

Circular Dated 9 February 2023

This Circular is important and requires your immediate attention. Please read it carefully.

If you are in doubt about its contents or the action that you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other independent professional adviser immediately.

If you have sold or transferred all your ordinary shares in the share capital of Watches.com Limited (the “**Company**”), you should forward this Circular together with the Notice of Extraordinary General Meeting and the attached Proxy Form immediately to the purchaser or the transferee or to the stockbroker, bank or agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

This Circular 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 Mr Mark Liew, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.



CIRCULAR TO SHAREHOLDERS

IN RELATION TO

- 1. THE PROPOSED CHANGE OF NAME OF THE COMPANY FROM “WATCHES.COM LIMITED” TO “NTEGRATOR HOLDINGS LIMITED”**
- 2. THE PROPOSED CHANGE OF AUDITORS OF THE COMPANY FROM MOORE STEPHENS LLP TO RT LLP**

Important Dates and Times:

- | | | |
|--|---|---|
| Last date and time for lodgement of Proxy Form | : | Tuesday, 28 February 2023 at 12.00 p.m. (Singapore Time) |
| Date and time of Extraordinary General Meeting | : | Friday, 3 March 2023 at 12.00 p.m. (Singapore Time) |
| Place of Extraordinary General Meeting | : | The Extraordinary General Meeting will be held by way of electronic means. Please refer to the notes to the Notice of Extraordinary General Meeting dated 9 February 2023 for further details |

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DEFINITIONS

In this Circular, the following definitions apply throughout unless the context requires otherwise or unless otherwise stated:

“2021 Placement Exercise”	: The: <ul style="list-style-type: none">(a) allotment and issuance of an aggregate of 102,050,000 new Shares in the Company to Ms Zheng Ze Li at a price of S\$0.0082 per Share;(b) issuance of 102,050,000 2021 Warrants to Ms Zheng Ze Li, each 2021 Warrant granting the holder thereof the right to subscribe for one new Share in the Company at an exercise price of S\$0.0082 for each 2021 Warrant;(c) allotment and issuance of an aggregate of 70,350,000 new Shares in the Company to Industrial Electronics Pte Ltd at a price of S\$0.0082 per Share; and(d) issuance of 70,350,000 2021 Warrant to Industrial Electronics Pte Ltd, each 2021 Warrant granting the holder thereof the right to subscribe for one new Share in the Company at an exercise price of S\$0.0082 for each 2021 Warrant
“2021 Warrants”	: The 172,400,000 free warrants issued by the Company on 29 November 2021 pursuant to the 2021 Placement Exercise, each 2021 Warrant carrying the right to subscribe for one new Share in the Company at an exercise price of S\$0.0082
“Accountants Act”	Accountants Act 2004 of Singapore, as amended, modified or supplemented from time to time
“ACRA”	: The Accounting and Corporate Regulatory Authority of Singapore
“AGM”	: The annual general meeting of the Company
“Audit Committee”	: The audit committee of the Company, comprising Mr Chay Yiowmin (Chairman), Mr Leung Yu Tung Stanley and Mr Leung Kwok Kuen Jacob as at the date of this Circular
“Board”	: The board of directors of the Company as at the date of this Circular or from time to time, as the case may be
“Catalist Rules”	: The SGX-ST Listing Manual Section B: Rules of Catalist, as may be amended, supplemented or modified from time to time
“Catalist”	: The sponsor-supervised listing platform of the SGX-ST
“CDP”	: The Central Depository (Pte) Limited
“Circular”	: This circular to Shareholders dated 9 February 2023 in relation to the Proposed Change of Name of the Company and the Proposed Change of Auditors
“Companies Act”	: The Companies Act 1967 of Singapore, as may be amended, supplemented or modified from time to time
“Company”	: Watches.com Limited

DEFINITIONS

“Constitution”	:	The constitution of the Company, as may be amended, supplemented or modified from time to time
“Director”	:	A director of the Company as at the date of this Circular or from time to time, as the case may be
“EGM”	:	The extraordinary general meeting of the Company to be convened and held, notice of which is set out on page N-1 of this Circular
“FY”	:	Financial year ended or ending 31 December, as the case may be
“Group”	:	The Company and its subsidiaries collectively
“Latest Practicable Date”	:	3 February 2023, being the latest practicable date prior to the issue of this Circular
“Moore Stephens”	:	Moore Stephens LLP
“Notice of EGM”	:	The notice of EGM which is set out on page N-1 of this Circular
“Ordinary Resolution”	:	The ordinary resolution as set out in the Notice of EGM
“Proposed Change of Auditors”	:	The proposed change of auditors of the Company from Moore Stephens LLP to RT LLP.
“Proposed Change of Name of the Company”	:	The proposed change of name of the Company from “Watches.com Limited” to “Ntegrator Holdings Limited”.
“Proxy Form”	:	The proxy form in respect of the EGM which is attached to this Circular
“RT”	:	RT LLP
“S\$ and “Singapore cents”	:	Singapore dollars and cents respectively, the lawful currency of Singapore
“Securities Accounts”	:	The securities accounts maintained by Depositors with CDP, but not including the securities accounts maintained with a Depository Agent
“SFA”	:	The Securities and Futures Act 2001 of Singapore, as may be amended, supplemented or modified from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“SGXNET”	:	A broadcast network utilised by companies listed on the SGX-ST for the purposes of sending information (including announcements) to the SGX-ST (or any other broadcast or system networks prescribed by the SGX-ST)
“Shareholders”	:	The registered holders of Shares, except that where the registered holder is CDP, the term “Shareholders” in relation to Shares held by CDP shall mean the persons named as Depositors in the Depository Register maintained by CDP and to whose Securities Accounts such Shares are credited

DEFINITIONS

“Shares”	:	Ordinary shares in the share capital of the Company
“Special Resolution”	:	The special resolution as set out in the Notice of EGM
“Sponsor”	:	PrimePartners Corporate Finance Pte. Ltd.
“Substantial Shareholder”	:	A person who has an interest or interests in one or more voting Shares in the Company and the total votes attached to that Share, or those Shares, is not less than 5% of the total votes attached to all the voting Shares in the Company
“%”	:	Per centum or percentage

The terms “Depositor”, “Depository Agent” and “Depository Register” shall have the same meanings ascribed to them respectively in Section 81SF of the SFA.

The terms “associated company” and “subsidiary” shall have the same meanings ascribed to them in the Catalist Rules and the Companies Act, as the case may be.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word or term defined under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof and used in this Circular shall, where applicable, have the same meaning ascribed to it under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof, as the case may be, unless the context requires otherwise.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to “persons” shall, where applicable, include corporations.

Any reference to a time of day or date in this Circular shall be a reference to Singapore time and dates, unless otherwise stated.

