



Karin Technology Holdings Limited
(Incorporated in Bermuda on 30 August 2002)
(Company Registration Number 32514)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held at Banquet Suite, Level 10, M Hotel Singapore, 81 Anson Road, Singapore 079908 on Thursday, 21 October 2010 at 10.30 a.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 June 2010 together with the Directors' Report and the Auditors' Report thereon.
2. To approve a final dividend of HK 5.0 cents per ordinary share for the financial year ended 30 June 2010.
3. To approve Directors' Fees of HK\$663,000 for the financial year ended 30 June 2010.
4. To re-elect the following Directors retiring pursuant to Bye-Law 86 of the Company's Bye-Laws, and who, being eligible, offer themselves for re-election:

(i) Mr. Lim Yew Kong, John (*See explanatory Note 1*)

(ii) Mr. Ng Yuk Wing, Philip
5. To re-appoint Messrs. Ernst & Young, Hong Kong as auditors of the Company and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Resolutions as Ordinary Resolutions, with or without modifications:

6. Authority to allot and issue shares

"That in accordance with Rule 806 of the Listing Manual ("**Listing Manual**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), approval be and is given to the Directors to issue:--

(a) shares in the Company (whether by way of bonus, rights or otherwise); or

(b) convertibles securities; or

(c) additional convertible securities arising from adjustments made to the number of convertible securities previously issued in the events of rights, bonus or capitalization issues; or

(d) shares arising from the conversion of convertible securities,

at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that:--

- (i) the aggregate number of shares and convertible securities that may be issued shall not be more than 50% of the total number of issued shares excluding treasury shares, in the capital of the Company or such other limit as may be prescribed by the SGX-ST as at the date the general mandate is passed;

(ii) the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to existing shareholders shall not be more than 20% of the total number of issued shares excluding treasury shares in the capital of the Company or such other limit as may be prescribed by the SGX-ST as at the date the general mandate is passed;

(iii) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraphs (i) and (ii) above, total number of issued shares excluding treasury shares in the capital of the Company shall be calculated based on the total member of issued shares excluding treasury shares in the capital of the Company as at the date the general mandate is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or employee share options in issue as at the date the general mandate is passed and any subsequent bonus issue, consolidation or subdivision of the Company's shares; and

(iv) unless earlier revoked or varied by the Company in general meeting, such authority shall continue in force until the next Annual General Meeting or the date by which the next Annual General Meeting is required by law to be held, whichever is earlier." (*See Explanatory Note 2*)

7. Authority to grant options and issue shares under the Karin Employee Share Option Scheme

"That the Directors of the Company be and are hereby authorised to offer and grant options in accordance with Karin Employee Share Option Scheme ("**Scheme**") and to allot and issue from time to time such number of shares as may be required to be issued pursuant to the exercise of the options under the Scheme provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed 15% of the total number of issued shares excluding treasury shares in the capital of the Company from time to time." (*See Explanatory Note 3*)

8. "That, subject to and contingent upon the passing of Resolution 8 above, the exercise price of the options may, at the discretion of the Committee (as defined in the Scheme), be set at a discount subject to the following conditions:

- (a) the maximum discount shall not exceed 20% of the market price, which is the average of the last dealt prices for a share determined by reference to the daily Official List published by the SGX-ST for a period of five (5) consecutive market days immediately prior to the relevant date of grant of the option (as determined in accordance with the rules of the Scheme); and

(b) in no event shall the exercise price be less than the nominal value of each share."

9. Proposed renewal of the 2009 Share Buyback Mandate (*see Appendix*)
"That:

- (a) pursuant to the Company's Bye-laws (the "**Bye-laws**"), the Companies Act 1981 of Bermuda (the "**Companies Law**") and the listing manual of Singapore Exchange Securities Trading Limited ("**SGX-ST**") (the "**Listing Manual**"), approval be and is hereby given for the renewal of the 2009 Share Buyback Mandate (as hereinafter defined) and the directors of the Company (the "**Directors**") be authorised to exercise all the powers of the Company to purchase or otherwise acquire issued ordinary shares, fully paid in the capital of the Company ("**Shares**") not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

(i) on-market purchase(s) ("**Market Purchase**"), transacted on SGX-ST through its Quest-ST trading system or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or

(ii) off-market purchase(s) ("**Off-Market Purchase**") (if effected otherwise than on SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit and in the interests of the Company, which scheme(s) shall satisfy all the conditions prescribed by the Bye-laws and the Listing Manual,

and otherwise in accordance with all other laws and regulations (the "**Share Buyback Mandate**");

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors 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 ("**AGM**") is held or required by law or the Bye-laws to be held;

(ii) the date on which Share purchases or acquisitions pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or

(iii) the date on which the authority conferred by the Share Buyback Mandate is varied or revoked at a general meeting.

(the "**Relevant Period**").

