



NEW TOYO INTERNATIONAL HOLDINGS LTD

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

NOTICE OF 13TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 13th Annual General Meeting of the Company will be held at 39 Scotts Road, Amber Room, Sheraton Towers, Singapore 228230 on 28 April 2009 at 2.30 p.m. to transact the following businesses:

As Ordinary Business

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2008 and the Reports of the Directors and the Auditors thereon. (Resolution 1)
2. To declare a final tax exempt (1-tier) dividend of 0.73 Singapore cents per ordinary share for the financial year ended 31 December 2008. (Resolution 2)
3. To approve the Directors' fees of S\$358,575 for the financial year ended 31 December 2008. (Resolution 3)
4. To re-appoint Mr Tang See Chim to hold office until the next Annual General Meeting pursuant to Section 153(6) of the Companies Act, Chapter 50. Mr Tang See Chim will, upon re-appointment as a Director of the Company, remain as the Chairman of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of Singapore Exchange Securities Trading Limited. (Resolution 4)
5. To re-elect Mr Tay Joo Soon who is retiring in accordance with Article 91 of the Company's Articles of Association. Mr Tay Joo Soon will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of Singapore Exchange Securities Trading Limited. (Resolution 5)
6. To re-elect Mr Yen Wen Hwa @ Ngan Tzee Manh who is retiring in accordance with Article 91 of the Company's Articles of Association. (Resolution 6)
7. 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:

8. Authority to issue shares and convertible securities
"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, (the 50% limit above may be increased to 100% for the Company to undertake pro rata renounceable rights issues) 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) (Resolution 8)
9. Authority to issue shares (other than on a pro rata basis) with a maximum discount of 20%.
"That subject to and pursuant to the share issue mandate in Resolution 8 being obtained, authority be and is hereby given to the Directors to issue new shares other than on a pro-rata basis to shareholders of the Company at an issue price per new share which shall be determined by the Directors in their absolute discretion provided that such price shall not represent more than a 20% discount for new shares to the weighted average price per share determined in accordance with the requirements of the SGX-ST." (See Explanatory Note 2) (Resolution 9)
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 on 8 May 2009 for the purpose of determining Members' entitlements to the final dividend to be proposed at the 13th Annual General Meeting of the Company to be held on 28 April 2009.

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 2009 by the Company's Share Registrar, Tricor Barbinder Share Registration Services, 8 Cross Street, #11-00 PWC Building, Singapore 048424 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 2009 will be entitled to such proposed dividend.

The proposed final dividend, if approved at the 13th Annual General Meeting, will be paid on 22 May 2009.

By Order of the Board
Lee Wei Hsiung
Company Secretary
9 April 2009

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 8 Cross Street, #11-00 PWC Building, Singapore 048424 not later than 48 hours before the time appointed for the Meeting.

Explanatory Notes:

1. 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.

The above 50% limit may be increased to 100% for the Company to undertake pro rata renounceable rights issues, which is one of the new measures introduced by the Singapore Exchange Limited, in consultation with the Monetary Authority of Singapore, which took effect on 20 February 2009 to accelerate and facilitate listed issuers' fund raising efforts and will be in effect until 31 December 2010.

2. Ordinary Resolution 9, if passed, will empower the Directors to issue new shares other than on a pro rata basis to shareholders of the Company at a discount exceeding 10% but not more than 20% to the weighted average price per share determined in accordance with the requirements of the SGX-ST. This is also one of the new measures introduced by the Singapore Exchange Limited, in consultation with the Monetary Authority of Singapore, which took effect on 20 February 2009 to accelerate and facilitate listed issuers' fund raising efforts and will be in effect until 31 December 2010.