



TOP GLOBAL LIMITED

(Company Registration no. 198003719Z)

MEMORANDUM OF UNDERSTANDING IN RESPECT OF AN ACQUISITION OF A 51% STAKE IN LONGRUNN INTERNATIONAL LIMITED

1. INTRODUCTION

The Board of Directors of Top Global Limited (the “**Company**”) is pleased to announce that the Company has entered into a Memorandum of Understanding (“**MOU**”) dated 4 November 2010 with the shareholder of Longrunn International Limited (“**LRI**”), a BVI registered company (collectively referred to as the “**Parties**” in this Announcement) in relation to an acquisition of a 51% stake in LRI, whose purpose is to co-manage the planning and development of a plot of land at Fisherman Pier on Changxing Island, governed by Shanghai City (the “**Acquisition**”) for residential, retail and commercial use.

The principal terms of the Acquisition as set out in the MOU are subject to the terms and conditions to be agreed and set out in sale & purchase agreement and shareholders’ agreement to be entered into between the Parties (the “**Definitive Agreements**”).

2. SALIENT TERMS OF THE MOU

- Subject to the entry into the Definitive Agreements, the Company or its nominees shall acquire a 51% stake in the issued and paid-up share capital of LRI.
- The paid-up capital of LRI shall be increased to S\$3,000,000. Additional capital requirements shall be subject to plans to be jointly agreed by the Parties.
- Fisherman Pier is located at the south eastern part of Changxing Island, which is one of the several islands of Shanghai City and is linked to Pudong, Shanghai by the 8.9km Shanghai Yangtze River Tunnel which opened in October 2009. It takes approximately 30 minutes by car to access Changxing Island from the city centre of Shanghai.
- The land area and gross floor area subject for development are approximately 1,117,225 square meters and 808,000 square meters respectively.
- The estimated development cost is approximately S\$900,000,000.
- The Company shall appoint the Chairman of LRI and other shareholder of LRI shall appoint the Chief Executive Officer.
- The Definitive Agreements shall be governed by the laws of Singapore.

3. EXECUTION OF DEFINITIVE AGREEMENTS

Subject to satisfactory due diligence review by the Company, the Definitive Agreements shall be executed within six months from date of the MOU, failing which, the MOU shall be automatically terminated and neither party shall have any claim whatsoever against the other thereafter.

Shareholders should note that none of the Parties are under any legal obligation to undertake the Joint Venture until such time as the Definitive Agreements are negotiated, mutually executed and delivered.



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4. FURTHER ANNOUNCEMENTS

Further announcements on this matter will be made in due course in the event that the Definitive Agreements are signed, and as and when appropriate.

BY ORDER OF THE BOARD

Hano Maeloa
Managing Director
4 November 2010

This announcement 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 announcement.

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

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