

NEW TOYO INTERNATIONAL HOLDINGS LTD

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

RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 164,784,226 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (“RIGHTS SHARES”), AT AN ISSUE PRICE OF S\$0.12 FOR EACH RIGHTS SHARE, ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY FIVE (5) EXISTING ORDINARY SHARES IN THE CAPITAL OF THE COMPANY HELD BY SHAREHOLDERS AS AT THE BOOKS CLOSURE DATE (AS DEFINED HEREIN), FRACTIONAL ENTITLEMENTS TO BE DISREGARDED

1. Introduction

- 1.1 The Board of Directors (“**Board**”) of New Toyo International Holdings Ltd (the “**Company**” or “**Group**”) wishes to announce that the Company is proposing to carry out a renounceable non-underwritten rights issue (“**Rights Issue**”) of up to 164,784,226 new ordinary shares in the capital of the Company (“**Rights Shares**”) at an issue price of S\$0.12 for each Rights Share (“**Issue Price**”), on the basis of three (3) Rights Shares for every five (5) existing ordinary shares in the capital of the Company held by the Entitled Shareholders (as defined below) at a time and date to be determined and announced by the Board for the purpose of determining Shareholders’ (as defined below) entitlements under the Rights Issue (“**Books Closure Date**”), fractional entitlements to be disregarded.
- 1.2 The Company has appointed AmFraser Securities Pte. Ltd., a member of AmInvestment Bank Group, as the Manager of the Rights Issue (the “**Manager**”).
- 1.3 To demonstrate their commitment to the Company, Yen Wen Hwa @ Ngan Tzee Manh (“**Mr Yen**”), Yen & Son Holdings Pte Ltd (“**Yen & Son**”) and Mdm Lu Le Nhi (“**Mdm Lu**”) (Mr Yen, Yen & Son and Mdm Lu are collectively referred to as the “**Undertaking Shareholders**”), who are the substantial shareholders of the Company and together with their respective nominees and custodians hold in aggregate 142,418,552 Shares representing approximately 51.86% of the issued and paid-up share capital of the Company as at the date of this Announcement, have individually and respectively, irrevocably undertaken to the Company and the Manager to, *inter alia*, subscribe for their respective entitlements under the Rights Issue in full (the “**Undertaking**”).

The Solicitors to the Rights Issue, Shook Lin & Bok LLP had, on behalf of the Company, sought confirmation from the Securities Industries Council (“**SIC**”) on 2 March 2010, that no obligation arises on firstly, the parties acting in concert (“**Parties acting in concert**”), as defined under the Singapore Code on Take-overs and Mergers (“**the Code**”), as a group who holds 51.86% of the issued share capital of the Company and secondly, on Yen Wen Hwa @ Ngan Tzee Manh, individually who holds 31.85% of the issue share capital of the Company to make a mandatory offer under the Note to Rule 14.1 of the Code after the Rights Issue. Pursuant to letter dated 4 March 2010, the SIC has confirmed that none of the Parties acting in concert will be required to make a mandatory offer for the Company (under Note 4 on Rule 14.1 of the Code) as a result of them subscribing for their respective entitlements under the Rights Issue.

- 1.4 An application will be made to Singapore Exchange Securities Trading Limited (“**SGX-ST**”) for permission to deal in and for the listing and quotation of the Rights Shares on the Official List of the Main Board of the SGX-ST. An appropriate announcement will be made upon the receipt of such in-principle approval from the SGX-ST. Following the receipt of such in-principle approval, the offer information statement to be issued by the Company in connection with the Rights Issue (“**OIS**”) will be lodged with the Monetary Authority of Singapore (“**MAS**”) and despatched to Entitled Shareholders.
- 1.5 The Issue Price will be payable in full upon acceptance and/or application. The Rights Shares when issued and fully paid-up, will rank *pari passu* in all respects with the then existing Shares, save for any dividends, rights, allotments or other distributions, the record date for which falls before the date of issue of the Rights Shares. For this purpose, “record date” means, in relation to any dividends, rights, allotments or other distributions, the date as at the close of business (or such other time as may have been notified by the Company) on which Shareholders must be registered in order to participate in such dividends, rights, allotments or other distributions.

