



## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be convened and held by way of electronic means on Thursday, 27 October 2022 at 10.00 a.m. (Singapore time) to transact the following businesses:

### AS ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 June 2022 together with the Directors' Report and the Auditor's Report thereon.
- To approve a final dividend of HK11.8 cents per ordinary share for the financial year ended 30 June 2022.
- To approve Directors' Fees of HK\$860,000 for the financial year ended 30 June 2022.
- To re-elect Mr. Kuan Cheng Tuck, a director who is retiring pursuant to Bye-law 86 of the Company's Bye-laws and, being eligible, offer himself for re-election.  
*(See Explanatory Note 1)*
- To re-elect Mr. Ng Kin Wing, Raymond, a director who is retiring pursuant to Bye-law 86 of the Company's Bye-laws and, being eligible, offer himself for re-election.  
*(See Explanatory Note 1)*
- To appoint Messrs. Ernst & Young LLP, Singapore as the Auditors of the Company in place of the retiring Auditors, Messrs. Ernst & Young, Hong Kong, to hold the office until the conclusion of the next Annual General Meeting and to authorise the Directors of the Company to fix their remuneration.  
*(See Explanatory Note 2)*

### AS SPECIAL BUSINESS

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

- Authority to allot and issue shares  
"That pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorised and empowered to:  
(a) (i) issue shares in the capital of the Company ("**shares**") 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 may in their absolute discretion deem fit; and  
(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:  
(1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with paragraph (2) 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 Resolution) does not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with paragraph (2) below);  
(2) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed, after adjusting for:  
(i) 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 is passed; and  
(ii) any subsequent bonus issue, consolidation or subdivision of shares;  
Adjustments in accordance with (i) and (ii) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this resolution.  
(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST and the Constitution for the time being of the Company; and  
(unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 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."  
*(See Explanatory Note 3)*

- Authority to allot and issue Shares under the Karin Performance Share Plan

"That the Directors of the Company be and are hereby authorised to grant awards in accordance with the provisions of the Karin Performance Share Plan (the "**Plan**") and to allot and issue such number of fully paid Shares from time to time as may be required to be issued pursuant to the vesting of awards under the Plan provided always that the aggregate number of Shares to be issued pursuant to the Plan and all share awards or share options granted under any other schemes implemented by the Company (if any) shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time and that such authority shall, unless revoked or varied by the Company in general meeting, shall continue in full 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 earlier."  
*(See Explanatory Note 4)*

- Authority to grant options and issue shares under the 2014 Karin Employee Share Option Scheme

"That the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the provisions of the 2014 Karin Employee Share Option Scheme ("**2014 ESOS**") 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 2014 ESOS provided always that the aggregate number of shares to be issued pursuant to the 2014 ESOS shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time."  
*(See Explanatory Note 5)*

- Authority to Grant Options at a Discount under the 2014 Karin Employee Share Option Scheme

"That, subject to and contingent upon the passing of Resolution 9, the Directors of the Company be and are hereby authorised to offer and grant Options in accordance with the provisions of the 2014 Karin Employee Share Option Scheme ("**2014 ESOS**") to Participants with exercise prices set at a discount to the Market Price (as defined in the Appendix dated 24 September 2014) subject to the following conditions:

- the maximum discount shall not exceed 20% of the market price, which is the average of the last dealt prices for a Share as determined by reference to the daily official list or any other publication published by the SGX-ST for five (5) consecutive market days immediately prior to the relevant date of offer of the option to a participant of the 2014 ESOS (as determined in accordance with the rules of the 2014 ESOS); and
- in no event shall the exercise price be less than the nominal value of each Share."

- Proposed renewal of the Share Buyback Mandate

"That:  
(a) pursuant to the Bye-laws, the Companies Act 1981 of Bermuda (the "**Companies Law**") and the Listing Manual of the SGX-ST, approval be and is hereby given for the renewal of the Share Buyback Mandate (as hereinafter defined) and the Directors be authorised to exercise all the powers of the Company to purchase or otherwise acquire 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 hereinafter defined) whether by way of:  
(i) on-market purchase(s) ("**Market Purchases**"), transacted on the SGX-ST through its ready market 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 Purchases**") (if effected otherwise than on the 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 other laws and regulations (the "**Share Buyback Mandate**"); and  
(b) any Share that is purchased or otherwise acquired by the Company pursuant to the proposed Share Buyback Mandate shall, at the discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Companies Law;  
(c) 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 Annual General Meeting 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 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); and  
(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  
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 6)*

- 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, 12 October 2022

### Explanatory Notes on Businesses to be Transacted: -

- Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, the detailed information of each Mr. Kuan Cheng Tuck and Mr. Ng Kin Wing, Raymond, who is seeking re-election as a Director of the Company at the Annual General Meeting can be found under "Supplemental Information on Directors seeking re-election" to the annual report.
- The Ordinary Resolution 6 proposed above is to approve the appointment of Messrs. Ernst & Young LLP, Singapore ("E&Y SG") as Auditors of the Company in place of the retiring Auditors Messrs. Ernst & Young, Hong Kong ("E&Y HK").

