
NOTICE OF ANNUAL GENERAL MEETING

KODA LTD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Koda Ltd (the “**Company**”) will be convened and held at 18 Tagore Lane Singapore 787477 on **Wednesday, October 30, 2024 at 10.00 a.m. (Singapore Time)** for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company and its subsidiaries for the financial year ended June 30, 2024 together with the Directors’ Statement and the Auditors’ Report thereon. **(Ordinary Resolution 1)**
2. To approve the payment of Directors’ fees of S\$138,000 for the financial year ended June 30, 2024. (2023: S\$138,000) **(Ordinary Resolution 2)**
3. To re-appoint Deloitte & Touche LLP as the Company’s Auditors and to authorise the Directors of the Company to fix their remuneration. **(Ordinary Resolution 3)**
4. To re-elect Mr Ying Siew Hon, Francis who is retiring pursuant to Regulation 89 of the Company’s Constitution.
[See Explanatory Note (i)] **(Ordinary Resolution 4)**
5. To re-elect Mr Phua Boon Huat who is retiring pursuant to Regulation 89 of the Company’s Constitution.
[See Explanatory Note (ii)] **(Ordinary Resolution 5)**
6. To note the retirement of Mr. Chan Wah Tiong as a Director of the Company pursuant to Regulation 89 of the Company’s Constitution.
[See Explanatory Note (iii)]
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 Ordinary Resolutions, with or without any modifications:

8. Authority to allot and issue new Shares and/or Instruments

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

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- (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.

[See *Explanatory Note (iv)*]

(Ordinary Resolution 6)

9. 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

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- (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

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- (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.

[See Explanatory Note (v)].

(Ordinary Resolution 7)

By Order of the Board

Gn Jong Yuh Gwendolyn
Company Secretary
Singapore, October 14, 2024

Explanatory Notes:

- (i) Mr Ying Siew Hon, Francis, upon his re-election as a Director of the Company, will remain as an Independent Non-Executive Director, the Chairman of the Remuneration Committee, and a member of the Audit Committee as well as Nominating and Governance Committee of the Company. Mr Ying Siew Hon, Francis is considered independent for the purposes of Listing Rule 704(8).
- (ii) Mr Phua Boon Huat, upon his re-election as a Director of the Company, will remain as an Independent Non-Executive Director, the Chairman of the Nominating and Governance Committee, and a member of the Audit Committee as well as Remuneration Committee of the Company. Mr Phua Boon Huat is considered independent for the purposes of Listing Rule 704(8).
- (iii) Mr Chan Wah Tiong was appointed as an Independent Non-Executive Director on October 1, 2001 and has served as an Independent Non-executive Director for more than 23 years. Pursuant to Listing Rule 210(5)(d)(iv), a director will not be independent if he has been a director of an issuer for an aggregate period of more than nine years (whether before or after listing). Accordingly, Mr. Chan Wah Tiong has indicated that he will not be seeking re-election at the Annual General Meeting and will be retiring as an Independent Non-executive Director at the conclusion of the Annual General Meeting. He will step down from his position as a member of the Audit Committee, the Nominating and Governance Committee and the Remuneration Committee.
- (iv) The Ordinary Resolution 6 proposed in item 8 above, if passed, will empower the Directors of the Company to 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 of 50% of the total number of issued Shares (excluding treasury shares or subsidiary holdings) in the capital of the Company, of which up to 15% may be issued other than on a *pro-rata* basis to shareholders. For determining the aggregate number of Shares that may be issued, the total number of issued Shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution 6 is passed after adjusting for new Shares arising from the exercise of any Instruments or any convertible securities or exercising of share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution 6 is passed and any subsequent bonus issue, consolidation or subdivision of Shares. The authority conferred by Ordinary Resolution 6 will, unless previously revoked or varied by the Company in a general meeting, 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.
- (v) The Ordinary Resolution 7 proposed in item 9 above, if passed, will empower the Directors of the Company to purchase, on behalf of the Company, Shares in accordance with the terms set out in the letter to shareholders of the Company dated October 14, 2024 (the "**Letter**") as well as the rules and regulations set forth in the Companies Act 1967 of Singapore and the Listing Rules of the SGX-ST. Please refer to the Letter for more information relating to the renewal of the Share Buy-Back Mandate.

