

**CIRCULAR DATED 5 APRIL 2018**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the contents of this Circular or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisor immediately.

If you have sold or transferred all your shares in the capital of New Toyo International Holdings Ltd (the "Company"), you should immediately forward this Circular, the enclosed Notice of Extraordinary General Meeting and the Proxy Form to the purchaser or transferee or to the stockbroker, bank or agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the contents of this Circular including any statement made, opinion expressed or report contained in this Circular.



**NEW TOYO INTERNATIONAL HOLDINGS LTD**

(Incorporated in the Republic of Singapore)  
(Company Registration No. 199601387D)

**CIRCULAR TO SHAREHOLDERS**

**in relation to**

**the proposed amendments to the constitution of the Company**

**IMPORTANT DATES AND TIMES:**

- |  |   |  |
|--|---|--|
| Last date and time for lodgement of Proxy Form | : | 24 April 2018 at 11.00 a.m.  |
| Date and time of Extraordinary General Meeting | : | 27 April 2018 at 11.00 a.m.<br>(or as soon after the conclusion or adjournment<br>of the Annual General Meeting of the Company<br>to be held at 10.30 a.m. on the same day and at<br>the same place) |
| Place of Extraordinary General Meeting         | : | 39 Scotts Road<br>Ballroom 3 & 4<br>Sheraton Towers<br>Singapore 228230  |

## CONTENTS

	Page
<b>DEFINITIONS</b> .....	3
<b>LETTER TO SHAREHOLDERS</b> .....	4
1. INTRODUCTION.....	4
2. PROPOSED AMENDMENTS TO THE CONSTITUTION .....	4
3. EXTRAORDINARY GENERAL MEETING.....	7
4. ACTION TO BE TAKEN BY SHAREHOLDERS.....	7
5. DIRECTORS' RECOMMENDATION .....	7
6. DIRECTORS' RESPONSIBILITY STATEMENT .....	7
7. DOCUMENTS AVAILABLE FOR INSPECTION .....	7
<b>APPENDIX : PROPOSED AMENDMENTS TO THE CONSTITUTION</b> .....	8
<b>NOTICE OF EXTRAORDINARY GENERAL MEETING</b> .....	14
<b>PROXY FORM</b>	

## DEFINITIONS

The following definitions shall apply throughout unless otherwise stated in this Circular:

“Act”	: Companies Act, Chapter 50 of Singapore, as amended from time to time
“Board”	: board of directors of the Company for the time being
“CDP”	: The Central Depository (Pte) Limited
“Company”	: New Toyo International Holdings Ltd
“Constitution”	: constitution of the Company
“Directors”	: directors of the Company for the time being
“EGM”	: extraordinary general meeting of the Company, notice of which is set out on pages 14 and 15 of this Circular
“Latest Practicable Date”	: 27 February 2018, being the latest practicable date prior to the printing of this Circular
“Listing Manual”	: the Listing Manual of the SGX-ST
“Securities Account”	: the securities account maintained by a Depositor with CDP but does not include a securities sub-account
“SGX-ST”	: The Singapore Exchange Securities Trading Limited
“Shareholders”	: registered holders of Shares except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context admits, mean Depositors whose Securities Accounts are credited with such Shares
“Shares”	: ordinary shares in the capital of the Company
“%”	: percentage or per centum

The terms “Depositor”, “Depository Agent” and “Depository Register” shall have the meanings ascribed to them respectively by Section 81SF of the Securities and Futures Act (Chapter 289).

The term “subsidiary” shall have the meaning ascribed to it by Section 5 of the Act.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act and used in this Circular shall have the meaning assigned to it under the Act.

Words importing the singular number shall include the plural number where the context admits and *vice versa*. Words importing the masculine gender shall include the feminine and neuter genders where the context admits.

References to persons shall include corporations.

Any reference to a time of day shall be a reference to Singapore time.

