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 SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** a special general meeting (the "**SGM**") of Karin Technology Holdings Limited (the "**Company**") will be held at Novotel Singapore on Stevens, Level One, Hercules & Cygnus Rooms, 28 Stevens Road, Orchard District, Singapore 257878 on 27 October 2026 at 10.30 a.m. (or upon the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing the following special resolution:

*Please refer to the paragraph titled "**IMPORTANT INFORMATION**" below for details.*

*Capitalised terms not defined in this Notice of SGM shall have the same meaning as ascribed to them in the Company's circular dated 5 October 2026 (the "**Circular**").*

**SPECIAL RESOLUTION:**

**THE PROPOSED AMENDMENTS TO BYE-LAWS**

**THAT:**

(a) the proposed amendments to the Existing Bye-laws of the Company as set out in the manner and to the extent set out in the Appendix to this Circular be and is hereby approved, and the Amended Bye-laws be adopted as the Bye-laws of the Company in substitution for, and to the exclusion of, the Existing Bye-laws of the Company; and

(b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including, without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and take all such steps, exercise such discretion and do all such acts, deeds and/or things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Special Resolution and implement any of the foregoing as they think fit and in the interests of the Company.

By Order of the Board
**KARIN TECHNOLOGY HOLDINGS LIMITED**

Ng Kin Wing, Raymond
Executive Chairman

5 October 2026

**IMPORTANT INFORMATION**

1. The Special General Meeting (the "**SGM**") will be convened and held physically. There will be no option for shareholders to participate virtually. The Circular, this Notice of SGM, the Proxy Form and Request Form may be accessed on the SGXNet at the URL: https://www.sgx.com/securities/company-announcements, and on the Company's website at the URL: https://investor.karingroup.com/sgm.html. To receive a printed copy of this Circular, Shareholders are to complete and return the Request Form to the Company by post to the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619, or by email to sg.is.proxy@vistra.com, no later than **17 October 2026** in accordance with the instructions set out therein. A printed copy of the Circular will be mailed to you within seven (7) days upon receiving your request.

2. Members (including CPF Investors/SRS Investors) may participate in the SGM by:
   (a) attending the SGM in person;
   (b) asking questions at the SGM or submitting questions to the Chairman of the Meeting in advance of the SGM; and/or
   (c) voting at the SGM (i) personally; or (ii) through duly appointed proxy(ies).

3. Substantial and relevant questions related to the agenda of the SGM may be submitted in advance of the SGM by **10.30 a.m. on 16 October 2026** in the following manner:
   (a) by electronic SGM website at the URL: https://2026.karin.vote-tech.com;
   (b) by email to the Company's Share Registrar at sg.is.proxy@vistra.com; and/or
   (c) by 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 purposes:
   (a) full name (for individuals)/company name (for corporates);
   (b) NRIC/Passport/Company Registration No.;
   (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 Company's website and the SGXNet by **10.30 a.m. on 22 October 2026**. Where substantial and relevant questions submitted by Shareholders are unable to be addressed prior to the SGM, including any questions received by the Company after **10.30 a.m. on 16 October 2026**, the Company will address them during the SGM.

4. A member who is a Relevant Intermediary* is entitled to attend, speak and vote at the SGM 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 that 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.

5. 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/it should specify the proportion of his/her/its 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.

6. 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.

7. The instrument appointing a proxy must be signed and sent:
   (a) by electronic SGM website at the URL: https://2026.karin.vote-tech.com;
   (b) by email to the Company's Share Registrar at sg.is.proxy@vistra.com; or
   (c) by 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,

   in any case, no later than **10.30 a.m. on 24 October 2026**, being 72 hours before the time fixed for the SGM.

   The completion and return of the proxy form by a Shareholder will not prevent him/her/it from attending, speaking and voting at the SGM in place of his/her/its proxy should the Shareholder subsequently wishes to do so.

8. Any CPF Investor or SRS Investor who wishes to exercise his/her vote should approach his/her respective Relevant Intermediary, including his/her CPF Agent Bank or SRS Operator to submit his/her voting instructions by **10.30 a.m. on 16 October 2026**, being seven (7) working days before the time fixed for the SGM. CPF Investors 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 SGM.

9. A Depositor shall not be regarded as a member of the Company entitled to attend and vote at the SGM unless his/her/its name appears on the Depository Register not less than 72 hours before the time fixed for the SGM, i.e. **10.30 a.m. on 24 October 2026**.

   *"Relevant Intermediary" means:
   (a) a banking corporation licensed under the Banking Act 1970 of Singapore, 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 of Singapore, and who holds shares in that capacity; or
   (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under the Central Provident Fund Act 1953 of Singapore providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund 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 SGM and/or any adjournment thereof or (b) submitting any questions prior to the SGM in accordance with Note (3) 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 SGM (including any adjournment thereof);

(ii) addressing relevant and substantial questions from members received before the SGM 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 SGM (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.