



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 24 October 2019, and wishes to announce that all resolutions as set out in the Notice of AGM dated 9 October 2019 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 2019, Directors’ Report and the Auditors’ Report thereon.	153,231,300	153,231,300	100	0	0
2.	Approve a final dividend.	153,231,300	153,231,300	100	0	0
3.	Approve Directors’ Fees.	153,231,300	153,231,300	100	0	0
4.	Re-elect Mr Lim Yew Kong, John as a Director.	153,124,300	144,749,600	94.53	8,374,700	5.47
5.	Re-elect Mr Ng Kin Wing, Raymond as a Director.	82,586,650	82,586,650	100	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	%
6.	Re-appoint Messrs Ernst & Young, Hong Kong as auditors and to authorise the Directors to fix their remuneration.	153,231,300	153,231,300	100	0	0
7.	Authority to allot and issue shares.	153,231,300	144,743,600	94.46	8,487,700	5.54
8.	Authority to allot and issue Shares under the Karin Performance Share Plan.	144,856,600	142,093,600	98.09	2,763,000	1.91
9.	Authority to grant options and issue Shares under the 2014 Karin Employee Share Option Scheme.	144,856,600	142,093,600	98.09	2,763,000	1.91
10.	Authority to grant options at a discount under the 2014 Karin Employee Share Option Scheme.	153,231,300	142,093,600	92.73	11,137,700	7.27
11.	Proposed Renewal of the Share Buyback Mandate.	153,231,300	153,231,300	100	0	0



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Mr Lim Yew Kong, John who was re-elected as a Director of the Company at the AGM remains as Chairman of the Audit and Risk Management Committee, Member of Nominating Committee and Remuneration Committee. Mr Lim Yew Kong, John 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.

Details of parties who have abstained from voting on Ordinary Resolution 4 and Ordinary Resolution 5 are set out below:

Ordinary Resolution	Name of Person abstained	Number of shares held
Ordinary Resolution 4 (Re-election of Mr Lim Yew Kong, John as a Director)	Lim Yew Kong, John	100,000
Ordinary Resolution 5 (Re-election of Mr Ng Kin Wing, Raymond as a Director)	Kikki Investment Limited	70,639,950
	Mr. Ng Kin Wing, Raymond is deemed to be interested in the 70,639,950 ordinary shares registered under Kikki Investment Limited.	

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

24 October 2019