Any discrepancies in the figures in this Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

LETTER TO SHAREHOLDERS



Watches.com Limited

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

Board of Directors:

Chay Yiowmin	(Independent Non-Executive Chairman)
Christian Kwok-Leun	(Executive Director)
Yau Heilesen	
Leung Kwok Kuen	Independent Non-Executive Director)
Jacob	
Leung Yu Tung	(Independent Non-Executive Director)
Stanley	
Zhou Jia Lin	(Independent Non-Executive Director)
Tao Yeoh Chi	(Independent Non-Executive Director)
Han Meng Siew	(Executive Director)

Registered Office:

4 Leng Kee Road
#06-04 SIS Building
Singapore 159088

9 February 2023

To: The Shareholders of Watches.com Limited

Dear Sir/Madam,

- 1. THE PROPOSED CHANGE OF NAME OF THE COMPANY FROM “WATCHES.COM LIMITED” TO “NTEGRATOR HOLDINGS LIMITED”**
- 2. THE PROPOSED CHANGE OF AUDITORS**

1. INTRODUCTION

1.1 Extraordinary General Meeting

On 8 February 2023, the Company announced that the Company is proposing to (1) change its name from “Watches.com Limited” to “NTEGRATOR Holdings Limited” and (2) change its auditors from Moore Stephens to RT for FY2022, subject to the approval from Shareholders at an EGM to be convened. In relation thereto, the Board is proposing to convene an EGM to be held by electronic means on 3 March 2023 at 12.00 p.m. to seek Shareholders’ approval for the Proposed Change of Name of the Company and the Proposed Change of Auditors.

1.2 Circular

The purpose of this Circular is to provide Shareholders with relevant information relating to, and to seek Shareholders’ approval for the Proposed Change of Name of the Company and the Proposed Change of Auditors. Shareholders’ approval will be sought at the EGM to be convened and held, notice of which is set out on page N-1 of this Circular.

1.3 Legal Adviser

Shook Lin & Bok LLP has been appointed as the legal adviser to the Company in relation to Singapore Law for the Proposed Change of Name of the Company and the Proposed Change of Auditors.

LETTER TO SHAREHOLDERS

2. THE PROPOSED CHANGE OF NAME OF THE COMPANY

2.1 Introduction

Pursuant to Section 28(1) of the Companies Act, a company may by special resolution resolve that its name should be changed to another name registrable under the Companies Act.

Accordingly, the Board is seeking Shareholders' approval for the Proposed Change of Name of the Company from "Watches.com Limited" to "Ntegrator Holdings Limited" as a Special Resolution.

Shareholders should note that a change of name pursuant to the Companies Act shall not affect (i) the identity and legal status of the Company; (ii) any of the rights or obligations of the Company; (iii) any of the rights of Shareholders; or (iv) the Group's daily business operations and financial position. The existing Shares will continue to be listed on the SGX-ST.

2.2 Rationale

As announced on 19 January 2022, the Company entered into an exclusive non-binding letter of intent till 30 June 2022 with Watchismo LLC, the seller in relation to, *inter alia*, the proposed acquisition of the domain names, intangible assets of the seller, inventories and all traffic associated with the websites hosted at the domain names (the "**Letter of Intent**"). Please refer to the announcement titled "*Entry into a Non-Binding Letter of Intent relating to the Acquisition of Watches.com*" announced on 19 January 2022 for details.

As announced on 1 July 2022, the Letter of Intent expired on 30 June 2022. Please refer to the announcement titled "*Expiry of Non-Binding Letter of Intent*" announced on 1 July 2022 for details. Pursuant to the expiry of the Letter of Intent, the Company shall take reasonable steps to change the names of any corporation which contain "Watches.com" as soon as practicable. Accordingly, the Proposed Change of Name of the Company is undertaken following the expiry of the Letter of Intent and the Board is proposing to change the name of the Company from "Watches.com Limited" to "Ntegrator Holdings Limited".

2.3 Application to ACRA for Change of Name

On 20 September 2022, the Company submitted an appeal to ACRA to seek ACRA's approval for the change of name to "Ntegrator Holdings Limited". ACRA approved the change of name on 11 January 2023. The name "Ntegrator Holdings Limited" has been reserved for 120 days until 11 May 2023.

Subject to Shareholders approving the Special Resolution relating to the Proposed Change of Name of the Company at the EGM, the Company will lodge the requisite statutory returns with ACRA to effect the Proposed Change of Name of the Company from "Watches.com Limited" to "Ntegrator Holdings Limited". Upon the lodgement of the requisite statutory returns with ACRA, the Company shall adopt "Ntegrator Holdings Limited" as its new name and the name "Ntegrator Holdings Limited" shall replace all references to "Watches.com Limited" wherever such references appear in the Company's Constitution. Apart from the substitution of the Company's name, no amendments will be made to the Company's Constitution.

The Company will make an announcement to notify Shareholders when the requisite statutory returns to effect the Proposed Change of Name of the Company from "Watches.com Limited" to "Ntegrator Holdings Limited" has been lodged with ACRA.

2.4 Existing Share Certificates and Warrant Certificates

Notwithstanding the Proposed Change of Name of the Company from "Watches.com Limited" to "Ntegrator Holdings Limited", Shareholders should note that the Company will not recall existing share certificates which shall continue to be *prima facie* evidence of legal title to the

LETTER TO SHAREHOLDERS

Shares. Accordingly, no action is required on the part of Shareholders in respect of their existing share certificates. Notwithstanding the Proposed Change of Name of the Company from “Watches.com Limited” to “Ntegrator Holdings Limited”, 2021 warrant holders should note that the Company will not recall existing warrant certificates for the 2021 Warrants which shall continue to be evidence of title to the 2021 Warrants. Accordingly, no action is required on the part of 2021 warrant holders in respect of their existing warrant certificates.

2.5 Share Incentive Schemes

Subject to Shareholders approving the Special Resolution relating to the Proposed Change of Name of the Company at the EGM, the Company’s share incentive scheme, namely the “Watches.com Employee Share Option Scheme”, will be re-named to “Ntegrator Employee Share Option Scheme” upon the Company’s lodgement of the requisite statutory returns with ACRA to effect the Proposed Change of Name of the Company from “Watches.com Limited” to “Ntegrator Holdings Limited”.

3. THE PROPOSED CHANGE OF AUDITORS

3.1 Background and Rationale

Moore Stephens has served as the external auditor of the Company since FY2021 and was re-appointed as the external auditor of the Company at the last AGM of the Company held on 13 May 2022, to hold office until the conclusion of the next AGM of the Company.

Due to the growth of the Group, the Board is of the view that it would be an opportune time to effect a change of auditors of the Company and believes that the Proposed Change of Auditors will enable the Company to benefit from fresh perspectives and views of another professional audit firm and thereby further enhance the value of the audit. Moore Stephens had also indicated to the Company that the growth of the Company due to acquisitions will result in additional resources required for the FY2022 audit which may lead to a substantial increase in audit costs. The Board, having reviewed RT’s fee proposal and in consultation with the Company’s Audit Committee, has determined that their proposed professional fees are reasonable and competitive, and may result in cost efficiencies for the Group. The Company does not expect the potential cost efficiencies to affect the quality of the audit to be undertaken and there will be no change in the scope of the audit to be undertaken with the Proposed Change of Auditors.

