

**NEW TOYO INTERNATIONAL HOLDINGS LTD**

(Incorporated in the Republic of Singapore)

(Company Registration No. 199601387D)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

*Unless otherwise defined, all capitalised terms used in this notice shall have the same meanings as in the circular to shareholders dated 7 July 2021 issued by New Toyo International Holdings Ltd (“Circular”).*

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of New Toyo International Holdings Ltd (“**Company**”) will be held by way of electronic means\* on 22 July 2021 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolution:

**(\*Important: Please read the information set out under the heading “Important Notes” in this notice.)**

**ORDINARY RESOLUTION**

**Proposed adoption of IPT Mandate**

That:

- (a) pursuant to Chapter 9 of the Listing Manual, approval be and is hereby given for each of the Company and its subsidiaries and associated companies that is an “entity at risk” (as defined in Chapter 9 of the Listing Manual) to enter into any of the Interested Person Transactions with any of the Interested Persons, provided that such transactions are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders and are conducted in accordance with the guidelines and procedures for the Interested Person Transactions as set out in the Circular;
- (b) the directors of the Company and each of them be and are hereby authorised to do all such acts and things (including but not limited to negotiating, amending, signing, executing and delivering all documents) as they or he may consider necessary, desirable or expedient to give effect to this resolution; and
- (c) the authority conferred by this resolution shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

By Order of the Board

Lee Wei Hsiung

Company Secretary

7 July 2021

**Important 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, this Extraordinary General Meeting of the Company (“**EGM**”) will be conducted solely by way of electronic means. Printed copies of this notice of EGM (“**Notice of EGM**”) and the proxy form (“**Proxy Form**”) will not be sent to members of the Company. Instead, this Notice of EGM and the Proxy Form are made available to members via publication on SGXNet at <https://www.sgx.com/securities/company-announcements> and on the Company’s website at <http://newtoyo.com/stockrelease.htm>.
2. This EGM will be conducted solely via a live audio-video webcast and a live audio-only stream. Members of the Company will not be able to attend the EGM in person. Members may however participate in the EGM by observing and/or listening to the EGM proceedings via live audio-visual webcast or live audio-only stream, submitting questions in advance of the EGM and appointing the chairman of the EGM (“**Chairman of the Meeting**”) as proxy to attend and vote on their behalf at the

EGM. Details of the steps for pre-registration, submission of questions and voting at the EGM are set out below.

3. Procedures for members who wish to observe and/or listen to the EGM proceedings

(a) Members who wish to observe and/or listen to the EGM proceedings must complete the following steps:

- (i) Members must pre-register at the website <https://conveneagm.com/sg/newtoyo> by **10.00 a.m. on 19 July 2021**. Pre-registration will open at 10.00 a.m. on 7 July 2021.
- (ii) The Company will verify the members' shareholding status after the close of pre-registration. Only members who pre-register by 10.00 a.m. on 19 July 2021 and have ordinary shares in the Company in their names as at 10.00 a.m. on 19 July 2021 ("**Participating Members**") may observe and/or listen to the EGM proceedings.
- (iii) The Company will send to the Participating Members an email containing login and dial-in details (including a weblink and a telephone number) to access the EGM proceedings ("**Confirmation Email**").

(b) If a member pre-registers by 10.00 a.m. on 19 July 2021 but does not receive the Confirmation Email by 10.00 a.m. on 21 July 2021, the member should call the Company's Share Registrar, Tricor Barbinder Share Registration Services at +65 6236 3550 / +65 6236 3555.

4. Procedures for members who wish to submit questions relating to the resolution to be tabled at the EGM

(a) Members will not be able to ask questions during the live audio-video webcast or the live audio-only stream of the EGM proceedings. Members who pre-register to observe and/or listen to the EGM proceedings may submit questions relating to the resolution to be tabled at the EGM to the Chairman of the Meeting via the website <https://conveneagm.com/sg/newtoyo> by 10.00 a.m. on 19 July 2021.

