

**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 KODA LTD (the "Company") will be held at 28 Defu Lane 4, Singapore 539424 on 28 October 2014 (Tuesday) at 10.00 a.m. to transact the following business:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Directors' Report and Audited Accounts of the Company for the year ended 30 June 2014 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect the following Directors retiring pursuant to Article 91 of the Company's Articles of Association:  
Mr James Koh Jyh Gang **(Resolution 2)**  
Mr Koh Jyh Eng **(Resolution 3)**  
Mr Chan Wah Tong **(Resolution 4)**  
*Mr Chan Wah Tong, upon re-election as a Director of the Company, will continue to serve as Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee of the Company and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST").*
3. To pass the following Ordinary Resolution pursuant to Section 153(6) of the Companies Act, Cap. 50:  
"That pursuant to Section 153(6) of the Companies Act, Cap. 50, Mr Koh Teng Kwee be re-appointed as a Director of the Company to hold office until the next Annual General Meeting of the Company."  
*[See Explanatory Note (i)]* **(Resolution 5)**
4. To re-elect the following Directors retiring pursuant to Article 118 of the Company's Articles of Association:  
Mr Aric Loh Siang Khee **(Resolution 6)**  
*Mr Aric Loh Siang Khee, upon re-election as a Director of the Company, will continue to serve as the Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee of the Company and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST").*
5. To approve the payment of Directors' fees of S\$62,205 for the financial year ended 30 June 2014 (2013: S\$81,000). **(Resolution 7)**
6. To re-appoint Deloitte & Touche LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 8)**
7. 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 an Ordinary Resolution, with or without any modifications:

8. **Authority to allot and issue shares in the capital of the Company ("Shares") – Share Issue Mandate** **(Resolution 9)**  
"That, pursuant to Section 161 of the Companies Act, Chapter 50 (the "Act") and Rule 806 of the Listing Manual (the "Listing Manual") of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:  
(A) (i) allot and issue shares in the capital of the Company (the "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 the Shares to be issued, but not limited to the creation 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 shall in their absolute discretion deem fit; and  
(B) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution 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 pursuant to such authority (including Shares to be issued in pursuance of Instruments made or granted pursuant to such authority) does not exceed fifty per cent. (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 and convertible securities to be issued other than on a pro-rata basis to the shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to such authority) does not exceed fifteen per cent. (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 calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and Instruments that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares) in the capital of the Company shall be based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:  
(a) new Shares arising from the conversion or exercise of convertible securities;  
(b) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the rules of the Listing Manual of the SGX-ST; and  
(c) any subsequent bonus issue, 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 in a general meeting, such authority 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 is required by law to be held, whichever is the earlier."  
*[See Explanatory Note (ii)]*
9. **Authority to allot and issue Shares under the Share Performance Plan** **(Resolution 10)**  
"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 Share Performance Plan (the "Share Performance 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 Share Performance Plan provided always that the total number of new Shares to be issued pursuant to the Awards granted under the Share Performance Plan, when added to the number of new Shares issued and issuable in respect of:  
(i) all Awards granted under the Share Performance 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 (iii)]*

By Order of the Board

Gwendolyn Gn Jong Yuh  
Company Secretary

Singapore, 13 October 2014

**Explanatory Notes:**

- (i) The effect of the Ordinary Resolution 5 proposed in item 3 above is to re-appoint a director who is over 70 years of age.
- (ii) The Ordinary Resolution 9 proposed in item 8 above, if passed, will empower the Directors of the Company from the passing of the Ordinary Resolution 9 in the Annual General Meeting until the date of the next Annual General Meeting to allot and issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued Shares (excluding treasury shares) in the capital of the Company, of which up to 15% may be issued other than on a pro-rata basis to shareholders.
- (iii) The Ordinary Resolution 10 proposed in item 9 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.

**Notes:**

1. A member of the Company entitled to attend and vote at the Annual General Meeting may appoint not more than two proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
3. 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, the instrument appointing the proxy must be under its common seal or the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 28 Defu Lane 4, Singapore 539424 not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting.