



## NTEGRATOR INTERNATIONAL LTD.

(Incorporated in the Republic of 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 Monday, 29 April 2019 at 11.00 am for the following purposes:

#### AS ORDINARY BUSINESS

- To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2018 together with the Auditors’ Report thereon. **(Resolution 1)**
- To re-elect Mr Charles George St John Reed as Director of the Company.  
[See Explanatory Note (i)] **(Resolution 2)**
- To re-elect Mr Lai Chun Loong as Director of the Company.  
[See Explanatory Note (ii)] **(Resolution 3)**
- To approve the payment of Directors’ fees of S\$184,000 for the financial year ended 31 December 2018 (FY2017:S\$184,000). **(Resolution 4)**
- To re-appoint Nexia TS Public Accounting Corporation as the Company’s Auditors and to authorise the Directors to fix their remuneration. **(Resolution 5)**
- To special any other ordinary business which may be transacted at an Annual General Meeting.

#### AS SPECIAL BUSINESS

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

##### 7. Authority to Allot and Issue Shares

That pursuant to Section 161 of the Companies Act, Cap. 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:

- (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

- (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:

- 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);
- (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:
  - new shares arising from the conversion or exercise of convertible securities;
  - new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - any subsequent bonus issue, consolidation or subdivision of shares;
- 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 Articles of Association of the Company; and
- 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.  
[See Explanatory Note (iii)] **(Resolution 6)**

##### 8. 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, of Singapore, the Directors of the Company 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 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.  
[See Explanatory Note (iv)] **(Resolution 7)**

By Order of the Board

Shirley Lim Keng San  
Kenneth Sw Chan Kit  
Company Secretaries

Singapore, 12 April 2019

#### Explanatory Notes on Resolutions to be passed:

- Mr Charles George St John Reed will, upon re-election as Director of the Company, remain as Lead Independent Director, Chairman of the Audit Committee and a Member 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. There are no relationships (including immediate family relationships) between Mr St John Reed and the other Directors, the Company or its 10% shareholders.
- Mr Lai Chun Loong will, upon re-election as Director of the Company, remain as Chairman of the Remuneration Committee and 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. There are no relationships (including immediate family relationships) between Mr Lai and the other Directors, the Company or its 10% shareholders.  
*Note: Information on the Directors who are proposed to be re-appointed can be found on pages 106 to 109 of this Annual Report.*
- Ordinary Resolution 6 proposed in item 7 above, if passed, will empower the Directors of the Company 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 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 50% may be issued other than on a pro rata basis.
- Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors of the Company, to allot and issue shares in the Company of up to a number not exceeding in total 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time pursuant to the exercise of the options and/or vesting of performance shares under the Schemes.

#### Notes -

- A member of the Company (“Member”) who is not a Relevant Intermediary\* is entitled to appoint a proxy to attend, speak and vote at the Annual General Meeting (the “Meeting”).
  - A Member who is a Relevant Intermediary\* is entitled to appoint more than two proxies to attend, speak and vote at the Meeting but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member.  
\* “Relevant Intermediary” has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50, of Singapore.
- A proxy need not be a Member.
- 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.

#### Personal Data Privacy:

“Personal data” has the same meaning ascribed to it in the Personal Data Protection Act 2012 of Singapore, which includes name, address, NRIC/passport number of a Member and proxy(ies) and/or representative(s) of a Member.

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a Member (i) consents to the collection, use and disclosure of the Member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the Member discloses the personal data of the Member’s proxy(ies) and/or representative(s) to the Company (or its agents), the Member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Member’s breach of warranty. In addition, by attending the Meeting and/or any adjournment thereof, a Member consents to the collection, use and disclosure of the Member’s personal data by the Company (or its agents) for any of the Purposes.

This Notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, Asian Corporate Advisors Pte. Ltd. (“Sponsor”), for compliance with the relevant rules of the SGX-ST. 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 SGX-ST and the SGX-ST 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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