

NTEGRATOR INTERNATIONAL LTD.

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

MINUTES OF EXTRAORDINARY GENERAL MEETING

Date : Thursday, 28 April 2022
Time : 12.00 p.m.
Place : Electronic Means
Present : As per the Attendance List maintained by the Company
Chairman : Mr Chay Yiowmin

Unless otherwise defined, all capitalised terms herein shall have the same meanings ascribed to them in the circular issued by the Company to shareholders of the Company dated 6 April 2022 (the "Circular").

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.

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The Chairman stated that the Proxy Forms lodged have been checked by the Company's Scrutineers, SC 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, 16 April 2022. The Chairman stated that the Company did not receive comments, queries and/or questions in relation to the resolutions before the stated deadline.

ORDINARY BUSINESS

1. ORDINARY RESOLUTION 1: THE ISSUANCE RESOLUTION

The Meeting proceeded to approve Ordinary Resolution 1 in relation to the Proposed Issuance.

The Chairman stated that the text of the resolution is set out in the Notice of EGM found in the Company's Circular.

The Chairman highlighted that in accordance with Rule 812 of the Catalist Rules, Mr Christian Kwok-Leun Yau Heilesen, Incredible Holdings Ltd. and their respective associates will abstain from voting on Ordinary Resolution 1 in relation to the Issuance Resolution and shall also refrain from accepting nominations as proxy or otherwise vote at the EGM in respect of Ordinary Resolution 1 unless the relevant Proxy Forms contain specific instructions directing the manner in which the votes are to be cast.

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 328,165,200 shares voting "FOR" the motion representing 99.70%, 1,000,000 shares voting "AGAINST" the motion representing 0.30% and no shares abstained from voting on the motion. Accordingly, the Chairman declared the Ordinary Resolution 1 carried by a majority vote. It was resolved:

"That subject to and contingent upon the passing of Resolution 2, Resolution 3, Resolution 4 and Resolution 5:

- (a) pursuant to the provisions of Section 161 of the Companies Act but subject otherwise to the provisions of the Companies Act and the constitution of the Company, the directors of the Company be and are hereby authorised to issue:
 - (i) 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 Shares (the "**Conversion Shares**") at a conversion price of

S\$0.003333 per Conversion Share (the “**Conversion Price**”), on the terms and conditions specified in the Subscription Agreement;

- (ii) 10,000,000,000 free warrants (the “**Warrants**”), each Warrant shall grant the holder thereof the right to subscribe for one new Share (the “**Exercised Share**”) at an exercise price of S\$0.003333 (the “**Exercise Price**”), on the terms and conditions specified in the Deed Poll; and
- (iii) such number of additional Warrants arising from the adjustments to the number of Warrants in accordance with the terms and conditions specified in the Deed Poll (such additional warrants to rank *pari passu* in all respects with then then existing Warrants and without preference or priority among themselves and among the then existing Warrants, save as may otherwise be provided in the terms and conditions specified in the Deed Poll),

and such authority shall continue in force until the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting is required by law to be held, whichever is the earlier; and

- (b) pursuant to the provisions of Section 161(4) of the Companies Act but subject otherwise to the provisions of the Companies Act and the constitution of the Company, the directors of the Company be and are hereby authorised to issue:
 - (i) such number of Conversion Shares arising from the conversion of the Perpetual Convertible Bonds issued pursuant to paragraph (a)(i);
 - (j) such number of Exercised Shares arising from the exercise of the Warrants issued pursuant to paragraph (a)(ii); and
 - (k) such number of additional Exercised Shares arising from the exercise of the additional Warrants issued pursuant to paragraph (a)(iii),

and such authority shall continue in force notwithstanding that the authority granted by paragraph (a) has ceased to be in force; and

- (c) the directors of the Company and each of them be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required and to approve any amendments or modifications to any such documents) as they and/or he/she may consider necessary, desirable or expedient to give effect to this Resolution 1.”

2. ORDINARY RESOLUTION 2: THE IPT RESOLUTION

The Chairman stated that the second item on the agenda is to approve Ordinary Resolution 2 in relation to the Proposed Issuance as an interested person transaction.

The Chairman stated that the text of the resolution is set out in the Notice of EGM found in the Company’s Circular.

The Chairman highlighted that pursuant to Rule 919 of the Catalist Rules, Mr Christian Kwok-Leun Yau Heilesen, Incredible Holdings Ltd. and their respective associates will abstain from voting on Ordinary Resolution 2 in relation to the IPT Resolution 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 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 328,165,200 shares voting "FOR" the motion representing 99.70%, 1,000,000 shares voting "AGAINST" the motion representing 0.30% and no shares abstained from voting on the motion. Accordingly, the Chairman declared the Ordinary Resolution 2 carried by a majority vote. It was resolved:

"That subject to and contingent upon the passing of Resolution 1, Resolution 3, Resolution 4 and Resolution 5:

- (a) approval be and is hereby given for the Proposed Issuance as an interested person transaction for the purposes of Chapter 9 of the Catalist Rules; and
- (b) the directors of the Company and each of them be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required and to approve any amendments or modifications to any such documents) as they and/or he/she may consider necessary, desirable or expedient to give effect to this Resolution 2."