In light of the above, the Company decided to change its auditors and Moore Stephens agreed to provide the Company with their resignation. The Proposed Change of Auditors is neither due to the dismissal of Moore Stephens nor Moore Stephens declining to stand for election.

The Audit Committee, having considered various factors, including but not limited to, the adequacy of the resources and experience of RT, the audit engagement partner assigned to the audit, RT’s other audit engagements, the Group’s audit requirements (taking into consideration the size and complexity of the Group’s business and operations), and the number and experience of supervisory and professional staff to be assigned to the audit, is of the opinion that RT will be able to fulfil the audit requirements of the Group and Rules 712 and 715 of the Catalist Rules will be complied with. As such, the Audit Committee recommended the appointment of RT as auditors of the Company in place of Moore Stephens on the basis that it best suits the current business and operational needs of the Group.

The Board, having taken into consideration the Audit Committee’s recommendation, including the factors considered in their evaluation, and the requirements of Catalist Rules 712 and 715, is of the view that RT will be able to meet the audit requirements of the Group where the quality and scope of audit services proposed by RT is comparable to the audit services previously provided by Moore Stephens. The Board has therefore accepted the Audit Committee’s

LETTER TO SHAREHOLDERS

recommendation to appoint RT as auditors in place of Moore Stephens, subject to the approval of the Shareholders at the EGM to be convened for the Proposed Change of Auditors.

The Audit Committee and the Board have not considered the Audit Quality Indicators Disclosure Framework issued by ACRA in assessing the suitability of RT. However, the Audit Committee and the Board have based their selection of RT on the factors listed above.

In connection with the Proposed Change of Auditors:

- (a) Moore Stephens had, on 3 November 2022, applied to ACRA to seek its consent to resign as auditors of the Company and its Singapore-incorporated subsidiaries, namely Ntegrator Pte. Ltd. and Fiber Reach Pte. Ltd.;
- (b) RT had, on 29 September 2022, given their written consent to act as auditors of the Company and its Singapore-incorporated subsidiaries, subject to the approval of Shareholders at the EGM;
- (c) ACRA had, on 16 January 2023, consented to the resignation of Moore Stephens and fixed Moore Stephens' resignation date to be on 16 January 2023; and
- (d) Moore Stephens had, on 16 January 2023, provided its notice of resignation as auditors of the Company stating their reasons for its resignation as auditors of the Company ("**Written Statement**"). A copy of the Written Statement is attached in Appendix A of the Circular.

Pursuant to Section 205AB(5) of the Companies Act, the resignation of Moore Stephens took effect on 16 January 2023.

Upon obtaining Shareholders' approval of the Proposed Change of Auditors, RT will be appointed as the auditors of the Company and its Singapore-incorporated subsidiaries, Ntegrator Pte. Ltd. and Fiber Reach Pte. Ltd.. The Hong Kong subsidiaries, namely CKLY Trading Limited, Sahsa Lab Limited and Gadmob Interactive Limited will be audited by member firms of RT ASEAN. Upon its appointment, RT will hold office until the conclusion of the next AGM of the Company.

3.2 Information on RT and the audit engagement partner

The information on RT and the audit engagement partner below was provided to the Company by RT and its representatives. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.

About RT

RT started as a partnership operating under the name of Soh, Wong & Partners in 1985. Over the years, the partnership acquired other practices. In 2000, it changed its name to LTC & Associates, and it converted to a limited liability partnership (LLP) in 2008 with the approval of ACRA. With that conversion, it changed its name to LTC LLP. In August 2013, with re-branding, the firm changed its name from LTC LLP to RT LLP with the vision to focus on high value clients with complex advisory needs and to develop an ASEAN strategy with a regional focus. RT has acted as statutory auditors for more than 70 companies listed on SGX-ST over the years. It currently acts as the statutory auditors for 11 companies listed on SGX-ST.

RT has been a member of one of the top global accounting associations, BKR International since the late 1980s. BKR International was formed in 1989 as the result of a merger of National CPA Group, based in the United States of America, and several members of the primarily European DHR International. It has a combined strength of more than 160 independent accounting and business advisory firms in over 500 offices and 80 countries. The member firms

LETTER TO SHAREHOLDERS

are monitored at regular intervals to ensure that standards are maintained. BKR International was ranked sixth in the International Accounting Bulletin's (IAB) 2020 World Survey for global associations.

RT is also a leading, well established and dynamic public accounting practice in Singapore that is a member of RT ASEAN, which is a network of multi-disciplinary business solution providers. RT ASEAN was founded by RT. RT ASEAN, headquartered in Singapore, is the first global professional network in Asia to be recognised as a member of Forum of Firms. To-date, RT ASEAN is the only Asian network recognised and admitted as a member of the Forum of Firms.

The Forum of Firms is an association of networks of international accounting firms that perform transnational audits. Members of the Forum have committed to adhere to and promote the consistent application of high-quality audit practices worldwide, including the use of International Standards on Auditing, and the maintenance of appropriate quality control standards in accordance with International Standards on Quality Control issued by the International Auditing and Assurance Standards Board. Through their organisations, members also conduct globally coordinated internal quality assurance reviews on a regular basis and have policies and methodologies that conform to the Code of Ethics for Professional Accountants. The Transnational Auditors Committee is the Executive Committee of the Forum of Firms and a committee of the International Federation of Accountants. All partners and directors of RT are experienced in cross-border work, and have developed considerable expertise in advising individuals, owner-managers, small and medium-sized businesses, public sector entities and/or listed companies. The partners, directors and staff of RT are from diverse geographic cultural, academic and professional backgrounds with a shared purpose of striving for excellence in the delivery of public accounting and other professional services. Its team of qualified and experienced professionals endeavour to deliver unique and pragmatic solutions that are tailored to specific requirements of its clients and to meet statutory obligations. Currently, RT in Singapore, has 4 audit partners, 4 directors and about 50 professional staff.

RT was subject to the Practice Monitoring Program reviews by ACRA and the firm has passed the firmwide review with general points for improvement and received no adverse feedback or findings from all previous inspections, with the most recent in 2019.

For information about RT, please visit www.rtasean.sg.

For information on RT ASEAN, please visit: <https://rtasean.com>.

For information on the Forum of Firms and RT ASEAN membership, please visit: <https://www.ifac.org/who-we-are/committees/transnational-auditors-committee-forum-firms>.

For information on BKR International, please visit: <https://bkr.com>.

RT will assign a team comprising three partners (including a lead engagement partner, an engagement quality control & advisory partner), one director, one manager, one senior and two associates with respect to the audit of the Group.

About the audit engagement partner

Mr Arumugam Ravinthran ("**Mr Arumugam**"), who is the Chief Executive Officer and Managing Partner of RT, will be the Audit Partner-in-Charge. He is a Fellow Member of the Institute of Singapore Chartered Accountants (ISCA) and holds a FCA (Singapore) title. He is a certified Public Accountant under the Accountants Act and approved by ACRA. He is also a Fellow Chartered Accountant with the Institute of Chartered Accountants in England & Wales, a Fellow of CPA Australia and ASEAN CPA, and an Accredited Tax Advisor with the Singapore Institute of Accredited Tax Professionals. He holds a Specialised Honours degree (member of Dean's Honour Roll) in Business Administration from Schulich School of Business at York University, in Toronto, Canada. He was awarded In-House Scholarship by the University for academic excellence.

