

**TOP GLOBAL LIMITED**

(Incorporated in the Republic of Singapore)

(Company Registration No. 198003719Z)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Orchard Hotel Singapore, 442 Orchard Road, Singapore 238879 on 26 April 2013 at 10.00 am to transact the following businesses:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2012 and the Directors' Report and the Independent Auditor's Report thereon. **(Resolution 1)**
2. To re-elect the following Directors retiring pursuant to Article 106 of the Company's Articles of Association:
  - (i) Ms Mimi Yuliana Maeloa **(Resolution 2a)**
  - (ii) Mr Yeo Chin Tuan Daniel **(Resolution 2b)**

Ms Mimi Yuliana Maeloa, upon re-election as Director of the Company, remain as the member of the Audit Committee, Nominating Committee and Remuneration Committee and shall be considered non independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Mr Yeo Chin Tuan Daniel shall, upon re-election as Director of the Company, remain as the Chairman of the Audit Committee and Remuneration Committee and a member of the Nominating Committee shall be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
3. To approve the Directors' fees of S\$240,000.00 for the financial year ended 31 December 2012 (2011: S\$240,000.00). **(Resolution 3)**
4. To re-appoint Nexia TS Public Accounting Corporation as independent auditor of the Company and to authorise the Directors to fix their remuneration. **(Resolution 4)**
5. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:

**6. Authority to allot and issue shares**

"That pursuant to Section 161 of the Companies Act, Cap. 50. and subject to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to allot and issue shares and convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit provided that:-

- (i) the aggregate number of shares and convertible securities to be issued pursuant to this resolution does not exceed fifty per cent (50%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed twenty per cent (20%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (subject to such manner of calculations as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the total number of issued shares excluding treasury shares shall be based on the total number of issued shares excluding treasury shares of the Company at the time this resolution is passed after adjusting for:-
  - (a) new shares arising from the conversion or exercise of any convertible securities;
  - (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of the resolution approving the mandate, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
  - (c) any subsequent bonus issue, consolidation or sub-division of shares; and
- (iii) unless revoked or varied by the Company in general meeting, the authority conferred by this resolution shall continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

(See Explanatory Note 1)

**(Resolution 5)**

7. Authority to offer and grant options and to allot and issue shares in accordance with the Top Global Share Option Scheme 2011

"That authority be and is hereby given to the Directors of the Company to offer and grant options from time to time in accordance with the provisions of the Top Global Share Option Scheme 2011 (the "Scheme"), and, pursuant to Section 161 of the Companies Act, Cap. 50, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted under the Scheme, provided that the aggregate number of shares to be issued pursuant to the Scheme and the Top Global Performance Share Plan shall not exceed 15% of the total number of issued shares excluding treasury shares of the Company from time to time, as determined in accordance with the provisions of the Scheme."

(See Explanatory Note 2)

**(Resolution 6)**

8. Authority to grant awards and to allot and issue shares under the Top Global Performance Share Plan

"That authority be and is hereby given to the Directors of the Company to grant awards from time to time in accordance with the provisions of the Top Global Performance Share Plan (the "PSP"), and, pursuant to Section 161 of the Companies Act, Cap. 50, to allot and issue from time to time such number of shares as may be required to be issued pursuant to the release of awards granted under the PSP, provided that the aggregate number of shares to be issued pursuant to the PSP and the Scheme shall not exceed 15% of the total number of issued shares excluding treasury shares of the Company from time to time, as determined in accordance with the provisions of the PSP."

(See Explanatory Note 3)

**(Resolution 7)**

9. The Proposed Renewal of the Share Purchase Mandate

"That the Directors of the Company be and are hereby authorised to make purchases of issued and fully-paid ordinary shares in the capital of the Company ("Shares") from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to ten per cent. (10%) of the issued ordinary shares in the capital of the Company (ascertained as at date of the last annual general meeting of the Company or at the date of the Annual General Meeting, whichever is the higher, but excluding any Shares held as treasury shares) at the price of up to but not exceeding the Maximum Price, in accordance with the "Guidelines on Share Purchases" set out in Appendix A of the Circular to Shareholders and this mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the date that the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier.

In this Ordinary Resolution 8, "Maximum Price" means the maximum price at which the Shares can be purchased pursuant to the Shares Purchase Mandate, which shall not exceed the sum constituting five per cent. (5%) above the average closing price of the Shares over the period of five (5) trading days in which transactions in the Shares on the SGX-ST were recorded, in the case of a market purchase, before the day on which such purchase is made, and, in the case of an off-market purchase on an equal access scheme, immediately preceding the date of offer by the Company, as the case may be, and adjusted for any corporate action that occurs after the relevant five (5) day period".

(See Explanatory Note 4)

**(Resolution 8)**

BY ORDER OF THE BOARD

**LEE BEE FONG (MS)**

Company Secretary

11 April 2013

Singapore

**EXPLANATORY NOTES:**

1. The ordinary resolution proposed in item 6 above, if passed, will empower the Directors of the Company from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company. The number of shares and convertible securities, which the Directors of the Company may allot and issue under the ordinary resolution 5 shall not exceed fifty per cent (50%) of the total number of issued shares excluding treasury shares of the Company at the time of passing the ordinary resolution 5. For allotment and issue of shares and convertible securities other than on a pro-rata basis to all shareholders of the Company, the aggregate number of shares and convertible securities to be allotted and issued shall not exceed twenty per cent (20%) of the total number of issued shares excluding treasury shares of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting.
2. The ordinary resolution proposed in item 7 above, if passed, will empower the Directors of the Company to offer and grant options under the Top Global Share Option Scheme 2011 (the "Scheme") and to allot and issue shares pursuant to the exercise of such options under the Scheme and the Top Global Performance Share Plan not exceeding 15% of the total number of issued shares excluding treasury shares of the Company from time to time.
3. The ordinary resolution proposed in item 8 above, if passed, will empower the Directors of the Company to grant awards under the Top Global Performance Share Plan (the "PSP") and to allot and issue shares pursuant to the release of such awards under the PSP, provided always that the aggregate number of shares to be issued pursuant to the PSP and the Scheme shall not exceed 15% of the total number of issued shares excluding treasury shares of the Company from time to time.
4. The ordinary resolution proposed in item 9 above, if passed, will be effective until the next Annual General Meeting of the Company, the Share Purchase Mandate for the Company to make purchases or acquisitions of its issue shares. The Company intends to use internal sources of funds, external borrowings, or a combination of internal resources and external borrowings, to finance purchases or acquisitions of its shares. Please refer to the Appendix A of the Circular to Shareholders on Proposed Renewal of Share Buy-Back Mandate dated 11 April 2013.

**NOTES:**

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote in his stead.
2. A proxy need not be a member of the Company.
3. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
4. The instrument appointing a proxy must be deposited at the registered office of the Company at 1 Scotts Road #20-03 Shaw Centre Singapore 228208 not less than 48 hours before the time appointed for the Meeting.