

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

**MINUTES OF EXTRAORDINARY GENERAL MEETING (“EGM”)**

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<b>PLACE</b>	: Conducted by way of electronic means (live audio-visual webcast or audio-only stream)
<b>DATE</b>	: Friday, 21 May 2021
<b>TIME</b>	: 12 noon
<b>PRESENT</b>	: As per Attendance List maintained by the Company.
<b>IN ATTENDANCE</b>	: As per Attendance List maintained by the Company.
<b>CHAIRMAN OF THE MEETING</b>	: Mr Leung Kwok Kuen Jacob

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**CHAIRMAN OF THE MEETING**

As the Chairman of the Board and the Directors of the Company had declined to chair the meeting, Mr Leung Kwok Kuen Jacob, had been nominated by a member of the Company to be Chairman of the Meeting, in accordance with the Company’s Constitution.

**QUORUM**

The Chairman of the Meeting welcomed shareholders to the meeting and informed that:

- (i) Due to the current COVID-19 advisories issued by the relevant authorities in Singapore and the related safe distancing measures in Singapore, the meeting was held by way of electronic means.
- (ii) Shareholders’ attendance at the meeting including those attending remotely via live audio-visual webcast or audio-only stream had been verified by the share registrar. Accordingly, the Chairman of the Meeting acknowledged the attendance of these shareholders as present by electronic means.

The Chairman of the Meeting handed over to Mr Leif Chan to assist him to conduct the business of the meeting on his behalf.

Mr Leif Chan informed the meeting that there being a quorum, the Chairman of the Meeting had called the meeting to order. Mr Leif Chan proceeded to deal with the business of the meeting.

**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 Regulation 79 of the Company's Constitution, the resolutions put to vote at the meeting shall be decided on a poll.
- (b) As members of the Company (whether individual or corporate) were required to appoint the Chairman of the Meeting as their proxy to vote on their behalf at the meeting, the resolutions put to vote at the meeting shall be deemed to be proposed and seconded.
- (c) Boardroom Corporate & Advisory Services Pte. Ltd. had been appointed as the Polling Agent and Virtus Assure Pte. Ltd. had been appointed as the Scrutineers.
- (d) Proxy forms received from members of the Company had been verified by the Scrutineers and found to be in order. Votes had been counted and verified by the Scrutineers.

## **QUESTIONS FROM SHAREHOLDERS**

Members of the Company had been given the opportunity to submit comments, queries and/or questions related to the resolutions put to vote at the meeting. The deadline for submission of such comments, queries and/or questions was 6:00 pm on Friday, 14 May 2021. No comments, queries and/or questions related to the resolutions put to vote at the meeting were received from members of the Company as at 6:00 pm on Friday, 14 May 2021.

## **RESOLUTIONS PROPOSED AND SECONDED AND RESULTS OF POLL:**

### **Ordinary Resolution 1: The appointment of Leung Kwok Kuen Jacob as a Director of the Company**

Ordinary Resolution 1 was passed by a majority vote, as there were 231,610,300 votes voting for the motion representing approximately 72.86% of the total number of votes cast for the motion and 86,286,580 votes voting against the motion representing approximately 27.14% of the total number of votes cast for the motion.

It was RESOLVED -

"That:

- (a) The appointment of Leung Kwok Kuen Jacob as a Director of the Company effective immediately upon conclusion of the EGM be and is hereby approved.
- (b) Leung Kwok Kuen Jacob will, upon appointment as a Director of the Company, be designated as the Independent Non-Executive Chairman, an Independent Non-Executive Director, the Chairman of the Nominating Committee, the Chairman of the Remuneration Committee, and a member of the Audit Committee."

**Ordinary Resolution 2: The appointment of Christian Kwok-Leun Yau Heilesen as a Director of the Company**

There were 231,610,300 votes voting for the motion representing approximately 72.86% of the total number of votes cast for the motion and 86,286,580 votes voting against the motion representing approximately 27.14% of the total number of votes cast for the motion.

Accordingly, Ordinary Resolution 2 was passed by a majority vote, and it was RESOLVED -

“That:

- (a) The appointment of Christian Kwok-Leun Yau Heilesen as a Director of the Company effective immediately upon conclusion of the EGM be and is hereby approved.
- (b) Christian Kwok-Leun Yau Heilesen will, upon appointment as a Director of Ntegrator International Ltd., be designated as an Executive Director.”

**Ordinary Resolution 3: The appointment of Leung Yu Tung Stanley as a Director of the Company**

Ordinary Resolution 3 was passed by a majority vote, as there were 231,610,300 votes voting for the motion representing approximately 72.86% of the total number of votes cast for the motion and 86,286,580 votes voting against the motion representing approximately 27.14% of the total number of votes cast for the motion.

It was RESOLVED -

“That:

- (a) The appointment of Leung Yu Tung Stanley as a Director of the Company effective immediately upon conclusion of the EGM be and is hereby approved.
- (b) Leung Yu Tung Stanley will, upon appointment as a Director of the Company, be designated as an Independent Non-Executive Director, the Chairman of the Audit Committee, a member of the Nominating Committee, and a member of the Remuneration Committee.”

