

KODA LTD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “EGM”) of Koda Ltd (the “Company”) will be held at 28 Defu Lane 4, Singapore 539424 on 28 October 2016 at 11.30 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the first extraordinary general meeting of the Company to be held on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolutions: All capitalised terms used below which are not defined herein shall have the same meanings ascribed to them in the Company’s circular to shareholders dated 6 October 2016 (the “Circular”), unless otherwise defined herein or where the context otherwise requires.

SPECIAL RESOLUTION

PROPOSED ADOPTION OF NEW CONSTITUTION

That:

- (a) the resolutions contained in the New Constitution of the Company as set out in Appendix 1 of the Circular to Shareholders be and are hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and
- (b) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Special Resolution.

ORDINARY RESOLUTIONS

ORDINARY RESOLUTION 1: PROPOSED AMENDMENTS TO THE SHARE PERFORMANCE PLAN

That:

- (a) the proposed amendments to the Rules of the Share Performance Plan as set out in Appendix 3 to the Circular to Shareholders be and are hereby approved and adopted by the Company;
- (b) the Directors be and are hereby authorised to offer and grant Awards in accordance with the provisions of the Share Performance Plan (amended in accordance with paragraph (a) above (the “Amended Share Performance Plan”)) and to allot and issue from time to time such number of fully-paid Shares as may be required to be issued pursuant to the vesting of the Awards under the Amended Share Performance Plan, provided that the aggregate number of Shares which may be issued or transferred pursuant to Awards granted under the Amended Share Performance Plan, when added to (i) the number of Shares issued and issuable and/or transferred or transferrable in respect of all Awards granted under the Amended Share Performance Plan; and (ii) all Shares issued and issuable and/or transferred or transferrable in respect of all options granted or awards granted under any other share incentive schemes or share plans adopted by the Company and for the time being in force, shall not exceed 15% of the total number of issued Shares of the Company excluding treasury shares on the day preceding the date on which the Awards shall be granted; and
- (c) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

ORDINARY RESOLUTION 2: THE PROPOSED PARTICIPATION BY MR JOSHUA KOH ZHU XIAN, THE CHIEF FINANCIAL OFFICER AND AN ASSOCIATE OF A CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE SHARE PERFORMANCE PLAN

That subject to and contingent upon the passing of Ordinary Resolution 1, approval be and is hereby given for the participation in the Share Performance Plan by Mr Joshua Koh Zhu Xian.

ORDINARY RESOLUTION 3: THE PROPOSED GRANT OF AN AWARD OF UP TO 117,000 SHARES TO MR JOSHUA KOH ZHU XIAN, THE CHIEF FINANCIAL OFFICER AND AN ASSOCIATE OF A CONTROLLING SHAREHOLDER OF THE COMPANY, UNDER THE SHARE PERFORMANCE PLAN

That subject to and contingent upon the passing of Ordinary Resolutions 1 and 2, approval be and is hereby given for the proposed grant of an Award to Mr Joshua Koh Zhu Xian under the Share Performance Plan on the following terms:—

- (a) Date of grant: Any time within 1 month from the date of the EGM;
- (b) Number of Shares: Up to 117,000 Shares, representing approximately 0.43% of the total number of issued Shares as at the Latest Practicable Date; and
- (c) Vesting period: 13,000 Shares will vest within 1 month from the date of grant, up to 31,000 Shares will vest within 6 months from 30 June 2017⁽¹⁾ and up to 73,000 Shares will vest within 6 months from 30 June 2018⁽¹⁾.

Note:

- (1) The number of Shares to be vested will be decided by the Remuneration Committee based on certain performance metrics by the awardee.

ORDINARY RESOLUTION 4: THE PROPOSED PARTICIPATION BY MR JULIAN KOH ZHU LIAN, THE HEAD OF DESIGN AND AN ASSOCIATE OF A CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE SHARE PERFORMANCE PLAN

That subject to and contingent upon the passing of Ordinary Resolution 1, approval be and is hereby given for the participation in the Share Performance Plan by Mr Julian Koh Zhu Lian.

ORDINARY RESOLUTION 5: THE PROPOSED GRANT OF AN AWARD OF UP TO 123,000 SHARES TO MR JULIAN KOH ZHU LIAN, THE HEAD OF DESIGN AND AN ASSOCIATE OF A CONTROLLING SHAREHOLDER OF THE COMPANY, UNDER THE SHARE PERFORMANCE PLAN

That subject to and contingent upon the passing of Ordinary Resolutions 1 and 4, approval be and is hereby given for the proposed grant of an Award to Mr Julian Koh Zhu Lian under the Share Performance Plan on the following terms:—

- (a) Date of grant: Any time within 1 month from the date of the EGM;
- (b) Number of Shares: Up to 123,000 Shares, representing approximately 0.45% of the total number of issued Shares as at the Latest Practicable Date; and
- (c) Vesting period: 19,000 Shares will vest within 1 month from the date of grant, up to 31,000 Shares will vest within 6 months from 30 June 2017⁽¹⁾ and up to 73,000 Shares will vest within 6 months from 30 June 2018⁽¹⁾.

Note:

- (1) The number of Shares to be vested will be decided by the Remuneration Committee based on certain performance metrics by the awardee.

By Order of the Board

Gn Jong Yuh Gwendolyn

Company Secretary

Singapore

6 October 2016

Notes:

1. A member of the Company who is entitled to attend and vote at the Extraordinary General Meeting and who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where such member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. A proxy need not be a member of the Company.
2. A member of the Company who is entitled to attend and vote at the Extraordinary General Meeting and who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote in his stead. Where such member appoints more than one (1) proxy, 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” has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.
3. The instrument appointing a proxy must be deposited at the registered office of the Company at 28 Defu Lane 4, Singapore 539424 not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any postponement or adjournment thereof. Completion of the proxy form by a member will not prevent him from attending and voting at the Extraordinary General Meeting if he so wishes. In such event, the relevant proxy form will be deemed to be revoked.
4. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instruction appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.

Personal data privacy:—

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any EGM laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.