

KODA LTD

Company Registration No. 198001299R

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at The Pines, 30 Stevens Road Singapore 257840 on Friday, 27 October 2006 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Accounts for the financial year ended June 30, 2006 together with the Reports of the Directors and the Auditors of the Company. (Resolution 1)
2. To declare a final dividend of \$0.005 per ordinary share less 20% income tax in respect of the financial year ended June 30, 2006. (Resolution 2)
3. To declare a special dividend of \$0.0025 per ordinary share less 20% income tax in respect of the financial year ended June 30, 2006. (Resolution 3)
4. To re-elect the following Directors retiring under Article 91 of the Company's Articles of Association:
 - i. Mr Koh Jyh Eng (Resolution 4)
 - ii. Mdm Koh Shwu Lee (Resolution 5)
5. To consider and, if though fit, pass the following resolution:

"That Mr Koh Teng Kwee, who is above 70 years of age and whose office as Director shall be vacant at the conclusion of this Annual General Meeting in accordance with section 153(2) of the Companies Act, Cap 50 be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting."

(Resolution 6)
6. To approve Directors' fees of \$55,000.00 for the financial year ended June 30, 2006. (Resolution 7)
7. To re-appoint Deloitte & Touche as the Company's Auditors and to authorise the Directors to fix their remuneration. (Resolution 8)
8. To transact any other business that may be transacted at an

Annual General Meeting

AS SPECIAL BUSINESS

9. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications:

"That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors to issue shares and convertible securities in the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares and convertible securities to be issued pursuant to this Resolution does not exceed fifty per cent (50%) of the issued shares in the capital of the Company at the date of this Resolution, of which the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty per cent (20%) of the issued shares in the capital of the Company at the date of this Resolution (after adjusting for new shares arising from the conversion or exercise of convertible securities or exercise of share options or vesting of share awards which are outstanding or subsisting at the date of this Resolution and any subsequent consolidation or subdivision of the Company's shares), and, unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

(Resolution 9)

10. To consider and, if thought fit, pass the following ordinary resolution with or without any modifications:

"That the Board of Directors of the Company be and is hereby authorised to offer and grant options in accordance with the provisions of the Koda Share Option Scheme (the "**Scheme**") and pursuant to Section 161 of the Companies Act, Cap 50, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the Scheme provided always that the

aggregate number of shares to be issued pursuant to the Scheme shall not exceed fifteen per cent (15%) of the total number of issued shares in the capital of the Company from time to time and provided also that, subject to such adjustments as may be made to the Scheme as a result of any variation in the capital structure of the Company."

(Resolution 10)

By Order of the Board

Ong Beng Hong/Tan Swee Gek
Secretaries

10 October 2006

Explanatory Note:

- I. The Ordinary Resolution proposed in item 9 above, if passed, will empower the Directors from the passing of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company up to an amount not exceeding, in total, 50% of the issued shares in the capital of the Company at the time of passing of this resolution, of which up to 20% may be issued other than on a pro-rata basis to shareholders.
- II. The Ordinary Resolution proposed under item 10 above, if passed, will authorise the Directors to offer and grant options in accordance with the provisions of the Koda Share Option Scheme (the "**Scheme**") and pursuant to Section 161 of the Companies Act, Chapter 50 to allot and issue shares under the Scheme. The Scheme was approved by the shareholders of the Company in general meeting on 6 December 2001.

Notes:

- 1) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or proxies (not more than two) to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- 2) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
- 3) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 28 Defu Lane 4, Singapore 539424 at least 48 hours before the time fixed for the Meeting.