



NTEGRATOR INTERNATIONAL LIMITED

(Registration No. 199904281D)

(Incorporated in the Republic of Singapore on 24 July 1999)

INTERIM ARRANGEMENT BEFORE NEW DIRECTORS ARE APPOINTED TO THE BOARD OF DIRECTORS

The Board of Directors ("**Board**") of NTEGRATOR International Ltd. ("**Company**") refers to the Company's announcement dated 28 April 2021 ("**AGM Results**") on the results of the annual general meeting of the Company held on the same day ("**AGM**"). As announced in the AGM Results, the resolutions relating to the re-election of each of Mr Han Meng Siew, Mr Jimmy Chang Joo Whut, Mr Charles George St. John Reed, Mr Lai Chun Loong and Mr Lee Keen Whye as directors of the Company ("**Directors**") were not passed at the AGM.

Consequent to the above, the Board wishes to announce that Mr Jimmy Chang Joo Whut, Mr Lai Chun Loong and Mr Lee Keen Whye have ceased to be Directors of the Company with effect from 28 April 2021. The details and declarations of their respective cessations as Directors as required under Rule 704(6) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**Catalist Rules**") are furnished in separate announcements released today.

Regulation 100 of the constitution of the Company ("**Constitution**") approved and adopted by shareholders of the Company ("**Shareholders**") on 24 June 2020 requires that the Directors of the Company shall not, unless otherwise determined by a general meeting from time to time, be less than two. To comply with Regulation 100 of the Constitution, Mr Han Meng Siew and Mr Charles George St. John Reed have agreed to remain on the Board until such time that the Company appoints at least two new Directors to the Board. The Company has taken the decision for the Company's executive chairman, Mr Han Meng Siew, and the Company's lead independent director, Mr Charles George St. John Reed, to remain as Directors during this transitional period to minimise disruption to the Company's existing operations and to facilitate the appointment of new Directors to fill up the vacancies on the Board.

In addition, the Companies Act (Chapter 50 of Singapore) (the "**Companies Act**") provides that every company shall have at least one director who is ordinarily resident in Singapore and any purposed resignation or vacation of office in breach of the foregoing shall be deemed to be invalid. In appointing new Directors, the Company will ensure that this requirement is fulfilled.

Under Regulation 123 of the Constitution, the Company may by ordinary resolution appoint any person to be a Director either as an additional Director or to fill a casual vacancy and the Board also has power to do so. This is consistent with Section 152(5) of the Companies Act, which provides that a vacancy created by the removal of a public company, if not filled at the meeting at which he is removed, may be filled as a casual vacancy.

As the resolutions relating to the re-election of the Directors at the AGM have not been passed, the Board would like to invite the Shareholders to nominate new Directors to the Board as soon as possible. Shareholder(s) may requisite a general meeting to approve nominations of new Directors pursuant to the relevant section of the Companies Act. Mr Han Meng Siew and Mr Charles George St. John Reed have agreed to remain on the Board merely to facilitate the transition of the Board to the new Directors to be appointed, as well as to ensure compliance with the Catalist Rules, the Companies Act and the Singapore Code of Corporate Governance 2018, to the extent practicable and to enable the Group to continue to operate and to fulfill any other contractual obligations pursuant to projects being awarded.

The Board notes that following the cessation of Mr Lai Chun Loong and Mr Lee Keen Whye as Directors, the audit committee of the Company is unable to meet, *inter alia*, the requirements of Rule 406(3)(c) and Rule 704(7) of the Catalist Rules. In addition, the current Board composition of the Company is not in compliance with the Singapore Code of Corporate Governance 2018 in relation to, *inter alia*, requirements for independent directors and Board committees.

In the event that no Shareholder submits such requisition to appoint new Directors within one (1) month from the date of this announcement, the Board will begin searching for new candidates to act as Directors of the Company. The Board will endeavour to fill the vacancies within two (2) months of the date of this announcement, but in any case not later than three (3) months from the date hereof. The Company will announce the appointment of the new Directors and the composition of the Board and Board committees in due course.

Shareholders should take note that in accordance with Regulation 123 of the Constitution, any new Directors appointed by the Board will hold office only until the next annual general meeting of the Company and will then be eligible for re-election at such annual general meeting.

The Company has entered into service agreements with each of Mr Han Meng Siew and Mr Jimmy Chang Joo Whut dated 9 September 2005 (as amended by addenda dated 24 September 2007, the "**Service Agreements**") in respect of their executive positions in the Company. Each of the Service Agreements provides that their respective duties as a Director shall be separate from and in addition to their respective duties pursuant to their employments with the Company. Accordingly, each of Mr Han Meng Siew and Mr Jimmy Chang Joo Whut will continue to be employed by the Company notwithstanding the AGM Results. They will continue their executive roles in the Group in accordance with the terms of the Service Agreements.

The Company confirms that it has sought legal advice on the matters set out in this announcement. The Company will make such further announcements to keep Shareholders updated on any material developments relating to the above.

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the subject matter of this announcement, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this

announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

By order of the Board

Shirley Lim/Kenneth Sw
Company Secretaries

28 April 2021

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., in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited ("Exchange") Listing Manual Section B: Rules of Catalist for compliance with the relevant rules of the 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.
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