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

- The Annual General Meeting ("**AGM**") will be held physically at 18 Tagore Lane Singapore 787477 on **Wednesday, October 30, 2024 at 10.00 a.m. (Singapore Time)**. **There will be no option for Shareholders to participate virtually.**
- No printed copies of the Annual Report for the financial year ended June 30, 2024 (the "**FY2024 Annual Report**") and the letter to shareholders dated October 14, 2024 in relation to the Proposed Renewal of the Share Buy-Back Mandate ("**Letter**") will be sent to Shareholders. Shareholders may request printed copies of the FY2024 Annual Report and/or the Letter by completing and returning the request form (sent to them by post together with printed copies of this Notice of AGM and the accompanying Proxy Form) no later than **Monday, October 21, 2024**. Printed copies of this Notice of AGM and the Proxy Form will be sent to Shareholders. This Notice of AGM, the Proxy Form, the FY2024 Annual Report and the Letter 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 AGM, the Proxy Form, the FY2024 Annual Report and the Letter are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
- Arrangements relating to submission of comments, queries and/or questions to the Chairman of the AGM in advance of and live 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 live or appointing proxy(ies) (including the Chairman of the AGM) to vote at the AGM of the Company, are set out in this Notice of AGM.
- 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) must vote live at the AGM by themselves or must 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 the Proxy Form if such Shareholder wishes to exercise his/her/its voting rights at the AGM.** The 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 Relation" and selecting the hyperlink titled "Announcements", and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.

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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. CPF/SRS investors:

- (a) may vote live 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 Friday, October 18, 2024** (that is, at least seven (7) working days before the date of the AGM).

7. Duly appointed proxy(ies), including the Chairman of the AGM acting as proxy, need not be a Shareholder of the Company. A Shareholder may choose to appoint the Chairman of the AGM as his/her/its proxy.

8. 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.

in any case, by **10.00 a.m. (Singapore Time) on Sunday, October 27, 2024** (that is, not less than 72 hours before the time fixed for holding the AGM). A Shareholder who wishes to submit the Proxy Form must first 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.**

9. Shareholders may submit questions relating to the resolutions in the Notice of AGM in advance of the AGM of 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, in either case, by **10.00 a.m. (Singapore Time) on Monday, October 21, 2024**.

10. Shareholders or (where applicable) their duly appointed proxy(ies) and representatives will also be able to raise questions at the AGM of the Company itself.

11. The Company will endeavour to address all substantial and relevant questions received from Shareholders before the AGM. The Company will publish its responses to comments, queries and/or questions on the Company's website at the URL <http://www.kodaonline.com/> and on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> by **10.00 a.m. (Singapore Time) on Friday, October 25, 2024** (that is, at least 48 hours prior to the closing date and time for the lodgement of the Proxy Forms).

12. Shareholders and (where applicable) duly appointed proxies and representatives may participate in the AGM physically at 18 Tagore Lane Singapore 787477. **There will be no option for Shareholders to participate virtually.**

13. The Company will publish the minutes of the AGM on the Company's website at the URL <http://www.kodaonline.com/> and on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> within one (1) month after 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.

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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 **Wednesday, October 30, 2024 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 two (2) proxies to attend, speak and vote at the AGM.
- CPF/SRS investors:
 - may vote live 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 Friday, October 18, 2024** (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 **Wednesday, October 30, 2024 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 for the financial year ended June 30, 2024 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, 2024. (2023: 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 Ying Siew Hon, Francis who is retiring pursuant to Regulation 89 of the Company's Constitution.			
5.	To re-elect Mr Phua Boon Huat who is retiring pursuant to Regulation 89 of the Company's Constitution.			
6.	Authority to allot and issue new Shares and/or Instruments.			
7.	To approve the Proposed Renewal of the Share Buy-back Mandate.			

* Delete as appropriate.

Dated this _____ day of _____ 2024.

