

# PROXY FORM

## KODA LTD

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

## PROXY FORM

### IMPORTANT

- The Annual General Meeting ("AGM") will be held physically at 18 Tagore Lane Singapore 787477 on **Monday, October 30, 2023 at 10.00 a.m. (Singapore Time)**. **There will be no option for Shareholders to participate virtually.**
- Pursuant to Section 181(1C) of the Companies Act, Relevant Intermediaries (as defined in the Companies Act) may appoint more than 2 proxies to attend, speak and vote at the AGM.
- CPF/SRS investors:
  - may vote at the AGM if they are appointed as proxies by their respective CPF agent banks or SRS operators, and should contact their respective CPF agent banks or SRS operators if they have any queries regarding their appointment as proxies; or
  - may appoint the Chairman of the AGM as proxy, in which case they should approach their respective CPF agent banks or SRS operators to submit their votes by **5.00 p.m. (Singapore Time) on Wednesday, October 18, 2023** (that is, at least seven (7) working days before the date of the AGM).
- This Proxy Form is not valid for use by CPF Investors and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by CPF Investors and SRS Investors.

I/We\* \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport/Company Registration Number)  
of \_\_\_\_\_ (Address)

being a Shareholder/Shareholders\* of **KODA LTD** (the "**Company**"), hereby appoint:

Name	Address	NRIC/ Passport Number	Proportion of Shareholdings	
			Number of Shares	%

\*and/or (delete as appropriate)

Name	Address	NRIC/ Passport Number	Proportion of Shareholdings	
			Number of Shares	%

or if no proxy is named, the Chairman of the AGM of the Company (the "**Meeting**"), as \*my/our proxy/proxies to attend and vote for \*me/us on \*my/our behalf at the AGM to be held at 18 Tagore Lane Singapore 787477 on **Monday, October 30, 2023 at 10.00 a.m. (Singapore Time)**. \*I/We direct my/our proxy/proxies to vote for or against, or abstain from voting on the Ordinary Resolutions proposed at the Meeting as indicated hereunder.

Voting will be conducted by poll. If you wish your proxy/proxies to cast all your votes For or Against a resolution, please indicate with a tick [✓] in the For or Against box provided in respect of that resolution. Alternatively, please indicate the number of votes For or Against in the For or Against box provided in respect of that resolution. If you wish your proxy/proxies to abstain from voting on a resolution, please indicate with a tick [✓] in the Abstain box provided in respect of that resolution. Alternatively, please indicate the number of shares that your proxy/proxies is directed to abstain from voting in the Abstain box provided in respect of that resolution. In any other case, the proxy/proxies may vote or abstain as the proxy/proxies deem(s) fit on any of the above resolutions if no voting instruction is specified, and on any other matter arising at the Meeting and at any adjournment thereof.

No.	Ordinary Resolutions relating to:	For	Against	Abstain
1.	To receive and adopt the Audited Financial Statements of the Company and its subsidiaries for the financial year ended June 30, 2023 together with the Directors' Statement and the Auditors' Report thereon.			
2.	To approve the payment of Directors' fees of S\$138,000 for the financial year ended June 30, 2023. (2022: S\$138,000)			
3.	To re-appoint Deloitte & Touche LLP as the Company's Auditors and to authorise the Directors of the Company to fix their remuneration.			
4.	To re-elect Mr James Koh Jyh Gang who is retiring pursuant to Regulation 89 of the Company's Constitution.			
5.	To re-elect Mr Koh Jyh Eng who is retiring pursuant to Regulation 89 of the Company's Constitution.			
6.	To re-elect Mr Tan Choon Seng who is retiring pursuant to Regulation 89 of the Company's Constitution.			
7.	Authority to allot and issue new Shares and/or Instruments.			

\* Delete as appropriate.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023.

