

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, conducted via electronic means (live audio-and-visual webcast or audio-only stream) |
| DATE | : Wednesday, 24 June 2020 |
| TIME | : 10:30 am |
| PRESENT | : As per Attendance List maintained by the Company, including all the Directors, namely, Mr Chang Joo Whut, Mr Charles George St. John Reed, Mr Han Meng Siew, Mr Lai Chun Loong and Mr Lee Keen Whye. |
| IN ATTENDANCE | : As per Attendance List maintained by the Company, including the Financial Controller, Mr Sw Chan Kit. |
| CHAIRMAN | : Mr Han Meng Siew |

QUORUM

The Chairman welcomed shareholders to the meeting and informed that:

- (i) In view of the evolving COVID-19 situation and pursuant to the guidance issued by the relevant regulators in Singapore, the Company had made arrangement for shareholders to attend the meeting by electronic means.
- (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 and the Company Secretary was present via electronic means.

NOTICE

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

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 Article 64 of the Company's Articles of Association, and counted based on the Proxy Forms that were submitted to the Company at least 48 hours before the meeting.
- (c) DrewCorp Services Pte Ltd had been appointed as Scrutineer for the purpose of the poll.

ANY QUESTIONS FROM SHAREHOLDERS

It was noted that as announced by the Company on 1 June 2020, 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 21 June 2020.

The Chairman informed that the Company did not receive any questions on the Financial Statements or Agenda from shareholders.

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

ORDINARY BUSINESS:

DIRECTORS' STATEMENT, AUDITED FINANCIAL STATEMENTS AND AUDITORS' REPORT – RESOLUTION 1

The following motion was proposed by the Chairman and seconded by Mr Sw Chan Kit –

“That the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditors' Report thereon be received and adopted.”

DIRECTORATE – RESOLUTION 2

Resolution 2 was to re-elect Director, Mr Lee Keen Whye, who was retiring by rotation under the Company's Articles of Association. Mr Lee had consented to continue in office.

Mr Lee would, upon re-election, remain as Chairman of the Nominating Committee and a Member of the Audit and Remuneration Committees. He is considered independent for the purposes of Rule 704(7) of the Catalist Rules of the Singapore Exchange Securities Trading Limited.

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.

It was noted that Mr Lee had voluntarily abstained from voting on this Resolution.

DIRECTORS' FEES – RESOLUTION 3

The Board had recommended the payment of S\$177,000.00 as Directors' fees to the Independent Directors for the financial year ended 31 December 2019.

The Chairman proposed the following motion, which was seconded by Mr Sw Chan Kit –

“That the payment of Directors' fees of S\$177,000.00 for the financial year ended 31 December 2019 be approved.”

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

RE-APPOINTMENT OF AUDITORS – RESOLUTION 4

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 –

“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.”

The motion was seconded by Mr Chang Joo Whut.

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 5

Ordinary Resolution 5 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 5, the text of which was set out under item 6 in the Notice of this meeting dated 1 June 2020.

POLLING

All the motions had been duly proposed and seconded.

The Chairman informed the meeting that:

- (a) The validity of the Proxy Forms submitted by shareholders had been verified and the votes of all such valid proxies had been counted and verified by the Polling Agent, Boardroom Corporate & Advisory Services Pte Ltd, and the Scrutineer, DrewCorp Services Pte Ltd.
- (b) He had handed the completed and signed poll voting slips, based on voting instructions specified in Proxy Forms submitted by shareholders, to the Scrutineer. Votes had been counted and verified by the Scrutineer.

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**.

DECISION

Based on the results of votes validly cast by Poll, the Chairman declared Resolutions 1 to 5 carried –

RESOLUTION 1

RESOLVED -

That the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditors' Report thereon be received and adopted.

RESOLUTION 2

RESOLVED –

That Mr Lee Keen Whye be re-elected a Director of the Company.

RESOLUTION 3

RESOLVED –

That the payment of Directors' fees of S\$177,000.00 for the financial year ended 31 December 2019 be approved.

RESOLUTION 4

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.

RESOLUTION 5

RESOLVED –

That pursuant to Section 161 of the Companies Act, Chapter 50, of Singapore and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Section B: Rules of Catalist ("**Catalist Rules**"), the Directors of the Company be authorised and empowered to:

- A. (i) issue shares in the Company ("**shares**") whether by way of rights, bonus or otherwise, and/or
- (ii) 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 for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- B. (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares and convertible securities to be issued pursuant to this Resolution (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and convertible securities that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (a) new shares arising from the conversion or exercise of convertible securities and exercising of share options or vesting of share awards which were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (b) any subsequent bonus issue, consolidation or subdivision of shares;
Adjustments in accordance with (a) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution approving the mandate.
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

CONCLUSION

There being no other business to transact, the Chairman declared the Annual General Meeting of the Company closed at 10:40 am and thanked everyone for their attendance.

Confirmed as True Record of Proceedings Held

[Signed]

Han Meng Siew
Chairman

24 June 2020

The Board of Directors
 Ntegrator Internatinal Ltd.
 (*Issuer*)

Dear Sirs,

As scrutineer appointed for the poll conducted at the Annual General Meeting and Extraordinary General Meeting of the Issuer to be held on 24 June 2020 at 10:30 am and 10:45 am respectively, we hereby certify that the results of the poll of all the proxy votes (rounded to the nearest two decimal places) are correctly set out below:-

ANNUAL GENERAL MEETING

| RESOLUTION NO. | FOR | | AGAINST | | TOTAL VOTES | |
|----------------|---------------------|--------------|---------------------|--------------|---------------------------|--------------|
| | No. of Shares Voted | Percentage % | No. of Shares Voted | Percentage % | No. of Shares Represented | Percentage % |
| RESOLUTION 1 | 101,249,070 | 100.00 | 0 | 0.00 | 101,249,070 | 100.00 |
| RESOLUTION 2 | 82,337,570 | 100.00 | 0 | 0.00 | 82,337,570 | 100.00 |
| RESOLUTION 3 | 65,802,570 | 100.00 | 0 | 0.00 | 65,802,570 | 100.00 |
| RESOLUTION 4 | 101,249,070 | 100.00 | 0 | 0.00 | 101,249,070 | 100.00 |
| RESOLUTION 5 | 101,249,070 | 100.00 | 0 | 0.00 | 101,249,070 | 100.00 |

EXTRAORDINARY GENERAL MEETING

| RESOLUTION NO. | FOR | | AGAINST | | TOTAL VOTES | |
|----------------|---------------------|--------------|---------------------|--------------|---------------------------|--------------|
| | No. of Shares Voted | Percentage % | No. of Shares Voted | Percentage % | No. of Shares Represented | Percentage % |
| RESOLUTION 1 | 101,249,070 | 100.00 | 0 | 0.00 | 101,249,070 | 100.00 |

Yours faithfully,



DrewCorp Services Pte Ltd