NTEGRATOR INTERNATIONAL LIMITED

(Co. Regn. No: 199904281D)

FULL YEAR FINANCIAL STATEMENT AND DIVIDEND ANNOUNCEMENT FOR THE PERIOD ENDED 31 DECEMBER 2011

PART I - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF FULL YEAR RESULTS

1(a) A statement of comprehensive income (for the Group) together with a comparative statement for the corresponding period of the immediately preceding financial year.

		Group	
	S\$'00	S\$'000	
	FY2011	FY2010	Increase/ (Decrease)
Revenue	36,942	37,626	(1.8%)
Cost of sales			
- Equipment and consumables used	(29,559)	(28,152)	5.0%
- Freight charges	(127)	(177)	(28.2%)
- Commission and consultancy	(55)	(700)	(92.1%)
- Changes in inventories and contract work-in-progress	1,311	(3,485)	(137.6%)
	(28,430)	(32,514)	(12.6%)
Gross profit	8,512	5,112	66.5%
Other losses – net	(48)	(125)	(61.6%)
Expenses			
- Administrative	(7,819)	(11,469)	(31.8%)
- Finance	(283)	(381)	(25.7%)
Profit / (loss) before income tax	362	(6,863)	105.3%
Income tax expense	(108)	(40)	170.0%
Net profit / (loss)	254	(6,903)	103.7%
Other comprehensive income, net of tax			
Currency translation differences arising from consolidation	78	(1,059)	
Total comprehensive income / (loss)	332	(7,962)	
Profit / (loss) attributable to:			
Equity holders of the Company	224	(6,963)	103.2%
Non-controlling interests	30	60	(50.0%)
	254	(6,903)	103.7%
Total comprehensive income / (loss) attributable to:			
Equity holders of the Company	312	(8,022)	
Non-controlling interests	20	60	
	332	(7,962)	

		Group	
	S\$'000 FY2011 FY2010		%
			Increase/ (Decrease)
Earnings / (losses) per share attributable to equity holders of the Company (cents per share)			
- Basic	0.05	(1.87)	
- Diluted	0.03	(0.98)	

Any discrepancies in the tables included in this announcement between the total sums of amounts listed and the totals shown are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them.

1(b)(i) A statement of financial position (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year.

	Group		Company	
	31/12/2011 31/12/2010		31/12/2011	31/12/2010
	S\$'000	S\$'000	S\$'000	S\$'000
ASSETS				
Current assets				
Cash and cash equivalents	6,077	7,276	460	814
Trade and other receivables	34,133	36,179	270	625
Inventories	1,051	1,833		
	41,261	45,288	730	1,439
Non-current assets	4 = 0.4			
Trade and other receivables	1,584	6,288	-	- 4 / 000
Investments in subsidiaries	174	-	16,000	16,000
Plant and equipment	174	255 421	-	-
Intangible assets	258		14 000	14 000
Total assets	2,016 43,277	6,964 52,252	16,000 16,730	16,000 17,439
Total assets	43,211	32,232	10,730	17,439
LIABILITIES				
Current liabilities				
Trade and other payables	21,929	28,642	505	542
Current income tax liabilities	90	-	-	-
Borrowings	4,815	2,175	-	-
Š	26,834	30,817	505	542
Non-current liabilities				
Borrowings	1,026	5,717	-	-
Deferred income tax liabilities	59	59	-	-
	1,085	5,776	-	-
Total liabilities	27,919	36,593	505	542
NET ASSETS	15,358	15,659	16,225	16,897
Equity				
Capital and reserves attributable to				
equity holders of the Company	45.007	45 (00	45.007	45 (00
Share capital	15,827	15,639	15,827	15,639
Treasury shares	(11)	(11)	(11)	(11)
Other reserves	(625)	(713) 476	355 54	355 914
Retained earnings	(121) 15,070	15,391	16,225	16,897
Non-controlling interests	15,070	15,391	10,223	10,07/
Total equity and non-controlling interests	15,358	15,659	16,225	16,897
Total equity and non-controlling interests	15,338	15,059	10,223	10,097

1(b)(ii) Aggregate amount of group's borrowings and debt securities.

