

# Koda Ltd

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

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## MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD ON OCTOBER 30, 2023

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The Board of Directors (the “**Board**”) of Koda Ltd (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the Extraordinary General Meeting of the Company held on Monday, October 30, 2023 (“**EGM**”).

The Board would like to thank shareholders for their attendance at the EGM. Paragraph 6.1 of Practice Note 7.5 of the Listing Rules requires the Company to release the minutes of EGM within one month after the date of EGM. The minutes of the EGM are set out at **Annex A**.

By Order of the Board  
**Koda Ltd**

James Koh Jyh Gang  
Executive Chairman and Chief Executive Officer

November 30, 2023

## **ANNEX A**

### **KODA LTD**

(Incorporated in the Republic of Singapore)  
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#### **MINUTES OF EXTRAORDINARY GENERAL MEETING**

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Date	:	Monday, October 30, 2023
Time	:	11.00 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be held on the same day and at the same place at 10.00 a.m.)
Place	:	18 Tagore Lane Singapore 787477
Present	:	As set out in the attendance records maintained by the Company
Chairman	:	Mr James Koh Jyh Gang

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#### **Introduction**

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

The Chairman introduced the Board of Directors to the shareholders. The Chairman also stated that the Executive Director for Sales and Marketing, Mr Koh Jyh Eng, is currently on overseas business travel, but that he has joined the EGM by virtual means.

#### **Quorum**

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

#### **Notice**

The Chairman stated that the Company’s circular to shareholders dated October 13, 2023 together with the Notice of EGM have been circulated to the shareholders.

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

#### **Questions**

Shareholders were given the opportunity to submit comments, queries and/or questions related to the Ordinary Resolution put to vote at the EGM. The deadline for submission of such comments, queries

and/or questions was 10.00 a.m. on Saturday, October 21, 2023. The Company did not receive any comments, queries and/or questions in respect of the Ordinary Resolutions put to vote at the EGM.

The Chairman stated that shareholders will have the opportunity to ask questions during the course of the EGM.

The Company did not receive questions from shareholders during the course of the EGM.

### **Voting**

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

The Chairman informed that as some shareholders had appointed the Chairman of the EGM as proxy to vote on their behalf at the EGM, he would be voting in accordance with their instructions.

In.Corp Corporate Services Pte. Ltd. was appointed as the Company's Polling Agent and Complete Corporate Services Pte Ltd was appointed as the Company's Scrutineers. The Chairman informed that the proxy forms lodged have been checked by the Company's Scrutineers and were found to be in order. The procedures for voting by poll at the EGM was explained by the representative of the Company's Scrutineers.

### **Ordinary Business**

#### **Ordinary Resolution: The Proposed Renewal of the Share Buy-back Mandate**

The EGM proceeded to seek the approval of shareholders for the Proposed Renewal of the Share Buy-back Mandate.

Mr Manohar P Sabnani, a shareholder of the Company, proposed the motion. Mr Lalchand Jethanand Daryanani, a shareholder of the Company, seconded the motion.

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

Based on the votes received, there were 55,283,166 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, the Ordinary Resolution was declared carried and it was resolved:

*"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*
  - (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*

(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.”*

**Conclusion**

The Chairman stated that the Company will publish the minutes of the EGM on the Company's website and SGXNET within a month after the EGM.

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