

Circular Dated 24 July 2024

This Circular is important and requires your immediate attention. Please read it carefully.

If you are in doubt about its contents or the action that you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other independent professional adviser immediately.

If you have sold or transferred all your ordinary shares in the share capital of Ntegrator Holdings Limited (the “**Company**”), you should forward this Circular together with the attached Notice of Extraordinary General Meeting and Proxy Form immediately to the purchaser or the transferee or to the stockbroker, bank or agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

This Circular has been reviewed by the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “**Sponsor**”). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “**Exchange**”) and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Ms Ng Shi Qing, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.

NTEGRATOR

TODAY’S INTEGRATION, TOMORROW’S SOLUTION

Ntegrator Holdings Limited

(Incorporated in the Republic of Singapore)
(Company Registration Number 199904281D)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE REQUISITION FOR A MEETING OF THE SHAREHOLDERS PURSUANT TO SECTION 176 OF THE COMPANIES ACT 1967 OF SINGAPORE, FOR:

(1) THE REMOVAL OF MR. HAN MENG SIEW AS A DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EGM

Important Dates and Times:

Last date and time for lodgement of Proxy Form : Monday, 5 August 2024 at 3.00 p.m. (Singapore Time)

Date and time of Extraordinary General Meeting : Thursday, 8 August 2024 at 3.00 p.m. (Singapore Time)

Place of Extraordinary General Meeting : The Extraordinary General Meeting will be held at 4 Leng Kee Road #06-04, SIS Building Singapore 159088. Please refer to the notes to the Notice of Extraordinary General Meeting dated 24 July 2024 for further details

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DEFINITIONS

In this Circular, the following definitions apply throughout unless the context requires otherwise or unless otherwise stated:

| | | |
|----------------------------|---|-----------------------------------------------------------------------------------------------------------------------------------------|
| “Board” | : | The board of directors of the Company as at the date of this Circular or from time to time, as the case may be |
| “Catalist Rules” | : | The SGX-ST Listing Manual Section B: Rules of Catalist, as may be amended, supplemented or modified from time to time |
| “Catalist” | : | The sponsor-supervised listing platform of the SGX-ST |
| “CDP” | : | The Central Depository (Pte) Limited |
| “Circular” | : | This circular to Shareholders dated 24 July 2024 in relation to the Proposed Removal |
| “Companies Act” | : | The Companies Act 1967 of Singapore, as may be amended, supplemented or modified from time to time |
| “Company” | : | Ntegrator Holdings Limited |
| “Constitution” | : | The constitution of the Company, as may be amended, supplemented or modified from time to time |
| “Director” | : | A director of the Company as at the date of this Circular or from time to time, as the case may be |
| “EGM” | : | The extraordinary general meeting of the Company to be convened and held, notice of which is set out on page N-1 of this Circular |
| “Latest Practicable Date” | : | 23 July 2024, being the latest practicable date prior to the issue of this Circular |
| “Notice of EGM” | : | The notice of EGM which is set out on page N-1 of this Circular |
| “Ordinary Resolution” | : | The ordinary resolution as set out in the Notice of EGM |
| “Proposed Removal” | : | The proposed removal of Mr. Han Meng Siew as a Director of the Company |
| “Proxy Form” | : | The proxy form in respect of the EGM which is set out on page N-5 of this Circular |
| “S\$ and “Singapore cents” | : | Singapore dollars and cents respectively, the lawful currency of Singapore |
| “Securities Accounts” | : | The securities accounts maintained by Depositors with CDP, but not including the securities accounts maintained with a Depository Agent |
| “SFA” | : | The Securities and Futures Act 2001 of Singapore, as may be amended, supplemented or modified from time to time |
| “SGX-ST” | : | Singapore Exchange Securities Trading Limited |
| “SGXNET” | : | A broadcast network utilised by companies listed on the SGX-ST for the purposes of sending information (including announcements) |

DEFINITIONS

to the SGX-ST (or any other broadcast or system networks prescribed by the SGX-ST)

- “Shareholders” : The registered holders of Shares, except that where the registered holder is CDP, the term “Shareholders” in relation to Shares held by CDP shall mean the persons named as Depositors in the Depository Register maintained by CDP and to whose Securities Accounts such Shares are credited
- “Shares” : Ordinary shares in the share capital of the Company
- “Sponsor” : PrimePartners Corporate Finance Pte. Ltd.
- “Substantial Shareholder” : A person who has an interest or interests in one or more voting Shares in the Company and the total votes attached to that Share, or those Shares, is not less than 5% of the total votes attached to all the voting Shares in the Company
- “%” : Per centum or percentage

The terms “Depositor”, “Depository Agent” and “Depository Register” shall have the same meanings ascribed to them respectively in Section 81SF of the SFA.

