

TIEN WAH PRESS HOLDINGS BERHAD

(Company No. 340434-K)

(Incorporated in Malaysia)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Fourteenth Annual General Meeting of the Company will be held at Nakhoda 1, Level 3, Armada Hotel, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Monday, 15 June 2009 at 10.00 a.m. to transact the following businesses:

AGENDA

As Ordinary Business

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| 1. | To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2008 together with the Directors' and Auditors' Reports thereon. | Ordinary
Resolution 1 |
| 2. | To declare a final dividend of 9.4 sen gross per share less tax of 25% in respect of the financial year ended 31 December 2008. | Ordinary
Resolution 2 |
| 3. | To re-elect Mr Tung Kum Hon who is retiring under Article 93 of the Articles of Association of the Company. | Ordinary
Resolution 3 |
| 4. | To re-appoint Mej Jen (B) Dato' Mohamed Dahalan Bin Sulaiman who is retiring under Section 129(6) of the Companies Act, 1965. | Ordinary
Resolution 4 |
| 5. | To re-appoint Mr Goh Seng Chuan who is retiring under Section 129(6) of the Companies Act, 1965. | Ordinary
Resolution 5 |
| 6. | To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary
Resolution 6 |

As Special Business

To consider and, if thought fit, to pass the following Resolutions:

7. **Proposed Shareholders' Ratification for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Ratification")**

"THAT all recurrent related party transactions entered into by the Company and its subsidiaries together with the New Toyo International Holdings Ltd Group from July 2008 until the date of this Fourteenth Annual General Meeting as set out in Section 2.3.1 of the Circular to Shareholders dated 22 May 2009 which were necessary for the day-to-day operations and which were carried out in the ordinary course of business on terms not more favourable to the related parties than those generally available to the public, and not to the detriment of the minority shareholders of the Company be and are hereby approved and ratified."

**Ordinary
Resolution 7**

8. **Proposed New Shareholders' Mandate on Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**

"THAT pursuant to Paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company and its subsidiaries ("TWPH Group") be and are hereby authorised to enter into the recurrent related party transactions of a revenue or trading nature as set out in Section 2.3.2 of the Circular to Shareholders dated 22 May 2009 with the related parties mentioned therein which are necessary for the TWPH Group's day-to-day operations, subject further to the following:

- (i) the transactions are in the ordinary course of business on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- (ii) disclosure of the aggregate value of the transactions of the Proposed Shareholders' Mandate conducted during the financial year will be disclosed in the Annual Report for the said financial year,

THAT such approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the Meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by the Company in a general meeting,

whichever is earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

**Ordinary
Resolution 8**

NOTICE OF DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the Fourteenth Annual General Meeting, a final dividend of 9.4 sen gross per share less tax 25% in respect of the financial year ended 31 December 2008 will be paid to the shareholders on 25 June 2009. The entitlement of the said dividend shall be on 17 June 2009.

A Depositor shall qualify for entitlement to the Dividend only in respect of :

- (a) Shares transferred to the Depositor's securities account before 5.00 p.m. on 17 June 2009 in respect of transfers.
- (b) Shares bought on Bursa Malaysia Securities Berhad on cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD
TAI YIT CHAN (MAICSA 7009143)
LIEW IRENE (MAICSA 7022609)
Secretaries

Date: 22 May 2009

Notes:

1. A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
2. A member shall not be entitled to appoint more than two proxies to attend and vote at the same meeting and where a member appoints two proxies the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, the form of proxy shall be executed under the corporation's seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Registered Office of the Company at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan not less than forty eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
5. Ordinary Resolutions 7 and 8 on the Proposed Shareholders' Ratification and Proposed Shareholders' Mandate.
 - The explanatory notes on Ordinary Resolutions 7 and 8 are set out in the Circular to Shareholders dated 22 May 2009.