

KODA LTD

(Incorporated in the Republic of Singapore)
(Company Registration Number 198001299R)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Koda Ltd (the “Company”) will be held at 28 Defu Lane 4, Singapore 539424 on Friday, 27 October 2017 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2017 together with the Auditors’ Report thereon. **(Resolution 1)**
- To declare a final tax-exempt (one-tier) dividend of 1.00 Singapore cent per ordinary share and a tax-exempt (one-tier) special dividend of 2.00 Singapore cents per ordinary share for the financial year ended 30 June 2017. **(Resolution 2)**
- To approve Directors’ fees of S\$116,000 for the financial year ended 30 June 2017. (2016: S\$81,000) **(Resolution 3)**
- To re-appoint Deloitte & Touche LLP as the Company’s Auditors and to authorise the Directors of the Company to fix their remuneration. **(Resolution 4)**
- To re-elect Mdm Koh Shwu Lee who is retiring pursuant to Regulation 89 of the Company’s Constitution. **(Resolution 5)**
- To re-elect Mr Sim Cheng Huat who is retiring pursuant to Regulation 89 of the Company’s Constitution. **(Resolution 6)**

Mr Sim Cheng Huat will, upon re-election as a Director of the Company, remain as an Independent Non-Executive Director, the Chairman of the Nominating Committee, and a member of the Audit Committee and Remuneration Committee. Mr Sim Cheng Huat is considered independent for the purposes of Rule 704(8) of the Listing Manual (“Listing Manual”) of the Singapore Exchange Securities Trading Limited (the “SGX-ST”).

- To re-elect Mr Ying Siew Hon, Francis who is retiring pursuant to Regulation 88 of the Company’s Constitution. **(Resolution 7)**

Mr Ying Siew Hon, Francis will, upon re-election as a Director of the Company, remain as an Independent Non-Executive Director, the Chairman of the Remuneration Committee, and a member of the Audit Committee and Nominating Committee. Mr Ying Siew Hon, Francis is considered independent for the purposes of Rule 704(8) of the Listing Manual.

- To re-elect Mr Tan Choon Seng who is retiring pursuant to Regulation 88 of the Company’s Constitution. **(Resolution 8)**

Mr Tan Choon Seng will, upon re-election as a Director of the Company, remain as an Independent Non-Executive Director, and a member of the Audit Committee, Nominating Committee and Remuneration Committee. Mr Tan Choon Seng is considered independent for the purposes of Rule 704(8) of the Listing Manual.

- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

- Authority to allot and issue shares in the capital of the Company and/or instruments**

That, pursuant to Section 161 of the Companies Act, Cap. 50 (the “Act”) and Rule 806 of the Listing Manual, authority be and is hereby given to the Directors of the Company to:

- (i) allot and issue new shares in the capital of the Company (“Shares”) (whether by way of rights, bonus or otherwise); and/or
- (ii) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require new Shares to be allotted and issued, including but not limited to the creation, allotment and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) notwithstanding that the authority conferred by this Resolution may have ceased to be in force, allot and issue new Shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution is in force,

provided that:

- (1) the aggregate number of new Shares (including Shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to this Resolution), to be allotted and issued pursuant to this Resolution does not exceed 50% of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company (calculated in accordance with sub-paragraph (2) below), of which the aggregate number of new Shares to be allotted and issued other than on a pro rata basis to existing shareholders of the Company (including Shares to be allotted and issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 15% of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company (calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculations as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of new Shares that may be allotted and issued under sub-paragraph (1) above, the percentage of the total number of issued Shares excluding treasury shares and subsidiary holdings shall

be based on the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company at the time this Resolution is passed after adjusting for:

- new Shares arising from the conversion or exercise of any Instruments or any convertible securities;
- new Shares arising from exercising of share options or vesting of share awards outstanding and/or subsisting at the time of the passing of this Resolution, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and
- any subsequent bonus issue, consolidation or sub-division of Shares;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Company’s Constitution for the time being; and

- (4) (unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

See Explanatory Note (i)

(Resolution 9)

- Authority to offer and grant share awards and issue Shares under the Performance Share Plan**

That the Directors of the Company be and are hereby authorised to offer and grant share awards under the Performance Share Plan adopted on 28 October 2016 and to allot and issue such Shares as may be required to be allotted and issued under the Performance Share Plan, provided always that the aggregate number of new Shares to be allotted and issued pursuant to the Performance Share Plan and any other share based incentive schemes of the Company shall not exceed 15% of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company from time to time.

See Explanatory Note (ii)

(Resolution 10)

By Order of the Board

Gn Jong Yuh Gwendolyn

Company Secretary

Singapore, 12 October 2017

Explanatory Notes:

- The Ordinary Resolution 9 proposed in item 10 above, if passed, will empower the Directors of the Company from the date of the passing of Ordinary Resolution 9 until the date of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier, to allot and issue new Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments. The aggregate number of new Shares (including Shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to Ordinary Resolution 9) to be allotted and issued pursuant to Ordinary Resolution 9 shall not exceed 50% of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company as at the date of the passing of Ordinary Resolution 9. For the allotment and issue of new Shares other than on a pro rata basis to existing shareholders of the Company, the aggregate number of new Shares (including Shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to Ordinary Resolution 9) to be allotted and issued pursuant to Ordinary Resolution 9 shall not exceed 15% of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company as at the date of the passing of Ordinary Resolution 9. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

- The Ordinary Resolution 10 proposed in item 11 above, if passed, will empower the Directors of the Company, to offer and grant share awards and to allot and issue such Shares as may be required to be allotted and issued under the Performance Share Plan.

Notes:

- Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Act, a member is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where a member appoints more than one proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the proxy form.
- Pursuant to Section 181(1C) of the Act, a member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the proxy form.
- A proxy need not be a member of the Company.
- The proxy form must be deposited at registered office of the Company at **28 Defu Lane 4, Singapore 539424**, not less than **72 hours** before the time appointed for holding the Annual General Meeting.
- Where the proxy form is executed by an individual, it must be executed under the hand of the individual or his attorney duly authorised. Where the proxy form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.