LETTER TO SHAREHOLDERS

Mr Arumugam has been in the profession for more than 30 years and has a wide range of experience in the various fields of finance. He advises on matters of corporate finance, including mergers and acquisitions, valuation of businesses, due diligence and business restructuring, amongst others. He has also advised on forensic work involving accounting irregularities and interpretation of technical concepts and accounting standards. He is often called upon by law firms to provide his expert views and opinions and has appeared in courts to provide evidence as expert witness. He has been involved in litigation support work throughout his career. He has been the engagement partner of a number of SGX-ST listed companies. Both Mr Arumugam and RT have experience in auditing companies with similar business activities as the Group (which are in the business of provision of system integration services of voice, video and data communication networks and building construction cable/civil works and watch trading).

In the earlier part of Mr Arumugam's career, he spent 5 years in Singapore Telecommunications (SingTel) as Finance Director of International Finance looking into SingTel's acquisitions overseas. During the mid-1990s, as an Audit Manager in Deloitte, Singapore, he worked on a variety of assignments ranging from audit of large multinational corporations, initial public offerings, due diligences, investigative accounting and expert witness matters, among others.

Mr Arumugam has led major audit engagements such as the statutory audit of listed entities on the New York Stock Exchange, London Stock Exchange, government projects and other listed companies in Singapore. He has headed a number of cross border assignments and advises on a variety of financial matters such as rights issues, corporate funding matters, acquisitions, due diligence, business plans and valuations. He started his career in 1986 in London with a large accounting firm, where he trained and qualified as a Chartered Accountant. He was awarded the Member's Recognition Award by the Institute of Chartered Accountants in England & Wales for his contributions to the profession.

Currently, Mr Arumugam serves in the Panel of Financial Experts to the Family Justice Courts. He is a Board Member and Deputy Chairman of ISCA Cares, the charity arm of the Institute of Singapore Chartered Accountants. He is a panel member of the Disciplinary and Complaints Committee of ISCA. He is the Executive Chairman of RT ASEAN and a member of the EXCO of RT ASEAN.

In the past he has served in the Continuing Professional Education Committee, Corporate Governance Committee, Financial Statements Review Committee and Auditing and Assurance Standards Board.

Mr Arumugam was a Board Member of the Hindu Advisory Board (Statutory Board), an appointment by the Minister. He was also the Vice Chairman of the Audit Committee of the Hindu Endowments Board.

Mr Arumugam was inspected by ACRA's Practice Monitoring Program and passed all previous inspections, with the most recent being in 2019. The Company noted that there is no adverse feedback from ACRA on Mr Arumugam from previous inspections.

3.3 Compliance with Rule 712 of the Catalist Rules

RT is a professional audit firm registered with ACRA under the Accountants Act. The Audit Committee and the Board, having considered various factors, including but not limited to the adequacy of the resources and experience of RT and the audit engagement partner assigned to the audit, RT's other audit engagements, the size and complexity of the Group, and the number and experience of supervisory and professional staff to be assigned to the audit, is of the opinion that RT will be able to fulfil the audit requirements of the Group and Rule 712 of the Catalist Rules will be complied with.

In accordance with the requirements of Rule 712(3) of the Catalist Rules:

LETTER TO SHAREHOLDERS

- (i) The outgoing auditors, Moore Stephens, has confirmed to RT, via its professional clearance letter dated 26 September 2022 (the “**Professional Clearance Letter**”), that it is not aware of any professional reasons why RT should not accept the appointment as auditors of the Company;
- (ii) The Company confirms that there were no disagreements with Moore Stephens on accounting treatments within the last 12 months up to the Latest Practicable Date;
- (iii) The Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of Shareholders which has not been disclosed in the Circular;
- (iv) The Company confirms that the specific reasons for the Proposed Change of Auditors are as disclosed in Section 3.1 of the Circular; and
- (v) The Company confirms that it complies with Rules 712 and 715 of the Catalist Rules in relation to the appointment of RT as its new auditors.

3.4 Compliance with Rule 715 of the Catalist Rules

Upon obtaining Shareholders’ approval of the Proposed Change of Auditors, RT will be appointed as the auditors of the Company and its Singapore-incorporated subsidiaries, namely Ntegrator Pte. Ltd. and Fiber Reach Pte. Ltd.. The Hong Kong subsidiaries, namely CKLY Trading Limited, Sahsa Lab Limited and Gadmobe Interactive Limited will be audited by member firms of RT ASEAN.

As at the Latest Practicable Date, the Company does not have any associated companies. Accordingly, the Board confirms that Rule 715 of the Catalist Rules will be complied with.

4. DIRECTORS’ AND SUBSTANTIAL SHAREHOLDERS’ INTERESTS

The interests of the Directors and the Substantial Shareholders in the Shares as at the Latest Practicable Date are set out below:

	Direct Interest		Deemed interest		Total interest	
	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾
Directors						
Christian Kwok-Leun Yau Heilesen ⁽²⁾	-	-	57,104,833	10.94	57,104,833	10.94
Leung Kwok Kuen Jacob	-	-	-	-	-	-
Chay Yiowmin	-	-	-	-	-	-
Leung Yu Tung Stanley	-	-	-	-	-	-
Zhou Jia Lin	-	-	-	-	-	-
Tao Yeoh Chi	-	-	-	-	-	-
Han Meng Siew ⁽³⁾	3,796,880	0.73	5,497,000	1.05	9,293,880	1.78
Substantial Shareholders (other than Directors)						
Mission Well Limited	57,104,833	10.94	-	-	57,104,833	10.94
Zheng Ze Li	68,033,333	13.03	-	-	68,033,333	13.03

Notes:

LETTER TO SHAREHOLDERS

- (1) Based on 522,168,711 Shares in the issued and paid-up share capital of the Company, excluding treasury shares and subsidiary holdings, as at the Latest Practicable Date.
- (2) Mission Well Limited hold 57,104,833 Shares in the issued and paid-up share capital of the Company. Mr Christian Kwok-Leun Yau Heilesen is deemed to have an interest in the Shares held by Mission Well Limited.
- (3) Mr Han Meng Siew holds 3,796,880 ordinary shares in the Company and is deemed to have an interest in 5,497,000 ordinary shares in the Company held by his spouse, Mdm Goh Siok Kuan.

None of the Directors and the Substantial Shareholders have any interest, direct or indirect, in the Proposed Change of Name of the Company and the Proposed Change of Auditors, other than through their respective shareholdings in the Company, if any.

5. AUDIT COMMITTEE'S RECOMMENDATION

The Audit Committee recommends the appointment of RT as the auditors of the Company in place of Moore Stephens, after taking into account, among other things, the suitability and independence of RT to meet the audit requirements of the Group, the various factors set out in Section 3 of this Circular and compliance with the requirements of the Catalist Rules.