The terms “associated company” and “subsidiary” shall have the same meanings ascribed to them in the Catalist Rules and the Companies Act, as the case may be.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word or term defined under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof and used in this Circular shall, where applicable, have the same meaning ascribed to it under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof, as the case may be, unless the context requires otherwise.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to “persons” shall, where applicable, include corporations.

Any reference to a time of day or date in this Circular shall be a reference to Singapore time and dates, unless otherwise stated.

Any discrepancies in the figures in this Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

LETTER TO SHAREHOLDERS

NTEGRATOR

TODAY'S INTEGRATION, TOMORROW'S SOLUTION

Ntegrator Holdings Limited

(Incorporated in the Republic of Singapore)
(Company Registration Number 199904281D)

Board of Directors:

| | |
|-----------------------|--------------------------------------|
| Chay Yiowmin | (Independent Non-Executive Chairman) |
| Leung Kwok Kuen Jacob | (Independent Non-Executive Director) |
| Leung Yu Tung Stanley | (Independent Non-Executive Director) |
| Zhou Jia Lin | (Independent Non-Executive Director) |
| Tao Yeoh Chi | (Independent Non-Executive Director) |
| Han Meng Siew | (Executive Director) |
| Tam Ki Ying | (Executive Director) |

Registered Office:

4 Leng Kee Road
#06-04 SIS Building
Singapore 159088

24 July 2024

To: The Shareholders of Ntegrator Holdings Limited

Dear Sir/Madam,

THE REQUISITION FOR A MEETING OF THE SHAREHOLDERS PURSUANT TO SECTION 176 OF THE COMPANIES ACT 1967 OF SINGAPORE, FOR THE PROPOSED REMOVAL OF MR. HAN MENG SIEW AS A DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EGM

1. INTRODUCTION

1.1 Timeline of Events leading up to the convening of the EGM

On 19 June 2024, the Company announced that it had on 15 June 2024 received an email enclosing a signed letter from Ms. Zheng Zeli (the "**Requisitioning Shareholder**") dated 11 June 2024. As stated in the announcement, the Company did not receive an original copy of the signed letter and the Company's Board of Directors (the "**Board**") was only made aware of the signed letter on 19 June 2024.

The original copy of the signed letter, with MIB Securities (Hong Kong) Limited's and Maybank Securities Pte. Ltd.'s signatures affixed (the "**Requisition Letter**"), was only received by the Company at its registered address on 1 July 2024, as announced by the Company on the same day. A copy of the Requisition Letter is enclosed in this Circular as **Appendix A**.

In the Requisition Letter, the Requisitioning Shareholder requested for the Company to convene an EGM for the Proposed Removal, pursuant to Section 176 of the Companies Act. The Requisitioning Shareholder holds 68,033,333 shares in the share capital of the Company as of 11 June 2024, being the date of the Requisition Letter, representing approximately 12.77% of the issued share capital of the Company, through the Requisitioning Shareholder's custodian, MIB Securities (Hong Kong) Limited.

On 1 July 2024, the Company subsequently announced that it has decided to convene an EGM further to the Requisitioning Shareholder's request in the Requisition Letter to, *inter alia*, vote on the resolution as set out in the Requisition Letter.

LETTER TO SHAREHOLDERS

1.2 Circular

The purpose of this Circular is to provide Shareholders with relevant information relating to the Ordinary Resolution to be tabled at the EGM and for the benefit of Shareholders so that Shareholders can make an informed decision relating to the Ordinary Resolution at the EGM. Shareholders' approval will be sought at the EGM to be convened and held, notice of which is set out on page N-1 of this Circular.

1.3 Legal Adviser

Shook Lin & Bok LLP has been appointed as the legal adviser to the Company as to Singapore law in relation to the preparation of this Circular. For avoidance of doubt, Shook Lin & Bok LLP has not been appointed by the Company to advise on the Requisition Letter.

2. THE REQUISITION

2.1 Introduction

As announced on 19 June 2024 and 1 July 2024, the Requisitioning Shareholder had through the Requisition Letter requisitioned the Board to convene the EGM pursuant to Section 176 of the Companies Act to consider the following ordinary resolution set out in the EGM:

- (a) the removal of Mr. Han Meng Siew as a Director of the Company with effect from the date of the EGM.