The Board is of the view that a change of Auditors to E&Y SG, would be appropriate for the purpose of compliance with Rule 712 of the Listing Manual read with Rule 712(2A) of the Listing Manual. The appointment would meet the requirements of Rule 712(2)(a) of the Listing Manual and obviate the requirement to appoint an additional auditing firm under Rule 712(2A) of the Listing Manual.

Further, the Board is of the view that appointing joint auditors, rather than a single auditor, would incur additional work, time and cost without material added value to the Shareholders as the scope of audit services to be provided by E&Y HK will be the same as to those provided by E&Y SG. Appointing E&Y SG solely will enhance the efficiency of the audit and is more cost efficient and beneficial to the Company and Shareholders as a whole. Therefore, the Board is of the opinion that it is in the best interest of the Company to appoint E&Y SG.

Please refer to the appendix attached to the annual report for more information relating to Resolution 6.

In accordance with the requirements of Rule 1203(5) of the Listing Manual:

- the outgoing Auditors, E&Y HK, has confirmed that it is not aware of any professional reasons why the new Auditor, E&Y SG, should not accept appointment as auditor of the Company;
  - the Company confirms that there were no disagreements with the outgoing Auditor, E&Y HK, on accounting treatments within the last 12 months;
  - the Company confirms that, other than as set out above, it is not aware of any circumstances connected with the proposed change of auditor that should be brought to the attention of Shareholders;
  - the specific reasons for the Proposed Change of Auditors has been disclosed above. The Proposed Change of Auditors is neither due to the resignation of E&Y HK as Auditors of the Company, nor due to E&Y HK declining to stand for re-appointment nor due to the dismissal of E&Y HK as Auditors of the Company; and
  - the Company confirms that it is or will be in compliance with Rule 712, and Rule 715(2), and Rule 716(1) of the Listing Manual in relation to the appointment of E&Y SG as the Auditor of the Company.
- Resolution 7, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company. The aggregate number of Shares (including any Shares issued pursuant to the convertible securities) which the Directors may allot and issue under this Resolution will not exceed 50% of the Company's total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company. For issues of shares other than on a pro rata basis to all shareholders, the aggregate number of shares to be issued will not exceed 20% of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at 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 earlier. However, notwithstanding the cessation of this authority, the Directors are empowered to issue Shares pursuant to any Instrument made or granted under this authority.
  - Resolution 8, if passed, will empower the Directors, from the date of the above meeting until the next Annual General Meeting, to grant awards and to allot and issue such number of fully paid Shares from time to time as may be required to be issued pursuant to the Plan, provided that the aggregate number of Shares to be issued pursuant to the Plan and all share awards or share options granted under any other schemes implemented by the Company (if any) shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time.
  - Resolution 9, if passed, will empower the Directors of the Company to offer and grant options under the 2014 ESOS and to allot and issue shares pursuant to the exercise of such options under the 2014 ESOS not exceeding 15% of the total number of issued shares (excluding treasury Shares and subsidiary holdings) in the capital of the Company from time to time.
  - Resolution 11, 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 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.

### RECORD DATE

Subject to approval of members at the Annual General Meeting, the Register of Members and Share Transfer Books of Karin Technology Holdings Limited (the "**Company**") will be closed on 1 November 2022, for the preparation of dividend warrants to the proposed final dividend of HK11.8 cents per ordinary share for the financial year ended 30 June 2022 ("**Final Dividend**").

Duly completed registrable transfers in respect of the shares in the Company received up to 5:00 p.m. on 31 October 2022 ("**Record Date**") by the Company's Singapore Share Transfer Agent, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), 80 Robinson Road, #02-00 Singapore 068898 will be registered to determine Members' entitlements to the 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 the Record Date will be entitled to the Final Dividend.

The Proposed Final Dividend, if approved at the Annual General Meeting, will be paid on 17 November 2022.

### Notes:

- The Annual General Meeting ("**AGM**") is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on the Company's website at the URL <https://karingroup.com/2022agm>. This Notice will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- The Company is arranging for a live webcast and live audio feed of the AGM proceedings (the "**Live AGM Webcast**") or "**Live AGM Audio Feed**") which will take place on Thursday, 27 October 2022 at 10.00 a.m. in place of the physical AGM. Members will be able to watch or listen to the AGM proceedings through the Live AGM Webcast or the Live AGM Audio Feed, and the Company will not accept any physical attendance by members. Any member seeking to attend the AGM physically in person will be turned away.

Alternative arrangements have been put in place to allow members to participate in the AGM by:

- observing the proceedings of the AGM via Live AGM Webcast or Live AGM Audio Feed;
- submitting questions relating to the resolutions to be tabled at the AGM in advance of the AGM;
- submitting text-based questions during the LIVE WEBCAST of the AGM;
- appointing proxy(ies) to attend and vote on their behalf at the AGM; and
- participating in the live voting during the Live AGM Webcast or Live AGM Audio Feed.