**Ordinary Resolution 4: The appointment of Zhou Jia Lin as a Director of the Company**

There were 231,610,300 votes voting for the motion representing approximately 72.86% of the total number of votes cast for the motion and 86,286,580 votes voting against the motion representing approximately 27.14% of the total number of votes cast for the motion.

Accordingly, Ordinary Resolution 4 was passed by a majority vote, and it was RESOLVED -

“That:

- (a) The appointment of Zhou Jia Lin as a Director of the Company effective immediately upon conclusion of the EGM be and is hereby approved.
- (b) Zhou Jia Lin will, upon appointment as a Director of the Company be designated as an Independent Non-Executive Director, a member of the Audit Committee, a member of the Nominating Committee, and a member of the Remuneration Committee.”

**Ordinary Resolution 5: The appointment of Eunice Veon Koh Pei Lee as a Director of the Company**

As announced by the Company on 20 May 2021, Ms Eunice Veon Koh Pei Lee had withdrawn her consent to act as a Director of the Company. Accordingly, Ordinary Resolution 5 to approve the appointment of Ms Eunice Veon Koh Pei Lee as a Director of the Company was withdrawn and was not tabled at the meeting.

**Ordinary Resolution 6: The removal of Han Meng Siew as a Director of the Company**

There were 231,610,300 votes voting for the motion representing approximately 72.86% of the total number of votes cast for the motion and 86,286,580 votes voting against the motion representing approximately 27.14% of the total number of votes cast for the motion.

Accordingly, Ordinary Resolution 6 was passed by a majority vote, and it was RESOLVED -

“That the removal of Han Meng Siew as a Director of the Company effective immediately upon conclusion of the EGM be and is hereby approved.”

**Ordinary Resolution 7: The removal of Charles George St. John Reed as a Director of the Company**

Ordinary Resolution 7 was passed by a majority vote, as there were 231,610,300 votes voting for the motion representing approximately 72.86% of the total number of votes cast for the motion and 86,286,580 votes voting against the motion representing approximately 27.14% of the total number of votes cast for the motion.

It was RESOLVED -

“That the removal of Charles George St. John Reed as a Director of the Company effective immediately upon conclusion of the EGM be and is hereby approved.”

**Ordinary Resolution 8: The authority to allot and issue new Shares and/or Instruments**

It was noted that the passing of Ordinary Resolution 8 relating to the authority to allot and issue new Shares and/or Instruments was contingent upon the passing of a majority of Ordinary Resolutions 1, 2, 3, 4 and 5 as set out in the Notice of the meeting dated 6 May 2021.

Each of Ordinary Resolutions 1, 2, 3 and 4 tabled at the meeting had been passed by a majority vote.

For Ordinary Resolution 8, there were 231,610,300 votes voting for the motion representing approximately 72.86% of the total number of votes cast for the motion and 86,286,580 votes voting against the motion representing approximately 27.14% of the total number of votes cast for the motion. Accordingly, Ordinary Resolution 8 was passed by a majority vote, and it was RESOLVED -

“That, contingent upon the passing of a majority of Ordinary Resolutions 1, 2, 3, 4 and 5, pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Catalist Rule 806, authority be and is hereby given to Directors of the Company to:

- (a) (i) allot and issue new shares in the capital of 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 new Shares to be allotted and issued, including but not limited to the creation, allotment and issue of (as well as adjustments to) options, 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 that the authority conferred by this Resolution may have ceased to be in force, allot and issue new Shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution is in force,

provided that:

- (1) the aggregate number of new Shares to be allotted and issued pursuant to this Resolution (including new Shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to this Resolution) does not exceed 100% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) calculated in accordance with sub-paragraph (2) below, of which the aggregate number of new Shares to be allotted and issued other than on a *pro rata* basis to existing shareholders of the Company (including new Shares to be allotted and issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) calculated in accordance with sub-paragraph (2) below;
- (2) subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), for the purpose of determining the aggregate number of new Shares that may be allotted and issued under sub-paragraph (1) above, the percentage of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed after adjusting for:
  - (i) new Shares arising from the conversion or exercise of any Instruments or any convertible securities;
  - (ii) new Shares arising from exercising of share options or vesting of share awards, providing that the share options or the share awards were granted in compliance with Part VIII of Chapter 8 of the SGX-ST Listing Manual Section: Rules of Catalyst (the “**Catalist Rules**”); and
  - (iii) any subsequent bonus issue, consolidation or sub-division of Shares.

Adjustments in accordance with sub-paragraphs (i) and (ii) above are only to be made in respect of new Shares arising from Instruments, convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalyst Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company for the time being; and

- (4) unless revoked or varied by the Company in a general meeting, the authority conferred by this Resolution 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 the earlier.”

#### **ANY OTHER ORDINARY BUSINESS**

No notice of any other ordinary business had been received by the Secretary.

Mr Leif Chan handed the conduct of the meeting back to the Chairman of the Meeting.

#### **CONCLUSION**

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

Confirmed as True Record of Proceedings Held

*[Signed]*

Leung Kwok Kuen Jacob  
Chairman of the Meeting