



**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Top Global Limited (the "**Company**") will be held at Paramount Hotel Singapore, 25 Marine Parade, Singapore 449536 on 8 December 2009 at 9 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolution:-

**ORDINARY RESOLUTIONS**

**RESOLUTION 1: THE PROPOSED SUBSCRIPTION AND INTERESTED PERSON TRANSACTION**

That subject to and contingent upon the passing of Ordinary Resolution 2 below, approval be and is hereby given for the Directors or any of them to:

- (a) allot and issue an aggregate of 700,000,000 New Shares by way of a private placement to Oei Siu Hoa @ Sukmawati Widjaja at an issue price of S\$0.012 per New Share, as an interested person transaction and pursuant to the terms and subject to the conditions of the Subscription Agreement;
- (b) allot and issue an aggregate of 700,000,000 New Shares by way of a private placement to The Ascend Opportunity Fund, a sub fund of The Ascend Funds PCC at an issue price of S\$0.012 per New Share, pursuant to the terms and subject to the conditions of the Subscription Agreement; and
- (c) take such steps, make such amendments to the terms and conditions of the Subscription Agreement and/or exercise such discretion as the Directors or any one of them may from time to time deem fit, advisable or necessary in connection with all or any of the above matters.

**RESOLUTION 2: THE PROPOSED TOP GLOBAL PERFORMANCE SHARE PLAN**

THAT:

- (a) the performance share plan to be known as the "Top Global Performance Share Plan" (the "**Plan**") particulars of which are set out in the Circular, under which awards (the "**Awards**") of Shares will be granted, free of charge, to selected employees of the Group, be and is hereby approved.
- (b) the Board of Directors of the Company be and is hereby authorised:
  - (i) to establish and administer the Plan;
  - (ii) to modify and/or amend the Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Plan and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Plan;
  - (iii) to grant Awards in accordance with the provisions of the Plan and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued pursuant to the vesting of Awards provided that the aggregate number of Shares to be issued or issuable pursuant to the Plan and any other share based schemes of the Company, subject to the passing of this Ordinary Resolution 3, and the Plan, shall not exceed fifteen per cent. (15%) of the issued Shares of the Company (excluding any shares held in treasury) from time to time;
  - (iv) subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any shares held in treasury) towards the satisfaction of Awards granted under the Plan; and
  - (v) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this Resolution.

**RESOLUTION 3: THE PROPOSED ROTATION OF AUDITORS**

That Messrs Nexia TS Public Accounting Corporation LLP, Certified Public Accountants, Singapore be and are hereby appointed as Auditors of the Company for the financial year ending 31 December 2009 and to hold office until the conclusion of the next annual general meeting in place of the resigning Auditors Messrs RSM Chio Lim LLP, at a remuneration to be agreed by the Directors.

By Order of the Board

Yap Siew Sin

**Chief Executive Officer and Managing Director**

Singapore, 23 November 2009

**NOTES:**

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
2. Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first name proxy may be treated as representing 100 per cent. of the shareholding and any second named proxy as an alternate to the first named.
3. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be either under its common seal or under the hand of any duly authorised officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy.
4. The instrument appointing a proxy must be deposited at the registered office of the Company at 1020 East Coast Parkway, #02-01 Singapore Tennis Centre, Singapore 449878 not less than 48 hours before the time of the Meeting.
5. Investors who have used their CPF account savings to buy shares in the capital of the Company and who wish to attend the Extraordinary General Meeting as observers are to register with their respective CPF agent banks.
6. Unless defined herein, capitalised terms in the Resolutions set out in this Notice of EGM shall bear the same meanings as in the Circular to Shareholders dated 23 November 2009.

This document has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Stamford Corporate Services Pte. Ltd. (the "**Sponsor**"), for compliance with the relevant rules of SGX-ST. The Sponsor has not independently verified the contents of this document.

This document has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this document, including the correctness of any of the statements made, reports contained or opinions expressed in this document.

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