

# KODA LTD

(Company Registration No. 198001299R)  
(Incorporated in the Republic of Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at The Pines, 30 Steven Road Singapore 257840 on Tuesday, 30 October 2012 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 30 June 2012 together with the Reports of the Directors and the Auditors of the Company. **(Resolution 1)**
2. To re-elect as a Director, Mr Chan Wah Tiong who is retiring under Article 91 of the Company's Articles of Association. **(Resolution 2)**  
*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.*
3. To re-elect as a Director, Mr Sim Cheng Huat who is retiring under Article 91 of the Company's Articles of Association. **(Resolution 3)**  
*Mr Sim Cheng Huat will, upon re-election as a Director of the Company, remain a member each of the Audit Committee and the Nominating and Remuneration Committee and will be considered independent of management.*
4. To consider and, if thought fit, pass the following resolution: **(Resolution 4)**  
"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 be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting."
5. To approve Directors' fees of S\$81,000 for the financial year ended 30 June 2012. **(Resolution 5)**
6. To re-appoint Messrs Deloitte & Touche LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
7. To transact any other business that may be transacted at an Annual General Meeting.

### AS SPECIAL BUSINESS

8. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications:  
"That pursuant to the listing rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") authority be and is hereby given to the directors of the Company to:
  - (i) (a) issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or
  - (b) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) 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 may in their absolute discretion deem fit; and
  - (ii) issue Shares in pursuance of any Instruments made or granted pursuant to the authority while such authority was in force (notwithstanding that such issue of Shares pursuant to the Instruments may occur after the expiration of the authority contained in this Resolution), provided that:
    - (1) the aggregate number of Shares to be issued pursuant to such authority (including Shares to be issued in pursuance of Instruments made or granted pursuant to such authority) does not exceed 50% (unless sub-paragraph (3) below applies) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to such authority) does not exceed 15% of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
    - (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time such authority was conferred, after adjusting for:
      - (a) new Shares arising from the conversion or exercise of any convertible securities;
      - (b) new Shares arising from the exercising of share options or the vesting of share awards which are outstanding or subsisting at the time such authority was conferred; and
      - (c) any subsequent bonus issue or consolidation or subdivision of Shares;
    - (3) in exercising the authority conferred by this Resolution the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Listing Manual of the SGX-ST for the time being in force (in each case, unless such compliance has been waived by the SGX-ST) and the Articles for the time being of the Company; and
    - (4) unless revoked or varied by the Company (general meeting) the authority so conferred shall continue in force until the conclusion of the next Annual General Meeting of the Company 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)]

9. 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 all share schemes.shall not exceed 15% of the issued share capital of the Company from time to time."

[See Explanatory Note (II)]

By Order of the Board

Ong Beng Hong/Tan Swee Gek  
Secretaries

15 October 2012

### Explanatory Note:

- I. The Ordinary Resolution proposed in item 8 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% of the issued shares in the capital of the Company at the time of passing of this resolution, of which up to 15% may be issued other than on a pro-rata basis to shareholders.
- II. The Ordinary Resolution proposed in item 9 above, if passed, will authorise the Directors to offer and grant award 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.

### 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 Defu Lane 4, Singapore 539424 at least 48 hours before the time fixed for the Meeting.