

KODA LTD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “EGM”) of Koda Ltd (the “Company”) will be held by way of electronic means on **Friday, October 28, 2022 at 11.00 a.m. (Singapore Time)** (or as soon as practicable immediately following the conclusion or adjournment of the annual general meeting of the Company to be held on the same day and at the same place at 10.00 a.m.) for the purpose of considering and, if thought fit, passing with or without any modifications, the following Ordinary Resolutions:

All capitalised terms used in this notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated October 13, 2022 (the “Circular”) in relation to the Proposed Renewal of the Share Buy-back Mandate, the Proposed Grant of Share Award to Mr Koh Zhu Xian Joshua and the Proposed Grant of Share Award to Mr Koh Zhu Lian Julian.

Ordinary Resolution 1: The Proposed Renewal of the Share Buy-back Mandate

That:

- (a) for the purposes of Section 76C and Section 76E of the Companies Act, the Board be and is hereby authorised and empowered to generally and unconditionally exercise all powers of the Company to purchase or otherwise acquire Shares representing not more than 10% of the total number of issued Shares as at the date of the passing of this Ordinary Resolution (excluding any treasury shares and subsidiary holdings as at that date) at such price or prices as may be determined by the Board from time to time not exceeding the Maximum Price (as defined below) via:
- (i) “On-Market Purchases” – The purchase or acquisition of Shares from Shareholders by the Company effected on the SGX-ST; and/or
 - (ii) “Off-Market Purchases” – The purchase or acquisition of Shares from Shareholders by the Company effected otherwise than on the SGX-ST in accordance with an equal access scheme which is authorised in advance by the Company in general meeting and which satisfies all the conditions set out in the Companies Act,
- in accordance with applicable laws and regulations and the Mainboard Rules as may for the time being be applicable (the “**Share Buy-back Mandate**”);
- (b) the Company shall be authorised to purchase or otherwise acquire Shares from Shareholders under the Share Buy-back Mandate at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earlier of:
- (i) the date on which the next annual general meeting of the Company is held or required by law to be held; or
 - (ii) the day on which purchases or acquisitions of Shares from Shareholders by the Company are carried out to the full extent mandated under the Share Buy-back Mandate,

unless the Share Buy-back Mandate is revoked or varied by the Company in general meeting;

- (c) in this Ordinary Resolution:
- (i) “Maximum Price” means maximum price (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) to be paid by the Company for the purchase or acquisition of Shares from Shareholders, as determined by the Board, which shall not exceed:
 - (aa) in the case of On-Market Purchases, 105% of the Average Closing Market Price of the Shares; and
 - (bb) in the case of Off-Market Purchases, 115% of the Average Closing Market Price of the Shares;
 - (ii) “Average Closing Market Price” means the average of the closing market prices of the Shares over the last 5 Market Days, on which transactions in the Shares on the SGX-ST were recorded, before:
 - (aa) the day on which the On-Market Purchases were made by the Company; or
 - (bb) the day on which an offer for the purchase or acquisition of Shares from Shareholders stating the relevant terms of the equal access scheme for effecting the Off-Market Purchases was made by the Company,

as the case may be, and deemed to be adjusted for any corporate action that occurs during the relevant 5-day period and the day on which the On-Market Purchases were made by the Company or the day on which an offer for the purchase or acquisition of Shares from Shareholders stating the relevant terms of the equal access scheme for effecting the Off-Market Purchases was made by the Company, as the case may be; and
 - (iii) “Market Day” means a day on which the SGX-ST is open for securities trading; and
- (d) the Directors and/or any of them be and are hereby authorised and empowered to approve, complete and do all such acts and things (including approving, modifying, ratifying, signing, sealing, executing and delivering all such agreements, contracts, documents, notices, deeds or instruments as may be required) as they and/or he may consider expedient, desirable or necessary or in the interests of the Company to give effect to the matters considered in this Ordinary Resolution.