# NEW TOYO INTERNATIONAL HOLDINGS LTD

(Incorporated in the Republic of Singapore)  
(Company Registration No. 199601387D)

## LETTER TO SHAREHOLDERS

### Registered Office

80 Robinson Road #02-00  
Singapore 068898

### Directors

Yen Wen Hwa @ Ngan Tzee Manh (Non-Executive Chairman)  
Angela Heng Chor Kiang (Executive Director and Group Chief Executive Officer)  
David Lim Teck Leong (Independent Non-Executive Director)  
Victoria Tay Seok Kian (Independent Non-Executive Director)  
Tengku Tan Sri Dr Mahaleel bin Tengku Ariff (Independent Non-Executive Director)

5 April 2018

To : The Shareholders of New Toyo International Holdings Ltd

Dear Shareholders

### 1. INTRODUCTION

- 1.1 The Directors propose to convene an EGM to be held at 39 Scotts Road, Ballroom 3 & 4, Sheraton Towers, Singapore 228230 on 27 April 2018 at 11.00 a.m. (or as soon after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.30 a.m. on the same day and at the same place) to seek Shareholders' approval for the proposed amendments to the Constitution.
- 1.2 The purpose of this Circular is to provide Shareholders with information relating to the proposed amendments to the Constitution and seek Shareholders' approval for the same at the EGM.

### 2. PROPOSED AMENDMENTS TO THE CONSTITUTION

#### 2.1 Introduction

The Company proposes that changes be made to the Constitution to conform with the Companies (Amendment) Act 2014 including provisions relating to the electronic transmission of notices and documents, the Listing Manual such as the requirement to hold general meetings in Singapore and the Personal Data Protection Act 2012 as well as to clarify and rationalise certain other provisions of the Constitution.

Rule 730(2) of the Listing Manual provides that if an issuer amends its articles of association or other constituent documents, they must be made consistent with all the listing rules prevailing at the time of amendment. If the proposed amendments to the Constitution are approved by Shareholders, the updated Constitution would contain amended provisions which are consistent with the listing rules of the SGX-ST prevailing as at the Latest Practicable Date, in compliance with Rule 730(2) of the Listing Manual.

A summary of the proposed principal amendments to the Constitution is set out below. The proposed amendments with the amendments marked up as compared to existing provisions in the Constitution are set out in the Appendix to this Circular. Shareholders should read the proposed amendments in the Appendix before deciding on the resolution relating to the proposed amendments to the Constitution.

## 2.2 Summary of the proposed principal amendments to the Constitution

The following is a summary of the proposed principal amendments to the Constitution:

### 2.2.1 General Meetings (Regulation 68) and Accounts (Regulation 155)

Regulation 68 has been revised to make it clear that if required by the Listing Manual, all general meetings of the Company shall be held in Singapore.

Further, Regulations 68 and 155 have been amended to cover such other period (beyond four (4) months) as may be prescribed under the statutes or the Listing Manual or permitted by the Registrar of Companies or the SGX-ST to hold the Annual General Meeting of the Company.

### 2.2.2 Execution of instrument of proxy (Regulation 94)

Regulation 94 has been amended to clarify the application of the modes of execution of instruments of proxy.

### 2.2.3 Interim Dividend (Regulation 141)

Regulation 141 has been amended to remove the restriction on the frequency of payment of interim dividends.

### 2.2.4 Service of Notices and Documents (Regulations 161(1) and 167)

Under Section 387C of the Act and Rules 1208 to 1212 of the Listing Manual, notices and documents may be given, sent or served using electronic communications with the express, implied or deemed consent of the shareholder in accordance with the constitution of the company. In this regard:

- (a) There is express consent if a shareholder expressly agrees with the company that notices and documents may be given, sent or served on him using electronic communications.
- (b) There is deemed consent if the constitution:
  - (i) provides for the use of electronic communications and specifies the mode of electronic communications; and
  - (ii) specifies that shareholders will be given an opportunity to elect, within a specified period of time, whether to receive electronic or physical copies of such notices and documents,and the shareholder fails to make an election within the specified period of time.
- (c) There is implied consent if the constitution:
  - (i) provides for the use of electronic communications and specifies the mode of electronic communications; and
  - (ii) specifies that shareholders agree to receive such notices or documents by way of electronic communications and do not have a right to elect to receive physical copies of such notices and documents.

