

- (1) THE PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**
 - (2) THE PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY**
 - (3) THE PROPOSED NTEGRATOR PERFORMANCE SHARE PLAN**
 - (4) THE PROPOSED SHARE BUYBACK MANDATE**
 - (5) THE PROPOSED NTEGRATOR SCRIP DIVIDEND SCHEME**
 - (6) THE PROPOSED NEW SHARE ISSUE MANDATE**
 - (7) THE PROPOSED INCREASE IN DISCOUNT LIMIT FOR PLACEMENT EXERCISE**
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1. INTRODUCTION

The board of directors (the “**Directors**”) of Ntegrator International Ltd. (the “**Company**”) wishes to announce that the Company is proposing to undertake the following corporate actions:

- (1) The proposed amendments to the memorandum of association of the Company;
- (2) The proposed adoption of new articles of association of the Company;
- (3) The proposed Ntegrator performance share plan (the “**Plan**”);
- (4) The proposed share buyback mandate;
- (5) The proposed Ntegrator scrip dividend scheme;
- (6) The proposed new share issue mandate; and
- (7) The proposed increase in discount limit for placement exercise

(collectively the “**Corporate Actions**”)

2. LISTING AND QUOTATION NOTICE

In relation to the Plan, the Directors is pleased to announce that the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) had on 28 December 2009 issued the listing and quotation notice (the “**L&Q Notice**”) in respect of the listing and quotation of new shares of the Company (the “**PSP Shares**”) subject to the approval from the Shareholders of the Company, for the Plan at the extraordinary general meeting (“**EGM**”) to be convened at a later date.

The L&Q Notice from SGX-ST is not to be taken as an indication of the merits of the Plan, the PSP Shares, the Company, its subsidiaries and their securities.

3. General

The proposed Corporate Actions are subject to the approval of shareholders of the Company and where applicable, all Directors, employees of the Group and any persons who are eligible to participate in the Plan shall abstain from voting at the EGM on the resolution (to be set out in the circular and the relevant notice to Shareholder), in relation to the Plan and in addition, the Company will *inter-alia* procure persons who are so eligible to participate in the Plan to abstain from voting on the said resolution at the EGM of which the EGM date will be announced in due course.

Jimmy Chang Joo Whut
Managing Director & Executive Director

Ntegrator International Ltd.
7 January 2010

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, 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.

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