

Koda Ltd

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

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD ON OCTOBER 28, 2022

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 Friday, October 28, 2022 (“**EGM**”).

The Board would like to thank shareholders for their attendance at the EGM. Paragraph 11 of the joint statement dated October 1, 2020 released by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation 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 10, 2022

ANNEX A

KODA LTD

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

Date	:	Friday, October 28, 2022
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	:	By way of electronic means
Present	:	As set out in the attendance records maintained by the Company
Chairman	:	Mr James Koh Jyh Gang

Introduction

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

The Chairman informed that the Company’s alternative arrangements for the conduct of the Annual General Meeting would continue to apply to the EGM as well.

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, 2022 together with the Notice of EGM have been circulated to the shareholders via the Company’s website and SGXNET.

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

Questions and Voting

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

queries and/or questions was 11.00 a.m. on Friday, October 21, 2022. 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 informed shareholders that there would be a live Q&A session and live voting in real time at the EGM. Shareholders were able to cast their votes anytime during the course of the EGM with the live voting weblink sent to their registered email address during the pre-registration. The live poll would remain open until all the resolutions tabled for approval at the EGM were properly moved.

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

As some shareholders had appointed the Chairman of the EGM as proxy to vote on their behalf at the EGM, the Ordinary Resolutions put to vote at the EGM were deemed to be proposed and seconded.

Agile 8 Advisory Pte. Ltd. was appointed as the Company's Scrutineer.

Ordinary Business

Ordinary Resolution 1: 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.

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

Based on the votes received, there were 51,458,088 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 shares voting for and against the motion. Accordingly, Ordinary Resolution 1 was resolved by a unanimous vote:

"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.”*

Ordinary Resolution 2: The Proposed Grant of Share Award to Mr Koh Zhu Xian Joshua, an Associate of a Controlling Shareholder, under the Koda Performance Share Plan 2018

The Chairman highlighted that pursuant to Rule 859 of the SGX-ST, shareholders who are eligible to participate in the scheme must abstain from voting on any resolution relating to the Koda Performance Share Plan 2018. Accordingly, all persons (including Directors and employees who are also Shareholders, and controlling shareholders and associates of controlling shareholders) who are eligible to participate in the Koda Performance Share Plan 2018, had abstained from voting on Ordinary Resolution 2.

The Chairman stated that the Company will disregard any votes cast on Ordinary Resolution 2 by all such persons.

The EGM proceeded to seek the approval of shareholders for the Proposed Grant of Share Award to Mr Koh Zhu Xian Joshua.

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

Based on the votes received, there were 15,645,426 shares voting for the motion, representing 99.85% of the total number of shares voting for and against the motion, and 23,400 shares voting against the motion, representing 0.15% of the shares voting for and against the motion. Accordingly, Ordinary Resolution 2 was resolved by a majority vote:

“That the grant of the Share Award comprising up to 50,000 Shares to Mr Koh Zhu Xian Joshua, an associate of a controlling shareholder, under the Koda Performance Share Plan 2018 and on the following terms be and is hereby approved:

Date of grant of Share Award : *Within one (1) month from the date of this EGM*

Maximum number of Shares granted under the Share Award : *Up to 50,000 shares*

Vesting period of the Award : *100% of the shares vest on the date of the grant”*

Ordinary Resolution 3: The Proposed Grant of Share Award to Mr Koh Zhu Lian Julian, an Associate of a Controlling Shareholder, under the Koda Performance Share Plan 2018

The Chairman highlighted that pursuant to Rule 859 of the SGX-ST, shareholders who are eligible to participate in the scheme must abstain from voting on any resolution relating to the Koda Performance Share Plan 2018. Accordingly, all persons (including Directors and employees who are also Shareholders, and controlling shareholders and associates of controlling shareholders) who are eligible to participate in the Koda Performance Share Plan 2018, had abstained from voting on Ordinary Resolution 3.

The Chairman stated that the Company will disregard any votes cast on Ordinary Resolution 3 by all such persons.

The EGM proceeded to seek the approval of shareholders for the Proposed Grant of Share Award to Mr Koh Zhu Lian Julian.

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

Based on the votes received, there were 15,645,426 shares voting for the motion, representing 99.85% of the total number of shares voting for and against the motion, and 23,400 shares voting against the motion, representing 0.15% of the shares voting for and against the motion. Accordingly, Ordinary Resolution 3 was resolved by a majority vote:

“That the grant of the Share Award comprising up to 50,000 Shares to Mr Koh Zhu Lian Julian, an associate of a controlling shareholder, under the Koda Performance Share Plan 2018 and on the following terms be and is hereby approved:

Date of grant of Share Award : *Within one (1) month from the date of this EGM*

Maximum number of Shares granted under the Share Award : *Up to 50,000 shares*

Vesting period of the Award : *100% of the shares vest on the date of the grant”*

Conclusion

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