2.2 Rationale

No rationale for the Proposed Removal was provided by the Requisitioning Shareholder. Nevertheless, pursuant to Section 176 of the Companies Act, it is the right of Shareholders to requisition an EGM of the Company and the Board is convening the EGM in accordance with that right.

2.3 Board's Views on the Requisition

As no rationale for the Proposed Removal was provided by the Requisitioning Shareholder in the Requisition Letter, and no further information had been provided by the Requisitioning Shareholder subsequent to the Company's receipt of the Requisition Letter, the Board is not in a position to comment on the Requisition Letter and/or the Proposed Removal.

Nevertheless, the Board recognises that it is the right of Shareholders to requisition an EGM of the Company under Section 176 of the Companies Act, regardless of whether a rationale for the requisition has been provided. The Board has therefore convened the EGM in accordance with the Requisitioning Shareholder's right.

3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of the Directors and the Substantial Shareholders in the Shares as at the Latest Practicable Date are set out below:

LETTER TO SHAREHOLDERS

| | Direct Interest | | Deemed interest | | Total interest | |
|--------------------------------------------------------|------------------|------------------|------------------|------------------|------------------|------------------|
| | Number of Shares | % ⁽¹⁾ | Number of Shares | % ⁽¹⁾ | Number of Shares | % ⁽¹⁾ |
| Directors | | | | | | |
| Leung Kwok Kuen Jacob | - | - | - | - | - | - |
| Chay Yiowmin | - | - | - | - | - | - |
| Leung Yu Tung Stanley | - | - | - | - | - | - |
| Zhou Jia Lin | - | - | - | - | - | - |
| Tao Yeoh Chi | - | - | - | - | - | - |
| Han Meng Siew ⁽²⁾ | 3,796,880 | 0.71 | 5,497,000 | 1.03 | 9,293,880 | 1.74 |
| Tam Ki Ying | 1,000 | 0.00 | - | - | 1,000 | 0.00 |
| Substantial Shareholders (other than Directors) | | | | | | |
| Mission Well Limited | 29,123,465 | 5.47 | - | - | 29,123,465 | 5.47 |
| Fuka Meito International Limited ⁽³⁾ | - | - | 29,123,465 | 5.47 | 29,123,465 | 5.47 |
| Pan Jiye ⁽⁴⁾ | - | - | 38,498,034 | 7.23 | 38,498,034 | 7.23 |
| Zheng Zeli | - | - | 68,033,333 | 12.77 | 68,033,333 | 12.77 |

Notes:

- (1) Based on 532,769,043 Shares in the issued and paid-up share capital of the Company, excluding 83,666 treasury shares and nil subsidiary holdings, as at the Latest Practicable Date.
- (2) Mr. Han Meng Siew holds 3,796,880 Shares and is deemed to have an interest in 5,497,000 Shares held by his spouse, Mdm Goh Siok Kuan.
- (3) Fuka Meito International Limited is a shareholder of Mission Well Limited and is deemed interested in the 29,123,465 Shares held by Mission Well Limited.
- (4) Pan Jiye is sole shareholder and director of Industrial Electronics Pte Ltd, and is deemed interested in the 10,516,666 Shares held by Industrial Electronics Pte Ltd. In addition, Pan Jiye is a shareholder of Mission Well Limited and is deemed interested in the 27,981,368 Shares held by Mission Well Limited.

None of the Directors and the Substantial Shareholders have any interest, direct or indirect, in the Proposed Removal other than through their respective shareholdings in the Company, if any.

4. NO ABSTENTION FROM VOTING

Mr. Han Meng Siew, being the subject matter of the Ordinary Resolution and having an aggregate interest in 3,796,880 Shares representing approximately 0.71% of the total issued Shares as at the Latest Practicable Date, is entitled to vote on the Ordinary Resolution pertaining to his removal as a Director of the Company, as set out in the Notice of EGM.

5. DIRECTORS' RECOMMENDATION

The EGM has been convened by the Company on the requisition of the Requisitioning Shareholder pursuant to Section 176 of the Companies Act. The Directors urge the Shareholders to carefully consider this Circular, and to cast their votes in the best interests of the Company and the Shareholders.

LETTER TO SHAREHOLDERS

6. DIRECTORS' RESPONSIBILITY STATEMENT

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

7. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on page N-1 of this Circular, will be held physically on the date, location and at the time as set out in the Notice of EGM for the purpose of considering and if thought fit, passing, with or without any modification, the Ordinary Resolution relating to the Proposed Removal as set out in the Notice of EGM.