Regulation 161(1) has been amended to provide that (i) notices and documents may be sent to Shareholders using electronic communications either to a Shareholder's current address (as provided for in the Act, which may be an email address) or by making it available on a website, (ii) a Shareholder has given his implied consent, and shall agree to receive such notice or document by way of electronic communications and, subject to the provisions of the Act and the prevailing rules and requirements of the SGX-ST, shall not have a right to elect to receive a physical copy of such notice or document; and (iii) notwithstanding the foregoing (ii), the Directors may decide to give Shareholders an opportunity to elect to opt out of receiving such notice or document by way of electronic communications, and a Shareholder is deemed to have consented to receive such notice or document by way of electronic communications if he was given such an opportunity but failed to opt out within the specified time.

Regulation 167 has been amended to set out when service is deemed effected in the case of notices or documents sent by electronic communications. In particular, where a notice or document is made available on a website, it is deemed served on the date on which the notice or document is first made available on the website, unless otherwise provided under the Act and/or other applicable regulations or procedures.

Further, in the case of service on a website, the Company must give notice of the publication of the notice or document on that website in accordance with the Act and the prevailing rules and requirements of the SGX-ST (including the address of the website, the place on the website where the notice or document may be accessed, how to access the notice or document and the date from which the notice or document is available on the website) by any one or more of the following means (subject to the provisions of the Act and the prevailing rules and requirements of the SGX-ST):

- (a) by sending such separate notice to the Shareholder personally or through the post;
- (b) by sending such separate notice to the Shareholder using electronic communications to his current address (as provided for in the Act, which may be email address);
- (c) by way of advertisement in the daily press; and/or
- (d) by way of announcement on the SGX-ST.

It should be noted, however, that notwithstanding the deemed consent and implied consent regimes for electronic communications as described above, the Act and/or the Listing Manual still require certain documents such as forms or acceptance letters that shareholders may be required to complete, notices of meetings as well as notices and documents relating to take-over offers and rights issues to be sent to shareholders by way of physical copies.

The use of electronic communications for disseminating notices and documents to Shareholders will reduce the costs of the Company and help promote sustainability.

#### 2.2.5 Indemnity (Regulation 174)

Regulation 174 on indemnifying an officer of the Company has been amended to bring it in line with the provisions of the Act.

#### 2.2.6 Personal Data Protection (new Regulations 176 and 177)

In line with the Personal Data Protection Act 2012, new Regulations 176 and 177 provide that a Shareholder (being an individual) is deemed to have consented to the collection, use and disclosure of his personal data by the Company and any Shareholder who appoints a proxy and/or representative for any meeting of the Company is deemed to have warranted that he has obtained the prior consent of such proxy and/or representative for the collection, use and disclosure by the Company of the personal data of such proxy and/or representative.

**3. EXTRAORDINARY GENERAL MEETING**

The EGM, notice of which is set out on pages 14 and 15 of this Circular, will be held on 27 April 2018 at 11.00 a.m. (or as soon after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.30 a.m. on the same day and at the same place) for the purposes of considering and, if thought fit, passing with or without modifications the resolution set out in the Notice of EGM.

**4. ACTION TO BE TAKEN BY SHAREHOLDERS**

Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend on their behalf are requested to complete, sign and return the proxy form attached to this Circular in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the registered office of the Company not less than 72 hours before the time fixed for the EGM. The completion and lodgement of the proxy form by a Shareholder will not prevent him from attending and voting at the EGM in person if he so wishes.

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register at least 72 hours before the EGM.

**5. DIRECTORS' RECOMMENDATION**

All the Directors are of the opinion that the proposed amendments to the Constitution are in the interest of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the resolution relating to the proposed amendments to the Constitution.

**6. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the proposed amendments to the Constitution, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

**7. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents may be inspected at the registered office of the Company during normal business hours from the date hereof up to and including the date of the EGM:

- (a) the existing Constitution of the Company; and
- (b) the annual report of the Company for the financial year ended 31 December 2017.

Yours faithfully  
for and on behalf of  
the Board of Directors of  
New Toyo International Holdings Ltd

Yen Wen Hwa @ Ngan Tzee Manh  
Non-Executive Chairman

## APPENDIX

### Proposed amendments to the Constitution

The proposed amendments to the Constitution are set out below. For ease of reference, the text of the relevant regulations of the Constitution which are proposed to be amended has been reproduced and the amendments marked where text in strikethrough indicates deletions from and underlined text indicates additions to the relevant regulations.