2. Rationale for the Rights Issue and Use of Proceeds

2.1 Rationale

The review of the business plans of the Company and its subsidiaries (the “**Group**”) includes the assessment of the financial strategies and capital structure of the Group. The Board believes that the proposed Rights Issue will allow the Group to pro-actively strengthen its financial position by lowering the Group’s gearing, while increasing the financial flexibility and the competitive position of the Group to support its future growth opportunities.

As announced on 8 September 2008 and approved by the shareholders of the Company in an extraordinary general meeting on 28 October 2008, the Company and Tien Wah Press Holdings Berhad (“**TWPH**”) ¹ acquired the entire equity interest in Anzpac Services (Australia) Pty Limited (“**Anzpac**”) via Max Ease International Limited (“**MEIL**”), a company in which the proportionate interest of the Company and TWPH was 49% and 51% respectively (“**Anzpac Acquisition**”). To fund the Anzpac Acquisition, MEIL had undertaken amongst others, a USD20.4 million loan and a AUD20 million loan (collectively the “**MEIL Loan**”). As at 7 June 2010, the outstanding amount of the MEIL Loan is approximately USD17.5 million and AUD20 million. The Anzpac Acquisition was completed on 31 October 2008.

The Group intends to reduce the outstanding borrowings of MEIL with equity funding, depending on the level of subscription for the rights shares by shareholders, via the proposed Rights Issue and the Proposed TWPH Rights Issue (described below). Any excess amount from the net proceeds of the Rights Issue after such repayment of the outstanding borrowings of MEIL will be utilised to repay other borrowings of the Group.

In this regard, the Company together with TWPH, intend to extend a proportionate shareholders’ loan of approximately USD17.5 million, assuming full subscription of both the proposed Rights Issue and the Proposed TWPH Rights Issue (described below), to MEIL for the repayment of the outstanding MEIL Loan (the “**Proportionate Shareholders’ Loan**”). The Proportionate Shareholders’ Loan shall be unsecured,

¹ TWPH is a subsidiary of the Company incorporated in Malaysia, in which the Company holds an interest of approximately 53.88% (both direct and indirect), and listed on the Main Board of the Bursa Malaysia Securities Berhad. TWPH provides printing services to tobacco packaging and general packaging companies.

interest bearing, for a period of up to 6 years and six months commencing from the date of disbursement of the loan and on terms that have been mutually agreed between the Company, TWPH and MEIL.

From the Proportionate Shareholders' Loan for the repayment or partial repayment of the MEIL Loan, as the case maybe, MEIL will enjoy potential savings on interest which will also improve its cash flow position. The cash conserved could then be deployed for working capital requirements and for repayment of other existing borrowing. The potential interest savings from such repayment of the MEIL Loan is expected to contribute positively to the Group as a whole.

In addition, repayment of the outstanding MEIL Loan will result in the Group no longer being subject to certain restrictive covenants as contained in the facility agreement signed by MEIL for the MEIL Loan. This would better enable the financial position of the Group to undertake expansion plans and/or acquisition of companies or businesses.

Further, the proposed Rights Issue will also provide the existing shareholders of the Company with an opportunity to increase their equity participation in the Company in terms of an increase in the number of Shares, at an attractive discount to the market price and to further participate in the growth of the Group. The Board believes that the proposed Rights Issue is in the best interest of the Shareholders and the Group as a whole.

2.2 Use of Net Proceeds

Assuming that the Rights Issue is fully subscribed, the estimated net proceeds will be approximately S\$19.47 million ("**Maximum Amount**"). Assuming that only the Undertaking Shareholders subscribe for all its entitlements of Rights Shares pursuant to the Undertaking, the estimated net proceeds will be approximately S\$9.95 million ("**Minimum Amount**"). The Company intends to utilise the net proceeds from the proposed Rights Issue in the following manner:-

| Net Proceeds | Utilisation |
|--|---|
| Approximately S\$6.96 million or such higher amount as maybe required to subscribe for the Group's full and respective entitlement of the subscription under the Proposed TWPH Rights Issue (the " TWPH Subscription ") | The subscription of the Proposed TWPH Rights Issue ^(Note 1) |
| Any amount in excess of the above | For the purpose of the Proportionate Shareholders' Loan, (as described in paragraph 2.1 above) and any excess amount for repayment of other borrowings of the Group |

