



NEW TOYO INTERNATIONAL HOLDINGS LTD

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

Notice of 17th Annual General Meeting

NOTICE IS HEREBY GIVEN that the 17th Annual General Meeting of the Company will be held at 39 Scotts Road, Topaz & Opal Rooms, Sheraton Towers, Singapore 228230 on 26 April 2013 at 2.30 p.m. to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2012 and the Reports of the Directors and the Auditors thereon. **(Resolution 1)**
2. To declare a final tax exempt (1-tier) dividend of 0.90 Singapore cents per ordinary share for the financial year ended 31 December 2012. **(Resolution 2)**
3. To approve the Directors' fees of S\$350,000 for the financial year ending 31 December 2013, to be paid quarterly in arrears. (2012: S\$370,000) **(Resolution 3)**
4. To note the retirement of Mr Tang See Chim, who retires pursuant to Section 153(6) of the Companies Act, Chapter 50 and has decided not to seek re-appointment.
5. To re-appoint Prof. Brian Lee Chang Leng to hold office until the next Annual General Meeting pursuant to Section 153(6) of the Companies Act, Chapter 50.

Prof. Brian Lee Chang Leng shall, upon re-appointment as a Director of the Company, remain as a member of the Audit and Remuneration Committees and shall be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"). **(Resolution 4)**

6. To re-elect Mr Gary Yen who is retiring in accordance with Article 91 of the Company's Articles of Association.

Mr Gary Yen shall, upon re-election as a Director of the Company, remain as a member of the Audit and Nominating Committees and shall be considered non-independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. **(Resolution 5)**

7. To re-elect Mr George Lee Chee Whye who is retiring in accordance with Article 97 of the Company's Articles of Association. **(Resolution 6)**

8. To re-elect Ms Victoria Tay Seok Kian who is retiring in accordance with Article 97 of the Company's Articles of Association.

Ms Victoria Tay Seok Kian shall, upon re-election as a Director of the Company, remain as the Chairman of the Nominating and Remuneration Committees. **(Resolution 7)**

9. To re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)**

AS SPECIAL BUSINESS

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

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

"That, pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the 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 1)

11. 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 7 May 2013 after 5.00 p.m. to 8 May 2013 (both dates inclusive) for the purpose of determining Members' entitlements to the final dividend to be proposed at the 17th Annual General Meeting of the Company to be held on 26 April 2013.

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 7 May 2013 by the Company's Share Registrar, Tricor Barbinder Share Registration Services, 80 Robinson Road, #02-00, 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 7 May 2013 will be entitled to such proposed dividend.

The proposed final dividend, if approved at the 17th Annual General Meeting, will be paid on 17 May 2013.

By Order of the Board

Lee Wei Hsiung

Company Secretary

10 April 2013

Notes:

1. A Member of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote in his stead.
2. A proxy need not be a Member of the Company.
3. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
4. The instrument appointing a proxy must be deposited at the registered office of the Company at 80 Robinson Road, #02-00, Singapore 068898 not later than 48 hours before the time appointed for the Meeting.

Explanatory Notes:

1. Ordinary Resolution 9, 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.