

KODA LTD

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

PROXY FORM

IMPORTANT

1. Pursuant to Section 181(1C) of the Companies Act, Relevant Intermediaries (as defined in the Companies Act) may appoint more than 2 proxies to attend, speak and vote at the EGM.
2. CPF Investors and SRS Investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on Wednesday, 21 October 2020.
3. This Proxy Form is not valid for use by CPF Investors and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by CPF Investors and SRS Investors.

I/We* _____ (Name) _____ (NRIC/Passport/Company Registration Number)

of _____ (Address)

being a Shareholder/Shareholders* of **KODA LTD** (the "**Company**"), hereby appoint the Chairman of the Annual General Meeting of the Company ("**AGM**") as my/our proxy/proxies to attend and vote for me/us on my/our behalf at the AGM to be convened and held by way of electronic means on Friday, 30 October 2020 at 10.00 a.m. and at any adjournment thereof in the following manner:

No.	Ordinary Resolutions relating to:	For	Against	Abstain
1.	To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 June 2020 together with the Directors' Statement and the Auditors' Report thereon.			
2.	To declare a tax-exempt (one-tier) final dividend of 0.75 Singapore cents per ordinary share for the financial year ended 30 June 2020.			
3.	To approve the payment of Directors' fees of S\$136,000 for the financial year ended 30 June 2020. (2019: S\$136,000)			
4.	To re-appoint Deloitte & Touche LLP as the Company's Auditors and to authorise the Directors of the Company to fix their remuneration.			
5.	To re-elect Mr Tan Choon Seng as a Director of the Company.			
6.	To re-elect Mr Ernie Koh Jyh Eng as a Director of the Company.			
7.	To approve a one-time ex-gratia payment of S\$500,000 to the Non-Executive Chairman of the Company, Mr Koh Teng Kwee.			
8.	Authority to allot and issue new Shares and/or Instruments.			

If you wish to appoint the Chairman of the AGM as your proxy to cast all your votes "For" or "Against" a resolution, please mark an "X" within the box provided in respect of that resolution. Alternatively, please indicate the number of votes "For" or "Against" in the "For" or "Against" box in respect of that resolution. If you wish to appoint the Chairman of the AGM as your proxy to abstain from voting on a resolution, please mark a "X" in the "Abstain" box in respect of that resolution. Alternatively, please indicate the number of shares that the Chairman of the AGM, as your proxy, is directed to abstain from voting in the "Abstain" box in respect of that resolution. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the AGM as your proxy for that resolution will be treated as invalid.

Dated this _____ day of _____, 2020.

Total number of Shares in:	Number of Shares
(a) CDP Register	
(b) Register of Members	

*Signature(s) of Shareholder(s) or
Common Seal of Corporate Shareholder*

IMPORTANT: PLEASE READ THE NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

NOTES:

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 30 October 2020 at 10.00 a.m.
2. Printed copies of this Notice of AGM, the Proxy Form and the Annual Report for the financial year ended 30 June 2020 (the "**FY2020 Annual Report**") will be sent to Shareholders. The Notice of AGM, Proxy Form and the FY2020 Annual Report may also 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 and the FY2020 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 of the Company 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 of the Company, addressing of substantial and relevant comments, queries and/or questions at the AGM of the Company and voting by appointing the Chairman of the AGM as proxy, are set out in the Company's accompanying announcement dated 15 October 2020. 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. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the SFA), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this Proxy Form shall be deemed to relate to all the Shares held by you.
5. **Due to the current Covid-19 advisories issued by the relevant authorities in Singapore and the related safe distancing measures in Singapore, the AGM of the Company will be held by way of electronic means and Shareholders will not be able to attend the AGM of the Company 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 <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 <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 Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on Wednesday, 21 October 2020.
6. The Chairman of the AGM, acting as proxy, need not be a Shareholder of the Company.
7. 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;
 - (b) if submitted by way of electronic means, be submitted via email to the Company at proxyforms@kodaldtd.com; or
 - (c) if submitted by way of electronic means, be submitted via such Shareholder's account following registration at the URL <https://sg.conveneagm.com/kodaldtd>,
in any case, by 10.00 a.m. on Tuesday, 27 October 2020. 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 or via the registration URL 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.**
8. 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.

GENERAL:

The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of shares entered in the Depository Register, the Company may reject a Proxy Form if the Shareholder, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by the Central Depository (Pte) Limited to the Company. A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the AGM and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the time set for the AGM.

PERSONAL DATA PRIVACY:

By submitting the Proxy Form appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM of the Company and/or any adjournment thereof, a Shareholder (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 of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM of the Company (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.