Notes:

- (1) TWPH has announced on even date, that TWPH proposes to carry out a renounceable rights issue ("**Proposed TWPH Rights Issue**") of up to 27,570,000 new ordinary shares of Ringgit Malaysia ("**RM**") 1.00 each ("**TWPH Rights Shares**") in TWPH on the basis of two (2) TWPH Rights Shares for every five (5) existing TWPH ordinary shares held by the shareholders of TWPH. The TWPH Rights Issue is based on an indicative issue price of RM1.10 for each rights share. The primary purpose of the Proposed TWPH Rights Issue is to raise funds for the extension of loan to MEIL by TWPH under the

Proportionate Shareholders' Loan to enable MEIL to repay the outstanding MEIL Loan, which was taken by MEIL to part finance the Anzpac Acquisition.

The Company's wholly-owned subsidiary, Singapore Pacific Investments Pte Ltd ("**SPI**"), and its indirectly-owned subsidiary, Tien Wah Holdings (1990) Sdn Bhd ("**TWH1990**"), which hold approximately 29.89% and 23.99% equity interests in TWPH respectively, have irrevocably undertaken to TWPH (the "**TWPH Undertaking**") to, *inter alia*, subscribe for their respective entitlements for the subscription of the TWPH Rights. The Group, as a whole, is the single largest shareholder in TWPH, and is being viewed as an important investment to the Group. The subscription of the Proposed TWPH Rights Issue would enable the Group to maintain its shareholdings in TWPH.

The foregoing table represents the Company's best estimate of the allocation and utilisation of the net proceeds of the Rights Issue based on the Company's current plans and estimates. The actual utilisation of the net proceeds may vary from these estimates and the Company may find it necessary or advisable to reallocate the net proceeds within the categories described above or to use portions of the net proceeds for other purposes. In the event that the Company decides to reallocate the net proceeds of this Rights Issue for other purposes, the Company will immediately announce the same through SGXNET.

Pending the deployment of the net proceeds from the Rights Issue, these proceeds may be deposited with banks and/or financial institutions, invested in short-term money markets and/or marketable securities, as the Directors may deem appropriate in the interests of the Company and its subsidiaries.

The Company will make periodic announcements on the utilisation of the net proceeds of the Rights Issue, as the funds are materially disbursed and provide a status report on the use of such proceeds in the Company's annual report.

3. FINANCIAL EFFECTS OF THE SUBSCRIPTION

3.1 Relative Figures Computed on the Bases Set Out in Rule 1006 of the Listing Manual

Chapter 10 of the Listing Manual of the SGX-ST governs the continuing listing obligations of a listed company in respect of acquisitions and realisations. For illustrative purposes only and based on the announced unaudited consolidated financial statements of the Company for 1Q2010, the relative figures computed on the bases set out in Rule 1006 of the Listing Manual are as follows:

| | | |
|-----|---|----------------------------------|
| (a) | Rule 1006(a) - The net asset value of the assets to be disposed of compared with the Group's net asset value. This basis is not applicable to an acquisition of assets. | Not Applicable |
| (b) | Rule 1006(b) - The net profits (before income tax, minority interest and extraordinary items) attributable to the TWPH Subscription based on TWPH's unaudited profits of approximately S\$1.95 million (RM4.67 million) for the 1Q2010, compared with the Group's latest announced consolidated net profit (before income tax, minority interest and extraordinary items) of S\$5.89 million for the same period. | Between Nil to 1.6% ² |
| (c) | Rule 1006(c) - The aggregate value of the consideration given is S\$6.96 million compared with the Company's market capitalisation of S\$64.54 million as at 7 June 2010 (based on the market price of S\$0.235 per share). | 10.8% |
| (d) | Rule 1006(d) - The number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue. | Not Applicable. |

As the applicable relative figure computed under Rule 1006(b) and Rule 1006(c) does not exceed 20%, the TWPH Subscription is not classified as a "major transaction" as defined in Chapter 10 of the Listing Manual and therefore does not require the approval of Shareholders.

