

TOP GLOBAL LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 198003719Z)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Top Global Limited ("Company") will be held at Orchard Parade Hotel, 1 Tanglin Road, Singapore 247905 on 20 December 2012 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolutions:

SPECIAL RESOLUTION 1

THE PROPOSED TRANSFER OF THE COMPANY FROM THE SGX CATALIST TO THE SGX-ST MAIN BOARD

THAT approval be and is hereby given for the Company to be transferred from the SGX Catalist to the SGX-ST Main Board, and any of the directors of the Company (the "Directors") be and is hereby authorized to do all such acts as may be necessary or expedient in order to give full effect to this resolution.

ORDINARY RESOLUTION 1

THE NEW GENERAL SHARE ISSUE MANDATE TO ALLOT AND ISSUE NEW SHARES AND CONVERTIBLE SECURITIES

THAT pursuant to Section 161 of the Companies Act, Cap. 50. and subject to Rule 806 of the Listing Manual of the SGX-ST, authority be and is hereby given to the Directors of the Company to allot and issue shares and convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit provided that:

- (i) the aggregate number of shares and convertible securities to be issued pursuant to this resolution does not exceed fifty per cent (50%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares and convertible securities to be issued other than on a *pro rata* basis to existing shareholders of the Company does not exceed twenty per cent (20%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (subject to such manner of calculations as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the total number of issued shares excluding treasury shares shall be based on the total number of issued shares excluding treasury shares of the Company at the time this resolution is passed after adjusting for:
 - (a) new shares arising from the conversion or exercise of any convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of the resolution approving the mandate, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
 - (c) any subsequent bonus issue, consolidation or sub-division of shares; and
- (iii) 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 or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

Explanatory Notes:

The Ordinary Resolution 1, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company. The number of shares and convertible securities, which the Directors may allot and issue under the Ordinary Resolution 1 shall not exceed 50% of the total number of issued shares excluding treasury shares of the Company at the time of passing the Ordinary Resolution 1. For allotment and issue of shares and convertible securities other than on a *pro rata* basis to all shareholders of the Company, the aggregate number of shares and convertible securities to be allotted and issued shall not exceed 20% of the total number of issued shares excluding treasury shares of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting.

Shareholders should note that the Ordinary Resolution 1 is conditional upon the passing of the Special Resolution 1. In the event that the Special Resolution 1 is not passed, the Ordinary Resolution 1 will also not be passed.

By Order of the Board of Directors

TOP GLOBAL LIMITED

Lee Bee Fong

Company Secretary

28 November 2012

Notes:

- (1) A member entitled to attend and vote at this Meeting is entitled to appoint not more than two (2) proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) The form of proxy in the case of an individual shall be signed by the appointor or his attorney, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- (3) If the form of proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.
- (4) If no name is inserted in the space for the name of your proxy on the form of proxy, the Chairman of the EGM will act as your proxy.
- (5) The form of proxy or other instruments of appointment shall not be treated as valid unless deposited at the registered office of the Company at 1 Scotts Road, #20-03/04 Shaw Centre, Singapore 228208 not less than 48 hours before the time appointed for holding the EGM and at any adjournment thereof.
- (6) A Depositor's name must appear on the Depository Register maintained by the CDP at least 48 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

This Notice has been prepared by the Company and reviewed by the Company's Sponsor, CNP Compliance Pte. Ltd. ("Sponsor"), for compliance with the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this Notice including the accuracy or completeness of any of the information disclosed or the correctness of any of the statements or opinions made or reports contained in this Notice. This Notice has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this Notice including the correctness of any of the statements or opinions made in this Notice.

The contact person for the Sponsor is Mr Lance Tan at 36 Carpenter Street, Singapore 059915, telephone: (65) 6323 8383; email: ltan@cnplaw.com.