
NOTICE OF EXTRAORDINARY GENERAL MEETING

KODA LTD

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

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “EGM”) of **Koda Ltd** (the “Company”) will be convened and held at 18 Tagore Lane Singapore 787477 on **Monday, October 30, 2023 at 11.00 a.m. (Singapore Time)** (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 following Ordinary Resolution:

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 October 13, 2023 (the “Circular”) in relation to the Proposed Renewal of the Share Buy-back Mandate.

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

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;

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- (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.

By Order of the Board of Directors of
Koda Ltd

James Koh Jyh Gang
Executive Chairman and Chief Executive Officer

Singapore, October 13, 2023

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Notes:

1. The EGM will be convened and held at 18 Tagore Lane Singapore 787477 on **Monday, October 30, 2023 at 11.00 a.m. (Singapore Time)** (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 modification, the Ordinary Resolution relating to the Proposed Renewal of the Share Buy-back Mandate. **There will be no option for Shareholders to participate virtually.**
2. Printed copies of the Notice of EGM, the Proxy Form and the Request Form will be sent to Shareholders. Shareholders may request printed copies of the Circular by completing and returning the Request Form no later than **Friday, October 20, 2023**. This Notice of EGM, the Proxy Form, the Request Form and the Circular 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 EGM in advance of and at the EGM 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 EGM, and voting physically or appointing proxy(ies) (including the Chairman of the EGM) to vote at the EGM of the Company, are set out in this Notice of EGM.
4. **The Company has decided that the forthcoming EGM will be held at 18 Tagore Lane Singapore 787477. There will be no option for Shareholders to participate virtually at the EGM. Shareholders (whether individual or corporate) may vote at the EGM by themselves or may appoint proxy(ies) (including the Chairman of the EGM) to attend, speak and vote on his/her/its behalf at the EGM in accordance with the instructions on the Proxy Form if such Shareholder wishes to exercise his/her/its voting rights at the EGM.** The Proxy Form for the EGM 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 EGM 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 EGM 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 EGM 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 EGM 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 EGM).
7. Duly appointed proxy(ies), including the Chairman of the EGM acting as proxy, need not be a Shareholder of the Company. A Shareholder may choose to appoint the Chairman of the EGM 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 **11.00 a.m. (Singapore Time) on Friday, October 27, 2023** (that is, not less than 72 hours before the time fixed for holding the EGM). 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.**

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9. Shareholders may submit comments, queries and/or questions relating to the resolution in the Notice of EGM in advance of the EGM 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 EGM of the Company itself.
11. The Company will endeavour to address all substantial and relevant questions received from Shareholders before the EGM. 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 **11.00 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).
12. Shareholders and (where applicable) duly appointed proxies and representatives may participate in the EGM 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 EGM 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 EGM.

Personal Data Privacy:

By submitting the Proxy Form appointing a proxy(ies) (including the Chairman of the EGM) and/or representative(s) to attend, speak and vote at the EGM 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 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"), (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 EGM 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.