3.2 Illustrative Effects of the TWPH Subscription on the Share Capital, Earnings per Share, Net Tangible Assets and Gearing of the Company

Illustrative Effects of the TWPH Subscription on the Share Capital, Earnings per Share ("EPS"), Net Tangible Assets ("NTA") and gearing of the Company

Assumptions

The pro forma financial effects in this section are based on the consolidated audited financial statements of the Group for the financial year ended 31 December 2009 ("FY2009"). The financial effects of the TWPH Subscription have been prepared based on the following assumptions:

² The effect on the unaudited net profit (before income tax, minority interest and extraordinary items) attributable to the TWPH Subscription is computed based on the level of final subscription by the shareholders of TWPH who have not undertaken to subscribe for the TWPH Rights Issue.

- (a) for the purpose of computing the financial effects of the TWPH Subscription on the net tangible assets and gearing of the Group, the TWPH Subscription is assumed to have been fully subscribed for and completed on 31 December 2009;
- (b) for the purpose of computing the financial effects of the TWPH Subscription on the EPS of the Company, the TWPH Subscription is assumed to have been completed on 1 January 2009;
- (c) In calculating the NTA and EPS, assuming the proposed Rights Issue had been fully subscribed for and completed before the TWPH Subscription;
- (d) Assuming that the Company utilised approximately S\$6.96 million from the estimated proceeds of S\$19.47 million (net of estimated issue expenses of S\$0.30 million) for the TWPH Subscription;
- (e) Assuming the Company's interest in TWPH remained at approximately 53.88% after the TWPH Subscription and the TWPH Rights Issue had been fully subscribed for with proceeds (net of estimated issue expenses) of approximately S\$12.7 million (RM29.9 million);
- (f) In the calculation of the gearing, it is assumed that the outstanding MEIL loan of approximately S\$24.8 million (USD17.5 million) was repaid by the Proportionate Shareholder's Loan i.e. approximately S\$12.2 million by NTIH and S\$12.6 million by TWPH;
- (g) The remaining Net Proceeds of the Company and TWPH of approximately S\$0.31 million and S\$0.1 million respectively was used to repay other bank borrowings; and
- (h) In the calculation of EPS, it is assumed that there is a potential interest savings of approximately S\$0.59 million (effective equity interest of approximately 76.48% of approximately USD0.54 million) from the repayment of MEIL loan from the proceeds of the proposed Rights Issue and the proposed TWPH Rights Issue.

The financial effects of the TWPH Subscription on the Group are for illustrative purposes only and are, therefore, not indicative of the actual financial performance or position of the Group after the completion of the TWPH Subscription.

Share Capital

The effects on the issued and paid-up share capital of the Company resulting from the TWPH Subscription are as follows:

| | Number of Shares | Paid up share capital (S\$'000) |
|--|------------------|---------------------------------|
| Share capital before the proposed Rights Issue and the TWPH Subscription (as at the date of this Announcement) | 274,640,377 | 112,571 |
| Issued share capital after the proposed Rights Issue and After the TWPH Subscription | 439,424,603 | 132,045 |

Net Tangible Assets

The pro forma financial effects of the TWPH Subscription on the net tangible assets (“NTA”) of the Group are as follows:

| | Before the proposed Rights Issue and before the TWPH Subscription | After the proposed Rights Issue and the TWPH Subscription |
|--|---|---|
| NTA of the Group at 31.12.09 (S\$'000) | 106,601 | 125,983 |
| Number of issued Shares | 274,640,377 | 439,424,603 |
| NTA per Share (cents) | 38.81 | 28.67 |

Gearing

The pro forma financial effects of the TWPH Subscription on the gearing of the Group are as follows:

| | Before the proposed Rights Issue and before the TWPH Subscription | After the proposed Rights Issue and the TWPH Subscription |
|-------------------------------|---|---|
| Total borrowings (S\$'000) | 110,912 | 85,650 |
| Shareholders' funds (S\$'000) | 123,112 | 142,586 |
| Gearing (times) | 0.90 | 0.60 |

