

NTEGRATOR INTERNATIONAL LTD.
(Company Registration No. 199904281D)
(Incorporated in the Republic of Singapore)

PROPOSED BONUS ISSUE OF UP TO 112,908,703 WARRANTS, EACH WARRANT CARRYING THE RIGHT TO SUBSCRIBE FOR ONE (1) NEW ORDINARY SHARE IN THE CAPITAL OF NTEGRATOR INTERNATIONAL LTD. (THE "COMPANY"), AT AN EXERCISE PRICE OF S\$0.02 FOR EACH NEW SHARE AND ON THE BASIS OF THREE (3) WARRANTS FOR EVERY TEN (10) EXISTING ORDINARY SHARES HELD BY SHAREHOLDERS OF THE COMPANY AS AT THE BOOKS CLOSURE DATE (AS DEFINED BELOW), FRACTIONAL ENTITLEMENTS TO BE DISREGARDED

1. Introduction

The board of directors (the "**Directors**") of Ntegrator Intentional Ltd., wishes to announce that the Company is proposing a bonus issue (the "**Bonus Issue**") of up to 112,908,703 free bonus warrants (the "**Warrants**"), each Warrant carrying the right to subscribe for one (1) new ordinary share in the capital of the Company (the "**New Share**") at an exercise price of S\$0.02 for each New Share (the "**Exercise Price**"), to be credited and allotted to the shareholders of the Company (the "**Shareholders**") on the basis of three (3) Warrants for every ten (10) existing ordinary shares (the "**Shares**") in the capital of the Company held as at the books closure date to be determined by the Directors (the "**Books Closure Date**"), fractional entitlements to be disregarded.

The Warrants and the New Shares will be issued pursuant to general mandate approved by the Shareholders at the annual general meeting held on 23 April 2009 (the "**Share Issue Mandate**"). The Share Issue Mandate authorised amongst other things, the Directors with the authority to allot and issue Shares, whether by way of rights, bonus or otherwise, and/or make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Share Issue Mandate) does not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury Shares) in the capital of the Company, at the time the Share Issue Mandate was obtained, of which the aggregate number of Shares and convertible securities to be issued other than on a *pro rata* basis to all Shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued Shares (excluding treasury Shares) in the Company.

2. Proposed Terms of the Bonus Issue

2.1 Terms of the Warrants

The Warrants, to be credited and allotted free to Shareholders will be in registered form and be constituted in an instrument way by way of a deed pool (the "**Deed Poll**") that sets out the terms and conditions of the Warrants and which may from time to time be amended or supplemented.

Each Warrant will, subject to the terms and conditions to be set out in the Deed Poll, carry the right to subscribe for one (1) New Share at a price, payable in cash of S\$0.02 for each New Share (the "**Exercise Price**"); during the period (the "**Exercise Period**") commencing on and including the date six (6) months from the date of listing of the Warrants on the Catalist Board ("**SGX-Catalist**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and expiring at 5:00 p.m. on the market day immediately preceding the third (3rd) anniversary of the date of issue of the Warrants. Any Warrant which remains unexercised at the end of the Exercise Period shall lapse and cease to be valid for all purposes.

The Exercise Price of S\$0.02 for each New Share represents a discount of approximately 55.6% to the last transacted price of S\$0.045 per Share on the SGX-ST on 13 August 2009 (being the date of this announcement). The Exercise Price and the number of Warrants will be subject to adjustments under certain circumstances in accordance with the Deed Poll.

Application will be made to the SGX-ST for the listing of and quotation for the Warrants and the New Shares on SGX-Catalist. The Warrants will be listed and traded on SGX-Catalist under the book-entry (scripless) settlement system. The listing of and quotation for the Warrants and the New Shares on SGX-Catalist, if approved, is expected to be subject to, *inter alia*, there being an adequate spread of holdings of the Warrants to provide for an orderly market in the Warrants. Each board lot of the Warrants will consist of 1,000 Warrants or such other board lot size which the SGX-ST may require and as may be notified by the Company.

