



## NEW TOYO INTERNATIONAL HOLDINGS LTD

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

### NOTICE OF 21<sup>ST</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 21<sup>st</sup> Annual General Meeting of the Company will be held at 39 Scotts Road, Ballroom 3 & 4, Sheraton Towers, Singapore 228230 on 28 April 2017 at 10.30 a.m. to transact the following business:

#### AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2016 and the Reports of the Auditors thereon. **(Resolution 1)**
2. To declare a final tax exempt (1-tier) dividend of 1.1 Singapore cents per ordinary share for the financial year ended 31 December 2016. **(Resolution 2)**
3. To approve the additional Directors' fees of S\$33,000 for the financial year ended 31 December 2016. (See Explanatory Note 1) **(Resolution 3)**
4. To approve the Directors' fees of S\$380,000 for the financial year ending 31 December 2017, to be paid quarterly in arrears. **(Resolution 4)**
5. To re-elect Mr Yen Wen Hwa who is retiring pursuant to Regulation 119 of the Company's Constitution. (See Explanatory Note 2) **(Resolution 5)**
6. To re-elect Ms Angela Heng Chor Kiang who is retiring by rotation pursuant to Regulation 109 of the Company's Constitution. (See Explanatory Note 3) **(Resolution 6)**
7. To note the retirement of Mr James Anthony Campbell who is retiring by rotation pursuant to Regulation 109 of the Company's Constitution and has decided not to seek re-election.
8. To re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

#### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:

9. Authority to issue shares and convertible securities **(Resolution 8)**

"That, pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the directors of the Company to issue shares and convertible securities in the Company at any time to such persons and upon such terms and conditions and for such purposes 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 50% of the Company's total number of issued shares excluding treasury shares, 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 20% of the Company's total number of issued shares excluding treasury shares, and for the purpose of this resolution, the total number of issued shares excluding treasury shares is based on the Company's total number of issued shares excluding treasury shares at the time this resolution is passed (after adjusting for new shares arising from the conversion of convertible securities on issue at the time this resolution is passed and any subsequent bonus issue, 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 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 the earlier." (See Explanatory Note 4)

10. To transact any other business which may be properly transacted at an Annual General Meeting.

#### NOTICE OF BOOKS CLOSURE

**NOTICE IS HEREBY GIVEN** that the Share Transfer Books and Register of Members of the Company will be closed from 11 May 2017 after 5.00 p.m. to 12 May 2017 (both dates inclusive) for the purpose of determining Members' entitlements to the final dividend to be proposed at the 21<sup>st</sup> Annual General Meeting of the Company to be held on 28 April 2017.

Duly completed registrable transfers in respect of the shares in the Company received up to the close of business at 5.00 p.m. on 11 May 2017 by the Company's Share Registrar, Tricor Barbinder Share Registration Services, 80 Robinson Road, #11-02, Singapore 068898 will be registered to determine Members' entitlements to such dividend. Members whose Securities Accounts with The Central Depository (Pte) Ltd are credited with shares in the Company as at 5.00 p.m. on 11 May 2017 will be entitled to such proposed dividend.

The proposed final dividend, if approved at the 21<sup>st</sup> Annual General Meeting, will be paid on 19 May 2017.

By Order of the Board

Lee Wei Hsiung  
Company Secretary  
12 April 2017

#### Notes:

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the Annual General Meeting ("AGM"). Where such member's form of proxy appoints more than one (1) proxy, the proportion of his/her shareholding concerned to be represented by each proxy shall be specified in the form of proxy.  
(b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.

2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies 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 seventy-two (72) hours before the time appointed for the AGM.
4. An investor who buys shares using CPF monies ("CPF Investor") and/or SRS monies ("SRS Investor") (as may be applicable) may attend and cast his/her vote(s) at the AGM in person. CPF and SRS Investors who are unable to attend the AGM but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the AGM.

#### Explanatory Notes:

1. Shareholders had on 28 April 2016 approved the Directors' fees of S\$280,000 for the financial year ended 31 December 2016. Ordinary Resolution 3 is to approve the additional Directors' fees of S\$33,000 payable to Mr Yen Wen Hwa who was appointed as Non-Executive Chairman of the Board on 1 September 2016.
2. Mr Yen Wen Hwa will, upon re-election as a Director of the Company, remain as Non-Executive Chairman of the Board.
3. Ms Angela Heng Chor Kiang will, upon re-election as a Director of the Company, remain as a member of the Nominating Committee.
4. Ordinary Resolution 8, if passed, will empower the Directors of the Company to issue shares and convertible securities in the Company provided that the aggregate number of shares and convertible securities to be issued does not exceed 50% of the Company's total number of issued shares excluding treasury shares, 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 20% of the Company's total number of issued shares excluding treasury shares for such purposes as they consider would be in the interests of the Company. The total number of issued shares excluding treasury shares is based on the Company's total number of issued shares excluding treasury shares at the time this resolution is passed after adjusting for new shares arising from the conversion of convertible securities on issue at the time the resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company's shares. This authority will, unless revoked or varied at a general meeting, expire at 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 the earlier.

#### PERSONAL DATA PRIVACY

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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.