

ANNUAL GENERAL MEETING::VOLUNTARY

Issuer & Securities

Issuer/ Manager

NEW TOYO INTERNATIONAL HOLDINGS LTD

Security

NEW TOYO INT HLDGS LTD - SG1E32850828 - N08

Announcement Details

Announcement Title

Annual General Meeting

Date & Time of Broadcast

09-Jun-2020 07:00:13

Status

New

Announcement Reference

SG200609MEETHDB9

Submitted By (Co./ Ind. Name)

Lee Wei Hsiung

Designation

Company Secretary

Financial Year End

31/12/2019

Event Narrative

Narrative Type	Narrative Text
Additional Text	Please refer to the following attachments: (1) Notice of Annual General Meeting; (2) Proxy Form; and (3) Announcement dated 9 June 2020.

Event Dates

Meeting Date and Time

24/06/2020 15:00:00

Response Deadline Date

21/06/2020 15:00:00

Event Venue(s)

Place

Venue(s)	Venue details
Meeting Venue	The Annual General Meeting will be held by way of electronic means. Shareholders will not be able to attend the Annual General Meeting in person.

Attachments

[New%20Toyo%20-%20AGM%20Notice_webcast.pdf](#)

[New%20Toyo%20-%20Proxy%20Form_webcast.pdf](#)

[NTIH_AGM%20Webcast%20Announcement.pdf](#)

Total size =276K MB

NEW TOYO INTERNATIONAL HOLDINGS LTD

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

NOTICE OF 24th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 24th Annual General Meeting of the Company will be held by way of electronic means on 24 June 2020 at 3.00 p.m. (Singapore Time) 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 2019 and the Reports of the Auditors thereon.
(Resolution 1)
2. To declare a final tax exempt (1-tier) dividend of 0.9 Singapore cents per ordinary share for the financial year ended 31 December 2019.
(Resolution 2)
3. To approve the additional Directors' fees of S\$30,000 for the financial year ended 31 December 2019. *(See Explanatory Note 1)*
(Resolution 3)
4. To approve the Directors' fees of S\$420,000 for the financial year ending 31 December 2020, to be paid quarterly in arrears.
(Resolution 4)
5. To re-elect Mr Yen Wen Hwa who is retiring by rotation pursuant to Regulation 109 of the Company's Constitution. *(See Explanatory Note 2)*
(Resolution 5)
6. To re-elect Tengku Tan Sri Dr Mahaleel bin Tengku Ariff who is retiring by rotation pursuant to Regulation 109 of the Company's Constitution. *(See Explanatory Note 3)*
(Resolution 6)
7. To re-elect Mr Wan Tai Foong who is retiring by rotation pursuant to Regulation 119 of the Company's Constitution. *(See Explanatory Note 4)*
(Resolution 7)
8. To re-elect Mr Phua Tin How who is retiring by rotation pursuant to Regulation 119 of the Company's Constitution. *(See Explanatory Note 5)*
(Resolution 8)
9. To note the retirement of Mr Lim Teck Leong David who is retiring by rotation pursuant to Regulation 109 of the Company's Constitution and has decided not to seek re-election.
10. To appoint Ernst & Young LLP as Auditors of the Company in place of the retiring Auditors, KPMG LLP, and to authorise the Directors to fix their remuneration. *(See Explanatory Note 6)*
(Resolution 9)

AS SPECIAL BUSINESS

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

11. **Authority to issue shares and convertible securities** **(Resolution 10)**
 “(A) That, pursuant to Section 161 of the Companies Act, Chapter 50, and the listing rules of the Singapore Exchange Securities Trading Limited (“SGX-ST”), approval be and is hereby given to the Directors of the Company to:
 - (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;

**NEW TOYO INTERNATIONAL HOLDINGS LTD
NOTICE OF ANNUAL GENERAL MEETING**

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- (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares; and/or
 - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues,

at any time to such persons and upon such terms and for such purposes as the Directors of the Company may in their absolute discretion deem fit; and

- (B) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while the authority was in force,

provided always that

- (a) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company (as calculated in accordance with sub-paragraph (b) below);
- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (a) above, the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company at the time this resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities;
 - (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
- (c) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; 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 7*)

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

**NEW TOYO INTERNATIONAL HOLDINGS LTD
NOTICE OF ANNUAL GENERAL MEETING**

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NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed from 2 July 2020 after 5.00 p.m. to 3 July 2020 (both dates inclusive) for the purpose of determining Members' entitlements to the final dividend to be proposed at the 24th Annual General Meeting of the Company to be held on 24 June 2020.

