



NTEGRATOR INTERNATIONAL LTD.

(Company Registration No: 199904281D)
(Incorporated in the Republic of Singapore)
(the "Company")

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (the "EGM") of the Company will be held at 4 Leng Kee Road #06-04 SIS Building Singapore 159088 on 12 February 2010 at 11 a.m. for the purpose of considering and, if thought fit, passing the following resolutions (the "Resolutions"):

SPECIAL RESOLUTION 1: THE PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

THAT the Memorandum of Association of the Company be and is hereby amended in the manner and to the extent as set out in Appendix II to the circular dated 20 January 2010 (the "Circular").

SPECIAL RESOLUTION 2: THE PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY

THAT the new Articles of Association of the Company as set out in Appendix IV of the Circular, be and are hereby approved.

ORDINARY RESOLUTION 1: THE PROPOSED NTEGRATOR PERFORMANCE SHARE PLAN

THAT:

- (a) the performance share plan to be known as the "NTEGRATOR Performance Share Plan" ("Plan") particulars of which are set out in the Circular, under which awards ("Awards") of ordinary shares in the issued capital of the Company ("Shares") will be granted, free of charge, to selected employees of the Company and its subsidiaries (the "Group"), be and is hereby approved.
- (b) the board of directors of the Company be and is hereby authorised:
 - (i) to establish and administer the Plan;
 - (ii) to modify and/or amend the Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Plan and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Plan;
 - (iii) to grant Awards in accordance with the provisions of the Plan and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued pursuant to the vesting of Awards provided that the aggregate number of Shares to be issued or issuable pursuant to the Plan and any other share based schemes of the Company, subject to the passing of this ordinary Resolution 1, and the Plan, shall not exceed fifteen per cent. (15%) of the issued Shares of the Company (excluding any shares held in treasury) from time to time;
 - (iv) subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any shares held in treasury) towards the satisfaction of Awards granted under the Plan; and
 - (v) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this Resolution.

ORDINARY RESOLUTION 2: THE PROPOSED SHARE BUY BACK MANDATE

THAT:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 (the "Companies Act"), the exercise by the directors of the Company of all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price or prices as may be determined by the directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) market purchases (each a "On-Market Purchase") on the Catalist (a market regulated by the Singapore Exchange Securities Trading Limited ("SGX-ST"), formerly known as the SGX-ST Dealing and Automated Quotation System) ("Catalist"), through the SGX-ST's Central Limit Order Book trading system transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (ii) off-market purchases (each an "Off-Market Purchase") effected otherwise than on the Catalist in accordance with any equal access scheme as may be determined or formulated by the directors of the Company as they consider fit, such scheme shall satisfy all the conditions prescribed by the Companies Act, and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Buy Back Mandate");
- (b) unless varied or revoked by an ordinary resolution of shareholders of the Company in general meeting, the authority conferred on the directors of the Company pursuant to the Share Buy Back Mandate may be exercised by the directors of the Company at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of
 - (i) the date on which the next annual general meeting of the Company is held or required by law to be held; or
 - (ii) the date on which the authority contained in the Share Buy Back Mandate is varied or revoked by an ordinary resolution of shareholders of the Company in general meeting;
- (c) in this Resolution:

"Prescribed Limit" means ten per cent. (10%) of the issued ordinary Shares of the Company as at the date of the last annual general meeting or as at the date of the passing of this Resolution (whichever is the higher); and "Maximum Price" in relation to a Share to be purchased, means an amount (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

(i) in the case of an On-Market Purchase:	105% of the Average Closing Price; and
(ii) in the case of an Off-Market Purchase:	120% of the Highest Last Deal Price,

where:

"Average Closing Price" is the average of the closing market prices of a Share over the last five market days on Catalist, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after such five day market period;

"Highest Last Deal Price" is the average of the closing market prices of a Share over the last five market days on Catalist, on which transactions in the Shares were recorded, preceding the day of the making of the offer pursuant to the Off-Market Purchase; and

"day of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

the directors of the Company, be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

ORDINARY RESOLUTION 3: THE PROPOSED NTEGRATOR SCRIP DIVIDEND SCHEME

THAT subject to and contingent upon the passing of the special Resolution 2 above:

- (a) the scrip dividend scheme to be known as the NTEGRATOR Scrip Dividend Scheme (the "Scrip Dividend Scheme"), under which the directors may, whenever the directors or the Company in general meeting have resolved that a dividend (including an interim, final, special or other dividend) be paid or declared on the Shares, resolve that Shareholders entitled to such dividend may elect to receive an allotment of Shares credited as fully paid in lieu of cash in respect of the whole or any part of the dividend (further particulars of which are set out in the Circular in respect of the proposed Scrip Dividend Scheme), be and is hereby approved; and
- (b) the directors be and are hereby authorised:
 - (i) to establish and administer the Scrip Dividend Scheme;
 - (ii) to modify and/or alter the Scrip Dividend Scheme from time to time and to do all such acts and things and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the Scrip Dividend Scheme;
 - (iii) for the purposes of, in connection with or where contemplated by the Scrip Dividend Scheme, to:
 - (A) (I) allot and issue from time to time Shares in the capital of the Company; and/or
 - (II) make or grant offers, agreements or options that might or would require Shares in the capital of the Company to be issued during the continuance of this authority or thereafter,at any time and upon such terms and conditions and to or with such persons as the Directors of the Company may, in their absolute discretion, deem fit; and
 - (B) issue Shares in the capital of the Company in pursuance of any offer, agreement or option made or granted by the directors of the Company while such authority was in force (notwithstanding that such issue of such Shares pursuant to the offer, agreement or option may occur after the expiration of the authority contained in this Resolution); and
- (iv) to complete and do all acts and things (including executing such documents as may be required in connection with the Scrip Dividend Scheme) as they may consider desirable, necessary or expedient to give full effect to this Resolution and the Scrip Dividend Scheme.

