



嘉靈集團  
KARIN  
GROUP

嘉靈控股集團有限公司

Karin Technology Holdings Limited

(Incorporated in Bermuda on 30 August 2002)  
(Company Registration Number 32514)

## RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING

The Board of Directors of Karin Technology Holdings Limited (the “Company”) refers to the Annual General Meeting (“AGM”) of the Company held on 28 October 2021 by electronic means, and wishes to announce that all resolutions as set out in the Notice of AGM dated 13 October 2021 were put to vote by poll at the AGM and were duly passed.

The results of the poll on each of the resolutions put to vote at the AGM are set out below:

No.	Ordinary Resolutions relating to	Total number of shares represented by votes for and against the relevant resolution	For		Against	
			No. of shares	%	No. of shares	%
1.	Receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 June 2021, Directors’ Report and the Auditor’s Report thereon.	177,445,000	177,445,000	100	0	0
2.	Approve a final dividend.	177,445,000	177,445,000	100	0	0
3.	Approve Directors’ Fees.	177,445,000	177,445,000	100	0	0
4.	Re-elect Mr Ng Yuk Wing, Philip as a Director.	177,445,000	177,445,000	100	0	0
5.	Re-elect Mr Ng Mun Kit, Michael as a Director.	177,445,000	177,445,000	100	0	0



嘉靈控股集團有限公司

Karin Technology Holdings Limited

No.	Ordinary Resolutions relating to	Total number of shares represented by votes for and against the resolution	For		Against	
			No. of shares	%	No. of shares	%
6.	Re-elect Mr. Lim Yew Kong, John as a Director	106,805,050	100,555,050	94.15	6,250,000	5.85
7.	Continued appointment of Mr. Lim Yew Kong, John as Independent Director for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST	106,805,050	100,555,050	94.15	6,250,000	5.85
8.	Continued appointment of Mr. Lim Yew Kong, John as Independent Director for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST	34,653,100	28,403,100	81.96	6,250,000	18.04
9.	Re-elect Mr. Lawrence Kwan as a director	106,805,050	100,555,050	94.15	6,250,000	5.85
10.	Continued appointment of Mr. Lawrence Kwan as an Independent Director for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST	106,805,050	100,555,050	94.15	6,250,000	5.85
11.	Continued Appointment of Mr. Lawrence Kwan as an Independent Director for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST	34,653,100	28,403,100	81.96	6,250,000	18.04



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Karin Technology Holdings Limited

No.	Ordinary Resolutions relating to	Total number of shares represented by votes for and against the resolution	For		Against	
			No. of shares	%	No. of shares	%
12.	Re-appoint Messrs Ernst & Young, Hong Kong as auditors and to authorise the Directors to fix their remuneration.	177,445,000	177,445,000	100	0	0
13.	Authority to allot and issue shares.	177,445,000	100,555,050	56.67	76,889,950	43.33
14.	Authority to allot and issue Shares under the Karin Performance Share Plan	177,445,000	100,555,050	56.67	76,889,950	43.33
15.	Authority to grant options and issue Shares under the 2014 Karin Employee Share Option Scheme.	177,445,000	100,555,050	56.67	76,889,950	43.33
16.	Authority to grant options at a discount under the 2014 Karin Employee Share Option Scheme.	177,445,000	100,555,050	56.67	76,889,950	43.33
17.	Proposed Renewal of the Share Buyback Mandate.	177,445,000	177,445,000	100	0	0



嘉靈控股集團有限公司

Karin Technology Holdings Limited

Details of parties who are required to abstain from voting on Ordinary Resolution 8 and Ordinary Resolution 11 are set out below:

Ordinary Resolution	Name of Person abstained	Number of shares held
Ordinary Resolution 8 (Continued appointment of Mr. Lim Yew Kong, John as Independent Director for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST)	Asia Platform Investment Limited	70,639,950
	Leung Tak Ching	1,512,000
	Asia Platform Investments Ltd is an investment holding company which is owned by Mr. Ng Mun Kit, Michael and Mr. Ng Yuk Wing, Philip. Mr. Ng Yuk Wing, Philip is deemed to be interested in the 70,639,950 ordinary shares registered under Asia Platform Investment Limited.	
	Kikki Investment Ltd	70,639,950
	Mr Ng Kin Wing, Raymond is deemed to be interested in the 70,639,950 ordinary shares registered under Kikki Investment Ltd.	

Ordinary Resolution 11 (Continued Appointment of Mr. Lawrence Kwan as an Independent Director for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST)	Asia Platform Investment Limited	70,639,950
	Leung Tak Ching	1,512,000
	Asia Platform Investments Ltd is an investment holding company which is owned by Mr. Ng Mun Kit, Michael and Mr. Ng Yuk Wing, Philip. Mr. Ng Mun Kit, Michael is deemed to be interested in the 70,639,950 ordinary shares registered under Asia Platform Investment Limited.	
	Kikki Investment Ltd	70,639,950
	Mr Ng Kin Wing, Raymond is deemed to be interested in the 70,639,950 ordinary shares registered under Kikki Investment Ltd.	



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However, to demonstrate good corporate governance practices, all employees of the Company, who are also shareholders, were reminded to abstain from voting on the following ordinary resolutions:

- Ordinary Resolution 14 (Authority to allot and issue Shares under the 2014 Karin Employee Share Option Scheme)
- Ordinary Resolution 15 (Authority to grant of options at a discount under the 2014 Karin Employee Share Option Scheme)

Entrust Advisory Pte. Ltd. was appointed as the Scrutineer for the AGM.

By Order of the Board

Wong Chi Cheung, Clarence  
Financial Controller / Joint Company Secretary

28 October 2021