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 2 July 2020 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 2 July 2020 will be entitled to such proposed dividend.

The proposed final dividend, if approved at the 24th Annual General Meeting, will be paid on 10 July 2020.

By Order of the Board

Lee Wei Hsiung
Company Secretary
9 June 2020

Explanatory Notes:

1. Shareholders had on 30 April 2019 approved the Directors' fees of S\$330,000 for the financial year ended 31 December 2019. Ordinary Resolution 3 is to approve the additional Directors' fees of S\$30,000 payable to Mr Wan Tai Foong who was appointed as Non-Executive and Independent Director of the Company on 1 August 2019.
2. Mr Yen Wen Hwa will, upon re-election as a Director of the Company, remain as Non-Executive Chairman of the Board.
3. Tengku Tan Sri Dr Mahaleel bin Tengku Ariff will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and Remuneration Committee. He will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
4. Mr Wan Tai Foong will, upon re-election as a Director of the Company, remain as a member of the Audit Committee. He will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
5. Mr Phua Tin How will, upon re-election as a Director of the Company, remain as a member of the Remuneration Committee. He will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
6. KPMG LLP will not be seeking re-appointment as Auditors of the Company at the AGM. The Company will be seeking shareholders' approval on the proposed change of auditors of the Company from KPMG LLP to Ernst & Young LLP. Please refer to the Company's Letter to Shareholders dated 9 June 2020 for more details.
7. Ordinary Resolution 10, if passed, will authorise and empower the Directors from the date of this Meeting until the conclusion of the next Annual General Meeting, or the date by which the next Annual General Meeting of the Company is required by law to be held, or when revoked or varied by the Company in general meeting, whichever is earlier, to allot and issue shares in the Company. The maximum number of shares which the Directors may issue under this resolution shall not exceed the quantum as set out in the resolution.

IMPORTANT NOTES:

1. The Annual General Meeting is being convened, and will be held, by electronic means 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. **Printed copies of this Notice will not be sent to members.** Instead, this Notice will be sent to members by electronic means via publication on the Company's website at <http://newtoyo.com/stockrelease.htm>. This Notice will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the Annual General Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the Annual General Meeting, addressing of substantial and relevant questions at the Annual General Meeting and voting by appointing the Chairman of the Meeting as proxy at the Annual General Meeting, are set out in the accompanying Company's announcement dated 9 June 2020. This announcement may be accessed at the Company's website at <http://newtoyo.com/stockrelease.htm>, and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.
3. **Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.** The accompanying proxy form for the Annual General Meeting may be accessed at the Company's website at <http://newtoyo.com/stockrelease.htm>, and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.
4. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
5. CPF 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 12 June 2020.
6. The Chairman of the Meeting, as proxy, need not be a member of the Company.
7. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
 - (a) if submitted by post, be deposited at the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02, Singapore 068898; or
 - (b) if submitted electronically, be submitted via email to the Company's Share Registrar, Tricor Barbinder Share Registration Services at sg.is.NEWTOYOproxy@sg.tricorglobal.com.

in either case not less than 72 hours before the time appointed for holding the Annual General Meeting.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

8. The Annual Report 2019 and the Letter to Shareholders dated 9 June 2020 (in relation to the proposed change of auditors) may be accessed at the Company's website at <http://newtoyo.com/stockrelease.htm>, and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.

IMPORTANT REMINDER

Due to the constantly evolving COVID-19 situation, the Company may be required to change its Annual General Meeting arrangements at short notice. Members are advised to regularly check the Company's website or announcements released on SGXNET for updates on the Annual General Meeting.

PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the Meeting to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy 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 or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

NEW TOYO INTERNATIONAL HOLDINGS LTD
 Registration No.: 199601387D
 (Incorporated in the Republic of Singapore)

ANNUAL GENERAL MEETING

PROXY FORM

This proxy form has been made available on SGXNet and the Company's website at <http://newtoyo.com/stockrelease.htm>. A printed copy of this proxy form will NOT be despatched to members.

