



Karin Technology
Holdings Limited

KARIN TECHNOLOGY HOLDINGS LIMITED

(Incorporated in Bermuda on 30 August 2002)
(Registration Number: 32514)

NOTICE OF SPECIAL GENERAL MEETING

PRECAUTIONARY MEASURES AT SGM

In line with the COVID-19 measures, the Company seeks the understanding and cooperation of all shareholders and other attendees to minimise the risk of community spread of COVID-19. As the COVID-19 situation continues to evolve, the Company seek the Shareholders' understanding that further measures and/or changes to the SGM arrangement may be made in the ensuing days up to the day of the SGM. Updates will be posted on the Company's corporate website at (<https://karingroup.com>) and SGX website (www.sgx.com).

NOTICE IS HEREBY GIVEN that the Special General Meeting ("SGM") of **KARIN TECHNOLOGY HOLDINGS LIMITED** (the "Company") will be convened and held by way of electronic means on 29 June 2020 at 12.00 p.m. (Singapore time), for the purpose of considering, and if thought fit, passing with or without modification(s), the ordinary resolution as set out below.

All undefined terms herein shall bear the same meanings ascribed to them in the circular to shareholders of the Company dated 12 June 2020 (the "Circular").

ORDINARY RESOLUTION 1 – APPROVAL OF THE PROPOSED DISPOSAL

THAT:

- (a) approval be and is hereby given to the Directors of the Company for
 - (i) the sale of 100,000 shares in MasterKloud Technology Limited, constituting 20% of the equity interest in MasterKloud Technology Limited, to Masterson Technology Limited;
 - (ii) the sale of an existing loan of HK\$2,499,999 owed by MasterKloud Technology Limited to the Company to Masterson Technology Limited; and
 - (iii) the waiver of an existing loan of HK\$4,400,001 owed by MasterKloud Technology Limited to the Company, for a consideration of HK\$2,500,000, subject to the terms and conditions of the SPA (the "Proposed Disposal").
- (b) any of the Director of the Company be and is hereby authorised to complete and to do all acts and things as he may consider necessary or expedient for the purposes of or in connection with the Proposed Disposal and to give effect to this Ordinary Resolution 1 (including any amendment to the SPA, execution of any other agreements or documents or procurement of third party consents) as he/she shall think fit and in the interests of the Company.

BY ORDER OF THE BOARD

Wong Chi Cheung, Clarence
Chan Lai Yin
Joint Company Secretaries
12 June 2020

Notes:

General

1. The SGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on the Company's website at the URL <https://karingroup.com/notice-and-resource-materials-2020-june-29-esgm/>. This Notice will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. **Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the SGM in person.** Alternative arrangements relating to attendance at the SGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the SGM, addressing of substantial and relevant questions at the SGM and voting by appointing the Chairman of the Meeting as proxy at the SGM, are set out in the Company's circular dated 12 June 2020. This circular may be accessed at the Company's website at the URL <https://karingroup.com/notice-and-resource-materials-2020-june-29-esgm/>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Participation in the SGM via live webcast or live audio feed

3. A shareholder of the Company or their corporate representatives (in the case of a member which is a legal entity) will be able to watch or listen to the proceedings of the SGM through a "live" webcast via mobile phone, tablet or computer ("**Live Webcast**"). In order to do so, the member must pre-register by 12.00 p.m. on 26 June 2020 ("**Registration Deadline**"), at the URL <https://agm.convenea.com/karin2020> ("**SGM Website**"), to create an account.
4. Following authentication of his/her/its status as a shareholder of the Company, such shareholder will receive an email on their authentication status and will be able to access the Live Webcast using the account created.
5. Shareholders who have registered by the Registration Deadline in accordance with paragraph 3 above but do not receive an email response by 12.00 p.m. on 28 June 2020 may contact the Company for assistance at the following email address: support@convenea.com with the following details included: (1) the member's full name; and (2) his/her/its identification/ registration number.
6. Non-SRS holders whose shares are registered under Depository Agents ("**DAs**") must also contact their respective DAs to indicate their interest in order for their respective DAs to make the necessary arrangements for them to participate in the Live Webcast of the AGM proceeding.

Submission of questions prior to the SGM

7. A shareholder of the Company may also submit questions relating to the resolutions to be tabled for approval at the SGM. The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received. The Company will publish the minutes of the SGM on SGXNET and the Company's website within one month after the date of SGM.
8. To do so, all questions must be submitted no later than the Registration Deadline through any one of the following means:
 - (a) via the SGM Website; or
 - (b) in physical copy by depositing the same at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), at 80 Robinson Road #11-02, Singapore 068898; or
 - (c) by email to esgm2020@karin.com.hk.
9. If the questions are deposited in physical copy at the office of the Company's Share Registrar or sent via email, and in either case not accompanied by the completed and executed Proxy Form (as defined below), the following details must be included with the submitted questions: (i) the member's full name; and (ii) his/her/its identification/registration number for verification purposes, failing which the submission will be treated as invalid.

Voting by proxy

10. Shareholders may only exercise their voting rights at the SGM via proxy voting appointing Chairman of the Meeting. The accompanying proxy form for the SGM may be accessed at the SGM Website, the Company's website at the URL <https://karingroup.com/notice-and-resource-materials-2020-june-29-esgm/>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting for or against or abstain from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least 7 working days before the SGM.
11. Shareholders (including Relevant Intermediary*) who wish to vote on any or all of the resolutions at the SGM must submit a proxy form to appoint the Chairman of the Meeting as their proxy to do so on their behalf.
12. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
 - (a) in the electronic format accessible on the SGM Website;
 - (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 80 Robinson Road #11-02, Singapore 068898; or
 - (c) if submitted electronically, be submitted via email to the Company's Share Registrar at sg.is.KARINproxy@sg.tricorglobal.com.**In either case, by no later than 12.00 p.m. on 26 June 2020, being 72 hours before the time fixed for the SGM.**

In the case of submission of the Proxy Form other than via the SGM Website, a member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically.

13. A Depositor shall not be regarded as the Company entitled to attend the SGM and to speak and vote (via appointment of the Chairman of the Meeting as his/her/its proxy) thereat unless his name appears on the Depository Register at least 72 hours before the time appointed for holding the SGM, as certified by CDP to the Company.
14. A member may withdraw an instrument appointing the Chairman of the Meeting or other person(s) as proxy(ies) by sending an email to the Company's Share Registrar at sg.is.KARINproxy@sg.tricorglobal.com to notify the Company of the withdrawal, at least 72 hours before the time for holding the SGM.
15. Submission by a member of a valid instrument appointing the Chairman of the Meeting as proxy at least 72 hours before the time for holding the SGM will supersede any previous instrument appointing a proxy(ies) submitted by that member.
16. **Please note that shareholders will not be able to vote through the Live Webcast and can only vote with their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.**

"Relevant Intermediary" means:

- (a) a banking corporation licensed under the Banking Act (Chapter 19) 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 (Chapter 289) of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act (Chapter 36) of Singapore, 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 CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Personal data privacy:

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the SGM and/or any adjournment thereof, 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 purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.