



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 25 October 2018, and wishes to announce that all resolutions as set out in the Notice of AGM dated 3 October 2018 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 2018, Directors’ Report and the Auditors’ Report thereon.	153,792,700	153,792,700	0	0	0
2.	Approve a final dividend.	153,812,700	153,812,700	0	0	0
3.	Approve Directors’ Fees.	153,792,700	153,792,700	0	0	0
4.	Re-elect Prof Ng Tung Sang as a Director.	153,812,700	153,812,700	0	0	0
5.	Re-elect Lee Yiu Chung as a Director.	153,812,700	153,812,700	0	0	0
6.	Re-elect Ng Mun Kit, Michael as a Director.	153,812,700	153,812,700	0	0	0



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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	%
7.	Re-appoint Messrs Ernst & Young, Hong Kong as auditors and to authorise the Directors to fix their remuneration.	153,812,700	153,812,700	0	0	0
8.	Authority to allot and issue shares.	153,812,700	145,438,000	94.56	8,374,700	5.44
9.	Authority to allot and issue Shares under the Karin Performance Share Plan.	153,792,700	153,792,700	0	0	0
10.	Authority to grant options and issue Shares under the 2014 Karin Employee Share Option Scheme.	153,792,700	153,792,700	0	0	0
11.	Authority to grant options at a discount under the 2014 Karin Employee Share Option Scheme.	153,792,700	152,118,000	98.91	1,674,700	1.09
12.	Proposed Renewal of the Share Buyback Mandate.	153,812,700	153,812,700	0	0	0
13.	Proposed Amendments to the Bye-Laws of the Company	151,029,700	151,029,700	0	0	0



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Prof. Ng Tung Sang who was re-elected as a Director of the Company at the AGM remains as Chairman of the Nominating Committee, Member of Audit and Risk Management Committee and Remuneration Committee. Prof. Ng Tung Sang will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

No party was required to abstain from voting on any Ordinary Resolutions.

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 9 (Authority to allot and issue Shares under the Karin Performance Share Plan).
- Ordinary Resolution 10 (Authority to allot and issue Shares under the 2014 Karin Employee Share Option Scheme)
- Ordinary Resolution 11 (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

25 October 2018