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

PROXY FORM

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 **Wednesday, October 30, 2024 at 10.00 a.m. (Singapore Time)**. There will be no option for Shareholders to participate virtually.
 2. No printed copies of the Annual Report for the financial year ended June 30, 2024 (the "**FY2024 Annual Report**") and the letter to shareholders dated October 14, 2024 in relation to the Proposed Renewal of the Share Buy-Back Mandate ("**Letter**") will be sent to Shareholders. Shareholders may request printed copies of the FY2024 Annual Report and/or the Letter by completing and returning the request form (sent to them by post together with printed copies of the Notice of AGM and this Proxy Form) no later than **Monday, October 21, 2024**. Printed copies of the Notice of AGM and this Proxy Form will be sent to Shareholders. The Notice of AGM, this Proxy Form, the FY2024 Annual Report and the Letter 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". The Notice of AGM, this Proxy Form, the FY2024 Annual Report and the Letter 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 live 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 live 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) must vote live at the AGM by themselves or must 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 Relation" and selecting the hyperlink titled "Announcements", 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 live 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 Friday, October 18, 2024** (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, in any case, by **10.00 a.m. (Singapore Time) on Sunday, October 27, 2024**. 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.

REQUEST FORM

KODA LTD (THE “COMPANY”)
(Incorporated in the Republic of Singapore)
(Company Registration Number 198001299R)

October 14, 2024

Dear Shareholder,

We have gone paperless with our Annual Report (“**Annual Report 2024**”) and our letter to shareholders dated October 14, 2024 in relation to the Proposed Renewal of the Share Buy-Back Mandate (“**Letter**”) for the financial year ended June 30, 2024. From the date of this letter, you have full access to the Annual Report 2024 and the Letter, by visiting our corporate website at <https://www.kodaonline.com>.

How to Access:

The Annual Report 2024 may be accessed under the Annual Reports section of the Investor Relation webpage in the Company’s website, while the Letter may be accessed under the AGM/EGM section of the Investor Relation webpage in the Company’s website at the URL <https://www.kodaonline.com>. To access the Annual Report 2024 and/or the Letter, click/select the relevant hyperlink.

You will need an internet browser and PDF reader to view the Annual Report 2024 and the Letter. The Annual Report 2024 and the Letter is also available on the SGX-ST’s website at URL <https://www.sgx.com/securities/company-announcements>.

Printed copies of the Notice of Annual General Meeting and Proxy Form for the upcoming Annual General Meeting have been sent together with this letter.

If you still wish to receive a printed copy of the Annual Report 2024 and/or the Letter, please complete the Request Form below and submit it either (i) via email to koda@kodald.com; or (ii) by post to 18 Tagore Lane, Singapore 787477, in either case, no later than Monday, October 21, 2024.

By completing, signing and returning the Request Form to us, you agree and acknowledge that we and/or our agents or service providers may collect, use and disclose your personal data, as contained in your submitted Request Form or which is otherwise collected from you (or your authorised representative(s)), for the purpose of processing and effecting your request.

Yours faithfully
For and on behalf of Koda Ltd

James Koh Jyh Gang
Executive Chairman and Chief Executive Officer

REQUEST FORM

To: Koda Ltd (the “**Company**”)
18 Tagore Lane, Singapore 787477

Note: Please tick accordingly. Incomplete or incorrectly completed requests will not be processed.

I/We wish to receive a printed copy of the Annual Report 2024.

I/We wish to receive a printed copy of the Letter.

The shares are held by me/us under or through:

CDP

CPF/SRS Account

Name(s) of Shareholder(s): _____

NRIC/Passport Number(s)/Company Registration No.: _____

Mailing Address: _____

Telephone Number: _____

Signature(s): _____ Date: _____

PERSONAL DATA PRIVACY:

By submitting the Request Form, the 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 and administration by the Company (or its agents or service providers) of the Shareholder’s request for a printed copy of the Annual Report 2024 and/or the Letter, and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.



Affix
Postage
Stamp

KODA LTD
18 Tagore Lane
Singapore 787477

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