6. DIRECTORS' RECOMMENDATION

6.1 The Proposed Change of Name of the Company

Having considered, *inter alia*, the rationale and information relating to the Proposed Change of Name of the Company, the Board is of the opinion that the Proposed Change of Name of the Company is in the best interests of the Company. Accordingly, the Board recommends that Shareholders vote in favour of the Special Resolution relating to the Proposed Change of Name of the Company at the EGM.

6.2 The Proposed Change of Auditors

Having considered, *inter alia*, the rationale and information relating to the Proposed Change of Auditors, and the Audit Committee's recommendation, the Board is of the opinion that the Proposed Change of Auditors is in the best interests of the Company. Accordingly, the Board recommends that Shareholders vote in favour of the Ordinary Resolution relating to the Proposed Change of Auditors at the EGM.

7. DIRECTORS' RESPONSIBILITY STATEMENT

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

8. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on page N-1 of this Circular, will be held by way of electronic means on the date and at the time as set out in the Notice of EGM for the purpose of considering and if thought fit, passing, with or without any modification, the Special Resolution relating to the Proposed Change of Name of the Company and the Ordinary Resolution relating to the Proposed Change of Auditors as set out in the Notice of EGM.

9. ACTION TO BE TAKEN BY SHAREHOLDERS

LETTER TO SHAREHOLDERS

9.1 Attendance at the EGM

Pursuant to the COVID-19 (Temporary Measures)(Alternative Arrangements for Meeting) Orders (“**Orders**”), the EGM will be convened and held by electronic means only. Shareholders will not be able to attend the EGM in person. Alternative arrangements have been made by the Company to allow Shareholders to participate at the EGM through the live audio visual webcast or the live audio-only stream. Shareholders are advised to read the notes to the Notice of EGM for more information.

9.2 Notice of EGM, Circular and Proxy Form

Printed copies of the Notice of EGM, this Circular and the Proxy Form will not be sent to Shareholders. This Circular together with the Notice of EGM and the enclosed Proxy Form may be accessed at the Company’s website at the URL <https://www.ntegrator.com/announcements> and are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.

9.3 Submission of Questions

Shareholders may submit questions related to the resolutions to be tabled for approval at the EGM in advance of the EGM in the following manner:

- (a) by email to the Company’s Share Registrar, KCK CorpServe Pte. Ltd., at wcl-egm@kckcs.com.sg; or
- (b) by post to the Company’s Share Registrar, KCK CorpServe Pte. Ltd., at 1 Raffles Place, One Raffles Place (Tower 2) #04-63 Singapore 048616,

in either case, by **12.00 p.m. (Singapore Time) on Friday, 17 February 2023**. The Company will address all substantial and relevant questions (determined by the Company in its sole discretion) received by **12.00 p.m. (Singapore Time) on Friday, 24 February 2023** (that is, at least 72 hours prior to the closing date and time for the lodgement of the Proxy Forms) by publishing its responses to such questions, if any, on the Company’s corporate website at the URL: <https://www.ntegrator.com/announcements>, and is made available on SGXNET at the URL: <https://www.sgx.com/securities/company-announcements>. Should there be subsequent clarification sought, or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions prior to the EGM through publication on SGXNET, or at the EGM.

Shareholders and, where applicable, appointed proxies may also ask the Chairman of the EGM questions related to the resolutions to be tabled for approval at the EGM, live at the EGM, by submitting questions via the online platform hosting the live audio-visual webcast and the live audio-only stream. Shareholders and, where applicable, appointed proxies who wish to ask the Chairman of the EGM questions, live at the EGM, must pre-register at the URL <https://www.corporateofficedepot.com/watches-egm-23w7> by 12.00 p.m. (Singapore Time) on Tuesday, 28 February 2023.

Following successful verification, an email with instructions on how to join the EGM will be sent to the Shareholders via email by 12.00 p.m. on Thursday, 2 March 2023. The Company will address all substantial and relevant questions (determined by the Company in its sole discretion) received from Shareholders, live at the EGM, during the EGM through the live audio-visual webcast and the live audio-only stream. The Company will publish the minutes of the EGM (including its responses to substantial and relevant questions received from Shareholders which were addressed during the EGM) on the Company’s website at the URL <https://www.ntegrator.com/announcements> and on SGXNET at the URL

LETTER TO SHAREHOLDERS

<https://www.sgx.com/securities/company-announcements> within one (1) month after the date of the EGM.

9.4 Participation at the EGM

Shareholders (whether individual or corporate) who pre-register to observe and/or listen to the EGM proceedings and wish to vote on the resolutions to be tabled for approval at the EGM may:

(a) (where such Shareholders are individuals) vote live at the EGM via electronic means, or (where such Shareholders are individuals or corporates) appoint proxies (other than the Chairman of the EGM) to vote live at the EGM via electronic means on their behalf; or

(b) (where such Shareholders are individuals or corporates) appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM in accordance with the instructions as set out in the relevant Proxy Forms.

Shareholders and, where applicable, appointed proxies who wish to vote live at the EGM must pre-register at the URL <https://www.corporateofficedepot.com/watches-egm-23w7> by 12.00 p.m. (Singapore Time) on Tuesday, 28 February 2023. Upon successful authentication, each such member of the Company will receive an email with instructions to access the live audio-visual webcast or the live audio-only stream of the EGM proceedings (the “**EGM Confirmation Email**”) by 12.00 p.m. on Thursday, 2 March 2023.

Alternatively, a Shareholder who wishes to exercise his/her/its voting rights at the EGM may appoint the Chairman of the EGM as his/her/its proxy to vote on his/her/its behalf at the EGM. The Proxy Form must be submitted to the Company in the following manner:

- (a) by email to the Company’s Share Registrar, KCK CorpServe Pte. Ltd., at wcl-egm@kckcs.com.sg; or
- (b) by post to the Company’s Share Registrar, KCK CorpServe Pte. Ltd., at 1 Raffles Place, One Raffles Place (Tower 2) #04-63 Singapore 048616,

in either case, by **12.00 p.m. (Singapore Time) on Tuesday, 28 February 2023** (that is, not less than 72 hours before the time fixed for holding the EGM). A Shareholder who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form before scanning and sending it by email to the email address provided above or before submitting it by post to the address provided above. Shareholders are strongly encouraged to submit the completed and signed Proxy Forms to the Company’s Share Registrar via email.

In appointing the Chairman of the EGM as proxy, a Shareholder must give specific instructions as to voting, or abstentions from voting, in the Proxy Form, failing which the appointment of the Chairman of the EGM as proxy will be treated as invalid.

CPF/SRS investors:

- (a) may vote live at the EGM via electronic means if they are appointed as proxies by their respective CPF agent banks or SRS operators, and should contact their respective CPF agent banks or SRS operators if they have any queries regarding their appointment as proxies; or
- (b) may appoint the Chairman of the EGM as proxy, in which case they should approach their respective CPF agent banks or SRS operators to submit their votes by 5.00 p.m. (Singapore Time) on Tuesday, 21 February 2023 (that is, at least 7 working days before the date of the EGM).