8. ACTION TO BE TAKEN BY SHAREHOLDERS

8.1 Date, Time and Conduct of EGM

The EGM will be held at 4 Leng Kee Road #06-04, SIS Building Singapore 159088 on Thursday, 8 August 2024 at 3.00 p.m. (Singapore Time) for the purpose of considering and if thought fit, passing with or without any modification, the Ordinary Resolution relating to the Proposed Removal.

8.2 Notice of EGM, Circular and Proxy Form

Printed copies of this Circular will not be sent to Shareholders. Shareholders may request for printed copies of this Circular by completing and returning the request form (sent to them by post together with printed copies of the Notice of EGM and the accompanying Proxy Form) no later than 1 August 2024. The Notice of EGM, this Circular and the Proxy Form may also be accessed at the Company's website at the URL <https://www.ntegrator.com/announcements> and are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.

8.3 Attendance at the EGM

There will be no option for Shareholders to participate virtually at the EGM. A Shareholder (whether individual or corporate) must vote live at the EGM or must appoint proxy(ies) (including the Chairman of the EGM) to attend, submit question(s) and vote on his/her/its behalf at the EGM in accordance with the instructions on the Proxy Form if such Shareholder wishes to exercise his/her/its voting rights at the EGM. The Proxy Form may be accessed under the Investor Relations webpage in the Company's website at the URL <https://www.ntegrator.com/announcements> and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.

LETTER TO SHAREHOLDERS

8.4 Key Dates and Times

| Dates and Times | Action to be taken by Members of the Company |
|--------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 5.00 p.m. (Singapore Time) on Monday, 29 July 2024 | <p>Deadline for CPF/ Supplementary Retirement Scheme (“SRS”) investors. CPF investors and SRS investors, including persons who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act), who wish to appoint the Chairman of the EGM as proxy to approach their respective CPF agent banks, SRS operators or relevant intermediaries to submit their votes and/or questions related to the resolution to be tabled for approval at the EGM.</p> |
| 3.00 p.m. (Singapore Time) on Thursday, 1 August 2024 | <p>Deadline for Shareholders to submit questions. Shareholders may submit questions related to the resolution to be tabled for approval at the EGM to the Chairman of the EGM in advance of the EGM in the following manner:</p> <p>(a) by email to the Company’s Share Registrar, KCK CorpServe Pte. Ltd., at nTEGRATOR-agm@kckcs.com.sg; or</p> <p>(b) by post to the Company’s Share Registrar, KCK CorpServe Pte. Ltd., at 1 Raffles Place, One Raffles Place (Tower 2) #04-63 Singapore 048616.</p> <p>Shareholders and (where applicable) duly appointed proxies and representatives will also be able to raise questions related to the resolutions to be tabled for approval at the EGM, during the EGM itself.</p> |
| 3.00 p.m. (Singapore Time) on Saturday, 3 August 2024 | <p>Addressing questions. All substantial and relevant questions submitted by Shareholders prior to the deadline of Thursday, 1 August 2024, 3.00 p.m. will be addressed by the Company at least 48 hours prior to the closing date and time for the lodgment of the Proxy Forms i.e., Monday, 5 August 2024, 3.00 p.m., and will be published on Company’s website at the URL https://www.nTEGRATOR.com/announcements and on SGXNET at the URL https://www.sgx.com/securities/company-announcements.</p> <p>Should there be subsequent clarification sought, or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions prior to the EGM through publication on SGXNET, or during the EGM.</p> |
| 3.00 p.m. (Singapore Time) on Monday, 5 August 2024 | <p>Submission of Proxy Forms. Deadline for members of the Company to submit the completed and signed Proxy Forms in the following manner:</p> <p>(a) by email to the Company’s Share Registrar, KCK CorpServe Pte. Ltd., at nTEGRATOR-agm@kckcs.com.sg; or</p> <p>(b) by post to the Company’s Share Registrar, KCK CorpServe Pte. Ltd., at 1 Raffles Place, One Raffles Place (Tower 2) #04-63 Singapore 048616.</p> <p>Members of the Company are strongly encouraged to submit the completed and signed Proxy Forms to the Company’s Share Registrar via email.</p> |
| 3.00 p.m. (Singapore Time) on Thursday, 8 August 2024 | <p>EGM. Shareholders and (where applicable) duly appointed proxies and representatives may participate at the EGM at 4 Leng Kee Road #06-04, SIS Building Singapore 159088. There will be no option for Shareholders to participate virtually.</p> |
| By Sunday, 8 September 2024 | <p>Minutes of EGM. The Company will publish the minutes of the EGM on the Company’s website at the URL https://www.nTEGRATOR.com/announcements and on SGXNET at the URL https://www.sgx.com/securities/company-announcements within one (1) month after the date of the EGM.</p> |

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company located at 4 Leng Kee Road, #06-04 SIS Building, Singapore 159088 during normal business hours for three (3) months from the date of this Circular:

- (a) the Constitution of the Company; and
- (b) the Requisition Letter.

