



(Incorporated in the Republic of Singapore)
Company Registration No. 198003719Z

PROPOSED ACQUISITION OF A 71.52 PER CENT. EQUITY INTEREST IN PT SURYAMAS DUTAMAKMUR TBK – SUPPLEMENTAL AGREEMENT

Unless otherwise defined, all capitalised terms used but not defined in this Announcement shall have the meanings ascribed to them in the announcements dated 10 and 11 December 2013 and 10 June 2014 made by Top Global Limited (“TGL”) in relation to the proposed acquisition of a 71.52 per cent. equity interest in PT Suryamas Dutamakmur Tbk.

1. SUPPLEMENTAL AGREEMENT

- 1.1 The Board of Directors (the **“Board”**) of TGL refer to the announcements dated 10 and 11 December 2013 and 10 June 2014 (**“Announcements”**) in relation to the conditional sale and purchase agreement (**“SPA”**) with Asia Capital Holding Limited, PT. Surya Pembangunan Utama, PT. Niaganusa Indomakmur and Alera Financial Corp. (the **“Sellers”**) and Madam Sukmawati Widjaja (**“Mdm Sukmawati”**) and amended by a supplemental agreement dated 10 June 2014, pursuant to which the Sellers have agreed to sell, and TGL has agreed to purchase, 3,412,821,351 ordinary shares in the capital of PT Suryamas Dutamakmur Tbk (the **“Target Company”**) representing approximately 71.52 per cent. equity interest in the Target Company (**“Acquisition”**). This Announcement should be read in conjunction with the previous Announcements.
- 1.2 Further to the Announcements, the Board wishes to announce that TGL has today entered into a supplemental agreement with the Sellers and Mdm Sukmawati (**“Supplemental Agreement”**) to amend the terms of the SPA. Under the terms of the Supplemental Agreement, it was agreed, *inter alia*, that the consideration for the Acquisition will comprise only 19,000,000,000 TGL Shares instead of 19,000,000,000 TGL Shares and 5,000,000,000 TGL Options. All other material terms of the SPA remain unchanged.

2. EXTRAORDINARY GENERAL MEETING

As indicated in the Announcements, a circular to Shareholders (the **“Circular”**), setting out, *inter alia*, the terms of the Acquisition, as revised by the Supplemental Agreement, the opinion and recommendation of the IFA and the notice of the extraordinary general meeting (**“EGM”**) to be convened (or any adjournment thereof) will be despatched to Shareholders in due course.

As the Acquisition, as revised by the Supplemental Agreement, is an interested person transaction, Mdm Sukmawati will therefore abstain, and will ensure that her associates will abstain, from voting on the ordinary resolution to approve the Acquisition, as revised by the Supplemental Agreement, at the EGM to be convened (or any adjournment thereof). In addition, each of Mr Hano Maeloa and Ms Mimi Yuliana Maeloa, being immediate family

members of Mdm Sukmawati, will also abstain and will ensure that their associates will abstain, from voting on the ordinary resolution to approve the Acquisition, as revised by the Supplemental Agreement, at the EGM to be convened (or any adjournment thereof).

In the meantime, Shareholders are advised to refrain from taking any action in relation to their TGL Shares which may be prejudicial to their interests until they or their advisers have considered the information and the recommendations to be set out in the Circular.

3. DOCUMENTS FOR INSPECTION

Copies of the SPA and Supplemental Agreement are available for inspection during normal business hours at the registered office of TGL at 1 Scotts Road, #20-03 Shaw Centre, Singapore 228208, for a period of three months commencing from the date of this Announcement.

BY ORDER OF THE BOARD

Jennifer Chang Shyre Gwo
Executive Director
Singapore, 4 September 2014