9.5 Depositors

LETTER TO SHAREHOLDERS

A Depositor's name must appear on the Depository Register as at 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to access the live audio-visual webcast or the live audio-only stream, and to vote by appointing the Chairman of the EGM as proxy at the EGM.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company located at 4 Leng Kee Road #06-04 SIS Building Singapore 159088 during normal business hours for three (3) months from the date of this Circular:

- (a) the Constitution of the Company;
- (b) the approval of ACRA for the Company's application for the reservation of the name "Ntegrator Holdings Limited";
- (c) the annual report of the Company for the financial year ended 31 December 2021;
- (d) the Professional Clearance Letter issued by Moore Stephens to RT dated 26 September 2022;
- (e) the written consent to act as auditors of the Company from RT dated 29 September 2022; and
- (f) Moore Stephens' notice of resignation to the Company dated 16 January 2023.

Shareholders who wish to inspect these documents at the registered office of the Company are required to send a written request via email to the Company at ir@ntegrator.com to make an appointment in advance. The Company will allocate the date and the time when each Shareholder may come to the registered office of the Company to inspect the documents to limit the number of people who are present at the registered office of the Company at any one point in time. Such arrangements are subject to the prevailing regulations, orders advisories and guidelines relating to safe distancing, vaccination status and testing requirements which may be implemented by the relevant authorities from time to time.

Yours faithfully,
For and on behalf of the Board of Directors of
Watches.com Limited

Chay Yiowmin
Independent Non-Executive Chairman

APPENDIX A



Moore Stephens LLP
10 Anson Road
#29-15 International Plaza
Singapore 079903
T +65 6221 3771
E email@mooresingapore.com
www.mooresingapore.com

Our Reference: AUD/WN/LSK/ba

16 January 2023

**The Board of Directors
WATCHES.COM LIMITED
4 Leng Kee Road
#06-4 SIS Building
Singapore 159088**

Dear Sirs,

RESIGNATION AS AUDITORS

Our application for consent to resign as auditor of the following companies for the financial year ended 31 December 2022 has been approved by the Accounting and Corporate Regulatory Authority that take effect on 16 January 2023.

- a. Watches.com Limited
- b. Ntegrator Pte Ltd
- c. Fiber Reach Pte Ltd

Accordingly, we hereby give our written notice of resignation to the above companies.

We would like to place on record our thanks for the opportunity to have worked with your organisation. Should there be any occasion where we can be of service to you in any other capacity, we look forward to hearing from you.

Yours faithfully,

DocuSigned by:
Moore Stephens LLP
F60814747DC04F...

NOTICE OF EXTRAORDINARY GENERAL MEETING

Watches.com Limited

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

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of **Watches.com Limited** (the “Company”) will be held by way of electronic means on Friday, 3 March 2023 at 12.00 p.m. (Singapore Time) for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolutions:

All capitalised terms used in this notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 9 February 2023 (the “Circular”) in relation to the Proposed Change of Name of the Company and the Proposed Change of Auditors.

Special Resolution: The Proposed Change of Name of the Company

That:

- (a) the Proposed Change of Name of the Company from “Watches.com Limited” to “Ntegrator Holdings Limited” be and is hereby approved and confirmed;
- (b) the adoption of “Ntegrator Holdings Limited” as the Company’s new name and the replacement of all references to “Watches.com Limited” with the name “Ntegrator Holdings 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.

Ordinary Resolution: The Proposed Change of Auditors

That:

- (a) the appointment of RT LLP (“RT”) as auditors of the Company in place of Moore Stephens LLP, with effect from the date of Shareholders’ approval of this ordinary resolution to hold office until the conclusion of the next AGM at such remuneration and on such terms to be agreed between the Directors and RT be and is hereby approved; and
- (b) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he/she may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Change of Auditors and/or the transactions authorised by this Ordinary Resolution.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes to the Ordinary Resolution

In accordance with Rule 712(3) of the Catalist Rules:

- (1) The outgoing auditors, Moore Stephens, has confirmed to RT, via its professional clearance letter dated 26 September 2022 (the “**Professional Clearance Letter**”), that it is not aware of any professional reasons why RT should not accept the appointment as auditors of the Company;
- (2) The Company confirms that there were no disagreements with Moore Stephens LLP on accounting treatments within the last 12 months up to the Latest Practicable Date;
- (3) The Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of Shareholders which has not been disclosed in the Circular;
- (4) The Company confirms that the specific reasons for the Proposed Change of Auditors are as disclosed in Section 3.1 of the Circular; and
- (5) The Company confirms that it complies with Rules 712 and 715 of the Catalist Rules in relation to the appointment of RT as its new auditors.

By Order of the Board of Directors of
Watches.com Limited

Chay Yiowmin
Independent Non-Executive Chairman

9 February 2023

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The EGM will be convened and held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, as amended or modified from time to time.
2. **Printed copies of this Notice of EGM, the Circular, and the Proxy Form will not be sent to Shareholders of the Company.** This Notice of EGM, the Circular, and the Proxy Form may be accessed at the Company's website at the URL <https://www.ntegrator.com/announcements> and are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
3. Pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meeting) Orders ("**Orders**"), members of the Company will not be able to attend the EGM in person. Instead, alternative arrangements have been put in place to allow members of the Company to participate at the EGM by (a) observing and/or listening to the EGM proceedings via live audio-visual webcast or live audio-only stream; (b) submitting questions to the Chairman of the EGM in advance of, or live at, the EGM; and/or (c) voting live at the EGM by the members of the Company themselves or their duly appointed proxies (other than the Chairman of the EGM) via electronic means or appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM.
4. Members of the Company who wish to watch and observe the proceedings of the EGM through the live audio-visual webcast or the live audio-only stream via their mobile phones, tablets or computers must pre-register at the URL <https://www.corporateofficedepot.com/watches-egm-23w7> by **12.00 p.m. (Singapore Time) on Tuesday, 28 February 2023** (that is, not less than 72 hours before the time fixed for holding the EGM) to enable the Company's Share Registrar, KCK CorpServe Pte. Ltd., to authenticate their status as members of the Company.

Upon successful authentication, each such member of the Company will receive an email with instructions to access the live audio-visual webcast or the live audio-only stream (the "**Confirmation Email**") by **12.00 p.m. on Thursday, 2 March 2023**. Only members of the Company who have been successfully authenticated will be entitled to access the live audio-visual webcast or the live audio-only stream. Members of the Company who have pre-registered but have not received the Confirmation Email by **12.00 p.m. on Thursday, 2 March 2023** should contact the Company's Share Registrar, KCK CorpServe Pte. Ltd., at ihl-egm@kckcs.com.sg as soon as practicable.

