

NTEGRATOR INTERNATIONAL LTD.
(Incorporated in the Republic of Singapore)
(Co. Reg. No.: 199904281D)

MINUTES OF ANNUAL GENERAL MEETING

PLACE	:	4 Leng Kee Road #06-04, SIS Building, Singapore 159088, and conducted by way of electronic means (live audio-visual webcast or audio-only stream)
DATE	:	Wednesday, 28 April 2021
TIME	:	10:30 am
PRESENT	:	As per Attendance List maintained by the Company.
IN ATTENDANCE	:	As per Attendance List maintained by the Company.
CHAIRMAN	:	Mr Han Meng Siew

QUORUM

The Chairman welcomed shareholders to the meeting and informed that:

- (i) In view of the current COVID-19 restriction orders for large group gatherings, the Company had made arrangement for shareholders to attend the meeting by way of 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.
- (ii) Shareholders' attendance at the meeting including those attending via live audio-visual webcast or audio-only stream had been verified by the share registrar. Accordingly, the Chairman acknowledged the attendance of these shareholders as present by electronic means.

There being a quorum, the Chairman declared the meeting open at 10:30 am.

INTRODUCTION

The Chairman introduced the (a) Director (namely, Mr Chang Joo Whut) present in person at the meeting and (b) Directors (namely, Mr Charles George St. John Reed, Mr Lai Chun Loong and Mr Lee Keen Whye) who joined via live webcast remotely. Mr Sw Chan Kit as Shareholder and Financial Controller was present in person at the meeting. The Company Secretary was also present in person at the meeting.

NOTICE

The Notice convening the meeting was agreed to be taken as read.

QUESTIONS FROM SHAREHOLDERS

Shareholders were invited to submit their questions in relation to the business of the meeting to the Company, in advance, by 10:30 am on 25 April 2021.

The Company had received and posted its response to shareholders' questions via SGXNet and on the Company's website prior to the time scheduled for this meeting.

PROXY VOTING AND VOTING BY WAY OF A POLL

Shareholders were informed that:

- (a) 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, the Chairman, in his capacity as Chairman of the Meeting, had been appointed by a number of shareholders as the only proxy and voting was in accordance with their instructions.
- (b) All motions tabled at the meeting were voted on by way of a poll, pursuant to Regulation 79 of the Company's Constitution, and counted based on the Proxy Forms that were submitted to the Company at least 72 hours before the meeting.
- (c) DrewCorp Services Pte Ltd had been appointed as Scrutineer for the purpose of the poll.

POLL RESULTS

The Scrutineer, DrewCorp Services Pte Ltd, had verified and certified the results of the Poll, a copy of which is attached to these Minutes as **Appendix 1**.

The Chairman then proceeded with the ordinary business of the meeting.

ORDINARY BUSINESS:

DIRECTORS' STATEMENT, AUDITED FINANCIAL STATEMENTS FOR FINANCIAL YEAR ENDED 31 DECEMBER 2020 AND AUDITORS' REPORT THEREON – RESOLUTION 1

The Chairman proposed and Mr Chang Joo Whut seconded the motion for Resolution 1.

The motion was declared carried by 272,006,577 (84.39%) shares voting for and 50,300,600 (15.61%) shares voting against the motion and, it was RESOLVED -

“That the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Auditors' Report thereon be received and adopted.”

DIRECTORATE – RESOLUTION 2

Resolution 2 was to re-elect Director, Mr Han Meng Siew, who was retiring by rotation under the Company's Constitution. Mr Han had consented to continue in office and had voluntarily abstained from voting on this Resolution.

The motion for the re-election of Mr Han Meng Siew was proposed by Mr Chang Joo Whut, who took over the chair for this Resolution, and seconded by Mr Sw Chan Kit.

There were 119,820,237 (38.54%) shares voting in favour and 191,096,300 (61.46%) shares voting against the motion. The motion was declared not carried.

DIRECTORATE – RESOLUTION 3

Resolution 3 was to re-elect Director, Mr Jimmy Chang Joo Whut, who was retiring by rotation under the Company's Constitution. Mr Chang had consented to continue in office and had voluntarily abstained from voting on this Resolution.

The Chairman proposed and Mr Sw Chan Kit seconded the motion for the re-election of Mr Jimmy Chang Joo Whut.

There were 105,920,237 (35.66%) shares voting in favour and 191,096,300 (64.34%) shares voting against the motion. The motion was declared not carried.

RESOLUTIONS 4 TO 12

Resolutions 4 to 12 dealt with the re-election of Mr Charles George St. John Reed, Mr Lai Chun Loong and Mr Lee Keen Whye who have served on the Board for more than 9 years from the dates of their first appointments.

As required by Catalist Rule 406(3)(d)(iii) which will take effect from 1 January 2022 ("Catalist Rule 406(3)(d)(iii)"), the continued appointment of each of Mr Charles Reed, Mr Lai and Mr Lee, as Independent Director of the Company, are to be tabled for shareholders' approvals in separate resolutions at this meeting.

All 3 Independent Directors had signified their consent to continue in office and had abstained from voting on the Resolutions in respect of each of his own re-election.

DIRECTORATE – RESOLUTION 4

Resolution 4 was to re-elect Director, Mr Charles George St. John Reed. Mr Reed would, upon re-election, remain as Lead Independent Director, Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee.

The motion for the re-election of Mr Charles George St. John Reed was proposed by the Chairman and seconded by Mr Chang Joo Whut.

There were 124,445,877 (39.44%) shares voting in favour and 191,096,300 (60.56%) shares voting against the motion. The motion was declared not carried.