Amount repayable in one year or less, or on demand

As at 31 December 2011		As at 31 December 2010		
Secured	Unsecured	Secured	Unsecured	
S\$'000	S\$'000	S\$'000	S\$'000	
-	4,815	-	2,175	

Amount repayable after one year

As at 31 December 2011		As at 31 December 2010		
Secured	Unsecured	Secured	Unsecured	
S\$'000	S\$'000	S\$'000	S\$'000	
-	1,026	-	5,717	

1(c) A statement of cash flow (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

	Gro	
	S\$'(FY2011	000 FY2010
Cash flow from operating activities:	1 12011	1 12010
Total profit / (loss)	254	(6,903)
Adjustments for	251	(0,700)
- Income tax	108	40
- Depreciation and amortisation	291	324
- Impairment loss on intangible assets		988
- Gain on disposal of subsidiary	-	(379)
- Amortisation of bills receivables	88	194
- Performance share expenses	-	454
- Finance expense	283	381
- Interest income	(2)	(1)
- Currency translation differences	82	(1,022)
ourteney translation underfices	1,104	(5,924)
Changes in working capital	1,104	(3,724)
- Inventories	782	479
- Trade and other receivables	6,661	28,279
- Trade and other receivables	(6,713)	(19,612)
Cash generated from operations	1,834	3,222
Interest received	1,034	3,222
	(283)	(381)
Interest paid		
Income tax paid	(18)	(39)
Net cash provided by operating activities	1,535	2,803
Cash flows from investing activities:		
Additions to plant and equipment	(49)	(87)
Additions of Intangible assets	-	(173)
Disposals of subsidiary, net of cash	-	14
Net cash used in investing activities	(49)	(246)
Cash flows from financing activities		
Proceeds from issuance of share capital	188	665
Purchase of treasury shares	100	(11)
Proceeds from borrowings	-	4,394
Repayment of borrowings	(2,028)	(1,835)
Repayment of lease liabilities	(2,028)	(13)
Dividend paid to equity holders of the Company		
	(821)	(683)
Net cash (used in) / provided by financing activities	(2,682)	2,517

Net increase in cash and cash equivalents Beginning of financial year End of financial year

(1,196)	5,074
6,250	1,176
5,054	6,250

Cash and cash equivalents comprise the following:

Cash and cash equivalents Less: Bank overdrafts

Group				
S\$'	000			
FY2011 FY2010				
6,077	7,276			
(1,023)	(1,026)			
5,054	6,250			

1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation, issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

	•		to equity he Company	olders	<u>,</u>	•		
Group	Share capital	Treasury shares	Employee share option reserve	Foreign currency translation reserve	Retained earnings	Total	Non- controlling interests	Total equity
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
2011								
Beginning of financial year	15,639	(11)	355*	(1,068)*	476	15,391	268	15,659
Dividend paid relating to 2010	-	-	-	-	(821)	(821)	-	(821)
Shares issued pursuant to exercise of warrants	188	-	-	-	-	188	-	188
Total comprehensive income for the year	-	-	-	88	224	312	20	332
End of financial year	15,827	(11)	355*	(980)*	(121)	15,070	288	15,358
•								
2010								
Beginning of financial year	14,449	-	360	(9)	8,193	22,993	(13)	22,980
Purchase of treasury shares	-	(11)	-	-	-	(11)	-	(11)
Cancellation of share option	-	-	(5)	-	-	(5)	-	(5)
Shares issued pursuant to:-								
- Performance Share Plan	454	-	-	-	-	454	-	454
- Exercise of warrants	665	-	-	-	-	665	-	665
- Script dividend	71	-	-	-	-	71	-	71
Dividend paid relating to 2009	-	-	-	-	(754)	(754)	-	(754)
Disposal of subsidiary	-	-	-	-	-	-	221	221
Total comprehensive loss for the year	-	-	-	(1,059)	(6,963)	(8,022)	60	(7,962)
End of financial year	15,639	(11)	355*	(1,068)*	476	15,391	268	15,659

^{*} Not available for distribution

Company	Share capital	Treasury shares	Employee share option reserve	Retained earnings	Equity attributable to shareholders of the Company
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
2011					
Beginning of financial year	15,639	(11)	355*	914	16,897
Dividend paid relating to 2010	-	-	-	(821)	(821)
Shares issued pursuant to exercise of warrants	188	-	-	-	188
Total comprehensive loss for the year	-	-	-	(39)	(39)
End of financial year	15,827	(11)	355*	54	16,225
2010					
Beginning of financial year	14,449	-	360*	1,231	16,040
Purchase of treasury shares	-	(11)		-	(11)
Cancellation of share option	-	-	(5)	-	(5)
Shares issued pursuant to:-					
- Performance Share Plan	454	-	-	-	454
- Exercise of warrants	665	-	-	-	665
- Script dividend	71	-	-	-	71
Dividend paid relating to 2009	-	-	-	(754)	(754)
Warrants expenses				(100)	(100)
Total comprehensive income for the year	-	-	-	537	537
End of financial year	15,639	(11)	355*	914	16,897

