



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

**NOTICE IS HEREBY GIVEN THAT** the Seventeenth ("17th") 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 Wednesday, 4 September 2019, at 10.30 a.m. for the transaction of the following businesses:

**AS ORDINARY BUSINESSES:-**

- To receive the Audited Financial Statements for the financial year ended 31 March 2019 together with the Reports of the Directors and the Auditors thereon. (Refer Note 7)
- To declare a final single tier dividend of 2 sen per ordinary share in respect of the financial year ended 31 March 2019. (Resolution 1)
- To approve the payment of Directors' fees of RM180,000.00 in respect of the financial year ending 31 March 2020. (Resolution 2)
- To approve the payment of Directors' benefit up to RM50,000.00 from the 17th AGM until the 18th AGM of the Company. (Resolution 3)
- To re-elect the following Directors who retires by rotation pursuant to Article 92 of the Company's Articles of Association and, being eligible, offers themselves for re-election:- (Resolution 4)
  - Mr. You Tong Lioung @ Yew Tong Leong
  - Mr. Song Kok Cheong
- To re-elect Mr. Chew Cheong Loong who is retiring pursuant to Article 97 of the Company's Articles of Association, and being eligible, has offered himself for re-election. (Resolution 5)
- To re-appoint Messrs. UHY as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 7)
- As Special Businesses:-** (Resolution 8)
  - Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**  
"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."
  - Continuing In Office of Mr. Tham Kut Cheong As Independent Non-Executive Director**  
"THAT 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 nine (9) years, to continue to act as an Independent Non-Executive Director of the Company." (Resolution 9)
  - Continuing In Office of Mr. You Tong Lioung @ Yew Tong Leong As Independent Non-Executive Director**  
"THAT subject to passing of Ordinary Resolution No. 4, 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 nine (9) years, to continue to act as an Independent Non-Executive Director of the Company." (Resolution 10)
- Proposed Adoption of the New Constitution of the Company**  
"THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in the Circular to Shareholders dated 31 July 2019 be and is hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing." (Special Resolution)
- 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 2019

**NOTICE OF DIVIDEND ENTITLEMENT**

**NOTICE IS HEREBY GIVEN THAT,** subject to the approval of the shareholders at the 17th AGM, a final single tier dividend of 2 sen per ordinary share in respect of the financial year ended 31 March 2019 will be payable on 30 September 2019 to depositors registered in the Record of Depositors on 20 September 2019.

A depositor shall qualify for entitlement only in respect of:

- Share transferred to the Depositor's Securities Account before 4.30 p.m. on 20 September 2019 in respect of transfer; and
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

**BY ORDER OF THE BOARD,**

**ANDREA HUONG JIA MEI (MIA 36347)**  
Company Secretary

Kuala Lumpur  
31 July 2019

**Notes:**

- A member of the Company entitled to attend and vote at this meeting is entitled to appoint up to two (2) proxies to attend, speak 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.
- Where a member of the Company is an Exempt Authorised Nominee ("EAN") as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the EAN may appoint in respect of each omnibus account it holds.
- In the case of a corporate body, the proxy appointed must be in accordance with the Memorandum and Articles of Association, and the instrument appointing a proxy shall be given under the Company's Common Seal or under the hand of the officer or attorney duly authorised.
- The Proxy Form 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.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all the Resolutions set out in this Notice will be put to vote by poll.
- 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 57(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 27 August 2019 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.
- Audited Financial Statements for the financial year ended 31 March 2019**  
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.
- 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 5 September 2019 (being the day after the 17th AGM) until the 18th 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.
- Explanatory Notes on Special Businesses:-**
  - Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**  
Resolution No. 8 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. 8, 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.
  - Resolution Nos. 9 and 10**  
The proposed Ordinary Resolution No. 9 if passed, will allow Mr. Tham Kut Cheong to be retained as Independent Non-Executive Director ("INED") of the Company. The Board of Directors had, vide the Nomination Committee had assessed the independence of Mr. Tham Kut Cheong, who has served as INED of the Company for a cumulative term of more than sixteen (16) years and recommended him to continue to act as an INED of the Company. The justifications of the Board of Directors for recommending and supporting the resolutions for him continuing in office as INED are set out under the Corporate Governance Overview Statement in the Company's 2019 Annual Report.  
The proposed Ordinary Resolution No. 10, if passed, will allow Mr. You Tong Lioung @ Yew Tong Leong to be retained as Independent Non-Executive Director ("INED") of the Company. The Board of Directors had, vide the Nomination Committee had assessed the independence of Mr. You Tong Lioung @ Yew Tong Leong, who has served as INED of the Company for a cumulative term of more than sixteen (16) years and recommended him to continue to act as an INED of the Company. The justifications of the Board of Directors for recommending and supporting the resolutions for him continuing in office as INED are set out under the Corporate Governance Overview Statement in the Company's 2019 Annual Report.  
Resolutions No. 9 & 10 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.
  - Special Resolution**  
**Proposed Adoption of the New Constitution of the Company**  
In view of the substantial amount of amendments to the existing Memorandum and Articles of Association ("M&A"), the Board proposed to revoke the existing M&A in its entirety and in place thereof, adopt a new Constitution as set out in Appendix II of the Circular to shareholders dated 31 July 2019. The proposed resolution, if passed, will streamline the Company's Constitution with the Act, and the amendments made to Main Market Listing Requirements of Bursa Securities.  
For further information, please refer to the Circular to Shareholders dated 31 July 2019 which is circulated together with this Annual Report.