

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 of the Company will be held on 28 October 2008 at 11.00 a.m. (or as soon thereafter following the conclusion of the Annual General Meeting to be held at 10.00 a.m. on the same day and at the same place) at The Pines, Pines Room, 30 Stevens Road, Singapore 257840, for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution:

Resolution 1

ORDINARY RESOLUTION - PROPOSED SHARE BUYBACK MANDATE

That:

- (a) for the purposes of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and Sections 76C and 76E of the Companies Act (Chapter 50) (the “**Companies Act**”), the Directors of the Company be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire the issued ordinary shares fully paid in the capital of the Company (the “**Shares**”) not exceeding in aggregate the Prescribed Limit (as hereafter defined), during the Relevant Period or within any 1 financial year of the Company, whichever is the earlier, at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:
- (i) on-market purchase(s) (each a “**Market Purchase**”) transacted on the SGX-ST through the SGX-ST’s Central Limit Order Book (CLOB) trading system or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through 1 or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (ii) off-market purchase(s) (each an “**Off-Market Purchase**”) if effected otherwise than on the SGX-ST 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 Listing Rules;
- (the “**Share Buyback 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 Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
- (i) the conclusion of the next annual general meeting of the Company (“**AGM**”) or the date by which such AGM is required by law to be held;
 - (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated;
 - (iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked by ordinary resolution of the Company in general meeting;
- (c) in this Resolution:

“**Prescribed Limit**” means that number of issued Shares representing 10% of the total issued shares of the Company as at the date of passing of this Resolution

“Relevant Period” means the period commencing from the date on which the EGM is held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution; and

“Maximum Price” in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, commission, stamp duties, applicable goods and services tax, clearance fees and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 115% of the Average Closing Price of the Shares;

where:

“Average Closing Price” means the average of the closing market prices of a Share over the last 5 market days on which transactions in the Shares were recorded on the SGX-ST immediately preceding the date of the 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 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 announces its intention to make an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

- (d) the Directors and each of them be and are hereby authorised to deal with the shares purchased by the Company, pursuant to the Share Buyback Mandate in any manner as they think fit, which is allowable under the Companies Act; and
- (e) the Directors and each of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they or he may consider necessary, desirable or expedient to give effect to the transactions contemplated by this Resolution.

Resolution 2

ORDINARY RESOLUTION - PROPOSED SHARE PERFORMANCE PLAN

That:

- (a) the Proposed Share Performance Plan (“Plan”) particulars of which are set out in the Company’s circulars to its Shareholders dated 10 October 2008, under which awards (“Awards”) of fully-paid Ordinary Shares will be issued, free of charge, to selected Employees of the Company, including Executive Directors but excluding Non-Executive Directors and Controlling Shareholders of the Company, details of which are set out in the Circular and the Appendix, be and is hereby approved;
- (b) the Board of Directors of the Company be and is hereby authorized:
 - (i) to establish and administer the Plan;
 - (ii) to modify or amend the Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Plan and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Plan;
 - (iii) to grant Awards in accordance with the provisions of the Plan; and
 - (iv) subject to the same being allowed by law, to apply any Shares purchased under share purchase mandate toward the satisfaction of Awards granted under the Plan provided that the aggregate number of Shares available under the Plan shall not exceed 15% of the total issued share capital of the Company from time to time.

By Order of the Board

Ong Beng Hong / Tan Swee Gek
Joint Company Secretaries
Singapore
10 October 2008

Notes:

1. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy or proxies (not more than 2) to attend and vote on his stead. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
2. The Proxy Form must be deposited at the registered office of the company at 28 Defu Lane 4, Singapore 539424 not less than 48 hours before the time fixed for holding the Extraordinary General Meeting in order to be entitled to attend and to vote at the Extraordinary General Meeting. The sending of a Proxy Form by a member does not preclude him from attending and voting in person if he finds that he is unable to do so. In such event, the relevant Proxy Forms will be deemed to be revoked.
3. A Depositor's name must appear on the Depository Register maintained by CDP as at 48 hours before the time fixed for holding the Extraordinary General Meeting in order to be entitled to attend and vote at the Extraordinary General Meeting.