



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 30 October 2024 and wishes to announce that all resolutions as set out in the Notice of AGM dated 15 October 2024 were put to vote by poll at the AGM and were duly passed.

(a) Breakdown of all valid votes cast at the general meeting

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 2024, Directors’ Statement and the Auditor’s Report thereon.	151,027,600	151,026,600	100	1,000	N.M.*
2.	Approve a final dividend.	151,027,600	151,026,600	100	1,000	N.M.*
3.	Approve Directors’ Fees for the financial year ended 30 June 2024.	151,027,600	151,026,600	100	1,000	N.M.*
4.	Re-elect Ms. Yan Yuk Ping, Juni as a Director.	151,027,600	151,026,600	100	1,000	N.M.*
5.	Re-elect Mr. Ng Yuk Wing, Philip as a Director.	80,387,650	80,386,650	100	1,000	N.M.*



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-appoint Messrs Ernst & Young LLP, as auditors and to authorise the Directors to fix their remuneration.	151,027,600	151,026,600	100	1,000	N.M.*
7.	Authority to allot and issue shares.	151,027,600	141,843,900	93.92	9,183,700	6.08
8.	Authority to allot and issue Shares under the Karin Performance Share Plan.	150,827,600	141,643,900	93.91	9,183,700	6.09
9.	Proposed renewal of the Share Buyback Mandate.	151,027,600	149,026,600	98.68	2,001,000	1.32
10.	Proposed adoption of the 2024 Karin Employee Share Option Scheme.	79,987,650	70,803,950	88.52	9,183,700	11.48
11.	Proposed Grant of Options at a Discount under the 2024 Karin Employee Share Option Scheme.	79,987,650	70,803,950	88.52	9,183,700	11.48

*N.M. – denotes Not Meaningful



嘉靈控股集團有限公司

Karin Technology Holdings Limited

Retirement of Mr Lawrence Kwan as Independent Director

Mr Lawrence Kwan retired as Independent Director of the Company at the conclusion of the AGM and relinquished his roles as Chairman of the Nominating Committee ("NC"), and a member of the Audit and Risk Management Committee ("ARMC") and the Remuneration Committee ("RC").

Information relating to the retirement of Mr Lawrence Kwan as required under Rule 704(7) of the Listing Manual of the Singapore Exchange Securities Trading Limited are contained in separate announcement released today.

The Board would like to take this opportunity to record their heartfelt appreciation and thanks to Mr Lawrence Kwan for his valuable contributions and wishes him all the best in his future endeavours.

Subsequent to the above changes, the composition of the Company's Board of Directors and Board Committees with effect from 30 October 2024 is as follow:

Board of Directors

- i. Ng Kin Wing, Raymond – Executive Chairman
- ii. Ng Mun Kit, Michael – Executive Director/Chief Executive Officer
- iii. Ng Yuk Wing, Philip – Executive Director/Chairman Emeritus
- iv. Kuan Cheng Tuck - Non-Executive Director and Independent
- v. Yan Yuk Ping, Juni - Non-Executive Director and Independent

Audit and Risk Management Committee

- i. Kuan Cheng Tuck (Chairman) – Non-Executive and Independent Director
- ii. Yan Yuk Ping, Juni - Non-Executive Director and Independent

Remuneration Committee

- i. Yan Yuk Ping, Juni (Chairman) - Non-Executive Director and Independent
- ii. Kuan Cheng Tuck - Non-Executive Director and Independent

Nominating Committee

- i. Kuan Cheng Tuck - Non-Executive Director and Independent
- ii. Juni Yan Yuk Ping - Non-Executive Director and Independent

The Board will appoint a suitable candidate to the Board and Board Committees within two to three months from 30 October 2024 in order to meet the respective composition requirements under the Code of Corporate Governance 2018.

(b) Details of parties who have abstained from voting on any resolution

Resolution number and details	Details of parties who are required to abstain from voting on the resolutions or who have abstained from voting on the resolutions	Number of shares
Ordinary Resolution 10 (Proposed adoption of the 2024 Karin Employee Share Option Scheme)	Shareholders who are eligible to participate in the 2024 Karin Employee Share Option Scheme ¹	Aggregate number of shares held by such shareholders amounted to 7,587,825 ordinary shares in the capital of the Company ² .
Ordinary Resolution 11 (Proposed Grant of Options at a Discount under the 2024 ESOS)	Shareholders who are eligible to participate in the 2024 Karin Employee Share Option Scheme ¹	Aggregate number of shares held by such shareholders amounted to 7,587,825 ordinary shares in the capital of the Company ² .

Footnotes:

1. The independent directors of the Company, being Mr Lawrence Kwan (holding 200,000 ordinary shares in the capital of the Company), Mr Kuan Cheng Tuck (holding 200,000 ordinary shares in the capital of the Company) and Ms Yan Yuk Ping, Juni (holding 0 ordinary shares in the capital of the Company), and their associates are required to abstain from voting on the ordinary resolutions 10 and 11, and have accordingly abstained from voting on the said resolutions. The associates do not hold any ordinary shares in the capital of the Company. Based on the information provided by the employees of the Group, all shareholders of the Company who are eligible to participate in the Employee Share Option Scheme have abstained from voting on all resolutions relating to the Employee Share Option Scheme.
2. Based on information provided by the employees of the Group who are also shareholders of the Company and eligible to participate in the Employee Share Option Scheme.

(c) Name of firm appointed as scrutineer

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

30 October 2024