LETTER TO SHAREHOLDERS

Yours faithfully,
For and on behalf of the Board of Directors of
Integrator Holdings Limited

Chay Yiwmin
Independent Non-Executive Chairman

APPENDIX A

REQUISITION LETTER

Date: 11 June 2024

The Board of Directors
NTEGRATOR Holdings Limited
4 Long Kee Road
#06-04 SIS Building
Singapore 159088

Dear Members of the Board,

Subject: Requisition of Extraordinary General Meeting

I, the undersigned, being shareholder of NTEGRATOR Holdings Limited ("the Company") holding not less than ten percent (10%) of the total number of paid-up shares as at the date of this requisition, pursuant to Section 176 of the Companies Act (Cap. 50) of Singapore, hereby requisition the Board of Directors to convene an Extraordinary General Meeting (EGM) of the Company to discuss and resolve the following matter:

Removal of Han Meng Siew from his Position: To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"THAT Mr. Han Meng Siew be and is hereby removed from his position as Executive Director of the Company with immediate effect."

Enclosed with this letter are the relevant supporting documents pertaining to the proposed resolution.

As stipulated under Section 176 of the Companies Act, the Board of Directors is required to convene an EGM within two months from the date of receipt of this requisition. Should the Board fail to convene the meeting within the prescribed period, we shall proceed to convene the meeting ourselves as provided under the Companies Act.

Please acknowledge receipt of this requisition letter and confirm the date, time, and venue of the proposed EGM at your earliest convenience.

Thank you for your prompt attention to this matter.

Yours faithfully,

Ms. Zheng Zell

Number of Shares Held: 68,033,333 shares, representing 12.77% issued share capital of NTEGRATOR Holdings Limited, under my custodian MIB Securities (HK) Ltd. A/C Clients ODP#2211-0389-3783,

For and on behalf of
MIB Securities (Hong Kong) Limited

Agreed by MIB Securities (Hong Kong) Limited

Authorized Signatures)

Custodian Acknowledgement:

We, Maybank Securities Pte Ltd, hereby confirm that we act as a custodian for MIB Securities (Hong Kong) Limited A/C Client in respect of 68,033,360 shares of NTEGRATOR Holdings Limited, held in CDP sub Account 2211-0389-3783

MAYBANK SECURITIES PTE. LTD.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NTEGRATOR

TODAY'S INTEGRATION, TOMORROW'S SOLUTION

Ntegrator Holdings Limited

(Incorporated in the Republic of Singapore)
(Company Registration Number 199904281D)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Ntegrator Holdings Limited (the “**Company**”) will be held at 4 Leng Kee Road #06-04, SIS Building Singapore 159088 on Thursday, 8 August 2024 at 3.00 p.m. (Singapore Time) for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolution:

All capitalised terms used in this notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 24 July 2024 in relation to the Proposed Removal.

Ordinary Resolution: The Proposed Removal of Mr. Han Meng Siew as a Director of the Company

THAT Mr. Han Meng Siew be and is hereby removed from his position as a Director of the Company with effect from the date of the EGM.

By Order of the Board of Directors of
Ntegrator Holdings Limited

Chay Yiowmin
Independent Non-Executive Chairman

24 July 2024

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The Extraordinary General Meeting (“EGM”) will be held at 4 Leng Kee Road #06-04, SIS Building Singapore 159088, at 3.00 p.m. on Thursday, 8 August 2024. **There will be no option for Shareholders to participate virtually.**
2. **Printed copies of the Circular will not be sent to Shareholders. Shareholders may request for printed copies of the Circular by completing and returning the request form (sent to them by post together with printed copies of this Notice of EGM and the accompanying Proxy Form) no later than 1 August 2024.** In addition, the Circular, this Notice of EGM, the Proxy Form and the request form may also be accessed at the Company’s website at the URL <https://www.ntegrator.com/announcements> and are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
3. Arrangements relating to the submission of comments, queries and/or questions to the Chairman of the EGM in advance of and at the EGM of the Company, addressing of substantial and relevant comments, queries and/or questions prior to the EGM and during the EGM, and voting physically or appointing proxy(ies) (including the Chairman of the EGM) to vote at the EGM of the Company, are set out in this Notice of EGM.
4. **Submission of Questions**

