



TOYO INK GROUP BERHAD (590521-D)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Sixteenth (16th) Annual General Meeting ("AGM") of Toyo Ink Group Berhad ("the Company") will be held at Bukit Jalil Golf & Country Resort, 1st Floor, Langkawi Room, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Thursday, 6 September 2018, at 10.30 a.m. for the transaction of the following businesses:-

1. To receive the Audited Financial Statements for the financial year ended 31 March 2018 (Refer Note 7) together with the Reports of the Directors and the Auditors thereon.
2. To approve the payment of Directors' fees of RM150,000.00 in respect of the financial year ending 31 March 2019. (Resolution 1)
3. To approve the payment of Directors' benefit up to RM50,000.00 from the 16th Annual General Meeting until the 17th Annual General Meeting of the Company. (Resolution 2)
4. To re-elect the following Directors who retires pursuant to Article 92 of the Company's Articles of Association and, being eligible, offers themselves for re-election:-
 - (a) Tuan Hj. Ir. Yusoff Bin Daud (Resolution 3)
 - (b) Tham Kut Cheong (Resolution 4)
5. To re-appoint Messrs. UHY as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 5)
6. **As Special Businesses:-**
To consider and, if thought fit, to pass the following Ordinary Resolutions:-
 - (a) **Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016** (Resolution 6)
"THAT subject always to the Companies Act 2016, Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of any other relevant governmental/ regulatory bodies where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Companies Act 2016, to allot and issue shares in the Company, to such persons, at any time 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 issued does not exceed ten percent (10%) of the total number of issued shares for the time being of the Company AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a General Meeting."
 - (b) **Continuing In Office of Mr. Tham Kut Cheong As Independent Non-Executive Director** (Resolution 7)
"THAT subject to passing of the Ordinary Resolution No. 4, authority be and is hereby given to Mr. Tham Kut Cheong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company."
 - (c) **Continuing In Office of Mr. You Tong Lioung @ Yew Tong Leong As Independent Non-Executive Director** (Resolution 8)
"THAT authority be and is hereby given to Mr. You Tong Lioung @ Yew Tong Leong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company."
7. To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD,

ANDREA HUONG JIA MEI (MIA 36347)
Company Secretary

Kuala Lumpur
31 July 2018

Notes:-

1. A member of the Company entitled to attend and vote at this meeting is entitled to appoint up to two (2) proxies to attend and vote instead of him/her. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy.
2. Where a member is an Exempt Authorised Nominee ("EAN") which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the EAN may appoint in respect of each omnibus account it holds.
3. In the case of a corporate member, the instrument appointing a proxy shall be under its common seal or under the hand of some officer of the corporation, duly authorised on that behalf.
4. The instrument appointing a proxy must be deposited at the Company's Share Registrar at 149, Jalan Aminuddin Baki, Taman Tun Dr. Ismail, 60000 Kuala Lumpur not less than forty-eight (48) hours before the time set for the meeting or any adjournment thereof.
5. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions set out in this Notice will be put to vote by poll.
6. **General Meeting Record of Depositors**
For purposes of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Article 47(C) of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Securities ("MMLR"), a Record of Depositors as at 30 August 2018 and a Depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting or appoint proxy to attend and/or vote in his stead.
7. **Audited Financial Statements for the financial year ended 31 March 2018**
The audited financial statements are for discussion only under Agenda 1, as it does not require shareholders' approval under the provisions of Section 340(1)(a) of the Companies Act 2016. Hence, this agenda is not put forward for voting by shareholders of the Company.
8. **Payment of Directors' Benefit**
Pursuant to Section 230 (1) of the Companies Act 2016, the fees and benefits payable to the Directors of the Company will have to be approved by the shareholders at a general meeting.
The proposed Directors Benefits payable comprise allowances and other benefits. The total estimated amount of Director's benefit payable is calculated based on the number of scheduled Board's and Board's Committee Meeting from 7 September 2018 (being the day after the 16th AGM) until the 17th AGM. In the event, the proposed amount is insufficient due to more meetings or enlarged Board size, approval will be sought at the next AGM for the shortfall.
9. **Explanatory Notes on Special Businesses:-**
 - (a) **Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**
Resolution No. 6 is to seek a renewal of the general mandate for the issue of new ordinary shares pursuant to Sections 75 and 76 of the Companies Act 2016 which was approved by shareholders at the last year's AGM ("the previous mandate"). As the date of this Notice, the Company did not allot any shares pursuant to the previous mandate.
The proposed Resolution No. 6, if passed, will empower the Directors of the Company to issue and allot new shares in the Company at any time and for such purposes as the Directors considered would be in the interests of the Company up to an aggregate not exceeding ten percent (10%) of the total number of issued shares of the Company without convening a general meeting. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next AGM or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.
The renewed mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding investment project(s), working capital and/or acquisition.
 - (b) **Resolution Nos. 7 and 8**
The proposed Ordinary Resolution Nos. 7 and 8 if passed, will allow Mr. Tham Kut Cheong and Mr. You Tong Lioung @ Yew Tong Leong to be retained as Independent Non-Executive Directors ("INEDs") of the Company. The Board of Directors had, vide the Nomination Committee assessed the independence of Mr. Tham Kut Cheong and Mr. You Tong Lioung @ Yew Tong Leong, who have served as INEDs of the Company for a cumulative term of more than twelve (12) years and had recommended them to continue to act as INEDs of the Company. The justifications of the Board of Directors for recommending and supporting the resolutions for them to continue in office as INEDs are set out under the Corporate Governance Overview Statement in the Company's 2018 Annual Report.
Resolution Nos. 7 & 8 if passed, will authorise Mr. Tham Kut Cheong and Mr. You Tong Lioung @ Yew Tong Leong to continue in office as INEDs of the Company until the conclusion of the next AGM of the Company

Personal data privacy:-

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.