

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of **Koyo International Ltd** (the “**Company**”) will be held at Hotel Royal Singapore, 36 Newton Road, Singapore 307964 on 21 April 2014 at 10.00 a.m. (or immediately after the conclusion of the Annual General Meeting of the Company to be held 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 resolutions:

All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular to the shareholders of the Company dated 3 April 2014.

AS ORDINARY RESOLUTIONS

1. THE PROPOSED EXPANSION OF THE GROUP’S EXISTING CORE BUSINESS TO INCLUDE THE PROPOSED BUSINESS

That:

- (a) approval be and is hereby granted for the Proposed Expansion of the Group’s Existing Core Business to include the Proposed Business comprising property construction, property development and property investment in ASEAN (including Singapore), China and/or the Australasian countries, and all other businesses and activities related to the Proposed Business;
- (b) subject to compliance with the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited requiring approval from shareholders in certain circumstances, the Company (directly and/or through its subsidiaries) be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of from time to time, any such assets, investments and shares/interests in any entity that is in the Proposed Business for the purpose of or in connection with the Proposed Business on such terms and conditions as the directors of the Company (“**Directors**”) deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts and things as they deem desirable, necessary or expedient to give effect to any such investment, purchase, acquisition or disposal; and
- (c) the Directors and each of them be and are hereby authorised to complete and do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

2. APPROVAL FOR RENEWAL OF SHARE BUYBACK MANDATE

THAT:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Cap. 50 of Singapore (the "Act"), the Directors of the Company be and are hereby authorised to purchase or otherwise acquire from time to time issued ordinary shares in the capital of the Company ("Shares"), up to a maximum of ten per cent (10%) of the issued ordinary share capital of the Company as at the date of the passing of this Resolution at such price or prices as may be determined by the Directors from time to time at their discretion, up to but not exceeding the Maximum Price (as hereafter defined), and such purchases and acquisitions of the Shares may be effected by way of:-
- (i) Market purchases ("Market Purchases") transacted on the SGX-ST through the ready market trading system through one or more duly licensed dealers appointed by the Company for the purpose; and/or
 - (ii) Off-market purchases ("Off-Market Purchases") effected otherwise than on the SGX-ST in accordance with an equal access scheme(s), as defined in Section 76C of the Companies Act;
- (b) the Share Buyback Mandate shall, unless varied or revoked by the Company in general meeting, continue in force until the date on which the next annual general meeting of the Company is or is required by law to be held, whichever is the earlier;
- (c) in this Resolution:
- "Average Closing Price" means the average of the closing market prices of a Share for the 5 Market Days on which the Shares are transacted on SGX-ST, immediately preceding the date of the Market Purchase and deemed to be adjusted for any corporate action that occurs after the relevant 5-day period;
- "Date of the making of the offer" means the date on which the Company announces its intention to make an offer for an Off-Market Purchases, stating therein the purchase price (which shall not be more than the Maximum Price of an Off-Market Purchase) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and
- "Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not exceed (i) in the case of a Market Purchase, 105 per cent of the Average Closing Price of the Shares; and (ii) in the case of an Off-Market Purchase, pursuant to an equal access scheme, 120 per cent of the Highest Last Dealt Price; and
- "Highest Last Dealt Price" means the highest price transacted for a Share as recorded on the Market Day on which there were trades on the Shares immediately preceding the Day of the Making of the Offer pursuant to the Off-Market Purchase.
- (d) the Directors and each of them be authorised, empowered to complete and do and execute all such things and acts as they or he may think necessary or expedient to give effect to this Resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company."

BY ORDER OF THE BOARD

Ms Chin Hooi Yen
Company Secretary
Singapore
Date: 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 Catalyst.

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.