IMPORTANT:

1. **Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the Annual General Meeting in person.** A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting. In appointing the Chairman of the Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment for that resolution will be treated as invalid.
2. This Proxy Form is not valid for use by CPF/ SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/ SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators by 5.00 p.m. on 12 June 2020 to submit their votes.
3. By submitting an instrument appointing the Chairman of the Meeting as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 9 June 2020.

I/We, (Name) _____
 (NRIC/Passport/Co. Reg. No.) _____ of (Address) _____

being a member/members of NEW TOYO INTERNATIONAL HOLDINGS LTD (the "**Company**"), hereby appoint the **Chairman of the Meeting** as my/our proxy to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be convened and held by way of electronic means on 24 June 2020 at 3.00 p.m. (Singapore time) and at any adjournment thereof in the following manner:

No.	Ordinary Resolutions	For	Against	Abstain
ORDINARY BUSINESS				
1.	To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2019 and the Reports of the Auditors thereon.			
2.	To approve a final dividend of 0.9 Singapore cents per share for the financial year ended 31 December 2019.			
3.	To approve the additional Directors' fees of S\$30,000 for the financial year ended 31 December 2019.			
4.	To approve the Directors' fees of S\$420,000 for the financial year ending 31 December 2020, to be paid quarterly in arrears.			
5.	To re-elect Mr Yen Wen Hwa who is retiring by rotation pursuant to Regulation 109 of the Company's Constitution.			
6.	To re-elect Tengku Tan Sri Dr Mahaleel bin Tengku Ariff who is retiring by rotation pursuant to Regulation 109 of the Company's Constitution.			
7.	To re-elect Mr Wan Tai Foong who is retiring by rotation pursuant to Regulation 119 of the Company's Constitution.			
8.	To re-elect Mr Phua Tin How who is retiring by rotation pursuant to Regulation 119 of the Company's Constitution.			
9.	To appoint Ernst & Young LLP as Auditors of the Company in place of the retiring Auditors, KPMG LLP, and to authorise the Directors to fix their remuneration.			
SPECIAL BUSINESS				
10.	To authorise Directors to issue shares and convertible securities.			

Note: Voting will be conducted by poll. If you wish the Chairman of the Meeting as your proxy to cast all your votes "For" or "Against" a resolution, please indicate with an "X" in the "For" or "Against" box provided in respect of that resolution. Alternatively, please indicate the number of votes "For" or "Against" in the "For" or "Against" box provided in respect of that resolution. If you wish the Chairman of the Meeting as your proxy to abstain from voting on a resolution, please indicate with an "X" in the "Abstain" box provided in respect of that resolution. Alternatively, please indicate the number of ordinary shares that the Chairman of the Meeting as your proxy is directed to abstain from voting in the "Abstain" box provided in respect of that resolution. **In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy for that resolution will be treated as invalid.**

Dated this ____ day of _____ 2020

Total No. of Shares in	No. of Shares
CDP Register	
Register of Members	

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

Important: Please read notes overleaf.

NOTES:

1. 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, Chapter 289 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy shall be deemed to relate to all the shares held by you.
2. **Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.** This proxy form may be accessed at the Company's website at <http://newtoyo.com/stockrelease.htm>, and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.
3. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
4. CPF 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 12 June 2020.
5. The Chairman of the Meeting, as proxy, need not be a member of the Company.
6. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where an instrument appointing the Chairman of the Meeting as proxy 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), if the instrument appointing the Chairman of the Meeting as proxy is submitted by post, be lodged with the instrument of proxy or, if the instrument appointing the Chairman of the Meeting as proxy is submitted electronically via email, be emailed with the instrument of proxy, failing which the instrument may be treated as invalid.
7. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
 - (a) if submitted by post, be deposited at the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02, Singapore 068898; or
 - (b) if submitted electronically, be submitted via email to the Company's Share Registrar, Tricor Barbinder Share Registration Services at sg.is.NEWTOYOproxy@sg.tricorglobal.com,

in either case not less than 72 hours before the time appointed for holding the Annual General Meeting.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

8. The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting as proxy (including any related attachment). In addition, in the case of members whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting as proxy lodged or submitted if such members are not shown to have shares entered against their names in the Depository Register 72 hours before the time appointed for holding the Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Company.

