

KODA LTD

(Incorporated in the Republic of Singapore on 17 April 1980)
(Company Registration Number 198001299R)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "EGM") of Koda Ltd (the "Company") will be held at 28 Defu Lane 4 Singapore 539424 on 31 October 2018 at 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.) for the purpose of considering and, if thought fit, passing with or without any modifications, the ordinary resolutions set out below.

All capitalised terms used in this notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 15 October 2018 (the "Circular") in relation to, inter alia, the proposed adoption of the Koda Performance Share Plan 2018.

ORDINARY RESOLUTION 1: THE PROPOSED ADOPTION OF THE KODA PERFORMANCE SHARE PLAN 2018

That:

- (a) the Koda Performance Share Plan 2008 be and is hereby terminated, provided that such termination shall be without prejudice to the rights of holders of awards outstanding under the Koda Performance Share Plan 2008 as at the date of such termination;
- (b) a new performance share plan to be known as the "Koda Performance Share Plan 2018", the rules of which are set out in Appendix A to this Circular, under which awards ("Awards") of fully paid-up ordinary shares in the capital of the Company ("Shares") will be granted, free of charge, to selected employees (including executive directors) of the Company and its subsidiaries, details of which are set out in the Circular, be and is hereby approved;
- (c) the Directors of the Company be and are hereby authorised:
 - (i) to establish and administer the Koda Performance Share Plan 2018;
 - (ii) to modify and/or alter the Koda Performance Share Plan 2018 at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the rules of the Koda Performance Share Plan 2018; and
 - (iii) subject to the same being allowed by law, to apply any Shares purchased under the share buyback mandate of the Company towards the satisfaction of Awards granted under the Koda Performance Share Plan 2018, provided that the aggregate number of Shares to be applied pursuant to the vesting of Awards granted or to be granted under the Koda Performance Share Plan 2018, when added to all Shares, options or awards granted under any other share option scheme, performance share plan or share incentive scheme of the Company then in force, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time;
- (d) pursuant to Section 161 of the Companies Act, the Directors of the Company be and are hereby authorised to grant Awards in accordance with the rules of the Koda Performance Share Plan 2018, and to allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the vesting of Awards under the Koda Performance Share Plan 2018, provided that the aggregate number of Shares to be allotted and issued pursuant to the vesting of Awards granted or to be granted under the Koda Performance Share Plan 2018, when added to all Shares, options or awards granted under any other share option scheme, performance share plan or share incentive scheme of the Company then in force, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time; and
- (e) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution 1.

ORDINARY RESOLUTION 2: THE PROPOSED PARTICIPATION BY MR JAMES KOH JYH GANG, A CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE KODA PERFORMANCE SHARE PLAN 2018

That subject to and contingent upon the passing of Ordinary Resolution 1, the participation by Mr James Koh Jyh Gang, a Controlling Shareholder of the Company, in the Koda Performance Share Plan 2018 be and is hereby approved.

ORDINARY RESOLUTION 3: THE PROPOSED PARTICIPATION BY MR ERNIE KOH JYH ENG, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE KODA PERFORMANCE SHARE PLAN 2018

That subject to and contingent upon the passing of Ordinary Resolution 1, the participation by Mr Ernie Koh Jyh Eng, an Associate of a Controlling Shareholder of the Company, in the Koda Performance Share Plan 2018 be and is hereby approved.

ORDINARY RESOLUTION 4: THE PROPOSED PARTICIPATION BY MDM KOH SHWU LEE, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE KODA PERFORMANCE SHARE PLAN 2018

That subject to and contingent upon the passing of Ordinary Resolution 1, the participation by Mdm Koh Shwu Lee, an Associate of a Controlling Shareholder of the Company, in the Koda Performance Share Plan 2018 be and is hereby approved.

ORDINARY RESOLUTION 5: THE PROPOSED PARTICIPATION BY MR KOH ZHUXIAN JOSHUA, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE KODA PERFORMANCE SHARE PLAN 2018

That subject to and contingent upon the passing of Ordinary Resolution 1, the participation by Mr Koh Zhuxian Joshua, an Associate of a Controlling Shareholder of the Company, in the Koda Performance Share Plan 2018 be and is hereby approved.

ORDINARY RESOLUTION 6: THE PROPOSED PARTICIPATION BY MR KOH ZHULIAN JULIAN, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE KODA PERFORMANCE SHARE PLAN 2018

That subject to and contingent upon the passing of Ordinary Resolution 1, the participation by Mr Koh Zhulian Julian, an Associate of a Controlling Shareholder of the Company, in the Koda Performance Share Plan 2018 be and is hereby approved.

ORDINARY RESOLUTION 7: THE PROPOSED RENEWAL OF THE SHARE BUY-BACK

That:

- (a) for the purposes of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("Shares") not exceeding in aggregate the Prescribed Limit (as defined below), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as defined below), whether by way of:
 - (i) on-market purchases on the SGX-ST or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted ("Other Exchange") ("On-Market Purchases"); and/or
 - (ii) off-market purchases (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act ("Off-Market Purchases"),and otherwise in accordance with all other laws, regulations and rules of the SGX-ST or, as the case may be, Other Exchange as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Buy-back Mandate");
- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-back Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution 7 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 date on which the purchases or acquisitions of issued Shares pursuant to the Share Buy-back Mandate are carried out to the full extent mandated;
- (c) in this Ordinary Resolution 7:

"Prescribed Limit" means that number of issued Shares representing not more than 10% of the total number of issued Shares as at date of the passing of this Ordinary Resolution 7 (excluding any treasury shares and subsidiary holdings as at that date);

"Maximum Price" in relation to a Share to be purchased or otherwise acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) not exceeding:
 - (i) in the case of an On-Market Purchase, 105% of the Average Closing Price of the Shares; and
 - (ii) in the case of an Off-Market Purchase, 115% of the Average Closing Price of the Shares;

"Average Closing Price" means the average of the closing market prices of a Share over the last five (5) Market Days (being a day on which the SGX-ST is open for trading of securities) on which the Shares are transacted on the SGX-ST or, as the case may be, such Other Exchange, immediately preceding the date of the On-Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs after the relevant five-day period; and

"date of the making of the offer" means the date on which the Company makes an offer for the purchase or acquisition of the Shares from holders of the Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and
- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution 7.

By Order of the Board

Gn Jong Yuh Gwendolyn
Company Secretary
Singapore, 15 October 2018

Notes:

1. (a) A member of the Company who is not a Relevant Intermediary and entitled to attend, speak and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote on his behalf. Where a member appoints more than one (1) proxy, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.
(b) A member of the Company who is a Relevant Intermediary and entitled to attend, speak and vote at the EGM is entitled to appoint more than two (2) proxies to attend and vote on his behalf, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where a member appoints more than one (1) proxy, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.
(c) "Relevant Intermediary" shall have the same meaning ascribed to it in Section 181 of the Companies Act.
2. A proxy need not be a member of the Company.
3. The Proxy Form must be deposited at the registered office of the Company at **28 Defu Lane 4 Singapore 539424**, not less than **72 hours** before the time fixed for holding the EGM.
4. Where the Proxy Form is executed by an individual, it must be executed under the hand of the individual or his attorney duly authorised. Where the 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.

Personal data privacy:

By attending the EGM and/or any adjournment thereof and/or submitting the Proxy Form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member'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 proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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"), and (b) 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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) 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.