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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting ("**AGM**") of Karin Technology Holdings Limited (the "**Company**") will be convened and held at Novotel Singapore on Stevens, Level One, Hercules & Cygnus Rooms, 28 Stevens Road, Orchard District, Singapore 257878 on Tuesday, 27 October 2026 at 10.00 a.m. to transact the following businesses:

*All capitalized terms used in this Notice of Annual General Meeting which are not defined herein shall have the meanings ascribed to them in the Appendix attached to the Annual Report 2026 (the "**Appendix**").*

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 June 2026 together with the Statement by Directors and the Auditor's Report thereon. **(Resolution 1)**
2. To approve a final dividend of HK1.8 cents per ordinary share and a special dividend of HK5.0 cents per ordinary share for the financial year ended 30 June 2026. **(Resolution 2)**
3. To approve Directors' Fees of HK$861,000 for the financial year ended 30 June 2026. **(Resolution 3)**
4. To re-elect Mr. Ng Mun Kit, Michael, a director who is retiring pursuant to Bye-law 86 of the Company's Bye-laws and, being eligible, offered himself for re-election. (*See Explanatory Note 1*) **(Resolution 4)**
5. To re-elect Ms. Yan Yuk Ping, Juni, a director who is retiring pursuant to Bye-law 86 of the Company's Bye-laws and, being eligible, offer herself for re-election. (*See Explanatory Note 1*) **(Resolution 5)**
6. To re-appoint Messrs. Ernst & Young LLP, Singapore as the Auditor of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**

AS SPECIAL BUSINESS

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

7. Authority to allot and issue shares **(Resolution 7)**

"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 2*)

8. Authority to allot and issue Shares under the Karin Performance Share Plan **(Resolution 8)**

"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 3*)

9. Authority to grant options and issue shares under the 2024 Karin Employee Share Option Scheme **(Resolution 9)**

"That the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the provisions of the 2024 Karin Employee Share Option Scheme ("**2024 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 2024 ESOS provided always that the aggregate number of shares to be issued pursuant to the 2024 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 4*)

10. Authority to Grant Options at a Discount under the 2024 Karin Employee Share Option Scheme **(Resolution 10)**

"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 2024 Karin Employee Share Option Scheme ("**2024 ESOS**") to participants with exercise prices set at a discount to the Market Price subject to the following conditions:

(a) 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 2024 ESOS (as determined in accordance with the rules of the 2024 ESOS); and

(b) in no event shall the exercise price be less than the nominal value of each Share."

11. Proposed renewal of the Share Buyback Mandate **(Resolution 11)**

"That:

(a) pursuant to the bye-laws of the Company (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 hereafter 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**");

(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 Bye-laws and the Companies Law; and

(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 following 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);

"**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 the Shares 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-Market Day period;

"**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;

"**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

"**Market Day**" means a day on which the SGX-ST is open for trading in securities; and

(d) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buyback Mandate shall, at the discretion of the Directors of the Company; either be cancelled or held in treasury and dealt with in accordance with the Companies Act; and

(e) the Directors be and are hereby authorised to complete and do all such acts and things (including, but without limitation to, executing such documents as may be required and approving any amendments, alteration or modifications to any documents) 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 5*)

12. To transact any other business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Lam Cheuk Yin, Kenneth
Chan Lai Yin
Joint Company Secretaries

Singapore, 5 October 2026

Explanatory Notes on Businesses to be Transacted: -

1. Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, detailed information of each Mr. Ng Mun Kit, Michael and Ms. Yan Yuk Ping, Juni, 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.
2. 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 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.
3. 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.
4. Resolution 9, if passed, will empower the Directors of the Company to offer and grant options under the 2024 ESOS and to allot and issue shares pursuant to the exercise of such options under the 2024 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.
5. 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, subject always to the free float requirements being complied with and on the terms of the Share Buyback Mandate as set out in Resolution 11. Further information relating to this proposed resolution is set out in the Appendix attached to the annual report. For more information on the rationale for the proposed renewal of the Share Buyback Mandate, the sources of funds to be used to finance the share buyback by the Company, including the amount of financing and the illustration on the financial effects on the Company arising from the share buy-backs made pursuant to the proposed Share Buyback Mandate, please refer to Sections 2.3, 2.7 and 2.8 of the Appendix respectively.

RECORD DATE

Subject to members' approval of the proposed final dividend of HK1.8 cents per ordinary share for the financial year ended 30 June 2026 (the "**Proposed Final Dividend**") and the proposed special dividend of HK5.0 cents per ordinary share (the "**Proposed Special Dividend**", and together with the Proposed Final Dividend, the "**Proposed Dividends**") at the forthcoming Annual General Meeting, the Register of Members and Share Transfer Books of Karin Technology Holdings Limited (the "**Company**") will be closed on 3 November 2026 for the purpose of determining members' entitlements to the Proposed Dividends.