^{*} Not available for distribution

1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State also the number of shares that may be issued on conversion of all the outstanding convertibles, as well as the number of shares held as treasury shares, if any, against the total number of issued shares excluding treasury shares of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

	Ordinary Shares	Share Option Scheme ("ESOS")	Warrants
Balance as at 31 December 2010	400,916,289	20,778,000	287,686,656
Exercised of Warrants	10,026,838	-	(10,026,838)
Balance as at 31 December 2011	410,943,127	20,778,000	277,659,818

Total number of outstanding shares options are as follows:

Date ESOS Grant	Exercise Period	Exercise Price	ESOS outstanding as at 31.12.2010	ESOS outstanding as at 31.12.2011
11.9.2006	11.9.2007 to 10.9.2017	S\$0.13	816,000	816,000
25.08.2008	25.08.2009 to 25.08.2019	S\$0.04	18,162,000	18,162,000
25.08.2008	25.08.2009 to 25.08.2014	S\$0.04	1,800,000	1,800,000

Total number of outstanding warrants are as follows:

Date of Listing	Warrants Number	Exercise Period	Exercise Price (S\$)	Warrants Outstanding
14.10.2009	W121011	14.04.2010 to 11.10.2012	0.017	84,225,597
13.12.2010	W131206	13.12.2010 to 06.12.2013	0.02	193,434,221
		Balance as at 31 December 2011		277,659,818

1(d)(iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.

	FY 2011	FY 2010
Beginning of financial year	400,916,289	354,496,344
Issuance of Performance Shares	-	11,348,553
Issuance of Scrip Dividends	-	1,967,797
Exercised of Warrants	10,026,838	33,354,595
Share Buy Back (Treasury Shares)	-	(251,000)
End of financial year	410,943,127	400,916,289

1(d)(iv) A statement showing all sales, transfer, disposal, cancellation and/or use of treasury shares as at the end of the current financial period reported on.

Total treasury shares as at 31 December 2012 is 251,000. There are no movement for the current financial period.

2. Whether the figures have been audited or reviewed and in accordance with which auditing standard or practice.

The figures have not been audited or reviewed by independent auditors.

3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).

Not applicable.

4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.

The Group has applied the same accounting policies and methods of computation for the current reporting period as that of the audited financial statements for the year ended 31 December 2010, except for the adoption of accounting standards (including its consequential amendments) and interpretations applicable for the financial period beginning 1 January 2011.

Among the changes to Financial Reporting Standards (FRSs) is FRS 24 Related Party Disclosures which become effective from 1 January 2011.

Revised FRS 24 modifies the definition of a related party and simplifies disclosures for government-related entities. The Group does not expect any financial impact on its financial statements. However, disclosures regarding related party transactions and balances are not affected when this revised Standard is applied for the Group's financial statements for the year ended 31 December 2011.

5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.

Please refer to item 4 above.

6. Earnings per ordinary share of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.

	Group	
	FY 2011	FY 2010
Earnings per ordinary share of the group		
Based on weighted average number of ordinary shares on issue (cents)	0.05	(1.87)
Weighted average number of ordinary shares	407,490,444	373,009,409
Based on a fully diluted basis (cents)	0.03	(0.98)
Fully diluted number of ordinary shares	705,928,262	709,380,945
Issued share capital at the end of financial year	410,943,127	400,916,289

- 7. Net asset value (for the issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares, of the issuer at the end of the:
 - (a) current financial period reported on; and
 - (b) immediately preceding financial year.

	Group		Company	
	31 December 2011	31 December 2010	31 December 2011	31 December 2010
Net asset value per ordinary share based on issued share capital at the end of:	3.74	3.91	3.95	4.21
No. of shares used in computation of net assets per share	410,943,127	400,916,289	410,943,127	400,916,289

- 8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:
 - (a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable)seasonal or cyclical factors; and
 - (b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.

	\$'000	\$'000	%
Group Revenue	FY 2011	FY 2010	Increase/ (Decrease)
Project Sales	27,473	29,786	(7.8%)
Project Management and Maintenance Services	9,469	7,840	20.8%
Total Group	36,942	37,626	(1.8%)

	\$'000	\$'000	%
Gross Profit	FY 2011	FY 2010	Increase/ (Decrease)
Project Sales	5,897	2,826	108.7%
Project Management and Maintenance Services	2,615	2,286	14.4%
Total Group	8,512	5,112	66.5%

(a) <u>Overview</u>

The Group made a strong recovery in FY 2011, after slipping into its first ever loss in Company history in the previous financial year. The Group achieved a net profit of \$\$0.3 million FY 2011 compared to a loss of \$\$6.9 million in FY 2010. Furthermore, the Group made an additional provision for stock obsolescence of \$1 million in accordance with the Group's accounting policy. In the event these stocks are sold in future years, the Group will reverse this provision.

The Group has also been successful in executing its strategy of increasing its Maintenance and Project Management business as a percentage to its Project based business. Compared to FY2011 the Group has increased its Maintenance and Project Management business by over 20%. Multi-year maintenance contracts have better margins and less risk associated with project deliveries.

The Group was also affected by the floods in Thailand. These floods created an interruption to our project for almost four months. The Group has now re-engaged in this project and the associated revenues will now be recognized in FY2012.

(b) Revenue

Group revenue for FY 2011 was \$36.9 million, a marginal decrease of 1.8% over FY 2010

The Thai floods in late 2011, decreased the Project Sales revenue by 7.8% (FY2011 S\$27.5 million compared FY2010 S\$29.8 million).

This decline was offset by a 21% increase in Project Management and Maintenance Services to \$\$9.5 million. This improvement reflects the growing confidence of our existing customers and their satisfaction for our quality standards and value added services.

(c) **Profitability**

The core business operations of the Group generated a gross profit of S\$5.9 million, compared to \$2.8 million in the previous year. The improvement in the profit contribution from Project Sales shows that the Group is back in track on its core business.

Gross profit for Project Management and Maintenance Services increased from S\$2.3 million to S\$2.6 million, an increased of 14.4%. As the Group grew the Project Management and Maintenance business it has successfully achieved certain economies of scale for services both locally and overseas. The Group have plans to increase the Project Management and Maintenance business.

On the cost front, Equipment and Consumables recorded an increase of 5.0% over the previous year. These costs vary according to the purchases required for the projects executed during the financial year.

The Group also initiated a consolidation for shipments and increased using sea freight instead of air shipment. Freightage costs were reduced by 28.2% in FY 2011. By aggregating and consolidating the shipments, the Group managed to realise economies of scale and improved competitive rates.

Commission and consultancy recorded a decrease of 92.1%, a reflection of the decrease in overseas projects.

Changes in inventories and contract work-in-progress recorded a decrease of 137.6%. This decrease was due mainly to the costs carried forward for incomplete projects to be completed in the next financial year.

Other losses decrease by 61.6% as compared to the previous financial year. Further breakdown of the costs is tabled below:-

	FY 2011	FY 2010	% Increase /
	S\$'000	S\$'000	(Decrease)
Amortisation of Bills Receivables	88	195	(54.9%)
Realised & Unrealised Exchange			
Gain / (Loss)	(256)	(414)	(38.2%)
Others	120	94	27.7%
Total	(48)	(125)	(61.6%)

Administrative expense recorded a decrease of 31.8% or S\$3.7 million as compared to the previous corresponding year.

Further breakdown of the costs is tabled below:-

	FY 2011	FY 2010	% Increase
	S\$'000	S\$'000	/(Decrease)
Employee Compensation	4,498	4,051	11.0%
Cost incurred for potential project			
written off	-	2,428	n.m.
Performance Share Expense	-	454	n.m
Write off of investment	-	425	n.m
Write off of intangible assets	-	988	n.m
Amortisation / Depreciation	291	323	(9.9%)
General Administrative Expense	2,050	2,800	(26.8%)
Provision of Stock Obsolescence	980	-	n.m
Total	7,819	11,469	(31.8%)

- Employee compensation recorded an increase of 11.0% or \$\$0.4 million increases due mainly to recruitment of new staff for projects as well as increment given to performing staff.
- Depreciation recorded a 9.9% decrease partly due to an increase of Project Management and Maintenance business requiring less capital equipment investment.
- General Administrative expense recorded a decrease of 26.8% due mainly to the onetime write off in the Cambodia investment of \$\$0.5 million and reduction in interest from borrowings of \$\$0.3 million. The rest of the expenses remain stable for the current financial year.
- Provision of S\$1.0 million for stock obsolescence is provided for the current financial year.

The decrease in finance cost of S\$100k is a result of lesser borrowings.

