



NTEGRATOR International Ltd.

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

PROPOSED PLACEMENT EXERCISE – RECEIPT OF LISTING AND QUOTATION NOTICE

Introduction

The Board of Directors (the “**Board**”) of NTEGRATOR International Ltd. (the “**Company**”) refers to:

- (a) The announcement made by the Company on 25 May 2021 titled “*Proposed Placement Exercise – Entry into Placement Agreement*” (the “**Placement Announcement**”); and
- (b) The announcement made by the Company on 28 May 2021 titled “*Proposed Placement Exercise – Response to Queries issued by the SGX-ST*” (the “**Response Announcement**”),

(collectively, the “**Previous Announcements**”).

All capitalised terms used in this announcement which are not defined shall have the meanings ascribed to them in the Previous Announcements.

Receipt of Listing and Quotation Notice

The Board is pleased to announce that the Company has on 23 June 2021 obtained the listing and quotation notice (“**LQN**”) from the SGX-ST for the listing and quotation of 187,863,480 Subscription Shares.

Based on the information provided, the SGX-ST has approved in-principle the Company’s application for the listing and quotation of up to 187,863,480 Subscription Shares to be issued at S\$0.01094 per Subscription Share pursuant to the the Placement Agreement entered into between the Company with Zhou Qilin (the “**Subscriber**”) on 25 May 2021 subject to the following:

- (i) The Company’s compliance with the SGX-ST’s listing requirements;
- (ii) Based on the Company’s latest audited financial statements for the financial year ended 31 December 2020 (“**FY2020**”), the Group had cash and cash equivalents of approximately S\$8.3 million as at 31 December 2020 and is now raising approximately S\$2.0 million mainly to fund acquisitions and new business opportunities which have yet to be identified. The SGX-ST also notes that majority of the Company’s board members are newly appointed. In view of these:
 - (a) The Company’s Audit Committee is to announce internal controls the Group has put in place to safeguard its assets, including its existing cash and proceeds to be raised, and monitor the use and disbursement of proceeds from the Proposed Placement Exercise. If the Audit Committee will be instituting further controls or measures, please elaborate and provide a timeline for doing so;
 - (b) The Board is to undertake independent verifications on the use and disbursement of proceeds from the Proposed Placement Exercise by the Company’s internal auditors and continuing sponsor to ensure that the proceeds are used for their intended purposes after satisfactory due diligence has been conducted on acquisition / business targets. The results of such verifications must be included in the Company’s announcement(s) on use of proceeds; and

- (c) The Board is to state whether the Proposed Placement Exercise is carried out in the best interest of the Company and the basis for such views.

As and when the above requirements are fulfilled, the Company's continuing sponsor must update the SGX-ST accordingly, making reference to the LQN. Should there be a change in continuing sponsor and / or board members, the Board is required to notify the new continuing sponsor and / or board members of these requirements.

The SGX-ST's in-principle approval is not to be taken as an indication of the merits of the Proposed Placement Exercise, the Subscription Shares, the Company and/or its subsidiaries.

Pursuant to the LQN, the Subscription Shares have to be allotted and issued within seven market days from 23 June 2021, being the date of the LQN.

In the event the Company acquires any asset from the Subscriber and/or her related parties, the SGX-ST reserves the right to aggregate the acquisitions and the Proposed Placement and deem the subsequent asset injections as a very substantial acquisition or reverse takeover under Catalist Rule 1015.

In connection to condition ii (c) above, the Board is of the view that the Proposed Placement Exercise is carried out in the best interest of the Company and the basis is that the Proposed Placement Exercise will strengthen the financial position and cash position of the Group, and to provide additional general working capital to the Group. Given that the Group recorded a net loss for FY2020, the Company believes the proposed placement exercise is a good opportunity to raise monies so that the Company would have sufficient reserves set aside to fund acquisitions and take advantage of new business opportunities which often have a short window, and for general working capital requirements.

The Company will make separate announcement pertaining to condition (ii)(a) above in due course but in any event before the allotment and issuance of the Subscription Shares.

The Company will make further announcements to update shareholders of the Company on the completion of the Proposed Placement Exercise, the allotment and issue of the Subscription Shares and when there are material updates as may be necessary or appropriate.

Cautionary Statement

Shareholders and potential investors of the Company should note that there is no certainty or assurance as at the date of this announcement that the Proposed Placement Exercise will be completed.

Shareholders and potential investors of the Company are advised to read this announcement and any further announcements made by the Company carefully. Shareholders and potential investors of the Company are advised to refrain from taking any action with respect to their securities in the Company which may be prejudicial to their interests, and to exercise caution when dealing in the securities of the Company. Shareholders and potential investors of the Company should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

By Order of the Board
Ntegrator International Ltd.

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

23 June 2021

This announcement has been reviewed by the Company's Sponsor, Asian Corporate Advisors 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 announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Foo Quee Yin, at 160 Robinson Road, #21-05 SBF Centre, Singapore 068914, Telephone Number: 6221 0271