Submission of Questions in advance of EGM: Shareholders may submit questions relating to the resolution tabled for approval at the EGM, together with their full name (as per CDP/CPF/SRS/Script-based records), identification number (e.g. NRIC/Passport/Company Registration Number), shareholding type (e.g. CDP/CPF/ SRS/Script-based), email address and contact number to enable the Company (or its agents or service providers) to authenticate their status as members of the Company, in the following manner:

- (a) by email to the Company’s Share Registrar, KCK CorpServe Pte. Ltd., at ntegrator-agm@kckcs.com.sg; or
- (b) by post to the Company’s Share Registrar, KCK CorpServe Pte. Ltd., at 1 Raffles Place, One Raffles Place (Tower 2) #04-63 Singapore 048616,

in either case, by **3.00 p.m. (Singapore Time) on Thursday, 1 August 2024**. The Company will address all substantial and relevant questions (determined by the Company in its sole discretion) received by **3.00 p.m. (Singapore Time) on Saturday, 3 August 2024** (that is, at least 48 hours prior to the closing date and time for the lodgement of the Proxy Forms). Should there be subsequent clarification sought, or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions prior to the EGM through publication on SGXNET, or at the EGM.

Submission of Questions during the EGM: Shareholders and, where applicable, appointed proxies, may also ask the Chairman of the EGM questions related to the resolution to be tabled for approval at the EGM, during the EGM. The Company will address all substantial and relevant questions (determined by the Company in its sole discretion) received from Shareholders (or appointed proxies, if applicable) of the Company, during the EGM.

5. **Voting**

Shareholders (whether individual or corporate) may vote at the EGM by themselves or may appoint proxy(ies) (including the Chairman of the EGM) to attend, speak and vote on his/her/its behalf at the EGM in accordance with the instructions on the Proxy Form if such Shareholder wishes to exercise his/her/its voting rights at the EGM. A proxy need not be a Shareholder of the Company.

A Shareholder:

- (a) who is not a relevant intermediary may appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such Shareholder’s Proxy Form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form. Where a Shareholder appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy; and
- (b) who is a relevant intermediary may appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Shareholder. Where such Shareholder’s Proxy Form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form. Where a Shareholder appoints more than (2) proxies, the appointments shall be invalid unless the Shareholder specifies the number of Shares in relation to which each proxy has been appointed.

“relevant intermediary” shall have the same meaning ascribed to it in Section 181 of the Companies Act 1967.

Submission of Proxy Form: Proxy Forms must be submitted to the Company in the following manner:

- (a) by email to the Company’s Share Registrar, KCK CorpServe Pte. Ltd., at ntegrator-agm@kckcs.com.sg; or
- (b) by post to the Company’s Share Registrar, KCK CorpServe Pte. Ltd., at 1 Raffles Place, One Raffles Place (Tower 2) #04-63 Singapore 048616,

in either case, by **3.00 p.m. (Singapore Time) on Monday, 5 August 2024** (that is, not less than 72 hours before the time fixed for holding the EGM). A Shareholder of the Company who wishes to submit a Proxy Form must either complete the printed and attached Proxy Form or first download, complete and sign the Proxy Form before scanning and sending it by email to the email address provided above or before submitting it by post to the address provided above. Shareholders are strongly encouraged to submit the completed and signed Proxy Forms to the Company’s Share Registrar via email.

NOTICE OF EXTRAORDINARY GENERAL MEETING

In appointing a proxy (including the Chairman of the EGM), a Shareholder of the Company must give specific instructions as to voting, or abstentions from voting, in respect of a resolution, failing which the appointment of the proxy (including the Chairman of the EGM) for that resolution will be treated as invalid.

CPF/SRS investors, including persons who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act), (a) may vote during the EGM if they are appointed as proxies by their respective CPF agent banks or SRS operators, and should contact their respective CPF agent banks or SRS operators if they have any queries regarding their appointment as proxies; or (b) may appoint the Chairman of the EGM as proxy by approaching their respective CPF agent banks, SRS operators or relevant intermediaries to submit their votes and/or questions relating to the resolution tabled for approval at the EGM by **5.00 p.m. (Singapore Time) on Monday, 29 July 2024** (that is, at least seven working days before the date of the EGM).