Earnings per Share (“EPS”)

The pro forma financial effects of the TWPH Subscription on the EPS of the Company are as follows:

| | Before the proposed Rights Issue and before the TWPH Subscription | After the proposed Rights Issue and the TWPH Subscription |
|--|---|---|
| Profit after tax attributable to equity holders of the Group (S\$'000) | 12,105 | 12,692 |
| Number of issued Shares ('000) | 274,640,377 | 439,424,603 |
| EPS (cents): | 4.41 | 2.89 |

4. INTEREST OF THE DIRECTORS, CONTROLLING SHAREHOLDERS AND/OR SUBSTANTIAL SHAREHOLDERS

Tengku Tan Sri Dr Mahaleel bin Tengku Ariff and Gary Yen are directors of the Company, TWPH and TWH1990. Gary Yen is also a director of SPI and New Toyo Lamination (M) Pte Ltd, which in turn wholly owns TWH1990.

Mr. Yen (Chairman) is deemed interested in all the Shares held by Mdm Lu and Yen & Son. Mr Yen, Mdm Lu and Yen & Son are the Undertaking Shareholders (described in paragraph 1.3 above), who have each, individually and severally, provided the Undertakings in respect of the Rights Issue (as described in paragraph 7 below).

Save as disclosed in the foregoing, none of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the Rights Issue, other than through their shareholdings, direct or indirect, in the Company).

5. Value Proposition for Shareholders

The Rights Issue is structured to give all shareholders of the Company (“Shareholders”) the opportunity to subscribe for the Rights Shares on a pro-rata basis. The Rights Shares are priced at an Issue Price of S\$0.12 that represents a discount of approximately:

- (a) 48.94% to the closing price of S\$0.235 per Share on the SGX-ST on 7 June 2010, being the last trading day prior to the time of this Announcement (no trading of Shares took place on the date of this Announcement); and
- (b) 37.46% to the theoretical ex-rights trading price (“TERP”) of S\$0.19 per Share.³

6. Summary of the Terms of the Rights Issue

The Company is proposing to issue up to 164,784,226 Rights Shares, pursuant to the Rights Issue, on the basis of three (3) Rights Shares for every five (5) existing ordinary shares in the capital of the Company held by the Entitled Shareholders as at a time and date to be determined and announced by the Board for the purpose of determining Shareholders’ (as defined below) entitlements under the Rights Issue (“Books Closure Date”), fractional entitlements to be disregarded. In the allotment of the Excess Rights Shares, preference will be given to the Entitled Shareholders for the rounding of odd lots, and Directors and Substantial Shareholders will rank last in priority

Entitlements to subscribe for the Rights Shares (“Rights”) will be renounceable and are expected to be tradable on the Main Board of the SGX-ST over a period to be determined by the Board in compliance with the rules of the SGX-ST Listing Manual. The Rights Shares will, upon allotment and issue, rank *pari passu* in all respects with the then existing Shares and with each other for any dividends, rights, allotments or other distributions, the record date for which falls on or after the date of allotment and issue of the Rights Shares.

The Rights Shares will be issued under the general share issue mandate approved by Shareholders at the Annual Meeting of the Company held on 26 April 2010 for the issue of ordinary shares in the Company up to 50% of the total number of issued shares excluding treasury shares as at 26 April 2010 of 274,640,377 Shares.

The 50% limit may be increased to 100% for the Company to undertake pro rata renounceable rights issue, which is one of the measures introduced by the SGX-ST, 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.

Fractional entitlements to the Rights Shares, if any, will be disregarded and will, together with the provisional allotments of Rights Shares which are not taken up for any reason, be aggregated and allotted to satisfy excess applications for Rights

³ The TERP is the theoretical market price of each Share assuming the completion of the Rights Issue, and is calculated based on the following but not limited to the closing price of S\$0.235 per Share on the SGX-ST on 7 June 2010, being the last trading day prior to the time of this Announcement (no trading of Shares took place on the date of this Announcement), and the number of Shares following the completion of the Rights Issue.

TERP = (Market capitalisation of the Company on 7 June 2010 + gross proceeds from rights issue) / total Shares outstanding post Rights Issue.

