

NTEGRATOR

TODAY'S INTEGRATION, TOMORROW'S SOLUTION

Ntegrator Holdings Limited

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

RESPONSE TO QUERIES RECEIVED FROM THE SGX-ST ON 30 JULY 2024

The Board of Directors (the “**Board**”) of Ntegrator Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to the Company’s announcement dated 24 July 2024 in relation to, *inter alia*, the circular to shareholders and the notice of the extraordinary general meeting (“**EGM**”) of the Company scheduled to be held on 8 August 2024 at 3.00 pm (the “**Previous Announcement**”).

Unless otherwise defined, all capitalised terms herein shall have the same meanings as ascribed to them in the Previous Announcement (as the context requires).

The Singapore Exchange Securities Trading Limited (“**SGX-ST**”) had on 30 July 2024 issued the Company queries on the Previous Announcement. The queries received from the SGX-ST and the Company’s responses to the queries are set out below:

	Query	Response
	<p>It is stated in the Circular that:</p> <ul style="list-style-type: none">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.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.	
1.	<p>Did the Board attempt to reach Ms. Zheng Zeli (the “Requisitioning Shareholder”) to understand the rationale for the Proposed Removal? If yes, how and when did the Board do so? If no, why not?</p>	<p>Yes, the Board attempted to reach Ms. Zheng Zeli by email after receiving the requisition letter. There are no other means hence the Board also included contact details in the email sent. Ms. Zheng Zeli finally responded by phone on 25th July 2024. Please refer to the response of the following question for the Requisitioning Shareholder’s rationale for the Proposed Removal.</p>
2.	<p>Reference is drawn to the Regulators’ Column published on 27 April 2023, titled “What boards and requisitionists should take note of in shareholder-requisitioned meetings”. Boards should reach out to requisitionists to discuss their concerns, to enable the Board to respond appropriately. Both Board and the</p>	<p>The Board had discussed with the Requisitioning Shareholder on the rationale for the Proposed Removal. The Requisitioning Shareholder has expressed her concern on the financial performance of the subsidiary business managed by the Executive Directors referring to the Interim Financial Statements</p>

	<p>requisitionists are expected to work together to enable shareholders to have all facts available to them for informed decision making at the EGM. To this end, please work with the requisitionists to provide full facts to shareholders, on, amongst others, the rationale for the Proposed Removal, concerns from the requisitionists, the Boards's position (including, merits or demerits of the proposal from / concerns of the requisitionists) and future plans of the requisitionists.</p>	<p>announced 8 February 2024 – Christian Heilesen and Han Meng Siew. Since Christian Heilesen had already resigned in March, her requisition letter is directed to Han Meng Siew only.</p> <p>The Board acknowledged the requisitionist's concern and also clarified to Ms. Zheng Zeli that the Proposed Removal will not have impact on the Company. Nevertheless, the Board is of the view that there are no merits and no demerits of the proposal, and the Company will let its shareholders to decide on the Proposed Removal.</p> <p>No future plan was shared by the requisitionist, and she defers this to the remaining directors to decide. The remaining directors are now restructuring the concerned subsidiaries of the Company.</p>
3.	<p>We note that Mr Han Meng Siew has been on the Company's Board since 2004 and was the Company's executive Chairman during 2015 to 2021. Please elaborate on Mr Han Meng Siew's current's roles and responsibilities.</p>	<p>Mr. Han Meng Siew is the Executive Director of the Company and a Statutory Director of Ntegrator Pte Ltd ("NPL"), a wholly owned subsidiary of the Company.</p> <p>The current Board was only appointed in May 2021 (the "Current Board"). To the best of the Current Board's knowledge, Mr. Han Meng Siew's main role in the Company is limited to the approval process of SGX-ST announcements and the Board resolutions. Also, the Current Board has only recently become aware of Mr. Han Meng Siew's minor responsibilities for Ntegrator Pte Ltd after Mr. Stev Tam was appointed as a new Executive Director of the Company in February 2024.</p>
4.	<p>Please elaborate on the potential impact on the Company and the Group if Mr Han Meng Siew is removed from his ED role.</p>	<p>There is no impact since Mr. Han Meng Siew has a minor role as an Executive Director of the Company.</p> <p>Jimmy Chang, another Statutory Director of NPL, is responsible in running NPL's telecommunication business.</p>
5.	<p>Does the Company have adequate backup/succession arrangements in place? Please elaborate.</p>	<p>Mr. Stev Tam will succeed Mr. Han Meng Siew as an Executive Director of the Company. Jimmy Chang is responsible in running the telecommunication business (Ntegrator Pte Ltd).</p>

6.	Please confirm if the Board is aware of any potential reasons and / or background information to the Proposed Removal.	The Board was only made aware of the reason for the Proposed Removal after discussion with Ms. Zheng Zeli on 25 July 2024.
7.	Please confirm that the Board is not aware of any information that will have a material bearing on shareholders' decision which has yet to be announced by the Company.	The Board has received Mr. Han Meng Siew's resignation on 26 July 2024. Please refer to the separate announcement released on 1 August 2024. Save for the abovementioned, the Board is not aware of any information that will have a material bearing on shareholders' decision which has yet to be announced by the Company.

By Order of the Board
Ntegrator Holdings Limited

Tam Ki Ying
Executive Director
1 August 2024

*This announcement 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.*

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