5. Submission of Questions

Submission of Questions in advance of EGM: Members of the Company may submit questions relating to the resolutions tabled for approval at the EGM, together with their full name (as per CDP/CPF/SRS/Script-based records), identification number (e.g. NRIC/Passport/Company Registration Number), shareholding type (e.g. CDP/CPF/ SRS/Script-based), email address and contact number to enable the Company (or its agents or service providers) to authenticate their status as members of the Company, in the following manner:

- (a) by email to the Company's Share Registrar, KCK CorpServe Pte. Ltd., at wcl-egm@kckcs.com.sg; or
- (b) by post to the Company's Share Registrar, KCK CorpServe Pte. Ltd., at 1 Raffles Place, One Raffles Place (Tower 2) #04-63 Singapore 048616,

in either case, by **12.00 p.m. (Singapore Time) on Friday, 17 February 2023**. The Company will address all substantial and relevant questions (determined by the Company in its sole discretion) received by **12.00 p.m. (Singapore Time) on Friday, 24 February 2023** (that is, at least 72 hours prior to the closing date and time for the lodgement of the Proxy Forms). Should there be subsequent clarification sought, or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions prior to the EGM through publication on SGXNET, or at the EGM.

Submission of Questions live at the EGM: Members of the Company and, where applicable, appointed proxies may also ask the Chairman of the EGM questions related to the resolutions to be tabled for approval at the EGM, live at the EGM, by submitting questions via the online platform hosting the live audio-visual webcast and the live audio-only stream. Members of the Company and, where applicable, appointed proxies who wish to ask the Chairman of the EGM questions, live at the EGM, must pre-register at the URL by <https://www.corporateofficedepot.com/watches-egm-23w7> by **12.00 p.m. (Singapore Time) on Tuesday, 28 February 2023**. The Company will address all substantial and relevant questions (determined by the Company in its sole discretion) received from members of the Company, live at the EGM, during the EGM through the live audio-visual webcast and the live audio-only stream. The Company will publish the minutes of the EGM (including its responses to substantial and relevant questions received from members of the Company which were addressed during the EGM) on the Company's website at the URL <https://www.ntegrator.com/announcements> and on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> within one (1) month after the date of the EGM.

6. Voting

Members of the Company (whether individual or corporate) who pre-register to observe and/or listen to the EGM proceedings and wish to vote on the resolutions to be tabled for approval at the EGM may: (a) (where such members of the Company are individuals) vote live at the EGM via electronic means, or (where such members of the Company are individuals or corporates) appoint proxies (other than the Chairman of the EGM) to vote live at the EGM via electronic means on their behalf; or (b) (where such members of the Company are individuals or corporates) appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM in accordance with the instructions as set out in the relevant Proxy Forms.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Shareholders and, where applicable, appointed proxies who wish to vote live at the EGM must pre-register at the URL <https://www.corporateofficedepot.com/watches-egm-23w7> by **12.00 p.m. (Singapore Time) on Tuesday, 28 February 2023**. Upon successful authentication, each such member of the Company will receive an email with instructions to access the live audio-visual webcast or the live audio-only stream of the EGM proceedings (the "EGM Confirmation Email") by **12.00 p.m. on Thursday, 2 March 2023**.

Submission of Proxy Form: Proxy Forms must be submitted to the Company in the following manner:

- (a) by email to the Company's Share Registrar, KCK CorpServe Pte. Ltd., at wcl-egm@kckcs.com.sg; or
- (b) by post to the Company's Share Registrar, KCK CorpServe Pte. Ltd., at 1 Raffles Place, One Raffles Place (Tower 2) #04-63 Singapore 048616,

in either case, by **12.00 p.m. (Singapore Time) on Tuesday, 28 February 2023** (that is, not less than 72 hours before the time fixed for holding the EGM). A member of the Company who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form before scanning and sending it by email to the email address provided above or before submitting it by post to the address provided above. Members of the Company are strongly encouraged to submit the completed and signed Proxy Forms to the Company's Share Registrar via email. In appointing the Chairman of the EGM as proxy, a member of the Company must give specific instructions as to voting, or abstentions from voting, in respect of a resolution, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

CPF/SRS investors, including persons who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act), (a) may vote live at the EGM via electronic means if they are appointed as proxies by their respective CPF agent banks or SRS operators, and should contact their respective CPF agent banks or SRS operators if they have any queries regarding their appointment as proxies; or (b) may appoint the Chairman of the EGM as proxy should approach their respective CPF agent banks, SRS operators or relevant intermediaries to submit their votes and/or questions relating to the resolutions tabled for approval at the EGM by **5.00 p.m. (Singapore Time) on Tuesday, 21 February 2023** (that is, at least seven working days before the date of the EGM).

7. A Depositor's name must appear on the Depository Register as at 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to access the live audio-visual webcast or the live audio-only stream, and to vote by appointing the Chairman of the EGM as proxy at the EGM.
8. The Company will publish the minutes of the EGM on the Company's website at the URL <https://www.ntegrator.com/announcements> and on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> within one (1) month after the date of the EGM.

As the COVID-19 situation in Singapore continues to evolve, members of the Company are advised to read the Government of Singapore's "COVID-19: Advisories for Various Sectors" at the URL <https://www.gov.sg/article/covid-19-sector-specific-advisories>, including the health advisories issued by the Ministry of Health. The Company will monitor the situation and reserves the right to take further measures as appropriate in order to comply with the various government and regulatory advisories. Any changes to the manner of conduct of the EGM will be announced on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.

Summary of Key Dates and Times

Dates and Times	Action to be taken by Members of the Company
By 5.00 p.m. (Singapore Time) on Tuesday, 21 February 2023	Deadline for CPF/SRS investors, including persons who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act), who wish to appoint the Chairman of the EGM as proxy to approach their respective CPF agent banks, SRS operators or relevant intermediaries to submit their votes and/or questions related to the resolutions to be tabled for approval at the EGM.
By 12.00 p.m. (Singapore Time) on Friday, 17 February 2023	<p>Deadline for members of the Company to submit questions related to the resolutions to be tabled for approval at the EGM in advance of the EGM in the following manner:</p> <ul style="list-style-type: none"> (a) by email to the Company's Share Registrar, KCK CorpServe Pte. Ltd., at wcl-egm@kckcs.com.sg; or (b) by post to the Company's Share Registrar, KCK CorpServe Pte. Ltd., at 1 Raffles Place, One Raffles Place (Tower 2) #04-63 Singapore 048616. <p>All substantial and relevant questions received by Shareholders prior to the deadline of 17 February 2023, 12.00 p.m. will be addressed by the Company at least 72 hours prior to the closing date and time for the lodgment of the proxy forms i.e., 24 February 2023, 12.00 p.m.. Should there be subsequent clarification sought, or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions prior to the EGM through publication on SGXNET, or at the EGM.</p>
By 12.00 p.m. (Singapore Time) on Tuesday, 28 February 2023	<p>Deadline for members of the Company to pre-register at the URL https://www.corporateofficedepot.com/watches-egm-23w7 should they wish to watch and observe the proceedings of the EGM through the live audio-visual webcast or the live audio-only stream.</p> <p>Deadline for members of the Company to submit the completed and signed Proxy Forms in the following manner:</p>

NOTICE OF EXTRAORDINARY GENERAL MEETING

Dates and Times	Action to be taken by Members of the Company
	<p>(a) by email to the Company's Share Registrar, KCK CorpServe Pte. Ltd., at wcl-egm@kckcs.com.sg; or</p> <p>(b) by post to the Company's Share Registrar, KCK CorpServe Pte. Ltd., at 1 Raffles Place, One Raffles Place (Tower 2) #04-63 Singapore 048616.</p> <p>Members of the Company are strongly encouraged to submit the completed and signed Proxy Forms to the Company's Share Registrar via email.</p>
By 12.00 p.m. on Thursday, 2 March 2023	<p>Members of the Company who have been successfully authenticated to receive an email with instructions to access the live audio-visual webcast or the live audio-only stream (the "Confirmation Email").</p> <p>Members of the Company who have pre-registered but have not received the EGM Confirmation Email by this date and time should contact the Company's Share Registrar, KCK CorpServe Pte. Ltd., at wcl-egm@kckcs.com.sg as soon as practicable.</p>
12.00 p.m. (Singapore Time) on Friday, 3 March 2023	Members of the Company may access the live audio-visual webcast or the live audio-only stream using the instructions set out in the Confirmation Email.

