

KODA LTD

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

RESULTS OF ANNUAL GENERAL MEETING

All capitalised terms used in this announcement which are not defined herein shall have the meanings ascribed to them in the notice of annual general meeting dated October 14, 2021 (the “**Notice of AGM**”).

The Board of Directors (the “**Board**”) of Koda Ltd (the “**Company**”) is pleased to announce that the resolutions relating to the matters set out in the Notice of AGM were duly passed by shareholders of the Company by way of poll at the Annual General Meeting (“**AGM**”) of the Company held on October 29, 2021.

The information required under Rule 704(16) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) is set out below.

(a) Breakdown of all valid votes casted at the AGM

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
Ordinary Business					
Ordinary Resolution 1 To receive and adopt the Audited Financial Statements of the Company for the financial year ended June 30, 2021 together with the Directors’ Statement and the Auditors’ Report thereon.	57,250,675	57,250,675	100.00	0	0.00
Ordinary Resolution 2 To declare a tax-exempt (one-tier) final dividend of 0.75 Singapore cents per ordinary share and a tax-exempt (one-tier) special final dividend of	57,250,675	57,250,675	100.00	0	0.00

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
1.25 Singapore Cents per ordinary share for the financial year ended June 30, 2021.					
Ordinary Resolution 3 To approve the payment of Directors' fees of S\$136,000 for the financial year ended June 30, 2021. (2020: S\$136,000)	57,250,675	57,250,675	100.00	0	0.00
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.	57,250,675	57,250,675	100.00	0	0.00
Ordinary Resolution 5 To re-elect Mr James Koh Jyh Gang who is retiring pursuant to Regulation 89 of the Company's Constitution.	57,250,675	56,845,675	99.29	405,000	0.71
Ordinary Resolution 6 Conditional upon passing of Ordinary Resolution 7 and 8, to re-elect Mr Chan Wah Tiong who is retiring pursuant to Regulation 89 of the Company's Constitution.	57,250,675	57,227,275	99.96	23,400	0.04

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
Special Business					
<p>Ordinary Resolution 7</p> <p>Conditional upon passing of Ordinary Resolutions 6 and 8, to approve Mr Chan Wah Tiong's continued appointment as an Independent Director pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST. This Ordinary Resolution shall remain in force until the earlier of Mr Chan Wah Tiong's retirement or resignation, or the conclusion of the third Annual General Meeting following the passing of this Ordinary Resolution.</p>	57,250,675	57,227,275	99.96	23,400	0.04
<p>Ordinary Resolution 8</p> <p>Conditional upon passing of Ordinary Resolutions 6 and 7, to approve Mr Chan Wah Tiong's continued appointment as an Independent Director pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST. The Directors and Chief Executive Officer of the Company, and associates of such Directors and Chief Executive Officer shall abstain from voting on this Resolution. This Ordinary Resolution shall</p>	6,646,891	6,623,491	99.65	23,400	0.35

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
remain in force until the earlier of Mr Chan Wah Tiong's retirement or resignation, or the conclusion of the third Annual General Meeting following the passing of this Ordinary Resolution.					
Ordinary Resolution 9 To grant the Directors of the Company authority to allot and issue new shares and/or instruments.	57,250,675	57,227,275	99.96	23,400	0.04

(b) Details of parties who are required to abstain from voting on any resolution(s), including the number of shares held and the individual resolution(s) on which they are required to abstain from voting

The Directors and Chief Executive Officer of the Company, and associates of such Directors and Chief Executive Officer, who in aggregate hold 50,603,784 shares in the Company, had abstained from voting on Ordinary Resolution 8 at the AGM.

(c) Name of firm and/or person appointed as scrutineer

Corporate Backoffice Pte. Ltd. was appointed as the independent scrutineer for the AGM.

(d) Audit Committee

The Company wishes to announce that Mr Chan Wah Tiong has been re-elected as a Director of the Company at the AGM and shall remain as a member of the Audit Committee, a member of the Nominating Committee and a member of the Remuneration Committee. The Board considers Mr Chan Wah Tiong to be independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Mr Sim Cheng Huat has retired as a Director of the Company at the AGM and Mr Sim Cheng Huat has stepped down as the Chairman of the Nominating Committee, a member of the Audit Committee and a member of the Remuneration Committee.

The Company is currently assessing suitable candidate(s) to be appointed to the Board to meet the requirement of having independent directors making up a majority of the Board where the Chairman is not independent, and to ensure compliance with the Listing Manual and the Code of Corporate Governance 2018.

Following the aforesaid re-election and cessation, the composition of the Audit Committee with effect from October 29, 2021 shall be as follows:

Mr Tan Choon Seng	- Chairman	(Lead Independent Director)
Mr Chan Wah Tiong	- Member	(Independent Director)
Mr Ying Siew Hon Francis	- Member	(Independent Director)

By Order of the Board

Koda Ltd

James Koh Jyh Gang
Executive Chairman and Chief Executive Officer
October 29, 2021