

Koda Ltd

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

MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON OCTOBER 28, 2022

The Board of Directors (the “**Board**”) of Koda Ltd (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the Annual General Meeting of the Company held on Friday, October 28, 2022 (“**AGM**”).

The Board would like to thank shareholders for their attendance at the AGM. Paragraph 11 of the joint statement dated October 1, 2020 released by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation requires the Company to release the minutes of AGM within one month after the date of AGM. The minutes of the AGM are set out at **Annex A**.

By Order of the Board
Koda Ltd

James Koh Jyh Gang
Executive Chairman and Chief Executive Officer

November 10, 2022

ANNEX A

KODA LTD

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

MINUTES OF ANNUAL GENERAL MEETING

Date	:	Friday, October 28, 2022
Time	:	10.00 a.m.
Place	:	By way of electronic means
Present	:	As set out in the attendance records maintained by the Company
Chairman	:	Mr James Koh Jyh Gang

Introduction

The Chairman welcomed the shareholders to the Annual General Meeting (“**AGM**”) of the Company.

The Chairman stated that alternative arrangements were put in place to allow shareholders who have pre-registered in advance to participate in the AGM proceedings through a live audio-visual webcast or live audio-only stream.

The Chairman introduced the Board of Directors to the shareholders. The Chairman also stated that, the Executive Director for Sales and Marketing, Mr Ernie Koh Jyh Eng is absent with apologies.

Quorum

As a quorum was present, the Chairman declared the AGM open.

Notice

The Chairman stated that the Company’s Annual Report for the financial year ended June 30, 2022 together with the Notice of AGM have been circulated to the shareholders via the Company’s website and SGXNET.

The Chairman suggested that the Notice of AGM be taken as read.

Questions and Voting

Shareholders were given the opportunity to submit comments, queries and/or questions in respect of the Ordinary Resolutions put to vote at the AGM. The deadline for submission of such comments, queries and/or questions was 10.00 a.m. on Friday, October 21, 2022. The Chairman informed that the Company did not receive any comments, queries and/or questions related to the Ordinary Resolutions put to vote at this Meeting before the stated deadline.

The Chairman informed shareholders that there would be a live Q&A session and live voting in real time at the AGM. Shareholders were able to cast their votes anytime during the course of the AGM with the live voting weblink sent to their registered email address during the pre-registration. The live poll would remain open until all the resolutions tabled for approval at the AGM were properly moved.

It was noted that in accordance with Regulation 58(A) of the Company's Constitution, the Ordinary Resolutions put to vote at the AGM were decided on a poll.

As some shareholders had appointed the Chairman of the AGM as proxy to vote on their behalf at the AGM, the Ordinary Resolutions put to vote at the AGM were deemed to be proposed and seconded.

Agile 8 Advisory Pte. Ltd. was appointed as the Company's Scrutineer.

Ordinary Business

1. Ordinary Resolution 1

To receive and adopt the Audited Financial Statements of the Company for the financial year ended June 30, 2022 together with the Directors' Statement and the Auditors' Report thereon.

The motion was put to vote by way of a poll.

Based on the votes received, there were 53,193,978 shares voting for the motion, representing 100.00% of the total number of shares voting for and against the motion, and 0 shares voting against the motion, representing 0.00% of the total number of shares voting for and against the motion. Accordingly, Ordinary Resolution 1 was resolved by a unanimous vote:

"That the Audited Financial Statements of the Company for the financial year ended June 30, 2022 together with the Directors' Statement and the Auditors' Report thereon, be received and adopted."

2. Ordinary Resolution 2

To declare a tax-exempt (one-tier) final dividend of 0.75 Singapore cents per ordinary share for the financial year ended June 30, 2022.

The motion was put to vote by way of a poll.

Based on the votes received, there were 53,193,978 shares voting for the motion, representing 100.00% of the total number of shares voting for and against the motion, and 0 shares voting against the motion, representing 0.00% of the total number of shares voting for and against the motion. Accordingly, Ordinary Resolution 2 was resolved by a unanimous vote:

"That the tax-exempt (one-tier) final dividend of 0.75 Singapore cents per ordinary share for the financial year ended June 30, 2022 be and is hereby approved."

3. Ordinary Resolution 3

To approve the payment of Directors' fees of S\$138,000 for the financial year ended June 30, 2022.

The motion was put to vote by way of a poll.

Based on the votes received, there were 53,193,978 shares voting for the motion, representing 100.00% of the total number of shares voting for and against the motion, and 0 shares voting against the motion, representing 0.00% of the total number of shares voting for and against the motion. Accordingly, Ordinary Resolution 3 was resolved by a unanimous vote:

"That the payment of Directors' fees of S\$138,000 for the financial year ended June 30, 2022 be and is hereby approved."

4. Ordinary Resolution 4

To re-appoint Deloitte & Touche LLP as the Company's Auditors and to authorise the Directors of the Company to fix their remuneration.

The motion was put to vote by way of a poll.

