

NOTICE OF AN EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Top Global Limited (the "Company") will be held at Compass Ballroom, 10 Tuas West Drive, Raffles Marina, Singapore 638404 on 28 March 2011 at 9 a.m. (or immediately after the conclusion or adjournment of the Annual General Meeting held on the same date at 8 a.m.) for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as Special Resolutions and Ordinary Resolutions, with or without any amendment:

SPECIAL RESOLUTION 1

Amendments to Memorandum of Association

THAT the Memorandum of Association of the Company be amended in the manner as set out in Appendix A of the Circular to Shareholders dated 4 March 2011 (the "Circular").

SPECIAL RESOLUTION 2

Amendments to Articles of Association

THAT the Articles of Association of the Company be amended in the manner as set out in Appendix B of the Circular.

ORDINARY RESOLUTION 1

Share Purchase Mandate

THAT, subject to and contingent upon the passing of Special Resolution 2, 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 EGM, 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 C of the Circular 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 1, "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 Singapore Exchange Securities Trading Limited (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.

ORDINARY RESOLUTION 2

RESOLUTION 2: ADOPTION OF THE TOP GLOBAL SHARE OPTION SCHEME 2011

THAT:

- (a) the share incentive scheme to be known as Top Global Share Option Scheme 2011 (the "ESOS 2011"), details of which are set out in the Circular, be and is hereby approved; and
- (b) the Board of Directors of the Company be and is hereby authorised:
 - (i) to establish and administer the ESOS 2011;
 - (ii) to modify and/or amend the ESOS 2011 from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the ESOS 2011 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 ESOS 2011; and
 - (iii) to offer and grant Options in accordance with the provisions of the ESOS 2011 and pursuant to Section 161 of the Act to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of the Options under the ESOS 2011 provided always that the aggregate number of Shares to be issued pursuant to the ESOS 2011 and any other share incentive schemes or share plans adopted by the Company for the time being in force, shall not exceed twenty five per cent. (25%) of the total issued share capital of the Company from time to time and provided also that, subject to such adjustments as may be made to the ESOS 2011 as a result of any variation in the capital structure of the Company.

ORDINARY RESOLUTION 3

RESOLUTION 3: OFFER AND GRANT OF OPTIONS AT A DISCOUNT

THAT subject to and contingent upon the passing of Ordinary Resolution 2, the Directors of the Company be and are hereby authorised to offer and grant option(s) in accordance with the rules of the ESOS 2011 with the exercise prices set at a maximum discount of twenty per cent. (20%) to the Market Price (as defined below), provided that such discount does not exceed the relevant limits set by the SGX-ST.

In this notice, "Market Price" means the price equal to the average of the last dealt prices for a Share on the SGX-ST over the five (5) consecutive Market Days immediately preceding the date of grant of that Option, as determined by the Committee by reference to the daily official list or any other publication published by the SGX-ST, rounded up to the nearest whole cent in the event of fractional prices.

ORDINARY RESOLUTION 4

RESOLUTION 4: THE PROPOSED PARTICIPATION OF OEI SIU HOA @ SUKMAWATI WIDJAJA, A CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE ESOS 2011

THAT subject to and contingent upon the passing of the Ordinary Resolution 2 above, approval be and is hereby given for the participation of Oei Siu Hoa @ Sukmawati Widjaja, a Controlling Shareholder of the Company, in the ESOS 2011.

ORDINARY RESOLUTION 5

RESOLUTION 5: THE PROPOSED PARTICIPATION OF HANO MAELOA, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE ESOS 2011

THAT subject to and contingent upon the passing of the Ordinary Resolution 2 above, approval be and is hereby given for the participation of Hano Maeloa, an Associate of a Controlling Shareholder of the Company, in the ESOS 2011.

ORDINARY RESOLUTION 6

RESOLUTION 6: THE PROPOSED OFFER AND GRANT OF OPTIONS TO OEI SIU HOA @ SUKMAWATI WIDJAJA UNDER THE ESOS 2011

THAT, subject to and contingent upon the passing of Ordinary Resolutions 2, 3 and 4 above, the proposed offer and grant to Oei Siu Hoa @ Sukmawati Widjaja, a Controlling Shareholder of the Company, of option(s) pursuant to and in accordance with the rules of the ESOS 2011 on the following terms, be and is hereby approved, and the Directors be and is hereby authorized to allot and issue Shares upon the exercise of such option(s):

- (a) proposed date of grant of option(s): within one (1) month from the date of the EGM;
- (b) number of Shares comprised in the proposed option(s): 400,000,000 Shares (representing approximately 3.7% of the issued Shares as at 28 February 2011, being the latest practicable date (the "Latest Practicable Date") prior to the printing of the Circular;
- (c) exercise price per Share: S\$0.012, being twenty per cent. (20%) discount to the average closing price of the Shares of \$0.015 for the five (5) trading days preceding the Latest Practicable Date; and
- (d) exercise period: any time after the second anniversary of the relevant offering date and expiring on the tenth anniversary of such offering date.

ORDINARY RESOLUTION 7

RESOLUTION 7: THE PROPOSED OFFER AND GRANT OF OPTIONS TO HANO MAELOA UNDER THE ESOS 2011

THAT, subject to and contingent upon the passing of Ordinary Resolutions 2, 3 and 5 above, the proposed offer and grant to Hano Maeloa, an Associate of a Controlling Shareholder of the Company, of option(s) pursuant to and in accordance with the rules of the ESOS 2011 on the following terms, be and is hereby approved, and the Directors be and is hereby authorized to allot and issue Shares upon the exercise of such option(s):

- (a) proposed date of grant of option(s): within one (1) month from the date of the EGM;
- (b) number of Shares comprised in the proposed option(s): 400,000,000 Shares (representing approximately 3.7% of the issued Shares as at the Latest Practicable Date;
- (c) exercise price per Share: S\$0.012, being twenty per cent. (20%) discount to the average closing price of the Shares of \$0.015 for the five (5) trading days preceding the Latest Practicable Date; and
- (d) exercise period: any time after the second anniversary of the relevant offering date and expiring on the tenth anniversary of such offering date.

BY ORDER OF THE BOARD

Lee Bee Fong
Company Secretary
4 March 2011

IMPORTANT: Please read notes below.

Notes:

1. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint no more than two proxies to attend and vote on his behalf and such proxy need not be a member of the Company.
2. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
3. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
4. An instrument of proxy must be deposited at the registered office of the Company at 1 Scotts Road #20-03/04 Shaw Centre, Singapore 228208 not later than 48 hours before the time appointed for the Extraordinary General Meeting.

This Notice has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, Shooklin Advisory Services Pte. Ltd., for compliance with the relevant rules of the SGX-ST. Shooklin Advisory Services Pte. Ltd. has not independently verified the contents of this Notice. This Notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice. The contact person for the Sponsor is Ms Janet Tan, 1 Robinson Road, #18-00, AIA Tower, Singapore 048542, Telephone (65) 6439 4893, Email: janet_tan@shooklin.com.sg.