SPECIAL RESOLUTION 3: THE PROPOSED NEW SHARE ISSUE MANDATE TO ALLOT AND ISSUE SHARES OF UP TO 100% OF THE TOTAL NUMBER OF ISSUED SHARES ON A PRO-RATA AND NON-PRO RATA BASIS

THAT authority be and is hereby given to the directors of the Company to:-

- (a)
 - (i) issue Shares each 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
- (b) issue Shares (including in pursuance of any Instrument made or granted by the directors of the Company while this special Resolution 3 was in force), provided that:-
 - (i) the aggregate number of Shares to be issued pursuant to this special Resolution 3 (including Shares to be issued in pursuance of Instruments made or granted pursuant to this special Resolution 3) does not exceed hundred per cent. (100%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), whether on a *pro-rata* or non *pro-rata* basis; and
 - (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of issued Shares (excluding treasury shares) shall be based on the number of issued Shares (excluding treasury shares) in the capital of the Company at the time this special Resolution 3 is passed, after adjusting for:-
 - (A) new Shares arising from the conversion or exercise of any convertible securities or Share options or vesting of Share awards which are outstanding or subsisting at the time this special Resolution 3 is passed; and
 - (B) any subsequent bonus issue, consolidation or sub-division of Shares;
 - (iii) in exercising the authority conferred by this special Resolution 3, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of Section B: Rules of Catalist of the Listing Manual of the SGX-ST (the "Catalist Rules") for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act Cap. 50 and otherwise, and the Articles of Association of the Company; and
 - (iv) (unless revoked or varied by the Company in general meeting) the authority conferred by this special Resolution 3 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.

ORDINARY RESOLUTION 4: THE PROPOSED NEW SHARE ISSUE MANDATE TO ALLOT AND ISSUE SHARES OF UP TO 100% OF THE TOTAL NUMBER OF ISSUED SHARES ON A PRO-RATA AND UP TO 50% OF THE TOTAL NUMBER OF ISSUE SHARES OTHER THAN ON A PRO-RATA BASIS

In the event that special Resolution 3 is not approved by shareholders of the Company, to consider and, if thought fit, to pass the following as an ordinary resolution, with or without modifications:-

THAT authority be and is hereby given to the directors of the Company to:-

- (a)
 - (i) issue Shares whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant 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
- (b) issue Shares (including in pursuance of any Instrument made or granted by the directors of the Company while this ordinary Resolution 4 was in force), provided that:-
 - (i) the aggregate number of Shares to be issued pursuant to this ordinary Resolution 4 (including Shares to be issued in pursuance of Instruments made or granted pursuant to this ordinary Resolution 4) does not exceed hundred per cent. (100%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a *pro-rata* basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this ordinary Resolution 4) does not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below); and
 - (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of issued Shares (excluding treasury shares) shall be based on the number of issued Shares (excluding treasury shares) in the capital of the Company at the time this ordinary Resolution 4 is passed, after adjusting for:-
 - (A) new Shares arising from the conversion or exercise of any convertible securities or Share options or vesting of Share awards which are outstanding or subsisting at the time this Resolution 7 is passed; and
 - (B) any subsequent bonus issue, consolidation or sub-division of Shares;
 - (iii) in exercising the authority conferred by this ordinary Resolution 4, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act Cap. 50 and the Articles of Association of the Company; and
 - (iv) (unless revoked or varied by the Company in general meeting) the authority conferred by this ordinary Resolution 4 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.

ORDINARY RESOLUTION 5: THE PROPOSED INCREASE IN DISCOUNT LIMIT FOR PLACEMENT EXERCISE

THAT authority be and is hereby given to the directors of the Company to issue Shares other than on a *pro-rata* basis to shareholders of the Company, at a discount (as the Directors may in their absolute discretion deem fit) to the weighted average price of the Shares for trades done on the Catalist for the full market day on which the placement or subscription agreement is signed (or if not available, the weighted average price based on the trades done on the preceding market day), exceeding ten per cent. (10%) but not more than twenty per cent. (20%), 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, provided that:-

- (a) in exercising the authority conferred by this ordinary Resolution 5, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, Cap. 50; and
- (b) (unless revoked or varied by the Company in general meeting) the authority conferred by this ordinary Resolution 5 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.

By Order of the Board

Kenneth Sw Chan Kit
Company Secretary
20 January 2010

Notes:

- (1) Terms and expressions not defined herein shall have the same meanings ascribed to them in the Circular.
- (2) Every Shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or two proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
- (3) The instrument appointing a proxy must be signed by the appointer or his attorney duly authorised in writing or, if the appointer is a body corporate, signed by an attorney duly authorised, or by an officer on behalf of the corporation, or the common seal must be affixed thereto.
- (4) 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 at least 48 hours before the time fixed for the Extraordinary General Meeting or any postponement or adjournment thereof.

This notice 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 notice has not been examined or approved by the Exchange and the Exchange 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.

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