION OF 85% OF THE ISSUED SHARE CAPITAL OF GADMOBE GROUP

The Meeting proceeded to approve Ordinary Resolution 1 in relation to the Proposed Acquisition of 85% of the Issued Share Capital of Gadmobee Group.

The Chairman stated that the text of the resolution is set out in the Notice of EGM found in the Company's circular dated 10 February 2022.

The motion was put to a vote by way of a poll.

The Chairman stated that based on the proxy forms submitted prior to the EGM, there were 397,136,500 shares voting "FOR" the motion representing 99.94%, 223,500 shares voting "AGAINST" the motion representing 0.06% and nil shares abstained from voting on the motion. Accordingly, the Chairman declared the Ordinary Resolution 1 **carried** by a majority vote. It was resolved:

"That:

- (a) the acquisition of 85 shares in the Gadmobee Group Target, representing 85% of the entire issued and paid-up share capital of the Gadmobee Group Target, through Cyber Sail Global Limited (the "**Proposed Acquisition of 85% of the Issued Share Capital of Gadmobee Group**"), as a "major transaction" under Chapter 10 of the Catalist Rules and as set out in Section 2 of the Circular be and is hereby approved; and
- (b) the Directors and/or any of them be and are hereby authorised and empowered to approve, complete and do all such acts and things (including approving, modifying, ratifying, signing, sealing, executing and delivering all such agreements, contracts, documents, notices, deeds or instruments as may be required) as they and/or he may consider expedient, desirable or necessary or in the interests of the Company to give effect to the matters considered in this Ordinary Resolution."

2. ORDINARY RESOLUTION 2: THE PROPOSED ACQUISITION OF 55% OF THE ISSUED SHARE CAPITAL OF GOLDEN ULTRA

The Chairman stated that the second item on the agenda is to approve Ordinary Resolution 2 in relation to the Proposed Acquisition of 55% of the Issued Share Capital of Golden Ultra.

The Chairman stated that the text of the resolution is set out in the Notice of EGM found in the Company's circular dated 10 February 2022.

The Chairman highlighted that pursuant to Rule 919 of the Catalist Rules, Mr Christian Kwok-Leun Yau Heilesen and his associates will abstain from voting on Ordinary Resolution 2 in relation to the Proposed Acquisition of 55% of the Issued Share Capital of Golden Ultra and shall also refrain from accepting nominations as proxy or otherwise vote at the EGM in respect of Ordinary Resolution 2 unless the relevant Proxy Forms contain specific instructions directing the manner in which the votes are to be cast.

The Chairman highlighted that the Company will disregard any votes cast on Ordinary Resolution 2 by Mr Christian Kwok-Leun Yau Heilesen and his associates, if any.

The motion was put to vote by way of a poll.

The Chairman stated that based on the proxy forms submitted prior to the EGM, there were 276,993,600 shares voting "FOR" the motion representing 99.92%, 223,500 shares voting "AGAINST" the motion representing 0.08% and 120,142,900 shares abstained from voting on the motion. Accordingly, the Chairman declared the Ordinary Resolution 2 carried by a majority vote. It was resolved:

"That:

- (a) the acquisition of 550 ordinary shares in Golden Ultra Limited ("**Golden Ultra**"), representing 55% of the issued share capital of Golden Ultra (the "**Proposed Acquisition of 55% of the Issued Share Capital of Golden Ultra**") as an "interested person transaction" under Chapter 9 of the Catalist Rules, as a "major transaction" under Chapter 10 of the Catalist Rules and as set out in Section 3 of the Circular be and is hereby approved; and
- (b) the Directors and/or any of them be and are hereby authorised and empowered to approve, complete and do all such acts and things (including approving, modifying, ratifying, signing, sealing, executing and delivering all such agreements, contracts, documents, notices, deeds or instruments as may be required) as they and/or he may consider expedient, desirable or necessary or in the interests of the Company to give effect to the matters considered in this Ordinary Resolution."

3. SPECIAL RESOLUTION 1: THE PROPOSED CHANGE OF NAME OF THE COMPANY

The Chairman stated that the third item on the agenda is to approve Special Resolution 1 in relation to the Proposed Change of Name of the Company.

The Chairman stated that the text of the resolution is set out in the Notice of EGM found in the Company's circular dated 10 February 2022.

The motion was put to vote by way of a poll.

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The Chairman stated that based on the proxy forms submitted prior to the EGM, there were 397,136,500 shares voting "FOR" the motion representing 99.94%, 223,500 shares voting "AGAINST" the motion representing 0.06% and nilsf shares abstained from voting on the motion. Accordingly, the Chairman declared the Special Resolution 1 carried by a majority vote of not less than 75%. It was resolved:

"That:

- (a) the Proposed Change of Name of the Company from "Ntegrator International Ltd." to "Watches.com Limited" be and is hereby approved and confirmed;
- (b) the adoption of "Watches.com Limited" as the Company's new name and the replacement of all references to "Ntegrator International Ltd." with the name "Watches.com Limited" wherever such references appear in the Company's Constitution be and is hereby approved and confirmed; and
- (c) the Directors and/or any of them be and are hereby authorised and empowered to approve, complete and do all such acts and things (including approving, modifying, ratifying, signing, sealing, executing and delivering all such agreements, contracts, documents, notices, deeds or instruments as may be required) as they and/or he may consider expedient, desirable or necessary or in the interests of the Company to give effect to the matters considered in this Special Resolution 1."

CONCLUSION

There being no other business, the Chairman informed that the Company will publish the minutes of the Meeting on the Company's website and SGXNET within a month after the Meeting.

The Chairman thanked the shareholders for their attendance at the Meeting which was held by way of electronic means and declared the EGM closed.

Certified as a True Record of Minutes

Chay Yiowmin
Chairman of Meeting

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.