NEW TOYO INTERNATIONAL HOLDINGS LTD

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199601387D)

LIVE WEBCAST OF THE COMPANY'S ANNUAL GENERAL MEETING TO BE HELD ON 24 JUNE 2020

The Board of Directors ("**Board**") of New Toyo International Holdings Ltd (the "**Company**") and together with its subsidiaries, the "**Group**") refers to:

- (a) the announcement released by the Company on 17 April 2020 relating to the extension of time obtained by the Company to hold its Annual General Meeting ("**AGM**");
- (b) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, inter alia, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- (c) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Order**") which was gazetted on 13 April 2020, and which sets out the alternative arrangements in respect of, inter alia, the holding of general meetings of companies; and
- (d) the joint statement released by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and Singapore Exchange Regulation on 13 April 2020, providing additional guidance on the conduct of general meetings during the period when elevated safe distancing measures are in place.

With reference to the Order, the Company wishes to inform that it will hold its AGM on 24 June 2020 at 3.00 p.m. (Singapore Time) by electronic means through a live webcast of the proceedings comprising both video (audiovisual) and audio-only feeds ("**Live AGM Webcast**").

INSTRUCTIONS TO SHAREHOLDERS

Shareholders are to note the following instructions with regard to the Live AGM Webcast:

1. Alternative arrangements for participation at the AGM

- (a) Due to the current COVID-19 restriction orders in Singapore, shareholders will not be able to attend the AGM in person.
- (b) Shareholders may participate at the AGM by:
 - (i) watching or listening to the AGM proceeding via a live webcast;
 - (ii) submitting questions in advance of the AGM; and/or
 - (iii) appointing the Chairman of the AGM as proxy to attend and vote on their behalf at the AGM, respectively.
- (c) Investors who hold the Company's shares through relevant intermediaries (as defined in section 181 of the Companies Act, Chapter 50 of Singapore), including Central Provident Fund ("**CPF**") and Supplementary Retirement Scheme ("**SRS**") investors, and who wish to participate in the AGM by:
 - (i) watching or listening to the AGM proceeding via a live webcast;

- (ii) submitting questions in advance of the AGM; and/or
- (iii) appointing the Chairman of the AGM as proxy to attend and vote on their behalf at the AGM, respectively,

should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

2. Registration to attend Live AGM Webcast

- (a) All shareholders who wish to follow the proceedings of the AGM through the Live AGM Webcast must pre-register online to create an account at the URL: <https://sg.conveneagm.com/newtoyo> (“**Pre-registration**”) to enable the Company to verify their status as shareholders. The website will be open for Pre-registration from **9 June 2020, 10.00 a.m.** and will **close at 21 June 2020, 3.00 p.m.** (the “**Registration Deadline**”).
- (b) Investors who hold shares through depository agents (as defined in Section 81SF of the Securities and Futures Act, Chapter 289) and wish to watch the Live AGM Webcast must approach their respective depository agents to pre-register by **5.00 p.m. on 12 June 2020** in order to allow sufficient time for their respective depository agents to in turn pre-register their interest with the Company.
- (c) Following the verification, authenticated shareholders will receive an email on their authentication status **by 23 June 2020, 12.00 p.m.**, and will be able to access the Live AGM Webcast using the account created.
- (d) Shareholders must not forward the login details to join the Live AGM Webcast to other person who is not a shareholder of the Company and/or who is not authorised to attend the Live AGM Webcast. Recording of the Live AGM Webcast by shareholders in whatever form is also strictly prohibited.
- (e) Shareholders who have pre-registered by the Registration Deadline but do not receive an email response **by 23 June 2020, 12.00 p.m.** may contact the Company’s Share Registrar, Tricor Barbinder Share Registration Services, at +65 6236 3550/ 6236 3555 or sg.is.NEWTOYOproxy@sg.tricorglobal.com, with the following details included: (i) the full name of the shareholder, and (ii) his/her/its identification/registration number.

3. Proxy Voting

- (a) As the Company’s constitution currently does not allow shareholders to submit their votes online, all shareholders who wish to vote at the AGM have to submit their proxy forms in advance and appoint the Chairman of the AGM as their proxy.
- (b) **Submission of proxy forms.** The duly completed and signed proxy form must be deposited via either the following means:
 - (i) **by post** to the Company’s Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898; or
 - (ii) **by email** to the Company’s Share Registrar, Tricor Barbinder Share Registration Services at sg.is.NEWTOYOproxy@sg.tricorglobal.com,

in either case, **by 21 June 2020, 3.00 p.m.** (being not less than 72 hours before the time for holding the AGM).

