

NEW TOYO INTERNATIONAL HOLDINGS LTD

Company Registration No.: 199601387D

PROPOSED ACQUISITION OF 100% EQUITY INTEREST IN PT BINTANG PESONA JAGAT

The Board of Directors of New Toyo International Holdings Ltd (the “**Company**”) hereby announces that its listed subsidiary, Tien Wah Press Holdings Berhad (“**TWPH**”) through TWPH’s subsidiaries, Max Ease International Company Limited (“**MEIL**”) and Max View Holdings Limited (“**MVHL**”, a wholly-owned subsidiary of MEIL), has on 3 November 2016 entered into a Conditional Sale and Purchase of Shares Agreement (“**CSPA**”) with PT Bentoel Prima and PT Lestariputra Wirasejati (together, the “**Sellers**”) for the proposed acquisition of 100% of the issued and paid-up share capital of PT Bintang Pesona Jagat (“**BPJ**”) for IDR304 billion (approximately SGD32.4 million) (the “**Proposed Acquisition**”). The Sellers and BPJ are subsidiary companies of PT Bentoel International Investama Tbk (“**PTBINI**”), a listed company on Bursa Efek Indonesia or Indonesian Stock Exchange. TWPH is listed on Bursa Malaysia. TWPH owns 51% of the issued shares of MEIL and the Company holds the remaining 49%.

The Proposed Acquisition comes with Manufacturing and Supply of Packaging Materials Agreement whereby PTBINI and its affiliates will appoint BPJ as the exclusive supplier to supply print supplies to the British American Tobacco group of companies in Indonesia for a fixed period of six (6) years commencing 1 January 2017 until 31 December 2022 when it shall expire.

A copy of TWPH’s announcement on the Proposed Acquisition (the “**TWPH Announcement**”) is enclosed with this announcement. The TWPH Announcement contains, *inter alia*, information on BPJ, the Sellers, basis for the purchase consideration, source of funds, payment terms, salient terms of the CSPA, rationale, prospects and risk factors.

Computation of Rule 1006

The relative figures of Rule 1006 of the SGX-ST Listing Manual based on the announced unaudited consolidated financial statements for the period ended 30 June 2016 and the Company’s 49% post-acquisition interest in BPJ via MEIL and MVHL are as follows:-

Rule	Bases	Relative Figure
1006(a)	The net asset value of the assets to be disposed of compared with the group’s net asset value. This basis is not applicable to an acquisition of assets.	Not applicable
1006(b)	Net profits ⁽¹⁾ attributable to the assets acquired or disposed of, compared with the group’s net profits.	8.4 %

1006(c)	The value of the consideration to be given by the Company is SGD15.9 million (IDR 149.0 billion @ 0.10668), compared with the Company's market capitalization of SGD125.2 million (based on the weighted average price of the Company's shares transacted on the market day preceding the date of the CSPA).	12.7 %
1006(d)	The number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously issue.	Not applicable

Note:

- (1) For the purpose of computing the relative figure under Rule 1006(b), the profit of BPJ is based on the pro forma profit before tax for 2015 of IDR29 million (approximately SGD 3.1 million) and is pro-rated accordingly for purpose of comparing against the Group's net profits for the six months ended 30 June 2016.

As the above relative figures exceed 5.0% but do not exceed 20%, the Proposed Acquisition is classified as a "discloseable transaction" under Rule 1010 of the Listing Manual which requires an announcement.

Financial Effects

The pro forma financial effects set out below are presented for illustrative purposes only and are not intended to reflect the actual future financial position of the Company following the completion of the Proposed Acquisition.

Such pro forma financial effects have been computed based on the audited consolidated financial statements of the Group for the financial period ended 31 December 2015 and the following assumptions:

- (i) For the purposes of calculating the net tangible assets of the Group after the Proposed Acquisition, it is assumed that the Proposed Acquisition was completed on 31 December 2015.
- (ii) For the purposes of computing the earnings per share of the Group, it is assumed that the Proposed Acquisition was effected on 1 January 2015.
- (iii) Based on 439,424,603 issued shares in the capital of the Company ("Shares").

	<u>Before the Proposed Acquisition</u>	<u>After the Proposed Acquisition</u>
Net Tangible Asset (S\$'000)	164,994	149,067
NTA per Share (S\$ cents)	37.55	33.92
Profit attributable to owners of the Company (S\$'000)	14,673	16,405
Basic Earnings per Share (S\$ cents)	3.34	3.73

Interests of Directors and Controlling Shareholders

None of the directors or controlling shareholders of the Company have any interest, direct or indirect (other than through their shareholdings in the Company), in the Proposed Acquisition.

Document for Inspection

A copy of the CSPA is available for inspection during normal business hours from 9 a.m. to 5 p.m. at the registered office of the Company at 80 Robinson Road #02-00, Singapore 068898 for a period of 3 months from the date of this announcement.

By Order of the Board
Lee Wei Hsiung
Company Secretary
3 November 2016