Personal Data Privacy:

By submitting the Proxy Form appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, a Shareholder consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the EGM as proxy for the EGM and/or any adjournment thereof, and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM and/or any adjournment thereof, and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

PROXY FORM

Watches.com Limited

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

IMPORTANT:

1. 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 9 February 2023.
2. The EGM will be convened and held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, as amended or modified from time to time.
3. **Printed copies of the Circular, the Notice of EGM and this Proxy Form will not be sent to Shareholders of the Company.** The Circular, the Notice of EGM and this Proxy Form may be accessed at the Company's website at the URL <https://www.ntegrator.com/announcements> and are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
4. Pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meeting) Orders ("Orders"), the EGM will be convened and held by electronic means. Instead, alternative arrangements have been put in place to allow members of the Company to participate at the EGM by (a) observing and/or listening to the EGM proceedings via live audio-visual webcast or live audio-only stream; (b) submitting questions to the Chairman of the EGM in advance of, or live at, the EGM; (c) Shareholders or their duly appointed proxies (other than the Chairman of the EGM) voting live at the EGM via electronic means or Shareholders appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM; and (d) arrangements by which the Board and management may address substantial and relevant comments, queries and/or questions in advance of, or live at, the EGM. Shareholders of the Company are advised to refer to the notes to the Notice of EGM for more information, including the steps to be taken by Shareholders of the Company to participate at the EGM.
5. CPF/SRS investors, including persons who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act), who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF agent banks, SRS operators or relevant intermediaries to submit their votes by **5.00 p.m. (Singapore Time) on Tuesday, 21 February 2023** (that is, at least seven (7) working days before the date of the EGM).
6. By submitting a Proxy Form, a Shareholder of the Company is deemed to have accepted and agreed to the personal data privacy terms set out in the Notice of EGM.
7. **Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of proxy/proxies.**

EXTRAORDINARY GENERAL MEETING

I/We* _____ (Name) _____ (NRIC / Passport / Company Registration Number*)
of _____ (Address)

being a member of **Watches.com Limited** (the "Company"), hereby appoint:

Name	NRIC / Number	Passport	Proportion of Shareholdings	
			Number of Shares	%
Address and Email Address				

and/or* (delete as appropriate)

Name	NRIC / Number	Passport	Proportion of Shareholdings	
			Number of Shares	%
Address and Email Address				

or if no proxy is named, the Chairman of the EGM of the Company, as *my/our proxy/proxies to attend and vote for *me/us on *my/our behalf at the EGM to be held by way of electronic means on **3 March 2023, at 12.00 p.m. (Singapore Time)**. *I/We direct my/our proxy/proxies to vote for or against, or abstain from voting on the resolution to be proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given, the appointment of Chairman of the Meeting as proxy for the resolution will be treated as invalid at the EGM and at any adjournment thereof.

PROXY FORM

All resolutions put to vote at the EGM shall be decided by way of poll.

Special Resolution relating to:	Number of Votes For[#]	Number of Votes Against[#]	Number of Votes Abstain[#]
The Proposed Change of Name of the Company			
Ordinary Resolution relating to:			
The Proposed Change of Auditors			

* Delete as appropriate.

[#] If you wish to exercise all your votes "For" or "Against" or "Abstain", please indicate so with a (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2023.

Signature or Common Seal of Member

Total number of Shares in:	Number of Shares
(a) CDP Register	
(b) Register of Members	

PROXY FORM

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register, you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, a Proxy Form shall be deemed to relate to all the Shares held by you.
2. Pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meeting) Orders (“**Orders**”) the EGM will be convened and held by electronic means. Instead, alternative arrangements have been put in place to allow members of the Company to participate at the EGM by (a) observing and/or listening to the EGM proceedings via live audio-visual webcast or live audio-only stream; (b) submitting questions to the Chairman of the EGM in advance of, or live at, the EGM; (c) Shareholders or their duly appointed proxies (other than the Chairman of the EGM) voting live at the EGM via electronic means or Shareholders appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM; and (d) arrangements by which the Board and management may address substantial and relevant comments, queries and/or questions in advance of, or live at, the EGM. Shareholders of the Company are advised to refer to the notes to the Notice of EGM for more information, including the steps to be taken by members of the Company to participate at the EGM.
3. Shareholders who wish to exercise their voting rights at the EGM may vote live at the EGM by or by their duly appointed proxies (other than the Chairman of the EGM) via electronic means, or appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM. This Proxy Form may be accessed at the Company’s website at the URL <https://www.ntegrator.com/announcements> and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. Where a Shareholder (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in this Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
4. CPF/SRS investors, including persons who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act), who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF agent banks, SRS operators or relevant intermediaries to submit their votes by **5.00 p.m. (Singapore Time) on Tuesday, 21 February 2023** (that is, at least seven (7) working days before the date of the EGM).
5. The Proxy Form must be submitted to the Company in the following manner:
 - (a) by email to the Company’s Share Registrar, KCK CorpServe Pte. Ltd., at wcl-egm@kckcs.com.sg; or
 - (b) by post to the Company’s Share Registrar, KCK CorpServe Pte. Ltd., at 1 Raffles Place, One Raffles Place (Tower 2) #04-63 Singapore 048616,in either case, by **12.00 p.m. (Singapore Time) on Tuesday, 28 February 2023** (that is, not less than 72 hours before the time fixed for holding the EGM). A member of the Company who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form before scanning and sending it by email to the email address provided above or before submitting it by post to the address provided above. Members of the Company are strongly encouraged to submit the completed and signed Proxy Forms to the Company’s Share Registrar via email.
6. Where a Proxy Form is executed by an individual, it must be executed under the hand of the individual or his/her attorney duly authorised in writing. Where a Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or officer duly authorised in writing.
7. Where a Proxy Form is signed on behalf of an individual or a corporation, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be submitted to the Company together with the Proxy Form, failing which the Proxy Form may be treated as invalid.
8. The Company shall be entitled to reject a Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form. In addition, in the case of a member of the Company whose Shares are entered against his/her/its name in the Depository Register, the Company may reject a Proxy Form if such member, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at 72 hours before the time fixed for holding the EGM, as certified by the CDP to the Company.
9. Any amendments or modifications made in a Proxy Form must be initialled by the person who signs the Proxy Form.