The New Shares arising from the exercise of Warrants will rank *pari passu* in all respects with the then existing issued Shares for any dividends, rights, allotments or other distributions, the record date for which falls on or after the relevant exercise date of the Warrants, save as may be otherwise provided for in the Deed Poll. For this purpose, "record date" means, in relation to any dividends, rights, allotments or other distributions, the date as at the close of business (or such other time as may have been notified by the Company) on which Shareholders must be registered in order to participate in such dividends, rights, allotments or other distributions.

The terms and conditions of the Bonus Issue are subject to such changes as the Directors may deem fit. The final terms and conditions of the Bonus Issue and the Warrants will be contained in an announcement to be issued by the Company in due course.

There will not be an offer information statement to be issued in relation to, and for the purpose of, the Bonus Issue. It will not be issued in view of the exemptions accorded under Regulation 24 (1) of the Securities and Futures (Offer of Investments) (Shares and Debentures) Regulations 2005.

2.2 Eligibility

The Warrants to be issued pursuant to the Bonus Issue will be credited and allotted to the Shareholders whose names appear in the records of the Central Depository (Pte) Limited (the "**CDP**") or the Register of Members of the Company, as the case may be, as at the Books Closure Date, with registered addresses in Singapore or who have, at least five (5) consecutive market days prior to the Books Closure Date, provided to CDP or the Company, as the case may be, addresses in Singapore for the service of notices and documents (the "**Entitled Shareholders**"). The Bonus Issue will be made on the basis of three (3) Warrants for every ten (10) Shares held by the Entitled Shareholders as at the Books Closure Date, fractional entitlements to be disregarded. Entitled Shareholders will be issued Warrants on the basis of their shareholdings as at the Book Closure Date.

For practical reasons and in order to avoid any violation of the relevant legislation applicable in countries other than Singapore, the Warrants will not be offered or credited or allotted (as the case may be) to Shareholders with registered addresses outside Singapore as at the Books Closure Date and who have not, at least five (5) market days prior thereto, provided to the Company or CDP, as the case may be, addresses in Singapore for the service of notices and documents (the "**Foreign Shareholders**"). The Warrants which would otherwise be allotted to Foreign Shareholders will, if practicable, be sold on SGX-Catalist.

Where such Warrants are sold on SGX-Catalist, they will be sold at any such price or prices as the Company, may in its absolute discretion, decide and no Foreign shareholder shall have any claim whatsoever against the Company in respect of such sales.

Any entitlements to the Warrants not taken up for any reason and fractional entitlements to the Warrants which are disregarded and not allotted to Entitled Shareholders will be aggregated and sold on SGX-Catalist for the benefit of the Company or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit.

The net proceeds from all such sales, after deduction of all expenses therefrom, will be pooled and thereafter distributed to Foreign Shareholders in proportion to their respective shareholdings or, as the case may be, the number of Shares entered against their names in the Depository Register as at the Books Closure Date and sent to them at their OWN RISK by ORDINARY POST. If the amount of net proceeds distributable to any single Foreign Shareholder is less than S\$10.00, such amount will be retained for the sole benefit of the Company or otherwise dealt with as the Directors in their absolute discretion deem fit and no Foreign Shareholder shall have any claim whatsoever against the Company or CDP in connection therewith.

3. Rationale of the Bonus Issue and Use of Proceeds

The Directors are proposing the Bonus Issue to reward Shareholders for their continued participation in the Company and their support, and to raise funds for the Company and its subsidiaries ("Group") in the future. The Directors believe that the Bonus Issue will provide Shareholders with the opportunity to increase their equity participation in the Company, and potentially increase the Company's capital base and strengthen its balance sheet.

