

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 Friday, 28 October 2016 at 10.00 a.m. to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2016 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To declare a first and final tax-exempt (one tier) dividend of 2.00 Singapore cents per ordinary share for the financial year ended 30 June 2016. **(Resolution 2)**
3. To re-elect the following Directors retiring pursuant to Regulation 91 of the Company’s Constitution:
Mr Ernie Koh Jyh Eng **(Resolution 3)**
Mr Chan Wah Tiong **(Resolution 4)**
Mr Chan Wah Tiong, 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, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
To note the retirement of Mr Aric Loh Siang Khee, retiring pursuant to Regulation 91 of the Company’s Constitution and who will not be seeking re-election. He will cease to be a Director of the Company, Chairman of the Remuneration Committee, and member of the Audit Committee and Nominating Committee with effect from the close of the Annual General Meeting.
4. To approve the payment of Directors’ fees of S\$81,000 for the financial year ended 30 June 2016 (2015: S\$81,000). **(Resolution 5)**
5. To re-appoint Deloitte & Touche LLP as the Company’s Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
6. 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:

7. **Authority to allot and issue shares in the capital of the Company (“Shares”) – Share Issue Mandate (Resolution 7)**
“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, 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 shall in their absolute discretion deem fit; and

- (B) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was 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 shall not exceed fifty per cent. (50%) 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 shall not exceed fifteen per cent. (15%) of the total number of issued Shares (excluding treasury shares) 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, 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 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 as amended from time to time (unless such compliance has been waived by the SGX-ST) and the Constitution; 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 (i)]

8. **Authority to allot and issue Shares under the Share Performance Plan (Resolution 8)**

“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 Company’s 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 total number of issued shares (excluding treasury shares) in the share capital of the Company from time to time.”

[See Explanatory Note (ii)]

By Order of the Board

Gwendolyn Gn Jong Yuh
Company Secretary
Singapore, 6 October 2016

Explanatory Notes:

- (i) The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company from the passing of the Ordinary Resolution 7 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.
- (ii) The Ordinary Resolution 8 proposed in item 8 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 and who is not a relevant intermediary is entitled to appoint not more than two proxies to attend and vote on his/her behalf. A member of the Company who is entitled to attend and vote at the Annual General Meeting and who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote in his stead. “Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50. A proxy need not be a member of the Company.
2. Where a member appoints more than one proxy, 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 hours (48)** before the time appointed for holding the Annual General Meeting.
5. **Personal Data Privacy:** By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable 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.