Shares (if any) or be disposed of or otherwise dealt with in such manner as the Board may, in its absolute discretion, deem fit in the interests of the Company. In the allotment of excess Rights Shares, preference will be given to the Entitled Shareholders for the rounding of odd lots and substantial Shareholders and the Directors of the Company will rank last in priority.

The terms and conditions of the Rights Issue may be subject to such changes as the Board may, in consultation with the Manager, deem fit. The final terms and conditions of the Rights Issue will be contained in the OIS and its accompanying documents to be lodged with the MAS and despatched by the Company to Entitled Shareholders in due course.

7. Irrevocable Undertakings

As at the date of this Announcement, the Undertaking Shareholders, together with their respective nominees and custodians, hold an aggregate of 142,418,552 Shares, representing in aggregate approximately 51.86% of the total issued share capital of the Company.

To demonstrate their commitment to the Company, the Undertaking Shareholders, had on 8 June 2010, each individually and respectively, irrevocably undertaken to the Company and the Manager, *inter alia*, to subscribe for and pay in full the whole of their entitlements of Rights Shares under the Rights Issue on or before the last day for acceptance and/or excess application and payment for the provisional allotments of the Rights Shares.

8. No Underwriting

The Rights Issue will not be underwritten. The Company believes that the Issue Price of S\$0.12 for each Rights Share, which represents a discount of approximately 48.94% to the closing price of S\$0.235 per Share on the SGX-ST on 7 June 2010, being the last trading day prior to the time of this Announcement (no trading of Shares took place on the date of this Announcement), is attractive for the shareholders of the Company.

In addition, the Irrevocable Undertakings will promote the objective of a successful Rights Issue. Further, the Company will not incur additional costs of payment of engagement and commission fee to the underwriter. Accordingly, the Company has decided to proceed with the Rights Issue on a non-underwritten basis.

9. Approvals

The implementation of, and the offer of Rights Shares under, the Rights Issue is subject to, *inter alia*:

- (a) the in-principle approval having been granted by the SGX-ST for the permission to deal in and for the listing and quotation of the Rights Shares on the Official List of the Main Board of the SGX-ST; and
- (b) the lodgement of the OIS, together with all other necessary accompanying documents (if applicable) by the Company with the MAS.

10. Eligibility to participate in the Rights Issue

Entitled Depositors. Shareholders whose securities accounts with The Central Depository (Pte) Limited (“**CDP**”) are credited with Shares as at 5.00 p.m. (Singapore time) on the Books Closure Date (“**Depositors**”) will be provisionally allotted Rights Shares entitlements on the basis of the number of Shares standing to the credit of their securities accounts with CDP as at 5.00 p.m. (Singapore time) on the Books Closure Date.

To be “**Entitled Depositors**”, Depositors must have registered addresses in Singapore with CDP as at the Books Closure Date or if they have registered addresses outside Singapore must provide CDP, at 4 Shenton Way, #02-01 SGX Centre 2, Singapore 068807, with a registered address in Singapore no later than 5.00 p.m. (Singapore time) on the date being five (5) market days prior to the Books Closure Date, in order to receive their provisional allotment of Rights Shares entitlements.

Entitled Scripholders. Shareholders whose share certificates are not deposited with CDP and whose Shares are not registered in the name of CDP (“**Scripholders**”) will have to submit duly completed and stamped transfers (in respect of Shares not registered in the name of CDP), together with all relevant documents of title, so as to be received up to 5.00 p.m. (Singapore time) on the Books Closure Date by the Company’s share registrar, Tricor Barbinder Share Registration Services (the “**Share Registrar**”), at 8 Cross Street #11-00, PWC Building, Singapore 048424 in order to be registered to determine the transferee’s provisional allotment of Rights Shares entitlements under the Rights Issue.

To be “**Entitled Scripholders**”, Scripholders must have registered addresses in Singapore with the Company as at the Books Closure Date or if they have registered addresses outside Singapore must provide the Share Registrar, at 8 Cross Street #11-00, PWC Building, Singapore 048424 with an address in Singapore for the service of notices or documents no later than 5.00 p.m. (Singapore time) on the date being five (5) market days prior to the Books Closure Date, in order to receive their provisional allotments of Rights Shares entitlements.