As at the date hereof, the Company has 341,482,344 Shares that have been issued and are fully paid-up (the "**Existing Issued Share Capital**"). As at the date hereof, an aggregate of 34,880,000 employee share options ("**Share Options**") have been granted and are exercisable, with exercise prices of S\$0.13, S\$0.04 and S\$0.04 for each of the three series of Share Options. The three series of Share Options which have different commencement dates for their relevant exercise periods are exercisable during the period commencing from 11 September 2007 and ending on 25 August 2019 (both dates inclusive). In the event that all the Share Options are exercised and issued before Books Closure Date, the issued share capital of the Company will increase to 376,362,344 Shares (the "**Enlarged Issued Share Capital**").

Based on the Existing Issued Share Capital, the Bonus Issue will comprise 102,444,703 Warrants representing approximately 30.0% of the Company's Existing Issued Share Capital. Assuming that all the Warrants issued pursuant to the Bonus Issue are exercised, the Share capital of the Company would increase by up to 443,927,047 Shares, representing approximately 130.0% of the Existing Issued Share Capital.

Based on the Enlarged Issued Share Capital, the Bonus Issue will comprise 112,908,703 Warrants representing approximately 33.1% of the Company's Existing Issued Share Capital. Assuming that all the Warrants issued pursuant to the Bonus Issue are exercised, the Share capital of the Company would increase by up to 489,271,047 Shares, representing approximately 143.3% of the Existing Issued Share Capital.

Assuming all the Warrants issued pursuant to the Bonus Issue are exercised, the Company will receive gross proceeds of approximately S\$2.3 million. The estimated net proceeds from the exercise of the Warrants, after deducting estimated expenses, will amount to approximately S\$2.2 million (the "**Net Proceeds**"). The Company intends to utilise the Net Proceeds for the investments, repayment of borrowings and/or general working capital purposes for the Group, as the Director may deem fit.

As and when any significant amount of the Net Proceeds is deployed, the Company will make the necessary announcements and subsequently provide a status report on the use of such Net Proceeds in its annual report. Pending the deployment of the Net Proceeds for the use identified above, the Net Proceeds may be placed as deposits with financial institutions or invested in short-term money market or debt instruments or for any other purposes on a short-term basis as the Directors may deem fit.

4. Approval

As the effective date for our transition to the new Catalist sponsor-supervised regime and the compliance with the Catalist rules on an on-going basis, is on 27 August 2009, the Bonus Issue will be subject to, *inter alia*, the confirmation for the listing of and quotation for up to 112,908,703 Warrants and 112,908,703 New Shares from our continuing sponsor, Asian Corporate Advisors Pte. Ltd., and the SGX-ST for the listing of, and quotation notice (the “**Notice**”) for, all the Warrants and the New Shares on SGX-Catalist. The Notice, if granted or given is not to be taken as an indication of the merits of the Company, its subsidiaries, the Shares, the Bonus Issue or the Warrants or the New Shares.

An application will be made to the SGX-ST for permission to deal and for the listing of and quotation for all the Warrants and the New Shares on SGX-Catalist. An appropriate announcement on the outcome of the application will be made in due course. The listing of the Warrants on SGX-Catalist, may *inter-alia*, be subject to there being an adequate spread of holdings for the Warrants to provide an orderly market for the Warrants.

5. Financial Effects of the Bonus Issue

The financial effects are shown in the attached Appendix.

6. Responsibility Statement

The Directors of the Company (including any Director who may have delegated detailed supervision of the preparation of this announcement) collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm, after making all reasonable enquiries that to the best of their knowledge and belief, the facts stated and opinions expressed in this announcement are fair and accurate in all material respects as at the date hereof, and that there are no material facts the omission of which would make this announcement misleading in any material respect, and where any information has been extracted from, published or otherwise, publicly available sources, the responsibility of the Directors is to ensure through reasonable enquires that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

By Order of the Board

Jimmy Chang
Managing Director
Ntegrator International Ltd.

13 August 2009