(b) The Board of Directors of the Company ("**Board**") will endeavour to address, during the EGM, substantial and relevant questions (as determined by the Board in its sole opinion) submitted by Participating Members. However, there may not be sufficient time to address all such questions.

5. Procedures for members who wish to vote at the EGM

(a) Members who wish to vote on the resolution to be tabled at the EGM must submit in advance the Proxy Form, appointing the Chairman of the Meeting as their proxy and directing him to vote for or vote against the resolution at the EGM by indicating such instructions in the Proxy Form. Members may submit the Proxy Form via email or by post.

(b) The duly completed and signed Proxy Form must be submitted in the following manner:

- (i) if via email, please scan and email a PDF copy of the duly completed and signed Proxy Form to the Company's Share Registrar, Tricor Barbinder Share Registration Services at [sg.is.NEWTOYOproxy@sg.tricorglobal.com](mailto:sg.is.NEWTOYOproxy@sg.tricorglobal.com).
- (ii) if by post, please send the duly completed and signed Proxy Form to the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02 Singapore 068898.

(c) Given the restriction orders and elevated safe distancing measures to deal with the COVID-19 situation in Singapore, members are strongly encouraged to submit the duly completed and signed Proxy Form via email.

(d) The duly completed and signed Proxy Form, whether sent via email or by post, must be received by the Company's Share Registrar by 10.00 a.m. on 19 July 2021.

6. Persons who hold shares through relevant intermediaries

(a) Persons who hold shares through relevant intermediaries (as defined in Section 181(6) of the Companies Act, Chapter 50), including an investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investor**"), and who wish to participate in the EGM by (i) observing and/or listening to the EGM proceedings via live audio-visual webcast or live audio-only stream; (ii) submitting questions in advance of the EGM; and/or (iii) appointing the Chairman of the Meeting as proxy to attend and vote on their behalf at the EGM, should contact the relevant intermediaries (which would include, in the case of CPF Investors and SRS Investors, their respective CPF agent banks and SRS operators) through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the EGM.

(b) CPF Investors or 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 9 July 2021.

(c) The Proxy Form is not valid for use by CPF Investors or SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

7. The proxy, who is the Chairman of the Meeting, need not be a member of the Company.

8. The Proxy Form shall be under the hand of the member or by his/her attorney duly authorised in writing, or if the member is a corporation, under seal or under the hand of its attorney duly authorised in writing. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company), shall be attached to the instrument of proxy.

9. The duly executed Proxy Form must be deposited at the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02, Singapore 068898 not less than 72 hours before the time fixed for holding the EGM in order for the proxy to be entitled to attend and vote at the EGM.

10. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited 72

hours before the time fixed for holding the EGM in order for the Depositor to be entitled to vote at the EGM.

11. As there may be new measures (including new guidance or requirements for the holding or conduct of meetings) to deal with the evolving COVID-19 situation in Singapore, the Company may have to change the EGM arrangements at short notice. The Company will announce any changes to the holding or conduct of the EGM via the SGXNet at <https://www.sgx.com/securities/company-announcements> and its website at <https://www.newtoyo.com>. Members are advised to check the SGXNet and the Company's website regularly for updates on the EGM.

**Personal Data Privacy:**

Where a member of the Company submits (a) an application to pre-register to observe and/or listen to the EGM proceedings, (b) questions relating to the resolution to be tabled at the EGM, and/or (c) a Proxy Form to vote at the EGM, the member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purposes of (aa) processing the member's application to pre-register to observe and/or listen to the EGM proceedings and providing the member with any technical assistance where possible, (bb) addressing any selected questions submitted by the member and following up with the member where necessary, (cc) the processing and administration by the Company (or its agents) of the proxy appointed for the EGM (including any adjournment thereof), and (dd) the preparation and compilation of various lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines, and (ii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's action or omission in relation thereto.