Ordinary Resolution 2: The Proposed Grant of Share Award to Mr Koh Zhu Xian Joshua, an Associate of a Controlling Shareholder, under the Koda Performance Share Plan 2018

That the grant of the Share Award comprising up to 50,000 Shares to Mr Koh Zhu Xian Joshua, an associate of a controlling shareholder, under the Koda Performance Share Plan 2018 and on the following terms be and is hereby approved:

Date of grant of Share Award : Within one (1) month from the date of this EGM
Maximum number of Shares granted under the Share Award : Up to 50,000 shares
Vesting period of the Award : 100% of the shares vest on the date of the grant

Ordinary Resolution 3: The Proposed Grant of Share Award to Mr Koh Zhu Lian Julian, an Associate of a Controlling Shareholder, under the Koda Performance Share Plan 2018

That the grant of the Share Award comprising up to 50,000 Shares to Mr Koh Zhu Lian Julian, an associate of a controlling shareholder, under the Koda Performance Share Plan 2018 and on the following terms be and is hereby approved:

Date of grant of Share Award : Within one (1) month from the date of this EGM
Maximum number of Shares granted under the Share Award : Up to 50,000 shares
Vesting period of the Award : 100% of the shares vest on the date of the grant

By Order of the Board of Directors of
Koda Ltd

James Koh Jyh Gang
Executive Chairman and Chief Executive Officer
Singapore, October 13, 2022

Notes:

1. The EGM will be held by way of electronic means on **Friday, October 28, 2022 at 11.00 a.m. (Singapore Time)** (or as soon as practicable immediately following the conclusion or adjournment of the annual general meeting of the Company to be held on the same day and at the same place at 11.00 a.m.) for the purpose of considering and if thought fit, passing, with or without any modification, the Ordinary Resolutions relating to the Proposed Renewal of the Share Buy-back Mandate, the Proposed Grant of Share Award to Mr Koh Zhu Xian Joshua and the Proposed Grant of Share Award Mr Koh Zhu Lian Julian.
2. There are no printed copies of this Notice of EGM, the Circular and the Proxy Form to be sent to Shareholders. Instead, this Notice of EGM, the Circular and the Proxy Form may be accessed at the Company's website at the URL <http://www.kodaonline.com> by clicking on the tab titled "Investor Relation" and selecting the hyperlink titled "Announcements". This Notice of EGM, the Circular and the Proxy Form are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
3. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the EGM proceedings may be electronically accessed via live audio-visual webcast or live audio-only stream), submission of comments, queries and/or questions to the Chairman of the Meeting in advance of, or live at, the EGM, addressing of substantial and relevant comments, queries and/or questions in advance of, or live at, the EGM and voting live at the EGM by the Shareholders themselves or their duly appointed proxies (other than the Chairman of the EGM) via electronic means or appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM, are set out in **Section 9** of the Circular.
4. **The Company has decided that the forthcoming EGM will be held by way of electronic means and Shareholders will not be able to attend the EGM in person. Shareholders who wish to exercise their voting rights at the EGM may vote live at the EGM by themselves or by their duly appointed proxies (other than the Chairman of the EGM) via electronic means, or appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM.** The Proxy Form may be accessed at the Company's website at the URL <http://www.kodaonline.com> by clicking on the tab titled "Investor Relation" and selecting the hyperlink titled "Announcements" and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. Where a Shareholder (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid. CPF/SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF agent banks or SRS operators to submit their votes by **5.00 p.m. (Singapore Time) on Monday, October 17, 2022.**
5. The Chairman of the Meeting, acting as proxy, need not be a Shareholder of the Company.
6. The Proxy Form must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged with the Company at its 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,

in either case, by **11.00 a.m. (Singapore Time) on Tuesday, October 25, 2022**. A Shareholder who wishes to submit the Proxy Form must first download, complete and sign the 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 via email.**

Personal Data Privacy:

By submitting the Proxy Form appointing the Chairman of the Meeting as proxy to attend, speak and vote at the EGM 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 the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the EGM and/or any adjournment thereof, and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (and/or any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.