#### 1. Existing Regulation 68

68. In addition to any other meetings, a General Meeting shall be held once at least in every calendar year, at such time and place as may be determined by the Directors, but so that no more than fifteen months shall be allowed to elapse between any two such General Meetings but in any event before the expiry of four months from the close of the financial year of the Company, or such other period as may be prescribed under the Statutes or by the SGX-ST from time to time.

#### Proposed amendment to the existing Regulation 68

By deleting Regulation 68 in its entirety and substituting therefor the following:

68. In addition to any other meetings, a General Meeting shall be held once at least in every calendar year, at such time and place as may be determined by the Directors, but so that no more than fifteen months shall be allowed to elapse between any two such General Meetings but in any event before the expiry of four months from the close of the financial year of the Company, or such other period as may be prescribed under the Statutes or by the SGX-ST or permitted by the Registrar of Companies or the SGX-ST from time to time. If required by the Listing Manual, all General Meetings shall be held in Singapore unless prohibited by the Statutes or unless such requirement is waived by the SGX-ST.

#### 2. Existing Regulation 94

94. An instrument appointing a proxy shall be in writing in any usual or common form (including the form approved from time to time by the Depository) or in any other form which the Directors may approve and:-
- (a) in the case of an individual, shall be:-
    - (i) executed under the hand of the appointor or his attorney if the instrument is delivered personally or sent by post; or
    - (ii) authorised by that individual through such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication; and
  - (b) in the case of a corporation, shall be:-
    - (i) executed under seal or signed on its behalf by an attorney or a duly authorised officer of the corporation or, in the case of the Depository or its nominee, signed by its duly authorised officer by some method or system of mechanical signature as the Depository or its nominee may deem appropriate, if the instrument is delivered personally or sent by post; or
    - (ii) authorised by that corporation through such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication.



The Directors may designate procedures for authenticating any such instrument, and any such instrument not so authenticated by use of such procedures shall be deemed not to have been received by the Company.

#### **Proposed amendment to the existing Regulation 94**

By deleting Regulation 94 in its entirety and substituting therefor the following:

94. An instrument appointing a proxy shall be in writing in any usual or common form (including the form approved from time to time by the Depository) or in any other form which the Directors may approve and:-
- (a) in the case of an individual, shall be:-
    - (i) executed under the hand of the appointor or his attorney if the instrument is delivered personally or sent by post; or
    - (ii) authorised by that individual through such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication; and
  - (b) in the case of a corporation, shall be:-
    - (i) executed under seal or signed on its behalf by an attorney or a duly authorised officer of the corporation or, in the case of the Depository or its nominee, signed by its duly authorised officer by some method or system of mechanical signature as the Depository or its nominee may deem appropriate, if the instrument is delivered personally or sent by post; or
    - (ii) authorised by that corporation through such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication.

The Directors may, in their absolute discretion, and in relation to such Members or class of Members as they may determine, specify the means through which instruments appointing a proxy may be submitted through electronic communications, as contemplated in Regulations 94(a)(ii) and 94(b)(ii). Where the Directors do not so specify in relation to a Member or Members (whether of a class or otherwise), Regulations 94(a)(i) and 94(b)(i) shall apply.

The Directors may designate procedures for authenticating any such instrument, and any such instrument not so authenticated by use of such procedures shall be deemed not to have been received by the Company.

### **3. Existing Regulation 141**

141. The Directors may from time to time pay to the Members such interim dividends as in their judgment the position of the Company justifies provided no such dividends shall be declared more than once in six months.

#### **Proposed amendment to the existing Regulation 141**

By deleting Regulation 141 in its entirety and substituting therefor the following:

141. The Directors may from time to time pay to the Members such interim dividends as in their judgment the position of the Company justifies ~~provided no such dividends shall be declared more than once in six months.~~

**4. Existing Regulation 155**

155. The interval between the close of the financial year of the Company and the holding of the Annual General Meeting of the Company shall not exceed four months.

**Proposed amendment to the existing Regulation 155**

By deleting Regulation 155 in its entirety and substituting therefor the following:

155. The interval between the close of the financial year of the Company and the holding of the Annual General Meeting of the Company shall not exceed four months or such other period as may be prescribed under the Statutes or the Listing Manual or permitted by the Registrar of Companies or the SGX-ST from time to time.