3. ORDINARY RESOLUTION 3: THE CONTROLLING INTEREST RESOLUTION

The Chairman stated that the third item on the agenda is to approve Ordinary Resolution 3 in relation to the transfer of controlling interest in the Company to Incredible Holdings Ltd..

The Chairman stated that the text of the resolution is set out in the Notice of EGM found in the Company's Circular.

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 328,165,200 shares voting "FOR" the motion representing 99.70%, 1,000,000 shares voting "AGAINST" the motion representing 0.30% and no shares abstained from voting on the motion. Accordingly, the Chairman declared the Ordinary Resolution 3 carried by a majority vote. It was resolved:

"That subject to and contingent upon the passing of Resolution 1, Resolution 2, Resolution 4 and Resolution 5:

- (a) approval be and is hereby given for the transfer of controlling interest in the Company to Incredible in connection with the Proposed Issuance for the purposes of Catalist Rule 803; and
- (b) the directors of the Company and each of them be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required and to approve any amendments or modifications to any such documents) as they and/or he/she may consider necessary, desirable or expedient to give effect to this Resolution 3."

4. ORDINARY RESOLUTION 4: THE SUBSCRIPTION RESOLUTION

The Chairman stated that the fourth item on the agenda is to approve Ordinary Resolution 4 in relation to the Proposed Subscription.

The Chairman stated that the text of the resolution is set out in the Notice of EGM found in the Company's Circular.

The Chairman highlighted that Mr Christian Kwok-Leun Yau Heilesen, Mission Well Limited and their associates will abstain from voting on Ordinary Resolution 4 in relation to the Subscription Resolution as a major transaction under Rule 1014 of the Catalist Rules and shall also refrain from accepting nominations as proxy or otherwise vote at the EGM in respect of Ordinary Resolution 4 unless the relevant Proxy Forms contain specific instructions directing the manner in which the votes are to be cast.

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 328,165,200 shares voting "FOR" the motion representing 99.70%, 1,000,000 shares voting "AGAINST" the motion representing 0.30% and no shares abstained from voting on the motion. Accordingly, the Chairman declared the Ordinary Resolution 4 carried by a majority vote. It was resolved:

"That subject to and contingent upon the passing of Resolution 1, Resolution 2, Resolution 3 and Resolution 5:

- (a) the directors of the Company be and are hereby authorized to subscribe for:
 - (i) 0% perpetual bonds of an aggregate principal amount of S\$6,900,000 (the "**Incredible Perpetual Bonds**");
 - (ii) 0% perpetual convertible bonds of an aggregate principal amount of S\$2,100,000 (the "**Incredible Perpetual Convertible Bonds**") which shall, at the option of the holder thereof, be convertible into new ordinary shares in Incredible (the "**Incredible Conversion Shares**") at a conversion price of S\$0.004 per Incredible Conversion Share (the "**Incredible Conversion Price**"); and
 - (iii) 1,000,000,000 free warrants (the "**Incredible Warrants**"), each Incredible Warrant shall grant the holder thereof the right to subscribe for one new ordinary share in Incredible Holdings Ltd. (the "**Incredible Exercised Share**") at an exercise price of S\$0.0016 (the "**Incredible Exercise Price**"),
- (b) the directors of the Company and each of them be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required and to approve any amendments or modifications to any such documents) as they and/or he/she may consider necessary, desirable or expedient to give effect to this Resolution 4."

5. ORDINARY RESOLUTION 5: THE INCREDIBLE IPT RESOLUTION

The Chairman stated that the fifth item on the agenda is to approve Ordinary Resolution 5 in relation to the Proposed Subscription as an interested person transaction.

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The Chairman stated that the text of the resolution is set out in the Notice of EGM found in the Company's Circular.

The Chairman highlighted that pursuant to Rule 919 of the Catalist Rules, Mr Christian Kwok-Leun Yau Heilesen, Incredible Holdings Ltd. and their respective associates will abstain from voting on Ordinary Resolution 5 in relation to the Incredible IPT Resolution and shall also refrain from accepting nominations as proxy or otherwise vote at the EGM in respect of Ordinary Resolution 5 unless the relevant Proxy Forms contain specific instructions directing the manner in which the votes are to be cast.

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 328,165,200 shares voting "FOR" the motion representing 99.70%, 1,000,000 shares voting "AGAINST" the motion representing 0.30% and no shares abstained from voting on the motion. Accordingly, the Chairman declared the Ordinary Resolution 5 carried by a majority vote. It was resolved:

"That subject to and contingent upon the passing of Resolution 1, Resolution 2, Resolution 3 and Resolution 4:

- (a) approval be and is hereby given for the Proposed Subscription as an interested person transaction for the purposes of Chapter 9 of the Catalist Rules; and
- (b) the directors of the Company and each of them be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required and to approve any amendments or modifications to any such documents) as they and/or he/she may consider necessary, desirable or expedient to give effect to this Resolution 5. "

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.

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Certified as a True Record of Minutes

Chay Yiowmin
Chairman of Meeting

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The contact person for the Sponsor is Ms Gillian Goh, 16 Collyer Quay #10-00 Income at Raffles Singapore 049318, sponsorship@ppcf.com.sg.