

**TOYO INK GROUP BERHAD**

Registration No: 200201022858 (590521-D)  
(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Toyo Ink Group Berhad ("TIGB" or the "Company") will be held at Atlanta East, Level 3, Hotel Armada Petaling Jaya, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 8 July 2020 at 10.30 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary resolution, with or without any modifications:-

**SPECIAL RESOLUTION****PROPOSED INTERNAL REORGANISATION**

**"THAT** subject to the sanction of the High Court of Malaya, the approval of holders of warrants 2018/2023 of TIGB ("TIGB Warrants"), the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") and approval of all other relevant authorities (if any) being considered, approval be and is hereby given to the Board of Directors of the Company ("Board") to implement the following:-

(i) proposed securities exchange, whereby:-

- (a) all existing shareholders of TIGB will exchange all their existing ordinary shares in TIGB with new ordinary shares in Toyo Ventures Holdings Berhad ("TVHB") on a one-for-one basis; and
- (b) all outstanding TIGB Warrants will be exchanged with new warrants in TVHB ("TVHB Warrants"), based on the salient terms as given in Section 2.1.3 of the Explanatory Statement/Circular in relation to the Proposed Internal Reorganisation (as defined below) dated 15 June 2020, on a one-for-one basis.

on an entitlement date to be determined later by the Board; and

(ii) proposed assumption of the listing status of TIGB by TVHB, the admission of TVHB to, and withdrawal of TIGB from, the Official List of Bursa Securities, with the listing of and quotation for all new ordinary shares in TVHB and TVHB Warrants on the Main Market of Bursa Securities,

collectively referred to as, the "**Proposed Internal Reorganisation**".

**THAT** the Board be and is hereby authorised to complete and give effect to the Proposed Internal Reorganisation and to do all acts and things for and on behalf of the Company as the Directors may consider necessary or expedient with full power to:

- (a) execute any other agreements in relation to the Proposed Internal Reorganisation and such other agreements, deeds, instruments, undertakings, declarations and/or arrangements including any supplementary or variation agreements and documents in connection therewith and to give full effect to and complete the Proposed Internal Reorganisation; and
- (b) assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by Bursa Securities and any other relevant authorities or as may be deemed necessary by the Directors in the best interest of the Company and to take all steps and do all acts and things in any manner as they may deem necessary and/or expedient to finalise, implement, to give full effect to and complete the Proposed Internal Reorganisation;

**AND THAT** all previous actions taken by the Directors of the Company for the purpose of or in connection with the Proposed Internal Reorganisation be and are hereby adopted, approved and ratified."

**BY ORDER OF THE BOARD**

**ANDREA HUONG JIA MEI (SSM PC NO. 202008003125)(MIA 36347)**

Company Secretary

Kuala Lumpur

15<sup>th</sup> day of June 2020

**Notes:-**

1. A member of the Company entitled to attend and vote at this meeting is entitled to appoint up to two 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 Insurban Corporate Services Sdn. Bhd., 149, Jalan Aminuddin Baki, Taman Tun Dr. Ismail, 60000 Kuala Lumpur not less than 48 hours before the time set for the meeting or any adjournment thereof.
5. In respect of deposited securities, only members whose names appear on the Record of Depositors on 1 July 2020 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and vote on his behalf.