



**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 Parade Hotel, 1891 Orchard Road, Singapore 247905 on Friday, 30 April 2010 at 2:00 pm to transact the following businesses:

**AS ORDINARY BUSINESS**

- To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2009 and the Directors' Report and the Auditors' Report thereon. **(Resolution 1)**
- (i) To note the retirement of Dr Chung Siang Joon, a Director retiring by rotation pursuant to the Article 106 of the Company's Articles of Association, who has decided not to seek re-election. (See Explanatory Note 1)  
(ii) To note the retirement of Dr Tan Kok Soon, a Director retiring by rotation pursuant to the Article 106 of the Company's Articles of Association, who has decided not to seek re-election. (See Explanatory Note 2)  
(iii) To note the retirement of Mr Yap Sean Lee, a Director retiring by rotation pursuant to the Article 106 of the Company's Articles of Association, who has decided not to seek re-election. (See Explanatory Note 3)
- To approve the Directors' fees of S\$95,000 for the financial year ended 31 December 2009 (2008: S\$95,000). **(Resolution 2)**
- To re-appoint Nexia TS Public Accounting Corporation as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 3)**

**AS SPECIAL BUSINESS**

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

**5. Authority to allot and issue**

(a) "That pursuant to Section 161 of the Companies Act, Cap. 50, and subject to Rule 806 of the SGX-ST Listing Manual (Section B: Rules of Catalist), approval be and is hereby given to the Directors of the Company to issue:

- shares in the capital of the Company (whether by way of bonus, rights or otherwise) or;
- convertible securities; or
- additional convertible securities arising from adjustments made to the number of convertible securities previously issued in the event of rights, bonus or otherwise; or
- shares arising from the conversion of convertible securities in (b) and (c) above,

at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that:-

- the aggregate number of shares and convertible securities that may be issued shall not be more than 100% of the total number of issued shares excluding treasury shares or such other limit as may be prescribed by the Singapore Exchange Securities Trading Limited as at the date the general mandate is passed;
- the aggregate number of shares and convertible securities to be issued other than a pro-rata basis to existing shareholders shall not be more than 50% of the total number of issued shares excluding treasury shares or such other limit as may be prescribed by the Singapore Exchange Securities Trading Limited as at the date the general meeting is passed;
- for the purpose of determining the aggregate number of shares that may be issued under sub-paragraphs (i) and (ii) above, the percentage of the total number of issued shares excluding treasury shares is based on the total number of issued shares including treasury shares at the date of the general mandate is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or employee share option in issue as at the date the general mandate is passed and any subsequent bonus issue, consolidation or subdivision of the Company's shares; and
- unless earlier revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier."

(See Explanatory Note 4)

**(Resolution 4)**

**6. Placement of Shares under the Share Issue Mandate at a discount of not more than 20%**

"That notwithstanding Rule 811 of the SGX-ST Listing Manual (Section B: Rules of Catalist), the Directors of the Company be and are hereby authorised to issue shares and/or instruments other than on a pro-rata basis pursuant to the aforesaid general mandate at a discount not exceeding 20% to the weighted average price for trades done on the Singapore Exchange Securities Trading Limited ("SGX-ST") for the full market day on which the placement or subscription agreement in relation to such shares and/or instruments is executed, provided that:-

- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (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 of the Company 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 5)

**(Resolution 5)**

**7. Authority to offer and grant options and to allot and issue shares in accordance with the Top Global Share Option Scheme 2001**

"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 2001 (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 shall not exceed 20% 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 6)

**(Resolution 6)**

**8. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.**

BY ORDER OF THE BOARD

**LEE BEE FONG (MS)**

Company Secretary  
15 April 2010  
Singapore

**Explanatory Notes:**

- Dr Chung Siang Joon will retire as a Director of the Company at the conclusion of the Annual General Meeting. As such, he will concurrently cease to be the Chairman of the Audit Committee and a member of the Remuneration Committee and Nominating Committee. The appointment of his replacement for each Committee will be announced in due course.
- Dr Tan Kok Soon will retire as a Director of the Company at the conclusion of the Annual General Meeting. As such, he will concurrently cease to be the Chairman of the Remuneration Committee and Nominating Committee and a member of the Audit Committee. The appointment of his replacement for each Committee will be announced in due course.
- Mr Yap Sean Lee will retire as a Director of the Company at the conclusion of the Annual General Meeting. As such, he will concurrently cease to be the member of the Remuneration Committee. The appointment of his replacement for each Committee will be announced in due course.
- The ordinary resolution proposed in item 5 above, is to authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares up to an amount not exceeding in aggregate 100% of the total number of issued shares excluding treasury shares of which the total number of shares issued other than on a pro-rata basis to existing shareholders shall not exceed 50% of the total number of issued shares excluding treasury shares for such purposes as they consider would be in the interests of the Company. Rule 806(3) of the SGX-ST Listing Manual (Section B: Rules of Catalist) currently provides for the percentage of the total number of issued shares excluding treasury shares to be calculated on the basis of the total number of issued shares at the time that the resolution is passed (taking into account the conversion or exercise of any convertible securities and the exercise of employee share options on the issue at the time that the resolution is passed, which were issued pursuant to previous shareholder approval), adjusted for any subsequent bonus issue, consolidation or subdivision of shares. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
- The ordinary resolution proposed in item 6 above, is to authorise the Directors of the Company to issue new shares to subscribers or placees at a discount of not more than 20% to the weighted average price for trades done on the SGX-ST for the full market day on which the placement or subscription agreement is signed. The maximum pricing discount of 20% is proposed pursuant to the SGX-ST's news release of 19 February 2009 which introduced further measures to accelerate and facilitate the fund raising efforts of listed issuers which will be in effect until 31 December 2010 or such later date as may be determined by the SGX-ST.
- The ordinary resolution proposed in item 7 above, if passed, will empower the Directors of the Company to offer and grant options under the Scheme and to allot and issue shares pursuant to the exercise of such options under the Scheme not exceeding 20% of the total number of issued shares excluding treasury shares of the Company from time to time.

**Notes:**

- 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.
- A proxy need not be a member of the Company.
- If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 1020 East Coast Parkway #02-01 Singapore 449878 not less than 48 hours before the time appointed for the Meeting.

This document has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, Stamford Corporate Services Pte Ltd, for compliance with the relevant rules of the Exchange. The Company's Sponsor has not independently verified the contents of this document.

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

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