Duly completed registrable transfers in respect of the shares in the Company received up to 5:00 p.m. on 2 November 2026 ("**Record Date**") by the Company's Singapore Share Transfer Agent, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619 will be registered to determine members' entitlements to the Proposed Dividends. 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 Proposed Dividends.

The Proposed Dividends, if approved at the forthcoming Annual General Meeting, will be paid on 11 November 2026.

Notes:

(i) The Annual General Meeting ("**AGM**") will be convened and held physically. There will be no option for shareholders to participate virtually. The 2026 Annual Report and the Appendix will be sent to members by electronic means via publication on the Company's website at https://karingroup.com/agm and via SGXNET at the URL https://www.sgx.com/securities/company-announcements. Please complete the Request Form attached and return by post or by email to sg.is.proxy@vistra.com no later than 17 October 2026 to receive the 2026 Annual Report and the Appendix in time for the upcoming AGM. A printed copy of the Annual Report and the Appendix will be mailed to you within seven (7) days upon receiving your request.

(ii) Members (including investors who holds shares under the Central Provident Fund Investment Scheme and Supplementary Retirement Scheme ("**CPF/SRS Investors**") may participate in the AGM by:

(a) Attending the AGM in person;

(b) Asking questions at the AGM or submitting questions in advance of the AGM; and/or

(c) Voting at the AGM (i) personally; or (ii) through duly appointed proxy(ies).

(iii) Substantial and relevant questions related to the agenda of AGM may be submitted in advance of the AGM by 10.00 a.m. on 16 October 2026 in the following manner:

- Electronic AGM Website at https://2026.karin.vote-tech.com; or
- Email to sg.is.proxy@vistra.com; or
- Post to the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619.

When submitting the questions, please provide the Company with the following details, for verification purpose:

(a) full name (for individuals)/company name (for corporates);

(b) NRIC/Passport/Company Registration number;

(c) Mailing address;

(d) Contact number; and

(e) Shareholding type (e.g. via CDP, CPF or SRS) and number of shares held.

Responses to these questions will be posted on the SGXNet and the Company's website by 10.00 a.m. on 22 October 2026. Where substantial and relevant questions submitted by shareholders are unable to be addressed prior to the AGM, including any questions received by the Company after 10:00 a.m. on 16 October 2026, the Company will address them during the AGM.

(iv) A member who is a Relevant Intermediary* is entitled to attend, speak and vote at the AGM and is entitled to appoint more than two (2) proxies to attend, speak and vote, but each proxy must be appointed to exercise the rights attached to a different share or shares held by each member. Where such member appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.

(v) A proxy need not be a member of the Company. Where a member who is not a Relevant Intermediary* appoints more than one (1) proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no percentage is specified, the first named proxy shall be treated as representing 100 per cent. of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.

(vi) The Chairman of the meeting, as proxy, need not be a member of the Company. A member may appoint the Chairman of the meeting as his/her/its proxy. If a member wishes to appoint the Chairman of the meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

(vii) The instrument appointing a proxy must be signed and send:

(a) By electronic AGM Website at https://2026.karin.vote-tech.com; or

(b) 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 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619; or

(c) Email to the Company's Share Registrar at sg.is.proxy@vistra.com,

in either case, by no later than 10.00 a.m. on 24 October 2026, being seventy-two (72) hours before the time fixed for the AGM.

The completion and return of the proxy form by a Shareholder will not prevent him from attending, speaking and voting at the AGM in place of his proxy should he subsequently wish to do so.

(viii) A CPF/SRS investor who wishes to exercise his/her vote should approach his/her respective Relevant Intermediary, including CPF Agent Bank or SRS Operator to submit his/her voting instructions by 10.00 a.m. on 16 October 2026, being seven (7) working days before the date of the AGM. CPF and SRS Investors are encouraged to contact their respective Relevant Intermediary for any queries they may have with regard to the appointment of proxy/proxies for the AGM.

(ix) A depositor shall not be regarded as a member of the Company entitled to attend and vote at the AGM unless his/her name appears on the Depository Register not less than seventy-two (72) hours before the time of the AGM, i.e. 10.00 a.m. on 24 October 2026.

*"A Relevant Intermediary" means:

a. a banking corporation licensed under the Banking Act 1970, 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;

b. a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001, and who holds shares in that capacity; or

c. the Central Provident Fund Board established by the Central Provident Fund Act 1953, 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 Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY:

By (a) submitting an instrument appointing a proxy(ies) to attend, speak and vote at the AGM and/or any adjournment thereof or (b) submitting any question prior to the AGM in accordance with Note (iii) above, 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 purposes of:

(i) processing and administration by the Company (or its agents or service providers) of the appointment of proxy(ies) for the AGM (including any adjournment thereof);

(ii) addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;

(iii) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and

(iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines