

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at The Pines, 30 Stevens Road Singapore 257840 on Wednesday, 28 October 2009 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Accounts for the financial year ended June 30, 2009 together with the Reports of the Directors and the Auditors of the Company. **(Resolution 1)**
2. To declare a final dividend of S\$0.005 per ordinary share in respect of the financial year ended June 30, 2009. **(Resolution 2)**
3. To re-elect as a Director, Mr Chan Wah Tiong who is retiring under Article 91 of the Company's Articles of Association.
Mr Chan Wah Tiong will, upon re-election as a Director of the Company, remain the Chairman of the Nominating and Remuneration Committee and a member of the Audit Committee and will be considered independent of management. **(Resolution 3)**
4. To re-elect as a Director, Mr Christopher Chong Meng Tak who is retiring under Article 91 of the Company's Articles of Association.
Mr Christopher Chong Meng Tak will, upon re-election as a Director of the Company, remain the Chairman of the Audit Committee and a member of the Nominating and Remuneration Committee and will be considered independent of management. **(Resolution 4)**
5. To consider and, if thought fit, pass the following resolution:
"That Mr Koh Teng Kwee, who is above 70 years of age and whose office as Director shall be vacant at the conclusion of this Annual General Meeting in accordance with section 153(2) of the Companies Act, Cap 50 and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting;" **(Resolution 5)**
6. To approve Directors' fees of S\$81,000 for the financial year ended June 30, 2009. **(Resolution 6)**
7. To re-appoint Messrs Deloitte & Touche LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 7)**
8. To transact any other business that may be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

9. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications:
"That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors to allot and issue:
(i) Shares in the capital of the Company (whether by way of bonus, rights or otherwise); or
(ii) convertible securities; or
(iii) additional convertible securities arising from adjustments made to the number of convertible securities previously issued in the event of rights, bonus or capitalisation issues; or
(iv) shares arising from the conversion of convertible securities in (ii) and (iii) above,
at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares and convertible securities to be issued pursuant to this Resolution does not exceed fifty per cent (50%) which limit may be increased to one hundred per cent (100%) for the Company to undertake pro-rata renounceable rights issue of the total number of issued shares excluding treasury shares or such other limit as may be prescribed by the Singapore Exchange Securities Trading Limited as at the date of this Resolution, of which the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty per cent (20%) of the total number of issued shares excluding treasury shares or such other limit as may be prescribed by the Singapore Exchange Securities Trading Limited as at the date of this Resolution, and, unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.
For the purpose of determining the aggregate number of shares that may be issued pursuant to this Resolution, the percentage of the total number of issued shares excluding treasury shares is based on the total number of issued shares excluding treasury shares at the date of this Resolution after adjusting for new shares arising from the conversion of exercise of any convertible securities or employee stock options in issue as at the date of this Resolution and any subsequent consolidation or subdivision of the Company's shares." [See Explanatory Note (I)] **(Resolution 8)**
10. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution, with or without modifications:
"That subject to and pursuant to the share issue mandate in resolution 8 above being obtained, authority be and is hereby given to the Directors to issue new shares other than on a pro-rata basis to shareholders of the Company at an issue price per new share which shall be determined by the Directors in their absolute discretion provided that such price shall not represent more than a 20% discount for new shares to the weighted average price per share determined in accordance with the requirements of the SGX-ST." [See Explanatory Note (II)] **(Resolution 9)**
11. To consider and, if thought fit, pass the following ordinary resolution with or without any modifications:
"That the Board of Directors of the Company be and is hereby authorised to offer and grant options in accordance with the provisions of the Koda Share Option Scheme (the "Scheme") and pursuant to Section 161 of the Companies Act, Cap 50, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the Scheme provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed fifteen per cent (15%) of the total number of issued shares in the capital of the Company from time to time and provided also that, subject to such adjustments as may be made to the Scheme as a result of any variation in the capital structure of the Company." [See Explanatory Note (III)] **(Resolution 10)**
12. To consider and, if thought fit, pass the following ordinary resolution with or without any modifications:
"That the Board of Directors of the Company be and is hereby authorised to offer and grant awards ("Awards") in accordance with the provisions of the Performance Share Plan (the "Performance Share Plan") and pursuant to Section 161 of the Companies Act, Cap. 50, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of Awards under the Performance Share Plan provided always that the total number of new shares to be issued pursuant to the Awards granted under the Performance Share Plan, when added to the number of new shares issued and issuable in respect of:
(i) all Awards granted under the Performance Share Plan; and
(ii) all options granted under the Scheme
shall not exceed fifteen per cent (15%) of the issued share capital of the Company from time to time." [See Explanatory Note (IV)] **(Resolution 11)**
13. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications:
"That:
(a) for the purposes of Sections 76C and 76E of the Companies Act, Cap. 50, the exercise by the Directors of all 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 hereinafter defined), whether by way of:
(i) market purchase(s) (each a "Market Purchase") on the SGX-ST; or
(ii) off-market purchase(s) (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,
(iii) and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");
(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Purchase 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 12 and expiring on the earlier of:
(i) the date on which the next annual general meeting of the Company is held; or
(ii) the date by which the next annual general meeting of the Company is required by law to be held;
(c) in this Resolution 12:
"Prescribed Limit" means 10% of the number of issued Shares as at the date of passing of this Resolution 12; and
"Maximum Price" in relation to a Share to be purchased or acquired, means an amount (excluding ancillary expenses such as brokerage, commission, stamp duties, applicable goods and services tax, clearance fees and other related expenses) not exceeding:
(i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
(ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 115% of the Average Closing Price of the Shares;
where:
"Average Closing Price" means the average of the closing market prices of a Share over the last five market days on which transactions in the Shares were recorded on the SGX-ST immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five-day period; and
"date of the making of the offer" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and
(d) the Directors and each of them be and are hereby authorised to deal with the shares purchased by the Company, pursuant to the Share Purchase Mandate in any manner as they think fit, which is allowable under the Companies Act.
(e) the Directors and each of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they or he may consider necessary, desirable or expedient to give effect to the transactions contemplated by this Resolution 12." [See Explanatory Note (V)] **(Resolution 12)**

Notice of Books Closure Date and Payment Date for Final Dividend

Notice is hereby given that the Transfer Books and the Register of Members of the Company will be closed at 5.00 p.m. on 12 November 2009 (the "Books Closure Date") for the purpose of determining the entitlement of Shareholders to the final dividend of S\$0.005 per ordinary shares in respect of the financial year ended 30 June 2009 (the "Final Dividend"). Shareholders whose shares are deposited with the Central Depository (Pte) Limited ("CDP"), whose securities account with CDP are credited with Shares as at 5.00 p.m. on the Books Closure Date will be entitled to the Final Dividend on the basis of the number of shares standing to the credit of their securities accounts with CDP as at 5.00 p.m. on such date.

Duly completed registrable transfers in respect of shares in the Company received up to the close of business at 5.00 p.m. on 12 November 2009 by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 3 Church Street, #08-01 Samsung Hub, Singapore 049483, will be registered to determine shareholders' entitlements to the Final Dividend.

The Final Dividend, if approved by members at the Annual General Meeting to be held on 28 October 2009, will be paid on or about 23 November 2009.

By Order of the Board

Ong Beng Hong/Tan Swee Gek
Secretaries
13 October 2009

Explanatory Note:

- I. The Ordinary Resolution proposed in item 9 above, if passed, will empower the Directors from the passing of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company up to an amount not exceeding, in total, 50% (or one hundred per cent (100%) in the event of a pro-rata renounceable rights issue) of the issued shares in the capital of the Company at the time of passing of this resolution, of which up to 20% may be issued other than on a pro-rata basis to shareholders.
- II. The Ordinary Resolution proposed under item 10 above, if passed, will authorise the Directors to issue new shares (other than on a pro-rata basis to shareholders of the Company) at an issue price of up to 20% discount to the weighted average price per share.
- III. The Ordinary Resolution proposed under item 11 above, if passed, will authorise the Directors to offer and grant options in accordance with the provisions of the Scheme and pursuant to Section 161 of the Companies Act, Chapter 50 to allot and issue shares under the Scheme. The Scheme was approved by the shareholders of the Company in general meeting on 6 December 2001.
- IV. The Ordinary Resolution proposed under item 12 above, if passed, will authorise the Directors to offer and grant awards of shares in accordance with the provisions of the Share Performance Plan and pursuant to Section 161 of the Companies Act, Cap. 50 to allot and issue shares under the Share Performance Plan. The Share Performance Plan was approved by the shareholders of the Company in general meeting on 28 October 2008. Please refer to the Circular dated 10 October 2008 for further details.
- V. The Ordinary Resolution proposed under item 13 above, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the date the next annual general meeting is to be held or is required by law to be held, whichever is the earlier, to make purchases (whether by way of Market Purchases or Off-Market Purchases on an equal access scheme) from time to time of up to 10% of the total number of issued Shares excluding any Shares which are held as treasury shares by the Company, at prices up to but not exceeding the Maximum Price. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate are set out in greater detail in the Letter to Shareholders dated 13 October 2009.

Notes:

- 1) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or proxies (not more than two) to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- 2) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
- 3) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 28 D'Almeida Lane 4, Singapore 539424 at least 48 hours before the time fixed for the Meeting.