6. A Depositor's name must appear on the Depository Register as at 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend the EGM and to speak and vote thereat, or to appoint a proxy(ies) in accordance with the Proxy Form.
7. The Company will publish the minutes of the EGM on the Company's website at the URL <https://www.negrator.com/announcements> and on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> within one (1) month after the date of the EGM.

Personal Data Privacy:

By submitting a Proxy Form appointing a proxy(ies) (including the Chairman of the EGM) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxy(ies) and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Shareholder discloses the personal data of the proxy(ies) and/or representative(s) to the Company (or its agents or services providers), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.

PROXY FORM

NTEGRATOR

TODAY'S INTEGRATION, TOMORROW'S SOLUTION

Ntegrator Holdings Limited

(Incorporated in the Republic of Singapore)
(Company Registration Number 199904281D)

IMPORTANT:

1. Unless otherwise defined, all capitalised terms herein shall have the same meanings ascribed to them in the circular issued by the Company to shareholders of the Company dated 24 July 2024.
2. The EGM will be convened and held physically at 4 Leng Kee Road #06-04, SIS Building Singapore 159088, at 3.00 p.m. on Thursday, 8 August 2024. **There will be no arrangements for Shareholders to participate virtually.**
3. **Printed copies of the Circular will not be sent to Shareholders. However, printed copies of the Notice of EGM and this Proxy Form will be sent to all Shareholders.** The Circular, the Notice of EGM and this Proxy Form may also be accessed at the Company's website at the URL <https://www.ntegrator.com/announcements> and are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
4. Shareholders are advised to refer to the notes to the Notice of EGM for more information, including the steps to be taken by Shareholders to participate at the EGM.
5. Pursuant to Section 181(1C) of the Companies Act 1967, Relevant Intermediaries (as defined in the Companies Act) may appoint more than 2 proxies to attend, speak and vote at the EGM.
6. CPF/SRS investors, including persons who hold Shares through Relevant Intermediaries (as defined in Section 181 of the Companies Act), who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF agent banks, SRS operators or relevant intermediaries to submit their votes by **5.00 p.m. (Singapore Time) on Monday, 29 July 2024** (that is, at least seven (7) working days before the date of the EGM). This Proxy Form is not valid for use for CPF Investors and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by CPF Investors and SRS Investors.
7. By submitting a Proxy Form, a Shareholder of the Company is deemed to have accepted and agreed to the personal data privacy terms set out in the Notice of EGM and in this Proxy Form.
8. **Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of proxy/proxies.**

EXTRAORDINARY GENERAL MEETING

I/We* _____ (Name) _____ (NRIC / Passport / Company Registration Number*)
of _____ (Address)

being a member of **Ntegrator Holdings Limited** (the "Company"), hereby appoint:

| Name | NRIC / Passport Number | Proportion of Shareholdings | |
|---------------------------|------------------------|-----------------------------|---|
| | | Number of Shares | % |
| Address and Email Address | | | |

and/or* (delete as appropriate)

| Name | NRIC / Passport Number | Proportion of Shareholdings | |
|---------------------------|------------------------|-----------------------------|---|
| | | Number of Shares | % |
| Address and Email Address | | | |

or if no proxy is named, the Chairman of the EGM of the Company, as *my/our proxy/proxies to attend and vote for *me/us on *my/our behalf at the EGM to be held physically at **4 Leng Kee Road #06-04, SIS Building Singapore 159088, at 3.00 p.m. on Thursday, 8 August 2024**. *I/We direct my/our proxy/proxies to vote for or against, or abstain from voting on the resolution to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the appointment of the proxy for the resolution will be treated as invalid at the EGM and at any adjournment thereof.

PROXY FORM

All resolutions put to vote at the EGM shall be decided by way of poll.

| Ordinary Resolution relating to: | Number of Votes For [#] | Number of Votes Against [#] | Number of Votes Abstain [#] |
|------------------------------------------------------------------------|----------------------------------|--------------------------------------|--------------------------------------|
| The Proposed Removal of Mr. Han Meng Siew as a Director of the Company | | | |

* Delete as appropriate.

[#] If you wish to exercise all your votes "For" or "Against" or "Abstain", please indicate so with a (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2024.