Total number of Shares in:	Number of Shares
(a) CDP Register	
(b) Register of Members	

\_\_\_\_\_  
Signature(s) of Shareholder(s) or  
Common Seal of Corporate Shareholder

**IMPORTANT: PLEASE READ THE NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM**

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# PROXY FORM

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## Important Notes to Shareholders on arrangements for the Annual General Meeting:

1. The Annual General Meeting (“AGM”) will be held at 18 Tagore Lane Singapore 787477 on **Monday, October 30, 2023 at 10.00 a.m. (Singapore Time)**. **There will be no option for Shareholders to participate virtually.**
2. Printed copies of the Notice of AGM, this Proxy Form and the Request Form will be sent to Shareholders. Shareholders may request printed copies of the Annual Report for the financial year ended June 30, 2023 (the “**FY2023 Annual Report**”) by completing and returning the Request Form no later than **Friday, October 20, 2023**. The Notice of AGM, this Proxy Form, the Request Form and the FY2023 Annual Report may be accessed at the Company’s website at the URL <http://www.kodaonline.com> by clicking on the tab titled “Investor Relations”, and are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
3. Arrangements relating to submission of comments, queries and/or questions to the Chairman of the AGM in advance of and at the AGM of the Company, addressing of substantial and relevant comments, queries and/or questions at least 48 hours prior to the closing date and time for the lodgement of the Proxy Forms and during the AGM, and voting physically or appointing proxy(ies) (including the Chairman of the AGM) to vote at the AGM of the Company, are set out in the Notice of AGM.
4. **The Company has decided that the forthcoming AGM will be held at 18 Tagore Lane Singapore 787477. There will be no option for Shareholders to participate virtually at the AGM. Shareholders (whether individual or corporate) may vote at the AGM by themselves or may appoint proxy(ies) (including the Chairman of the AGM) to attend, speak and vote on his/her/its behalf at the AGM in accordance with the instructions on this Proxy Form if such Shareholder wishes to exercise his/her/its voting rights at the AGM.** This Proxy Form for the AGM may be accessed at the Company’s website at the URL <http://www.kodaonline.com> by clicking on the tab titled “Investor Relations”, and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
5. A Shareholder:
  - (a) who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM on his/her/its behalf. Where such Shareholder’s form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
  - (b) who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM on his/her/its behalf, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder’s form of proxy appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

“**Relevant Intermediary**” shall have the same meaning ascribed to it in Section 181 of the Companies Act 1967.
6. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the SFA), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this Proxy Form shall be deemed to relate to all the Shares held by you.
7. CPF/SRS investors:
  - (a) may vote at the AGM if they are appointed as proxies by their respective CPF agent banks or SRS operators, and should contact their respective CPF agent banks or SRS operators if they have any queries regarding their appointment as proxies; or
  - (b) may appoint the Chairman of the AGM as proxy, in which case they should approach their respective CPF agent banks or SRS operators to submit their votes by **5.00 p.m. (Singapore Time) on Wednesday, October 18, 2023** (that is, at least seven (7) working days before the date of the AGM).
8. Duly appointed proxy(ies), including the Chairman of the AGM acting as proxy, need not be a Shareholder of the Company.
9. The Proxy Form must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged with the Company’s registered office at 18 Tagore Lane Singapore 787477; or
  - (b) if submitted by way of electronic means, be submitted via email to the Company’s Share Registrar at [shareregistry@incorp.asia](mailto:shareregistry@incorp.asia), in any case, by **10.00 a.m. (Singapore Time) on Friday, October 27, 2023**. A Shareholder who wishes to submit this Proxy Form must first complete and sign this Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. **Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means.**
10. Where this Proxy Form is executed by an individual, it must be executed under the hand of the individual or his attorney duly authorised. Where this 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.
11. Where a Proxy Form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof shall (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.

## GENERAL:

The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of shares entered in the Depository Register, the Company may reject a Proxy Form if the Shareholder, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time fixed for holding the AGM, as certified by the Central Depository (Pte) Limited to the Company. A Depositor shall not be regarded as a Shareholder of the Company entitled to attend, speak and vote at the AGM unless his name appears on the Depository Register 72 hours before the time set for the AGM.

## PERSONAL DATA PRIVACY:

By submitting the Proxy Form appointing a proxy(ies) (including the Chairman of the AGM) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a Shareholder of the Company (a) consents to the collection, use and disclosure of the Shareholder’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 proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (b) warrants that where the Shareholder discloses the personal data of the Shareholder’s proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) agrees to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder’s breach of warranty. In addition, by attending the AGM and/or any adjournment thereof, a Shareholder consents to the collection, use and disclosure of the Shareholder’s personal data by the Company (or its agents or service providers) for any of the Purposes.