
NOTICE OF ANNUAL GENERAL MEETING

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 at 18 Tagore Lane Singapore 787477 on **Monday, October 30, 2023 at 10.00 a.m. (Singapore Time)** for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company and its subsidiaries for the financial year ended June 30, 2023 together with the Directors’ Statement and the Auditors’ Report thereon. **(Ordinary Resolution 1)**
2. To approve the payment of Directors’ fees of S\$138,000 for the financial year ended June 30, 2023. (2022: S\$138,000) **(Ordinary Resolution 2)**
3. 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 3)**
4. 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 4)**
5. To re-elect Mr Koh Jyh Eng who is retiring pursuant to Regulation 89 of the Company’s Constitution.
[See Explanatory Note (ii)] **(Ordinary Resolution 5)**
6. To re-elect Mr Tan Choon Seng who is retiring pursuant to Regulation 89 of the Company’s Constitution.
[See Explanatory Note (iii)] **(Ordinary Resolution 6)**
7. 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:

8. **Authority to allot and issue new Shares and/or Instruments**

That, pursuant to Section 161 of the Companies Act 1967 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

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- (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

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- (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.

[See Explanatory Note (iv)].

(Ordinary Resolution 7)

By Order of the Board

Gn Jong Yuh Gwendolyn
Company Secretary
Singapore, October 13, 2023

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 Koh Jyh Eng, if re-elected as a Director of the Company, will remain as an Executive Director of the Company.
- (iii) Mr Tan Choon Seng, if re-elected as a Director of the Company, will remain as the Lead Independent Non-Executive Director, the Chairman of the Audit Committee, and a member of the Nominating and Governance Committee and Remuneration Committee. Mr Tan Choon Seng is considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- (iv) The Ordinary Resolution 7 proposed in item 8 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 7 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 8 is passed and any subsequent bonus issue, consolidation or subdivision of Shares. The authority conferred by Ordinary Resolution 7 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. The Annual General Meeting (“AGM”) will be held physically at 18 Tagore Lane Singapore 787477 on **Monday, October 30, 2023 at 10.00 a.m. (Singapore Time)**. **There will be no option for Shareholders to participate virtually.**
2. Printed copies of this Notice of AGM, the Proxy Form and the Request Form will be sent to Shareholders. Shareholders may request printed copies of the Annual Report for the financial year ended June 30, 2023 (the “**FY2023 Annual Report**”) by completing and returning the Request Form no later than **Friday, October 20, 2023**. This Notice of AGM, the Proxy Form, the Request Form and the FY2023 Annual Report may be accessed at the Company’s website at the URL <http://www.kodaonline.com> by clicking on the tab titled “Investor Relations”, and are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
3. Arrangements relating to submission of comments, queries and/or questions to the Chairman of the AGM in advance of and at the AGM of the Company, addressing of substantial and relevant comments, queries and/or questions at least 48 hours prior to the closing date and time for the lodgement of the Proxy Forms and during the AGM, and voting physically or appointing proxy(ies) (including the Chairman of the AGM) to vote at the AGM of the Company, are set out in this Notice of AGM.

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4. **The Company has decided that the forthcoming AGM will be held at 18 Tagore Lane Singapore 787477. There will be no option for Shareholders to participate virtually at the AGM. Shareholders (whether individual or corporate) may vote at the AGM by themselves or may appoint proxy(ies) (including the Chairman of the AGM) to attend, speak and vote on his/her/its behalf at the AGM in accordance with the instructions on the Proxy Form 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 Relations", and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
5. A Shareholder:
- (a) who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM on his/her/its behalf. Where such Shareholder's form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
 - (b) who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM on his/her/its behalf, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder's form of proxy appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
- "**Relevant Intermediary**" shall have the same meaning ascribed to it in Section 181 of the Companies Act 1967.
6. CPF/SRS investors:
- (a) may vote at the AGM if they are appointed as proxies by their respective CPF agent banks or SRS operators, and should contact their respective CPF agent banks or SRS operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the AGM as proxy, in which case they should approach their respective CPF agent banks or SRS operators to submit their votes by **5.00 p.m. (Singapore Time) on Wednesday, October 18, 2023** (that is, at least seven (7) working days before the date of the AGM).
7. Duly appointed proxy(ies), including the Chairman of the AGM acting as proxy, need not be a Shareholder of the Company. A Shareholder may choose to appoint the Chairman of the AGM as his/her/its proxy.
8. 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 18 Tagore Lane Singapore 787477; or
 - (b) if submitted by way of electronic means, be submitted via email to the Company's Share Registrar at shareregistry@incorp.asia.
- in any case, by **10.00 a.m. (Singapore Time) on Friday, October 27, 2023** (that is, not less than 72 hours before the time fixed for holding the AGM). A Shareholder who wishes to submit the Proxy Form must first 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. **Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means.**
9. Shareholders may submit comments, queries and/or questions relating to the resolutions in the Notice of AGM in advance of the AGM of the Company, in the following manner:
- (a) if submitted by post, to the Company's registered office at 18 Tagore Lane Singapore 787477; or
 - (b) if submitted by way of electronic means, be submitted via email to the Company's Share Registrar at shareregistry@incorp.asia,
- in either case, by **10.00 a.m. (Singapore Time) on Saturday, October 21, 2023.**
10. Shareholders or (where applicable) their duly appointed proxy(ies) and representatives will also be able to raise questions at the AGM of the Company itself.
11. The Company will endeavour to address all substantial and relevant comments, queries and/or questions received from Shareholders before the AGM. The Company will publish its responses to comments, queries and/or questions on the Company's website at the URL <http://www.kodaonline.com/> and on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> by **10.00 a.m. (Singapore Time) on Wednesday, October 25, 2023** (that is, at least 48 hours prior to the closing date and time for the lodgement of the Proxy Forms).

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12. Shareholders and (where applicable) duly appointed proxies and representatives may participate in the AGM physically at 18 Tagore Lane Singapore 787477. **There will be no option for Shareholders to participate virtually.**
13. The Company will publish the minutes of the AGM on the Company's website at the URL <http://www.kodaonline.com/> and on SGXNET at the URL <https://www.sgx.com/securities/companyannouncements> within one (1) month after the AGM.

Personal data privacy:

By submitting the Proxy Form appointing a proxy(ies) (including the Chairman of the AGM) and/or representative(s) 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 proxies and representatives appointed 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 (collectively, the "**Purposes**"), (b) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder 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 to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty. In addition, by attending the AGM and/or any adjournment thereof, a Shareholder consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for any of the Purposes.