



NTEGRATOR INTERNATIONAL LTD.

(Incorporated in Singapore)
(Co. Reg. No: 199904281D)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Ntegrator International Ltd. (the "Company") will be held at 4 Leng Kee Road #06-04, SIS Building, Singapore 159088 on Thursday, 24 April 2014 at 11.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the year ended 31 December 2013 together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect the following Director retiring pursuant to Article 99(2) of the Company's Articles of Association:
Mr Lee Keen Whye **(Resolution 2)**
Mr Lee Keen Whye will, upon re-election as Director of the Company, remain as a member of the Audit and Nominating Committees and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules of the SGX-ST.
- To note the retirement of Mr Loudon Frank McLean Owen, a Director retiring pursuant to Article 99(2) of the Company's Articles of Association.
Mr Loudon Frank McLean Owen will, upon retirement, cease as a member of the Audit Committee.
[See Explanatory Note (i)]
- To pass the following Ordinary Resolution pursuant to Section 153(6) of the Companies Act, Cap. 50:
"That pursuant to Section 153(6) of the Companies Act, Cap. 50, Mr Bernard Chen Tien Lap be re-appointed a Director of the Company to hold office until the next Annual General Meeting."
[See Explanatory Note (ii)] **(Resolution 3)**
Mr Bernard Chen Tien Lap will, upon re-appointment as a Director of the Company, remain Chairman of the Nominating and Remuneration Committees and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules of the SGX-ST.
- To pass the following Ordinary Resolution pursuant to Section 153(6) of the Companies Act, Cap. 50:
"That pursuant to Section 153(6) of the Companies Act, Cap. 50, Mr Lai Chun Loong be re-appointed a Director of the Company to hold office until the next Annual General Meeting."
[See Explanatory Note (iii)] **(Resolution 4)**
Mr Lai Chun Loong will, upon re-appointment as a Director of the Company, remain as a member of the Audit and Remuneration Committees and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules of the SGX-ST.
- To approve the payment of Directors' fees of S\$273,000 for the year ended 31 December 2013 (FY2012: S\$285,667). **(Resolution 5)**
- To re-appoint Nexia TS Public Accounting Corporation as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:

9. ORDINARY RESOLUTION: SHARE ISSUE MANDATE

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Catalist Rules, authority be given to the Directors of the Company to issue Shares ("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 Instruments made or granted pursuant to this Resolution) does not exceed one hundred percent (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, 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 (the "Shareholders") shall not exceed fifty percent (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company;
- for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) of the Company as at the date of the passing of this Resolution, after adjusting for:
 - new Shares arising from the conversion or exercise of convertible securities;
 - new Shares arising from exercising Share options or vesting of Share awards outstanding or subsisting at the time this Resolution is passed; and
 - any subsequent bonus issue, consolidation or subdivision of Shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, Cap. 50 and otherwise, the Articles of Association of the Company; and
- unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (iv)]

(Resolution 7)

10. ORDINARY RESOLUTION: AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE NTEGRATOR SHARE OPTION SCHEME AND NTEGRATOR PERFORMANCE SHARE PLAN

That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors be authorised and empowered to allot and issue Shares in the capital of the Company to all the holders of options granted by the Company, whether granted during the subsistence of this authority or otherwise, under the Ntegrator Share Option Scheme and the Ntegrator Performance Share Plan (the "Schemes") upon the exercise of such options and in accordance with the terms and conditions of the Schemes, provided always that the aggregate number of additional ordinary Shares to be allotted and issued pursuant to the Schemes shall not exceed fifteen percent (15%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time.

[See Explanatory Note (v)]

(Resolution 8)

By Order of the Board
Kenneth SW Chan Kit
Yvonne Choo
Gwendolin Lee Soo Fern
Company Secretaries

Singapore, 8 April 2014

Notes –

- A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 4 Leng Kee Road #06-04, SIS Building, Singapore 159088 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

Explanatory Notes on Resolutions to be passed:

- Mr Loudon Frank McLean Owen had informed the Company that he would not be seeking re-election at this Meeting. Accordingly, he would retire as a Director of the Company at the close of the Meeting pursuant to Article 99(2) of the Company's Articles of Association.*
- The effect of the Ordinary Resolution 3 proposed in item 4 above, is to re-appoint a Director who is over 70 years of age.*
- The effect of the Ordinary Resolution 4 proposed in item 5 above, is to re-appoint a Director who is over 70 years of age.*
- Ordinary Resolution 7 proposed in item 9 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding one hundred percent (100%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company, of which up to fifty percent (50%) may be issued other than on a pro-rata basis.*
- Ordinary Resolution 8 proposed in item 10 above, if passed, will empower the Directors of the Company, to allot and issue Shares pursuant to the exercise of options outstanding under the Ntegrator Share Option Scheme and/or the vesting of awards granted pursuant to the Ntegrator Performance Share Plan, provided that the aggregate number of Shares to be issued pursuant to the Ntegrator Share Option Scheme and the Ntegrator Performance Share Plan does not exceed fifteen per cent (15%) of the total number of Shares (excluding treasury shares) in the capital of the Company from time to time.*

This Notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), Asian Corporate Advisors Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("Exchange"). The Company's sponsor has not independently verified the contents of this Notice including the correctness of any of the figures used, statements or opinions made.

This Notice has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this Notice including the correctness of any of the statements or opinions made or reports contained in this Notice.

The contact person for the Sponsor is Ms Foo Quee Yin

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