(d) Statement of Financial Position

The decrease in cash and cash equivalents was due to repayment of bank borrowings in accordance to the bank loan agreements.

The Group has successfully improved its collections and decreases its current trade and other receivables. The partial settlement from the Myanmar projects utilizing the Export Letters of Credits has improved the non-current trade and other receivables.

The decrease in inventories was due to the one-time provision of stock obsolescenes.

The decrease in Intangible Assets due to the amortization of development cost incurred over a period for 5 years on a straight line basis as per previous years.

The decrease in borrowings for current and non-current liabilities is attributable to repayment of outstanding loan to the financial institutions in accordance with the loan agreements.

There has been no change in policy for settling with Trade and Other Payables. There was a decrease in Trade and other payables at year end 2011 compared to year end 2010 due to timing of purchases.

(e) Cash flow

Net cash of S\$1.5 million was generated from operations as compared to S\$2.8 million generated from the previous financial year. Whilst the Group may have delayed its payments to Trade and Other Payables, the group maintained its payables policy in order to maintain competitive rates from its suppliers therefore reducing its cash from operations.

Cash used in financing activities showed a reduction of S\$2.7 million due to repayment of loans without increasing new borrowings from financial institutions.

Despite the lower revenue in FY 2011, the Company is able to generate a positive operating cash flow for working capital purposes.

9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.

Not applicable.

10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.

Business conditions are expected to remain challenging and competitive for the next 12 months.

The Group still believes improving the mix of Project Management and Maintenance business to its Project Sales business is the appropriate strategy to pursue. There are a number of opportunities in the Sales pipeline that reflects this strategy.

The macro economic and political improvements in Myanmar have generated a number of business opportunities and the Group is in a strong position to take advantage of them. If the political situation remains as is and even further improves, the Group expect to see more business opportunities over the next 2 to 5 years.

Outstanding order book as at 31 December 2011 was \$26.8 million.

11. Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on?

No

(b) Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year?

Name of Dividend	Interim	Final
Dividend Type	-	Cash
Dividend Amount per Share (in cents)	-	0.2 cents
Optional: Dividend Rate (in %)	-	-
Tax Rate	-	Tax exempt (One tier)

(c) Date payable

Not applicable.

(d) Books closure date

Not applicable.

12. If no dividend has been declared/recommended, a statement to that effect.

No dividend has been declared for the current financial period.

PART II - ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT

(This part is not applicable to Q1, Q2, Q3 or Half Year Results)

13. Segmented revenue and results for business or geographical segments (of the group) in the form presented in the issuer's most recently audited annual financial statements, with comparative information for the immediately preceding year.

	\$'000	\$'000	%
Group Revenue	FY 2011	FY 2010	Increase/ (Decrease)
Singapore	15,940	13,509	18.0%
Myanmar (Supported by Export Letter of Credit)	415	7,316	(94.3%)
Vietnam (Supported by Export Letter of Credit)	11,732	9,469	23.9%
Others	8,855	7,332	20.8%
Total Group	36,942	37,626	(1.8%)

14. In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the business or geographical segments.

Please refer to Paragraph 8 for explanation on business segmentation.

15. A breakdown of sales.

	\$'000	\$'000	%
Group	FY 2011	FY 2010	Increase/ (Decrease)
(a) Sales reported for first half year	16,661	12,701	31.2%
(b) Operating profit / (loss) after tax before deducting minority interests reported for first half year	30	157	(80.9%)
(c) Sales reported for second half year	20,281	24,925	(18.6%)
(d) Operating profit / (loss) after tax before deducting minority interests reported for second half year	224	(7,060)	103.2%

16. A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year.

Total Annual Dividend

	Latest Full Year (FY2011)	Previous Full Year (FY2010)
Ordinary	-	821,886.27
Preference	-	-
Total:	-	821,886.27

17. Interested Person Transactions

The Company does not have an IPT mandate. There were no transactions with interested persons in FY2011.

18. Appointment or Resignation

Pursuant to Rule 704 (10) of the Catalist Rules of Singapore Exchange Securities Trading Limited, the Board of Directors of Ntegrator International Ltd wishes to confirm that there are no persons occupying managerial positions in the Company or any of its principals subsidiaries who are relatives of a Director or Chief Executive Officer or substantial shareholder of the Company.

BY ORDER OF THE BOARD

Jimmy Chang Joo Whut Managing Director

29 February 2012

This announcement 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 announcement including the correctness of any of the figures used, statements or opinions made.

This announcement has not been examined or approved by 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. Telephone number: 6221 0271