



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 23 October 2020 by electronic means, and wishes to announce that all resolutions as set out in the Notice of AGM dated 8 October 2020 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 2020, Directors’ Report and the Auditors’ Report thereon.	149,471,900	149,471,900	100.00	0	0.00
2.	Approve a final dividend.	149,471,900	149,471,900	100.00	0	0.00
3.	Approve Directors’ Fees.	149,471,900	149,471,900	100.00	0	0.00
4.	Re-elect Mr Lawrence Kwan as a Director.	149,471,900	142,791,900	95.53	6,680,000	4.47
5.	Appoint Mr Kuan Cheng Tuck as a Director.	149,471,900	149,471,900	100.00	0	0.00



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, Hong Kong as auditors and to authorise the Directors to fix their remuneration.	149,471,900	149,471,900	100.00	0	0.00
7.	Authority to allot and issue shares.	149,471,900	142,791,900	95.53	6,680,000	4.47
8.	Authority to grant options and issue Shares under the 2014 Karin Employee Share Option Scheme.	149,471,900	142,791,900	95.53	6,680,000	4.47
9.	Authority to grant options at a discount under the 2014 Karin Employee Share Option Scheme.	149,471,900	142,791,900	95.53	6,680,000	4.47
10.	Proposed Renewal of the Share Buyback Mandate.	149,471,900	149,471,900	100.00	0	0.00
11.	Proposed adoption of the Karin Performance Share Plan.	149,791,900	142,791,900	95.53	6,680,000	4.47
12.	Proposed participation of Mr Ng Yuk Wing, Philip in the Karin Performance Share Plan.	77,319,950	70,639,950	91.36	6,680,000	8.64



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	%
13.	Proposed participation of Mr Ng Mun Kit, Michael in the Karin Performance Share Plan	77,319,950	70,639,950	91.36	6,680,000	8.64
14.	Proposed participation of Mr Ng Kin Wing, Raymond in the Karin Performance Share Plan	78,831,950	72,151,950	91.53	6,680,000	8.47

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

Details of parties who are required to abstain from voting on Ordinary Resolution 12, Ordinary Resolution 13 and Ordinary Resolution 14 are set out below:

Ordinary Resolution	Name of Person abstained	Number of shares held
Ordinary Resolution 12 (Proposed participation of Mr Ng Yuk Wing, Philip in the Karin Performance Share Plan)	Asia Platform Investment Limited	70,639,950
	Leung Tak Ching	1,512,000
	Asia Platform Investment 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. Mr. Ng Yuk Wing, Philip is deemed to be interested in the 1,512,000 ordinary shares held by Mdm Leung Tak Ching ("Mdm Leung"), the spouse of Ng Yuk Wing, Philip.	



Ordinary Resolution	Name of Person abstained	Number of shares held
Ordinary Resolution 13 (Proposed participation of Mr Ng Mun Kit, Michael in the Karin Performance Share Plan)	Asia Platform Investment Limited	70,639,950
	Leung Tak Ching	1,512,000
	Asia Platform Investment 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. Mr. Ng Yuk Wing, Philip is deemed to be interested in the 1,512,000 ordinary shares held by Mdm Leung Tak Ching (“Mdm Leung”), the spouse of Ng Yuk Wing, Philip.	
Ordinary Resolution 14 (Proposed participation of Mr Ng Kin Wing, Raymond in the Karin Performance Share Plan)	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.	

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 8 (Authority to allot and issue Shares under the 2014 Karin Employee Share Option Scheme)
- Ordinary Resolution 9 (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

23 October 2020