DIRECTORATE – RESOLUTION 5

Resolution 5 was to re-elect Director, Mr Lai Chun Loong. Mr Lai would, upon re-election, remain as Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee.

The motion for the re-election of Mr Lai Chun Loong was proposed by the Chairman and seconded by Mr Chang Joo Whut.

There were 121,440,877 (38.86%) shares voting in favour and 191,096,300 (61.14%) shares voting against the motion. The motion was declared not carried.

DIRECTORATE – RESOLUTION 6

Resolution 6 was to re-elect Director, Mr Lee Keen Whye. Mr Lee would, upon re-election, remain as Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee.

The Chairman proposed and Mr Chang Joo Whut seconded the motion to approve the re-election of Mr Lee Keen Whye as a Director of the Company.

There were 112,299,377 (37.01%) shares voting in favour and 191,096,300 (62.99%) shares voting against the motion. The motion was declared not carried.

WITHDRAWAL OF RESOLUTIONS 7 TO 12

As Resolutions 4, 5 and 6 for the re-elections of Mr Charles George St. John Reed, Mr Lai Chun Loong and Mr Lee Keen Whye as Directors had not been carried, Resolutions 7 to 12 to affirm their independent status need not be considered and were withdrawn forthwith.

DIRECTORS' FEES – RESOLUTION 13

The Board had recommended the payment of S\$165,600.00 as Directors' fees to the Independent Directors for the financial year ended 31 December 2020.

The Chairman proposed the following motion, which was seconded by Mr Chang Joo Whut –

“That the payment of Directors' fees of S\$165,600.00 for the financial year ended 31 December 2020 be approved.”

The meeting was informed that the Independent Directors had voluntarily abstained from voting on this Resolution.

There were 95,764,377 (33.38%) shares voting in favour and 191,096,300 (66.62%) shares voting against the motion. The motion was declared not carried.

RE-APPOINTMENT OF AUDITORS – RESOLUTION 14

Shareholders were informed that the retiring auditors, Nexia TS Public Accounting Corporation, had expressed their willingness to continue in office.

There being no other nomination, the Chairman proposed and Mr Chang Joo Whut seconded the motion for the re-appointment of Nexia TS Public Accounting Corporation as Auditors.

There were 272,006,577 (84.39%) shares voting in favour and 50,300,600 (15.61%) shares voting against the motion. The motion was declared carried and it was RESOLVED -

“That Nexia TS Public Accounting Corporation, Public Accountants and Chartered Accountants, Singapore, be re-appointed the Company’s Auditors and the Directors be authorised to fix their remuneration.”

ANY OTHER ORDINARY BUSINESS

As no notice of any other ordinary business had been received by the Secretary, the Chairman proceeded to deal with the special business of the meeting.

SPECIAL BUSINESS:

AUTHORITY TO ALLOT AND ISSUE SHARES – RESOLUTION 15

Ordinary Resolution 15 was to seek shareholders’ approval to authorise the Directors to allot and issue shares in the Company pursuant to Section 161 of the Companies Act, Chapter 50, and Rule 806 of the Catalist Rules of the Singapore Exchange Securities Trading Limited.

The Chairman proposed and Mr Sw Chan Kit seconded the motion to approve Ordinary Resolution 15, the text of which was set out under item 12 in the Notice of this meeting dated 6 April 2021.

There were 131,210,877 (40.71%) shares voting in favour and 191,096,300 (59.29%) shares voting against the motion. The motion was declared not carried.

CONCLUSION

There being no other business to transact, the Chairman declared the Annual General Meeting of the Company closed and thanked everyone for their attendance.

Confirmed as True Record of Proceedings Held

[Signed]

Han Meng Siew
Chairman

26 April 2021

To: The Board of Directors
 Ntegrator International Ltd.
(Issuer)

Dear Sirs,

As scrutineer appointed for the poll conducted at the Annual General Meeting of the Issuer to be held on 28 April 2021, we hereby certify that the results of the poll (rounded to the nearest two decimal places) are correctly set out below :-

	VOTES FOR	%	VOTES AGAINST	%	VOTES TOTAL
Resolution 1	272,006,577	84.39%	50,300,600	15.61%	322,307,177
Resolution 2	119,820,237	38.54%	191,096,300	61.46%	310,916,537
Resolution 3	105,920,237	35.66%	191,096,300	64.34%	297,016,537
Resolution 4	124,445,877	39.44%	191,096,300	60.56%	315,542,177
Resolution 5	121,440,877	38.86%	191,096,300	61.14%	312,537,177
Resolution 6	112,299,377	37.01%	191,096,300	62.99%	303,395,677
Resolution 7	124,445,877	39.44%	191,096,300	60.56%	315,542,177
Resolution 8	42,592,097	18.23%	191,096,300	81.77%	233,688,397
Resolution 9	121,440,877	38.86%	191,096,300	61.14%	312,537,177
Resolution 10	42,592,097	18.23%	191,096,300	81.77%	233,688,397
Resolution 11	112,299,377	37.01%	191,096,300	62.99%	303,395,677
Resolution 12	42,592,097	18.23%	191,096,300	81.77%	233,688,397
Resolution 13	95,764,377	33.38%	191,096,300	66.62%	286,860,677
Resolution 14	272,006,577	84.39%	50,300,600	15.61%	322,307,177
Resolution 15	131,210,877	40.71%	191,096,300	59.29%	322,307,177

Yours faithfully,



DrewCorp Services Pte Ltd