Signature or Common Seal of Member

| Total number of Shares in: | Number of Shares |
|----------------------------|------------------|
| (a) CDP Register | |
| (b) Register of Members | |

PROXY FORM

NOTES:

1. The Extraordinary General Meeting (“**EGM**”) will be held at 4 Leng Kee Road #06-04, SIS Building Singapore 159088, at 3.00 p.m. on Thursday, 8 August 2024. **There will be no option for Shareholders to participate virtually.**
 2. **Printed copies of the Circular will not be sent to Shareholders. Shareholders may request for printed copies of the Circular by completing and returning the request form (sent to them by post together with printed copies of the Notice of EGM and this Proxy Form) no later than 1 August 2024.** In addition, the Circular, the Notice of EGM, this Proxy Form and the request form may also be accessed at the Company’s website at the URL <https://www.ntegrator.com/announcements> and are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
 3. Arrangements relating to the submission of comments, queries and/or questions to the Chairman of the EGM in advance of and at the EGM of the Company, addressing of substantial and relevant comments, queries and/or questions prior to the EGM and during the EGM, and voting physically or appointing proxy(ies) (including the Chairman of the EGM) to vote at the EGM of the Company, are set out in the Notice of EGM.
 4. Shareholders (whether individual or corporate) may vote at the EGM by themselves or may appoint proxy(ies) (including the Chairman of the EGM) to attend, speak and vote on his/her/its behalf at the EGM in accordance with the instructions on the Proxy Form if such Shareholder wishes to exercise his/her/its voting rights at the EGM. A proxy need not be a Member of the Company.
 5. A Shareholder:
 - (a) who is not a relevant intermediary may appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such Shareholder’s Proxy Form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form. Where a Shareholder appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy; and
 - (b) who is a relevant intermediary may appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Shareholder. Where such Shareholder’s Proxy Form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in this Proxy Form. Where a Shareholder appoints more than (2) proxies, the appointments shall be invalid unless the Shareholder specifies the number of Shares in relation to which each proxy has been appointed.
- “**relevant intermediary**” shall have the same meaning ascribed to it in Section 181 of the Companies Act 1967.
6. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register, you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, a Proxy Form shall be deemed to relate to all the Shares held by you.
 7. Where a Shareholder (whether individual or corporate) appoints a proxy (including the Chairman of the EGM), he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in this Proxy Form, failing which the appointment of the proxy (including the Chairman of the EGM) for that resolution will be treated as invalid.

PROXY FORM

8. CPF/SRS investors, including persons who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act), who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF agent banks, SRS operators or relevant intermediaries to submit their votes by **5.00 p.m. (Singapore Time) on Monday, 29 July 2024** (that is, at least seven (7) working days before the date of the EGM).
9. The Proxy Form must be submitted to the Company in the following manner:
 - (a) by email to the Company's Share Registrar, KCK CorpServe Pte. Ltd., at negrator-agm@kckcs.com.sg;
or
 - (b) by post to the Company's Share Registrar, KCK CorpServe Pte. Ltd., at 1 Raffles Place, One Raffles Place (Tower 2) #04-63 Singapore 048616,
in either case, by **3.00 p.m. (Singapore Time) on Monday, 5 August 2024** (that is, not less than 72 hours before the time fixed for holding the EGM). A Shareholder who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form before scanning and sending it by email to the email address provided above or before submitting it by post to the address provided above. Shareholders are strongly encouraged to submit the completed and signed Proxy Forms to the Company's Share Registrar via email.
10. Where a Proxy Form is executed by an individual, it must be executed under the hand of the individual or his/her attorney duly authorised in writing. Where a Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or officer duly authorised in writing.
11. Where a Proxy Form is signed on behalf of an individual or a corporation, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be submitted to the Company together with the Proxy Form, failing which the Proxy Form may be treated as invalid.
12. The Company shall be entitled to reject a Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form. In addition, in the case of a Shareholder whose Shares are entered against his/her/its name in the Depository Register, the Company may reject a Proxy Form if such member, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at 72 hours before the time fixed for holding the EGM, as certified by the CDP to the Company.
13. Any amendments or modifications made in a Proxy Form must be initialled by the person who signs the Proxy Form.

GENERAL:

The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of shares entered in the Depository Register, the Company may reject a Proxy Form if the Shareholder, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time fixed for holding the EGM, as certified by the Central Depository (Pte) Limited to the Company. A Depositor shall not be regarded as a Shareholder of the Company entitled to attend, speak and vote at the EGM unless his name appears on the Depository Register 72 hours before the time set for the EGM.

PROXY FORM

PERSONAL DATA PRIVACY:

By submitting a Proxy Form appointing a proxy(ies) (including the Chairman of the EGM) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxy(ies) and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Shareholder discloses the personal data of the proxy(ies) and/or representative(s) to the Company (or its agents or services providers), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.