**5. Existing Regulation 161(1)**

- 161(1). A notice or other document may be served by the Company upon a Member, either personally, or by sending it through the post in a prepaid letter or by telex or facsimile transmission addressed to such Member at his address as appearing in the Register or in the Depository Register, as the case may be, or by using other electronic communications.

**Proposed amendment to the existing Regulation 161(1)**

By deleting Regulation 161(1) in its entirety and substituting therefor the following:

- 161(1). (1) A notice or other document (including, without limitation, any circular, financial statement or annual report) may be served by the Company upon a Member, either personally, or by sending it through the post in a prepaid letter or by telex or facsimile transmission addressed to such Member at his address as appearing in the Register or in the Depository Register, as the case may be, or by using other electronic communications.
- (2) Any notice or document (including, without limitation, any circular, financial statement or annual report) which is required or permitted to be given, sent or served under the Act, the Listing Manual or this Constitution by the Company, or by the Directors, to a Member or auditor or officer of the Company, may be given, sent or served using electronic communications in accordance with the provisions of this Constitution:-
- (a) to the current address (as provided for in the Act, which may be an email address) of that person; or
- (b) by making it available on a website prescribed by the Company from time to time.
- (3) For the purposes of Regulation 161(1)(2) above, a Member has given his implied consent and shall agree to receive such notice or document by way of such electronic communications and, subject to the provisions of the Act and the prevailing rules and requirements of the SGX-ST, shall not have a right to elect to receive a physical copy of such notice or document.
- (4) Notwithstanding Regulation 161(1)(3) above, the Directors may, at their discretion, at any time give a Member an opportunity to elect within a specified period of time whether to receive such notice or document by way of electronic communications or as a physical copy, and a Member shall be deemed to have consented to receive such notice or document by way of electronic communications if he was given such an opportunity and he failed to make an election within the specified time, and he shall not in such an event have a right to receive a physical copy of such notice or document.

- ~~(5) For the avoidance of doubt, the giving, sending or service of notices or documents using electronic communications under Regulation 161(1) shall be subject at all times to the provisions of the Act and the prevailing rules and requirements of the Exchange.~~

## **6. Existing Regulation 167**

167. Any notice or other document, if served or sent by post, shall be deemed to have been served at the time the same is left at the address of the Member in the Register or in the Depository Register, as the case may be, if served personally and at the time when the letter containing the same is put into the post if sent by post, (and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office) and at the same time the same would have reached the Member in the normal course if sent by telex or facsimile transmission.

### **Proposed amendment to the existing Regulation 167**

By deleting Regulation 167 in its entirety and substituting therefor the following:

167. (1) Any notice or ~~other~~ document, if served or sent by post, shall be deemed to have been served at the time the same is left at the address of the Member in the Register or in the Depository Register, as the case may be, if served personally and at the time when the letter containing the same is put into the post if sent by post; (and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office) ~~and at the same time the same would have reached the Member in the normal course if sent by telex or facsimile transmission.~~
- ~~(2) Where a notice or document is given, sent or served by electronic communications:-~~
- ~~(a) to the current address (as provided for in the Act, which may be an email address) pursuant to Regulation 161(1)(2)(a), it shall be deemed to have been duly given, sent or served at the time of transmission of the electronic communication by the email server or facility operated by the Company or its service provider to the current address of such person (notwithstanding any delayed receipt, non-delivery or "returned mail" reply message or any other error message indicating that the electronic communication was delayed or not successfully sent), unless otherwise provided under the Act and/or any other applicable regulations or procedures (including the rules and requirements of the Exchange); or~~
- ~~(b) by making it available on a website pursuant to Regulation 161(1)(2)(b), it shall be deemed to have been duly given, sent or served on the date on which the notice or document is first made available on the website, or unless otherwise provided under the Act and/or any other applicable regulations or procedures (including the rules and requirements of the Exchange).~~
- ~~(3) Where a notice or document is given, sent or served to a Member by making it available on a website pursuant to Regulation 161(1)(2)(b), the Company shall give separate notice to the Member of the publication of the notice or document on that website in accordance with the Act and the prevailing rules and requirements of the Exchange (including the address of the website, the place on the website where the notice or document may be accessed, how to access the notice or document and the date from which the notice or document is available on the website) by any one or more of the following means (subject to the provisions of the Act and the prevailing rules and requirements of the Exchange):~~
- ~~(a) by sending such separate notice to the Member personally or through the post pursuant to Regulation 161(1)(1);~~

- (b) by sending such separate notice to the Member using electronic communications to his current address pursuant to Regulation 161(1)(2)(a);
- (c) by way of advertisement in the daily press; and/or
- (d) by way of announcement on the website of the Exchange.

## 7. Existing Regulation 174

174. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in the Act), which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no such Directors or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Regulation shall only have effect in so far as its provisions are not avoided by the Act.

### Proposed amendment to the existing Regulation 174

By deleting Regulation 174 in its entirety and substituting therefor the following:

174. Every Director or other officer of the Company ~~may~~shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in the Act), which he may sustain or incur in or about the execution of the duties of his office or ~~otherwise~~ in relation thereto, ~~and no such Directors or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But~~provided that this Regulation shall only have effect in so far as its provisions are not avoided by or inconsistent with the Act.

## 8. Proposed addition of new Regulations 176 and 177

By inserting the following new heading and Regulations 176 and 177 immediately after the existing Regulation 175:

### **PERSONAL DATA**

176. A Member who is a natural person is deemed to have consented to the collection, use and disclosure of his personal data (whether such personal data is provided by that Member or is collected through a third party) by the Company (or its agents or service providers) from time to time for any of the following purposes:
- (a) implementation and administration of any corporate action by the Company (or its agents or service providers);
  - (b) internal analysis and/or market research by the Company (or its agents or service providers);
  - (c) investor relations communications by the Company (or its agents or service providers);
  - (d) administration by the Company (or its agents or service providers) of that Member's holding of shares in the Company;
  - (e) implementation and administration of any service provided by the Company (or its agents or service providers) to its Members to receive notices of meetings, annual reports and other shareholder communications and/or for proxy appointment, whether by electronic means or otherwise;

- (f) processing, administration and analysis by the Company (or its agents or service providers) of Members, and proxies and representatives appointed for any meeting of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to any meeting of the Company (including any adjournment thereof);
  - (g) publication of photographs/videos taken at General Meetings of the Company or other shareholder events in the Company's annual report and other corporate, promotional or publicity materials;
  - (h) implementation and administration of, and compliance with, any provision of these Regulations;
  - (i) compliance with any applicable laws, listing rules, take-over rules, regulations and/or guidelines; and
  - (j) purposes which are reasonably related to any of the foregoing purposes.
177. Any Member who appoints a proxy and/or representative for any meeting of the Company and/or any adjournment thereof is deemed to have warranted that where such Member discloses the personal data of such proxy and/or representative to the Company (or its agents or service providers), that Member has obtained the prior consent of such proxy and/or representative for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy and/or representative for the purposes specified in Regulations 176(e), (f), (g) and (i) and for any purposes reasonably related to Regulations 176(e), (f), (g) or (i) and is deemed to have agreed to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of such Member's breach of warranty.

**9. Proposed renumbering of existing Regulation 176**

By renumbering the existing Regulation 176 as Regulation 178.

# NEW TOYO INTERNATIONAL HOLDINGS LTD

(Company Registration No. 199601387D)  
(Incorporated in the Republic of Singapore)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

*Unless otherwise defined, all capitalised terms herein shall bear the same meaning as in the circular to shareholders dated 5 April 2018 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 at 39 Scotts Road, Ballroom 3 & 4, Sheraton Towers, Singapore 228230 on 27 April 2018 at 11.00 a.m. (or as soon after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.30 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications the following resolution:

### SPECIAL RESOLUTION

#### Proposed amendments to the Constitution

That:

- (a) the Constitution of the Company be and is hereby amended in the manner described in the Appendix to the Circular; and
- (b) the Directors of the Company or any of them be and are hereby authorised to complete and do all such acts and things and to execute such documents as they may consider necessary, desirable or expedient to give effect to this resolution.