Entitled Depositors and Entitled Scripholders shall be collectively referred to as “**Entitled Shareholders**” in this Announcement.

Persons who bought their Shares previously using CPF Funds (as defined below) should use their CPF account savings (“**CPF Funds**”) for the payment of the Issue Price to accept their provisional allotments of Rights Shares and (if applicable) apply for excess Rights Shares, subject to the applicable CPF rules and regulations. Such persons who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for excess Rights Shares using CPF Funds will need to instruct their respective approved banks, where they hold their CPF Investment Accounts, to accept the Rights Shares and (if applicable) apply for the excess Rights Shares on their behalf in accordance with the OIS. CPF Funds may not, however, be used for the purchase of the provisional allotments of the Rights Shares directly from the market.

Notwithstanding the foregoing, investors should note that the offer and sale of, or exercise or acceptance of, or subscription for, Rights and Rights Shares to or by persons located or resident in jurisdictions other than Singapore may be restricted or prohibited by the laws of the relevant jurisdiction. Crediting of Rights to any securities account with CDP, the receipt of any Rights, or receipt of the OIS and/or any of its accompanying documents, will not constitute an offer or sale in those jurisdictions in which it will be illegal to make such offer or sale, or where such offer or sale will otherwise violate the securities laws of such jurisdictions or be prohibited. The Company reserves absolute discretion in determining whether any Shareholder located or resident outside Singapore may participate in the Rights Issue.

Foreign Shareholders. For practical reasons and in order to avoid violating applicable securities laws outside Singapore, the Rights Shares will not be offered to Shareholders with registered addresses outside Singapore as at the Books Closure Date and who have not at least five (5) market days prior thereto provided CDP or the Share Registrar, as the case may be, with addresses in Singapore for the service of notices or documents in accordance with the foregoing (“**Foreign Shareholders**”).

To the extent it is practicable to do so, arrangements may, at the absolute discretion of the Company, be made for the provisional allotments of Rights Shares which would otherwise have been provisionally allotted to Foreign Shareholders to be sold nil-paid on the SGX-ST as soon as practicable after commencement of trading of nil-paid Rights. The net proceeds of such sales (after deducting any applicable brokerage, commissions and expenses, including GST) will be aggregated and paid to Foreign Shareholders in proportion to their respective shareholdings as at the Books Closure Date, save that no payment will be made of amounts of less than S\$10 to a single or joint Foreign Shareholders, which amounts will be aggregated and will ultimately accrue to the benefit of the Company.

By Order of the Board of
NEW TOYO INTERNATIONAL HOLDINGS LTD

Gary Yen
Executive Director and Chief Executive Officer
8 June 2010

Important Notice

This Announcement is for information purposes only and does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire Rights or Rights Shares or to take up any entitlements to the Rights Shares in any jurisdiction in which such an offer or solicitation is unlawful. No person should acquire any Rights Shares except on the basis of the information contained in the OIS.

The issue, exercise or sale of Rights and the acquisition or purchase of the Rights Shares are subject to specific legal or regulatory restrictions in certain jurisdictions. The Company assumes no responsibility in the event there is a violation by any person of such restrictions.

The distribution of this Announcement, the OIS, the provisional allotment letters and/or the application forms for Rights Shares and excess Rights Shares into jurisdictions other than Singapore may be restricted by law. Persons into whose possession this Announcement and such other documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Neither the content of the Company’s website nor any website accessible by hyperlinks on the Company’s website is incorporated in, or forms part of, this Announcement.

The OIS may be accessed online at the website of the MAS at <<http://masnet.mas.gov.sg/opera/sdrprosp.nsf>> when it is lodged with the MAS. The MAS assumes no responsibility for the contents of the OIS. The availability of the OIS on the MAS website does not imply that the Securities and Futures Act, Chapter 289 of Singapore, or any other legal or regulatory requirements, have been complied with. The MAS has not, in any way, considered the investment merits of the Company. This Announcement is qualified in its entirety by, and should be read in conjunction with the full text of the OIS when it is lodged with the MAS.