This notice may be accessed at the Company's website at the URL <https://karingroup.com/2022agm> and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. For the avoidance of doubt, the aforesaid section is circulated together with and forms part of this Notice of AGM.

### Live AGM Webcast and Live AGM Audio Feed:

- Members may watch or listen to the AGM proceedings through the Live AGM Webcast or the Live AGM Audio Feed. To do so, members will need to pre-register at <https://karingroup.com/2022agm> ("**Registration Link**") by 10.00 a.m. on 24 October 2022 (the "**Registration Deadline**") to enable the Company to verify their status.
- Following verification, authenticated members will receive an email by 5.00 p.m. on 25 October 2022 and will be able to access the Live AGM Webcast or the Live AGM Audio Feed of the AGM proceedings on day of the meeting via the Registration Link using their login credentials created during the pre-registration process.
- Members must not share their login credentials to other persons who are not members of the Company and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live AGM Webcast or the Live AGM Audio Feed.

Members who have registered by the Registration Deadline but did not receive an email response by 5.00 p.m. on 25 October 2022 may contact the Company by email at [karin-agm2022@karin.com.hk](mailto:karin-agm2022@karin.com.hk).

### Submission of Questions in Advance:

- Members may submit questions relating to the items on the agenda of the AGM in advance of the AGM by 10.00 a.m. on 21 October 2022, via the Registration Link or via email to [karin-agm2022@karin.com.hk](mailto:karin-agm2022@karin.com.hk). For verification purposes, a shareholder who wishes to submit their questions by email is required to indicate their full name (for individuals)/company name (for corporate), NRIC/Passport No./Company Registration number, email address, contact number, shareholding type and number of shares held together with their submission of questions, to the email provided.
- The Board will endeavour to address the substantial and relevant questions submitted in advance of the AGM by publishing responses to such questions on SGXNet and the Company's corporate website at [www.karingroup.com](http://www.karingroup.com) by 10 am on 22 October 2022 (being not less than forty-eight (48) hours prior to the closing date and time for the lodgement of the proxy forms).

### Submission of Questions During the AGM:

- Members who registered and are verified to attend the AGM will be able to ask questions relating to the agenda of the AGM during the AGM by submitting text-based questions via the Live AGM Webcast under the "Q&A" window/tab and then clicking "Ask a Question" to input queries in the questions text box.
- Where there are substantially similar questions, the Company will consolidate such questions. Consequently not all questions may be individually addressed. The Company will endeavour to respond to such queries during the Meeting as far as reasonably practicable.
- The responses to questions from members during the AGM will be included in the minutes of the AGM which will be published on the SGXNet within one (1) month after the date of the AGM.

### Voting and Submission of Proxy Forms to Vote:

- A member of the Company will not be able to attend the AGM in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it may cast his/her/its votes remotely in real time via electronic means.
- As an alternative to the aforesaid real-time electronic voting, members may appoint a proxy or proxies to vote on his/her/its behalf at the AGM.
- Members (whether individual or corporate) may also vote at the AGM by appointing the Chairman of the AGM as proxy to vote on his/her/its behalf at the AGM. In appointing the Chairman of the AGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.
- A member entitled to attend and vote at the AGM (who is not a relevant intermediary as defined in Section 181 of the Companies Act 1967) is entitled to appoint one or two proxies to attend and vote in his/her/its stead. Where a member appoints two proxies, the appointments shall be invalid unless he/she/it specifies the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy.

A member who is a relevant intermediary entitled to attend and vote at the AGM is entitled to appoint more than one proxy to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than one proxy, it should annex to the Proxy Form the list of proxies, setting out, in respect of each proxy, the name, address, email address, NRIC/Passport Number and proportion of shareholding (number of Shares and percentage) in relation to which each proxy has been appointed.

The appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed in the Proxy Form.

- Investors who hold shares through relevant intermediaries as defined in Section 181 of the Companies Act 1967, including investors under the Central Provident Fund and the Supplementary Retirement Scheme ("**CPF and SRS Investors**"):
  - may vote live via electronic means at the AGM if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have questions regarding their appointment as proxies; or
  - may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks/SRS Operators no later than 10.00 a.m. on 17 October 2022 (being seven (7) working days before the AGM).

Such investors (including CPF and SRS Investors) who wish to participate in the AGM should contact the relevant intermediary through which they hold such Shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

- The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
  - in the electronic format accessible on the AGM Website;
  - if submitted by post, be lodged with the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), at 80 Robinson Road #11-02, Singapore 068898; or
  - if submitted electronically, be submitted via email to the Company's Share Registrar at [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com), in either case, by no later than 10.00 a.m. on 24 October 2022, being 72 hours before the time fixed for the AGM.

In the case of submission of the Proxy Form other than via the AGM Website, a member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically.

- A proxy need not be a member of the Company. The Chairman of the AGM, as proxy, need not be a member of the Company.  
"**Relevant Intermediary**" means:
  - a banking corporation licensed under the Banking Act (Chapter 19) of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
  - a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) of Singapore and who holds shares in that capacity; or
  - the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act (Chapter 36) of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

### Personal data privacy:

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.