



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 20 October 2016, and wishes to announce that all resolutions as set out in the Notice of AGM dated 5 October 2016 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 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 2016, the Directors’ Report and the Auditors’ Report thereon.	153,574,000	153,574,000	100.0	0	0
2.	Approve a final dividend.	154,071,000	154,071,000	100.0	0	0
3.	Approve Directors’ Fees.	154,071,000	154,071,000	100.0	0	0
4.	Re-elect Mr Ng Yuk Wing, Philip as a Director.	83,431,050	83,431,050	100.0	0	0
5.	Re-elect Mr Lim Yew Kong, John as a Director.	153,971,000	153,971,000	100.0	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	%
6.	Re-appoint Messrs Ernst & Young, Hong Kong as auditors and to authorise the Directors to fix their remuneration.	154,028,500	154,028,500	100.0	0	0
7.	Authority to allot and issue shares.	154,028,500	148,837,900	96.63	5,190,600	3.37
8.	Authority to allot and issue Shares under the Karin Performance Share Plan.	154,028,500	147,560,500	95.80	6,468,000	4.20
9.	Authority to allot and issue Shares under the 2014 Karin Employee Share Option Scheme.	154,028,500	147,555,500	95.798	6,473,000	4.202
10.	Authority to grant of options at a discount under the 2014 Karin Employee Share Option Scheme.	154,028,500	146,715,500	95.25	7,313,000	4.75
11.	Renewal of the Share Buyback Mandate.	154,071,000	154,065,000	99.996	6,000	0.004

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.



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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 Ng Yuk Wing, Philip as a Director)	Asia Platform Investment Limited	70,639,950
	Mr. Ng Yuk Wing, Philip is deemed to be interested in the 70,639,950 ordinary shares registered under Asia Platform Investment Limited.	
Ordinary Resolution 5 (Re-election of Mr Lim Yew Kong, John as a Director)	Lim Yew Kong, John	100,000

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)

Associates Corporate Services Pte. Ltd. was appointed as the Scrutineer for the AGM.

By Order of the Board

Wong Chi Cheung, Clarence
Financial Controller / Joint Company Secretary

20 October 2016