KOYO INTERNATIONAL LIMITED
Company Registration No. 200100075E
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Koyo International Limited will be held at Hotel Royal Singapore, 36 Newton Road, Singapore 307964 on Monday, 21st day of April 2014 at 9.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and, if approved, to adopt the Audited Accounts for the financial year ended 31 December 2013 together with the Directors' Report and Auditor's Report thereon. *[Resolution 1]*

2. To declare a First and Final tax exempt (one-tier) Dividend of 0.15 cents per share as recommended by the Directors for the financial year ended 31 December 2013. *[Resolution 2]*

3. To approve the payment of Directors' fees of S$120,000 for the financial year ending 31 December 2014 payable on a quarterly basis (2013: S$120,000) *[Resolution 3]*

4. To re-elect Mr. Lee Chen Chong as Director of the Company, who will cease to be a director at the conclusion of this Annual General Meeting in accordance with Section 153(2) of the Companies Act, Cap 50 of Singapore ("Companies Act"), and who, being eligible, offers himself for re-appointment pursuant to Section 153(6) of the Companies Act to hold office until the next Annual General Meeting of the Company. [See Explanatory Note (i)] *[Resolution 4]*

5. To re-elect Mr. Foo Chek Heng as Director of the Company, who is retiring under Article 98 of the Articles of Association and who, being eligible, offers himself for re-election. [See Explanatory Note (ii)] *[Resolution 5]*

6. To re-appoint Messrs Nexia TS Public Accounting Corporation, Certified Public Accountants as the Company's Independent Auditor and to authorise the Directors to fix their remuneration. *[Resolution 6]*

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without amendments) as Ordinary Resolutions:

7. **Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the SGX-ST Listing Manual – Section B: Rules of Catalist**

   THAT the Directors be and are hereby authorised pursuant to the provisions of Section 161 of the Companies Act, Chapter 50 of Singapore, to allot and issue shares of the Company on such terms and conditions and with such rights or restrictions as they may deem fit PROVIDED ALWAYS THAT the aggregate number of shares to be issued pursuant to this resolution shall not exceed one hundred percent (100%) of the issued share capital of the Company (excluding treasury shares), of which the aggregate number of shares to be issued other than on a pro rata basis to existing shareholders shall not exceed fifty percent (50%) of the issued share capital of the Company (excluding treasury shares) for the time being and that such authority shall continue in force until the conclusion of the next AGM or the expiration of the period within which the next AGM of the Company is required by law to be held, whichever is earlier. For the purposes of this resolution, the percentage of issued share capital shall be based on the Company's issued share capital at the time of the passing of this resolution after adjusting for new shares arising from the conversion or exercise of convertible securities or from exercising employee share options outstanding or subsisting at the time of the passing of this resolution and any subsequent consolidation or subdivision of shares. [See Explanatory Note (iii)] *[Resolution 7]*

8. Authority to issue shares pursuant to the Koyo International Share Options Scheme 2011 (KSOS)

THAT pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore, the Directors of the Company be authorised and empowered to offer and grant options under the Koyo International Share Options Scheme 2011 (the "KSOS") and to issue shares from time to time such number of shares in the capital of the Company ("Shares") as may be required to be issued pursuant to the exercise of options granted by the Company under the KSOS, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of new Shares to be allotted and issued pursuant to the KSOS (including options granted under the KSOS and any other scheme or plan for the time being of the Company), shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding treasury shares, if any) in the capital of the Company from time to time; and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. [See Explanatory Note (iv)]. *[Resolution 8]*

9. **Any Other Business**

To transact any other business which may properly be transacted at the Annual General Meeting ("AGM").

BY ORDER OF THE BOARD
CHIN HOOI YEN
COMPANY SECRETARY
3 APRIL 2014

This announcement has been prepared by the Company and reviewed by the Company's sponsor, CNP Compliance Pte. Ltd. ("Sponsor"), for compliance with the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist.

The Sponsor has not verified the contents of this announcement including the accuracy or completeness of any of the information disclosed or the correctness of any of the statements or opinions made or reports contained in this announcement. This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement including the correctness of any of the statements or opinions made in this announcement.

The contact person for the Sponsor is Mr Thomas Lam at 36 Carpenter Street, Singapore 059915, telephone: (65) 6323 8383; email: tlam@cnplaw.com.

Explanatory Notes

i. If re-elected, Mr. Lee Chen Chong will remain a Non-Executive Director and the Chairman of the Audit Committee and a member of Remuneration Committee of the Company and will be considered independent. Save as disclosed herein, Mr. Lee Chen Chong does not have any relationships including immediate family relationships between himself and the Directors, the Company and its 10% shareholders (as defined in the Singapore Code of Corporate Governance 2012). The detailed information of Mr. Lee Chen Chong can be found under the section entitled 'Board Members' and page 10 of the Annual Report.

ii. If re-elected, Mr. Foo Chek Heng will remain the Managing Director, and a member of the Nominating Committee of the Company. Mr. Foo Chek Heng is a controlling shareholder of the Company. The detailed information of Mr. Foo Chek Heng can be found under the sections entitled 'Board Members' and 'Statistics of Shareholdings' and pages 10 and 69 respectively of the Annual Report.

iii. Ordinary Resolution 7 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 50% may be issued other than on a pro-rata basis to existing shareholders of the Company.

iv. Ordinary resolution 8 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next Annual General Meeting, or the date by which the next AGM of the Company is required by law to be held or when varied or revoked by the Company in general meeting, whichever is earlier, to allot and issue shares of up to a number not exceeding 15% of the total issued share capital of the Company from time to time pursuant to the exercise of the options under the KSOS and any other scheme or plan of the Company for the time being.

Notes

1) A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or two proxies to attend and vote in his stead. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxies to vote on its behalf. A proxy need not be a member of the Company. The proxy form must be deposited at the Company's registered office at 55 Ubi Ave 3, #04-01, Singapore 408864, not less than forty-eight (48) hours before the time for holding the meeting.

2) The Share Transfer Book and Register of Members of the Company will be closed on 5 May 2014 for the preparation of dividend warrants. Duly completed registrable transfers received by the Company's Share Registrars, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 up to 5.00 p.m. on 2 May 2014 will be registered to determine shareholders' entitlements to the proposed first and final dividend. Shareholders whose securities account with The Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on 2 May 2014 will be entitled to the proposed dividend. Payment of the said dividend, if approved by shareholders at the Annual General Meeting, will be made on 15 May 2014.