Based on the votes received, there were 53,193,978 shares voting for the motion, representing 100.00% of the total number of shares voting for and against the motion, and 0 shares voting against the motion, representing 0.00% of the total number of shares voting for and against the motion. Accordingly, Ordinary Resolution 4 was resolved by a unanimous vote:

"That Deloitte & Touche LLP be and is hereby re-appointed as the Company's Auditors and the Directors of the Company be and are hereby authorised to fix their remuneration."

5. Ordinary Resolution 5

To re-elect Mdm Koh Shwu Lee who is retiring pursuant to Regulation 89 of the Company's Constitution.

The Meeting noted that Mdm Koh Shwu Lee will, upon re-election as a Director of the Company, remain as an Executive Director of the Company.

The motion was put to vote by way of a poll.

Based on the votes received, there were 53,193,978 shares voting for the motion, representing 100.00% of the total number of shares voting for and against the motion, and 0 shares voting against the motion, representing 0.00% of the total number of shares voting for and against the motion. Accordingly, Ordinary Resolution 5 was resolved by a unanimous vote:

"That Mdm Koh Shwu Lee, who is retiring by rotation pursuant to Regulation 89 of the Company's Constitution, be and is hereby re-elected as a Director of the Company."

6. Ordinary Resolution 6

To re-elect Mr Ying Siew Hon, Francis who is retiring pursuant to Regulation 89 of the Company's Constitution.

The Meeting noted that Mr Ying Siew Hon, Francis will, upon re-election as a Director of the Company, remain as an Independent Non-Executive Director, the Chairman of the Remuneration Committee, and a member of the Audit Committee and Nominating and Governance Committee.

The motion was put to vote by way of a poll.

Based on the votes received, there were 53,193,978 shares voting for the motion, representing 100.00% of the total number of shares voting for and against the motion, and 0 shares voting against the motion, representing 0.00% of the total number of shares voting for and against the motion. Accordingly, Ordinary Resolution 6 was resolved by a unanimous vote:

"That Mr Ying Siew Hon, Francis, who is retiring by rotation pursuant to Regulation 89 of the Company's Constitution, be and is hereby re-elected as a Director of the Company."

7. Ordinary Resolution 7

To re-elect Mr Phua Boon Huat who is retiring pursuant to Regulation 88 of the Company's Constitution.

The meeting noted that Mr Phua Boon Huat will, upon re-election as a Director of the Company, remain as an Independent Non-Executive Director, the Chairman of the Nominating and Governance Committee, and a member of the Audit Committee and Remuneration Committee.

The motion was put to vote by way of a poll.

Based on the votes received, there were 53,193,978 shares voting for the motion, representing 100.00% of the total number of shares voting for and against the motion, and 0 shares voting against the motion, representing 0.00% of the total number of shares voting for and against the motion. Accordingly, Ordinary Resolution 7 was resolved by a unanimous vote:

"That Mr Phua Boon Huat, who is retiring by rotation pursuant to Regulation 88 of the Company's Constitution, be and is hereby re-elected as a Director of the Company."

Special Business

8. Ordinary Resolution 8

To grant Directors of the Company authority to allot and issue new shares and/or instruments.

The motion was put to vote by way of a poll.

Based on the votes received, there were 53,170,578 shares voting for the motion, representing 99.96% of the total number of shares voting for and against the motion, and 23,400 shares voting against the motion, representing 0.04% of the total number of shares voting for and against the motion. Accordingly, Ordinary Resolution 8 was resolved by a majority vote:

"That, pursuant to Section 161 of the Companies Act 1967 of Singapore (the "Act") and Rule 806 of the Listing Manual of the SGX-ST, authority be and is hereby given to the Directors of the Company to:

- (a) (i) *allot and issue new shares in the capital of the Company (“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, including 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 may in their absolute discretion deem fit; and

- (b) *notwithstanding that the authority conferred by this Resolution may have ceased to be in force, allot and issue Shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution is in force,*

provided that:

- (1) *the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) and convertible securities to be issued pursuant to this Resolution does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) 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 existing shareholders of the Company does not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as at the time of passing of this Resolution);*
- (2) *subject to such calculation as may be prescribed by the SGX-ST, for the purpose of determining the aggregate number of Shares and convertible securities that may be issued under sub-paragraph (1) above on a pro-rata basis, the percentage of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed after adjusting for:*
 - (i) *new Shares arising from the conversion or exercise of any Instruments or any convertible securities;*
 - (ii) *new Shares arising from exercising of share options or vesting of share awards outstanding and/or subsisting at the time of the passing of this Resolution, provided that the share options or the share awards were granted in compliance with the rules of the Listing Manual of the SGX-ST; and*
 - (iii) *any subsequent bonus issue, consolidation or sub-division of Shares;*
- (3) *in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST as amended from time to time (unless such compliance has been waived by the SGX-ST) and the Company’s Constitution for the time being; and*
- (4) *unless revoked or varied by the Company in a general meeting, the authority conferred by this Resolution 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.”

Conclusion

There being no other business, the Chairman declared the AGM closed and thanked all shareholders who attended the AGM.