By Order of the Board

Yen Wen Hwa @ Ngan Tzee Manh  
Non-Executive Chairman

5 April 2018

#### NOTES:

1. Except for a member who is a relevant intermediary as defined under Section 181(6) of the Companies Act, Chapter 50 (the “Act”), a member of the Company entitled to attend and vote at the Extraordinary General Meeting (“EGM”) is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A member of the Company, which is a corporation, is entitled to appoint its authorised representative to vote on its behalf. A proxy need not be a member of the Company.
2. Pursuant to Section 181(1C) of the Act, a member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and to speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to each proxy appointed shall be specified in the instrument appointing a proxy or proxies.
3. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.

4. The instrument of proxy shall be under the hand of the member or by its 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.
5. The duly executed instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 80 Robinson Road #02-00, 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.
6. 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 attend and vote at the EGM.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a 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 purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance 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 (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) 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 breach of warranty.

*This page has been intentionally left blank.*



# New Toyo International Holdings Ltd

(Incorporated in the Republic of Singapore)  
(Company Registration No. 199601387D)

## EXTRAORDINARY GENERAL MEETING PROXY FORM

### Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 27 April 2018.

### Important:

1. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investor") may attend and cast his vote(s) at the EGM in person. CPF Investors and SRS Investors who are unable to attend the EGM but would like to vote, may inform their Approved Nominees to appoint the Chairman of the EGM to act as their proxy, in which case, the CPF Investors and SRS Investors shall be precluded from attending the EGM.
2. 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 them.

I/We (Name) \_\_\_\_\_ (\*NRIC/Passport No.) \_\_\_\_\_

of (Address) \_\_\_\_\_

being a member/members of **NEW TOYO INTERNATIONAL HOLDINGS LTD** (the "Company") hereby appoint:

Name	Address	NRIC/ Passport No.	Proportion of Shareholdings	
			No. of Shares	%

and/or (delete as appropriate)

Name	Address	NRIC/ Passport No.	Proportion of Shareholdings	
			No. of Shares	%

or failing which, the Chairman of the extraordinary general meeting of the Company (the "EGM"), as \*my/our proxy/proxies to vote for \*me/us on \*my/our behalf at the EGM to be held at 39 Scotts Road, Ballroom 3 & 4, Sheraton Towers, Singapore 228230 on 27 April 2018 at 11.00 a.m. (or as soon after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.30 a.m. on the same day and at the same place) and at any adjournment thereof. \*I/We direct \*my/our proxy/proxies to vote for or against the resolutions to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the \*proxy/proxies will vote or abstain from voting at \*his/her/their discretion, as \*he/she/they will on any other matter arising at the EGM and at any adjournment thereof.

SPECIAL RESOLUTION	For**	Against**
To approve the proposed amendments to the Constitution		

Note:

\* Please delete accordingly.

\*\* If you wish to exercise all your votes "For" or "Against", please indicate with a tick "✓" within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Total number of Shares being held

Signature(s) of Member(s) or Common Seal

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



**Notes:**

1. Except for a member who is a relevant intermediary as defined under Section 181(6) of the Companies Act, Chapter 50 (the "Act"), a member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead.
2. Pursuant to Section 181(1C) of the Act, a member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and to speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to each proxy appointed shall be specified in the instrument appointing a proxy or proxies.
3. Where a member appoints two (2) proxies, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100% of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
4. A proxy need not be a member of the Company.
5. 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 Securities and Futures Act, Cap. 289), you should insert that number of Shares. If you have Shares registered in your name in the register of members of the Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and registered in your name in the register of members of the Company, you should insert the aggregate number of Shares. If no number is inserted, this form of proxy will be deemed to relate to all the Shares held by you.
6. The duly executed instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 80 Robinson Road #02-00, Singapore 068898 not less than 72 hours before the time set for the EGM.
7. The instrument appointing a proxy or proxies must be under the hand of the appointor or by 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 common seal or under the hand of its attorney or a duly authorised officer.
8. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
9. A corporation which is a shareholder of the Company may, in accordance with section 179 of the Companies Act, Cap. 50 of Singapore, authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM.
10. The Company shall be entitled to reject the instrument appointing a proxy or proxies, if it 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 instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies if a shareholder of the Company, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.
11. A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his/her name appears on the Depository Register 72 hours before the time set for the EGM.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy or proxies, a member accepts and agrees to the personal data privacy terms set out in the notice of EGM dated 5 April 2018.

*This page has been intentionally left blank.*