In this resolution:

"**Prescribed Limit**" means ten per cent. (10%) of the issued ordinary share capital of the Company as at the date of passing of this resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Law, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury shares that may be held by the Company from time to time); and

"**Maximum Price**" in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase: 105% of the Average Closing Price (as hereinafter defined);

(ii) in the case of an Off-Market Purchase: 120% of the Highest Last Dealt Price (as hereinafter defined), where:

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five (5) market days, on which transactions in the Shares were recorded, preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five-day period;

"**Highest Last Dealt Price**" means the highest price transacted for a Share as recorded on the market day on which there were trades in the Shares immediately 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

- (c) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or any of them may consider expedient, necessary, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this resolution." (*See Explanatory Note 4*)

10. Proposed adoption of the Karin Performance Share Plan (*see Appendix*)
"That:

- (a) a new employee share plan to be known as the "Karin Performance Share Plan" (the "**Plan**"), the details which are set out in the appendix attached to the annual report, under which awards ("**Awards**") of fully-paid ordinary shares in the capital of the Company will be issued or delivered (as the case may be) free of charge, to selected employees of the Group, including Directors and other selected participants, be and is hereby approved;

(b) the committee comprising Directors who are duly authorised and appointed by the Board pursuant to the rules of the Plan be and is hereby authorised:

(i) to administer the Plan; and

(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 all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Plan; and

(c) the Directors be and are hereby authorised to offer and grant Awards in accordance with the provisions of the Plan and to allot and issue or deliver from time to time such number of fully-paid Shares as may be required to be issued or delivered pursuant to the vesting of the Awards under the Plan, provided that, when added to the number of Shares issued and issuable in respect of such Awards and other Shares issued and/or issuable under other share-based incentive schemes of the Company, the aggregate number of Shares to be issued pursuant to the Plan shall not exceed fifteen per cent. (15%) of the issued Shares of the Company from time to time."

11. Proposed participation of Mr. Ng Yuk Wing, Philip, a controlling shareholder of the Company, in the Karin Performance Share Plan (*see Appendix*)
"That the participation of Mr. Ng Yuk Wing Philip, a controlling shareholder, in the Karin Performance Share Plan be and is hereby approved."

12. Proposed participation of Mr. Ng Kin Wing, Raymond, a controlling shareholder of the Company, in the Karin Performance Share Plan (*see Appendix*)
"That the participation of Mr. Ng Kin Wing, Raymond, a controlling Shareholder, in the Karin Performance Share Plan be and is hereby approved."

13. To transact any other business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Wong Chi Cheung, Clarence
Chan Lai Yin
Joint Company Secretaries
Singapore, 5 October 2010

BOOKS CLOSURE DATE

Subject to approval of shareholders at the Annual General Meeting, the Register of Members and Share Transfer Books of the Company will be closed on 2 November 2010, for the purpose of determining Members' entitlements to a final dividend of HK 5.0 cents per ordinary share (the "**Proposed Final Dividend**").

Duly completed registrable transfers in respect of the shares in the Company received up to the close of business at 5.00 p.m. on 1 November 2010 by the Company's Singapore Share Transfer Agent, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.), 8 Cross Street, #11-00 PWC Building, Singapore 048424 will be registered to determine Members' entitlements to the Proposed Final Dividend. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares in the Company as at 5.00 p.m. on 1 November 2010 will be entitled to the Proposed Final Dividend.

The Proposed Final Dividend, if approved at the Annual General Meeting, will be paid on 19 November 2010.

Explanatory Notes on Businesses to be Transacted:--

1. Mr. Lim Yew Kong, John, if re-elected, he will remain as Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
2. Resolution no. 7 is to authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and/or convertible securities in the Company up to an amount not exceeding in aggregate 50 percent of the total number of issued shares excluding treasury shares in the capital of the Company of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20 percent of the issued share capital of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
3. Resolution no. 8, if passed, will empower the Directors of the Company to offer and grant options under the Scheme and to allot and issue shares pursuant to the exercise of such options under the Scheme not exceeding 15 percent of the total number of issued shares excluding treasury shares in the capital of the Company from time to time.
4. Resolution 10, if passed, will empower the Directors, from the date of the above meeting until the next Annual General Meeting, to repurchase Shares by way of Market Purchases or Off-Market Purchases of up to ten per cent. (10%) of the issued ordinary share capital of the Company at such price up to the Maximum Price. Information relating to this proposed resolution is set out in the appendix attached to the annual report.

Notes:--

1. If a Member being a Depositor whose name appears in the Depository Register (as defined in the Bye-Laws of the Company) wishes to attend and vote at the Annual General Meeting (the "**Meeting**"), then he/she/it should complete the Proxy Form and deposit the duly completed Proxy Form at the office of the Singapore Share Transfer Agent, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.) at 8 Cross Street, #11-00 PWC Building, Singapore 048424, at least forty-eight (48) hours before the time of the Meeting.
2. If a Depositor wishes to appoint a proxy/proxies, then the Proxy Form must be signed and deposited at the office of the Singapore Share Transfer Agent, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.), at least forty-eight (48) hours before the time of the Meeting.