

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 by way of electronic means on Friday, October 29, 2021 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

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.
(Ordinary Resolution 1)
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 1.25 Singapore cents per ordinary share for the financial year ended June 30, 2021.
(Ordinary Resolution 2)
3. To approve the payment of Directors’ fees of S\$136,000 for the financial year ended June 30, 2021. (2020: S\$136,000)
(Ordinary Resolution 3)
4. 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 4)
5. To re-elect Mr James Koh Jyh Gang who is retiring pursuant to Regulation 89 of the Company’s Constitution.
[See Explanatory Note (i)]
(Ordinary Resolution 5)
6. Conditional upon passing of Ordinary Resolutions 7 and 8, to re-elect Mr Chan Wah Tiong who is retiring pursuant to Regulation 89 of the Company’s Constitution.
[See Explanatory Note (ii)]
(Ordinary Resolution 6)
7. 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 (“**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (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.
[See Explanatory Note (ii)]
(Ordinary Resolution 7)
8. 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 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.
[See Explanatory Note (ii)]
(Ordinary Resolution 8)
9. 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:

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

That, pursuant to Section 161 of the Companies Act, Cap. 50 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.

(Ordinary Resolution 9)

[See Explanatory Note (iii)].

By Order of the Board

Gn Jong Yuh Gwendolyn
Company Secretary
Singapore, October 14, 2021

Explanatory Notes:

- (i) Mr James Koh Jyh Gang, if re-elected as a Director of the Company, will remain as the Executive Chairman and Chief Executive Officer of the Company.
- (ii) Mr Chan Wah Tiong, if re-elected and appointed as a Director of the Company, will remain as an Independent Non-Executive Director and a member of the Audit Committee, Nominating and Governance Committee and the Remuneration Committee, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST, which will take effect from January 1, 2022, provides that the “*continued appointment as independent director, after an aggregate period of more than 9 years on the board, must be sought and approved in separate resolutions by (A) all shareholders and (B) shareholders excluding directors, chief executive officer, and their associates*”.

Transitional Practice Note 3: Transitional Arrangements Regarding Code of Corporate Governance 2018 of the Listing Manual of the SGX-ST provides, inter alia, that an “*issuer must, prior to January 1, 2022, consider if a director will not be considered independent against the circumstances set out in Rule 210(5)(d)(iii) at any time on and from January 1, 2022. For example, if a person has been a director (whether independent, executive or non-executive) for an aggregate period of more than 9 years as at January 1, 2022, then he will not be independent as at January 1, 2022, unless his continued appointment as an independent director has been sought and approved in separate resolutions (as required in Rule 210(5)(d)(iii)) prior to January 1, 2022.*”

Mr Chan Wah Tiong was first appointed as an Independent Director of the Company on October 1, 2001 and would have served as a Director of the Company for more than 9 years as at January 1, 2022. Accordingly, Mr Chan Wah Tiong’s continued appointment as an Independent Director of the Company is subject to shareholders’ approval pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST.

- (iii) The Ordinary Resolution 9 proposed in item 10 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 9 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 9 is passed and any subsequent bonus issue, consolidation or subdivision of Shares. The authority conferred by Ordinary Resolution 9 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.

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

1. Pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the Annual General Meeting (“AGM”) will be held by way of electronic means on October 29, 2021 at 10.00 a.m.
2. There are no printed copies of this Notice of AGM, the Proxy Form and the Annual Report for the financial year ended June 30, 2021 (the “FY2021 Annual Report”) to be sent to Shareholders. The Notice of AGM, Proxy Form and the FY2021 Annual Report 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 and the FY2021 Annual Report are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
3. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting may be electronically accessed via live audio-visual webcast or live audio-only stream), submission of comments, queries and/or questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant comments, queries and/or questions at the AGM and voting by appointing the Chairman of the AGM as proxy, are set out in the Company’s accompanying announcement dated October 14, 2021. This announcement may be accessed at the Company’s website at the URL <http://www.kodaonline.com/> and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
4. **Due to the current COVID-19 advisories issued by the relevant authorities in Singapore and the related safe distancing measures in Singapore, the AGM will be held by way of electronic means and Shareholders will not be able to attend the AGM in person. A Shareholder (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM 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>. Where a Shareholder (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid. CPF Investors and SRS Investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on October 20, 2021.
5. The Chairman of the AGM, acting as proxy, need not be a Shareholder of the Company.
6. 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 28 Defu Lane 4, Singapore 539424; or
 - (b) if submitted by way of electronic means, be submitted via email to the Company at proxyforms@kodald.com,

in any case, by 10.00 a.m. on Tuesday, October 26, 2021. A Shareholder who wishes to submit the Proxy Form must first download, 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. **In view of the current COVID-19 advisories issued by the relevant authorities in Singapore and the related safe distancing measures in Singapore, Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means.**

Personal data privacy:

By submitting the Proxy Form appointing the Chairman of the AGM as proxy 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 the appointment of the Chairman of the AGM as proxy 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.