- (c) A shareholder who wishes to submit a proxy form must first download it from the SGXNet at <https://www.sgx.com/securities/company-announcements> or the Company's website at <http://newtoyo.com/stockrelease.htm>, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
- (d) **In view of the current COVID-19 situation and the related precautionary measures which may make it difficult for shareholders to submit completed proxy forms by post, shareholders are strongly encouraged to submit completed proxy forms via email.**
- (e) Any incomplete or unsigned proxy forms will be treated as voided.
- (f) The proxy form is not valid for use by CPF or SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF or SRS investors who wish to appoint the Chairman of the AGM as their proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes **by 5.00 p.m. on 12 June 2020.**

4. Submission of Questions

- (a) **Shareholders will not be able to ask questions during the Live AGM Webcast, and therefore it is important for shareholders to pre-register and submit their questions in advance of the AGM.**
- (b) **Submission of questions.** All shareholders can submit questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM, in the following manner:
 - (i) **by post** to the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #11-02, Singapore 068898; or
 - (ii) **by email** to the Company's Share Registrar, Tricor Barbinder Share Registration Services at sg.is.NEWTOYOproxy@sg.tricorglobal.com.
- (c) When sending in their questions by post or email, shareholders are required to provide the Company with the following details to enable the Company to verify the shareholders' status:
 - their full name;
 - their address; and
 - the manner in which they hold shares in the Company (e.g. via CDP, CPF or SRS).
- (d) **Deadline to submit questions.** All questions must be submitted **by 3.00 p.m. on 21 June 2020.**
- (e) **Addressing questions.** The Company will endeavour to address all substantial and relevant questions which shareholders have submitted in advance prior to or during the AGM through the Live AGM Webcast. The Company will publish the minutes of the AGM on its website, and the minutes will include the responses to substantial and relevant questions from shareholders which are addressed during the AGM.

5. Annual Report 2019 and related documents

The Annual Report 2019 and the Letter to Shareholders dated 9 June 2020 (in relation to the proposed change of auditors) may be accessed at the Company's website at <http://newtoyo.com/stockrelease.htm>, and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.

6. **Key dates/deadlines.** In summary, the key dates/deadlines which shareholders and investors should take note of are set out in the table below:

Key dates	Actions
10.00 a.m. on 9 June 2020	Shareholders may begin to pre-register at https://sg.conveneagm.com/newtoyo for live AGM webcast.
5.00 p.m. on 12 June 2020	Deadline for CPF or SRS investors who wish to appoint the Chairman of the AGM as their proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.
3.00 p.m. on 21 June 2020	Deadline for shareholders to: <ul style="list-style-type: none"> • pre-register for live AGM webcast; • submit questions in advance of the AGM; • submit proxy forms appointing the Chairman of the AGM as proxy to attend and vote on their behalf at the AGM.
12.00 p.m. on 23 June 2020	Authenticated shareholders will receive an email on their authentication status by 23 June 2020, 12.00 p.m. , and will be able to access the Live AGM Webcast using the account created. Shareholders who have pre-registered by the Registration Deadline but do not receive an email response by 23 June 2020, 12.00 p.m. may contact the Company's Share Registrar, Tricor Barbinder Share Registration Services, at +65 6236 3550/ 6236 3555 or sg.is.NEWTOYOprouxy@sg.tricorglobal.com , with the following details included: (i) the full name of the shareholder, and (ii) his/her/its identification/registration number.

If a shareholder or an investor has a question regarding any of the above procedures, please contact the Company's Share Registrar, Tricor Barbinder Share Registration Services, at +65 6236 3550/ 6236 3555 (Mondays to Fridays, excluding public holidays, between 9.00 a.m. and 4.00 p.m.) or via email to sg.is.NEWTOYOprouxy@sg.tricorglobal.com.

Subject to any revision of the Order, government or any regulatory bodies imposing any new restrictions, the Live AGM Webcast will be conducted on 24 June 2020 with the above stated instructions. Shareholders are advised to regularly check the Company's announcements on SGXNet for any changes or updates on the AGM.

The Company would like to thank all shareholders for their patience, understanding and cooperation in enabling us to hold the AGM with the optimum safe distancing measures amidst the current COVID-19 pandemic.

By Order of the Board

Lee Wei Hsiung
Company Secretary

9 June 2020