

TOP GLOBAL LIMITED
(Incorporated in the Republic of Singapore)
Company Registration No. 198003719Z

PROPOSED CONSOLIDATION OF EVERY ONE HUNDRED (100) EXISTING ISSUED ORDINARY SHARES IN THE CAPITAL OF THE COMPANY HELD BY SHAREHOLDERS OF THE COMPANY AS AT A BOOKS CLOSURE DATE TO BE DETERMINED, INTO ONE (1) ORDINARY SHARE IN THE CAPITAL OF THE COMPANY, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED

1. INTRODUCTION

The Board of Directors (the “**Board**”) of Top Global Limited (the “**Company**”) wishes to announce that the Company proposes to undertake a share consolidation of every one hundred (100) existing issued ordinary shares in the capital of the Company (the “**Existing Shares**”) held by shareholders of the Company (the “**Shareholders**”) as at a books closure date to be determined by the Directors (the “**Books Closure Date**”) into one (1) ordinary share (the “**Consolidated Shares**”), fractional entitlements to be disregarded (the “**Proposed Share Consolidation**”).

2. THE PROPOSED SHARE CONSOLIDATION

2.1 General

The Company proposes to undertake the Proposed Share Consolidation pursuant to which the Company will consolidate every one hundred (100) Existing Shares into one (1) Consolidated Share. After the Books Closure Date, every one hundred (100) Existing Shares registered in the name of each Shareholder will be consolidated to constitute one (1) Consolidated Share.

Shareholders should note that the number of Consolidated Shares which Shareholders will be entitled to, based on their holdings of Existing Shares as at the Books Closure Date, will be rounded down to the nearest whole Consolidated Share and any fractions of Consolidated Shares arising from the Proposed Share Consolidation will be disregarded.

Each Consolidated Share will rank *pari passu* with each other, and will be traded in board lots of 100 Consolidated Shares. Fractional entitlements arising from the implementation of the Proposed Share Consolidation will be aggregated and dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company.

As at the date of this announcement, the Company has a registered share capital of S\$256,812,000 divided into 30,418,653,240 ordinary shares (the “**Shares**”), which are listed on the Mainboard of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). On the assumption that there will be no new Shares issued by the Company up to the Books Closure Date, following the implementation of the Proposed Share Consolidation, the Company will have a share capital of S\$256,812,000 divided into approximately 304,186,532 Consolidated Shares. On the assumption that the 7,595,479,316 outstanding warrants of the Company and 416,540,000 outstanding employee share options of the Company (“**outstanding Convertible Securities**”) are fully exercised as at the Books Closure Date, the share capital of the Company will comprise 38,430,672,556 Shares; and following the implementation of the Proposed Share Consolidation, the Company will have a share capital comprising approximately 384,306,725 Consolidated Shares.

The Proposed Share Consolidation will have no impact on the registered share capital of the Company. The Proposed Share Consolidation will also not involve the diminution of any liability in respect of unpaid capital or the payment to any Shareholder of any paid-up capital of the Company, and has no effect on the Shareholders’ funds of the Group. Shareholders

will not be required to make any payment to the Company in respect of the Proposed Share Consolidation. The Proposed Share Consolidation will not cause any changes to the percentage shareholding of each Shareholder, other than non-material changes due to rounding.

2.2 Rationale for the Proposed Share Consolidation

Compliance with the minimum trading price requirement

The Monetary Authority of Singapore and the SGX-ST introduced a minimum trading price for Mainboard-listed stocks of S\$0.20 as a continuing listing requirement (the “**MTP Requirement**”) with effect from 2 March 2015. A one-time transition period of 12 months from the date of introduction of the minimum trading price requirement will be given to affected issuers to undertake corporate actions to meet the new requirement.

Pursuant to the new MTP requirement, issuers which are not able to record a six-month volume-weighted average price of its shares (“**6-month VWAP**”) of S\$0.20 or above on 1 March 2016 and at any of the subsequent quarterly review dates (the “**MTP Entry Criterion**”) will be placed on the watch-list. Affected issuers will be provided a cure period of 36 months to take remedial actions. Affected issuers which fail to take remedial actions during the cure period may be delisted from the Mainboard of the SGX-ST.

The Company proposes to undertake the Proposed Share Consolidation to comply with the MTP Requirement to satisfy the continuing listing requirement be imposed by SGX-ST for Mainboard-listed issuers to have a minimum trading price per share of S\$0.20.

However, Shareholders should note that there is no assurance that the Proposed Share Consolidation will achieve the desired results, nor is there assurance that such results (if achieved) can be sustained in the longer term.

2.3 Adjustments to Convertible Securities

As at the date of this announcement, the Company intends to fix the Books Closure Date to fall after the expiration of the warrants of the Company on 29 September 2015. As a result of the Proposed Share Consolidation, the exercise price and/or number of the employee share options of the Company may be adjusted in accordance with the respective terms and conditions thereof and if applicable. Further announcement(s) will be made by the Company in respect of such adjustments as and when appropriate.

2.4 Approvals and Conditions

Pursuant to Article 10 of the Articles of Association of the Company, the implementation of the Proposed Share Consolidation is subject to Shareholders’ approval by way of an ordinary resolution at an Extraordinary General Meeting of the Company (the “**EGM**”) to be convened.

The approval of the SGX-ST for the listing of and quotation for, all the Consolidated Shares arising from the Proposed Share Consolidation only is also required. An application will be made to the SGX-ST for permission to deal in and for the listing of and quotation for up to 384,306,725 Consolidated Shares on the Mainboard of the SGX-ST. An announcement will be made upon receipt of the listing and quotation notice from the SGX-ST.

Subject to the receipt of the approval in-principle from the SGX-ST, a circular containing further information on the Proposed Share Consolidation will be despatched to Shareholders in due course.

3. CAUTION IN TRADING

Shareholders are advised to exercise caution in trading their Shares and should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

4. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Share Consolidation, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in the announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the announcement in its proper form and context.

BY ORDER OF THE BOARD

Hano Maeloa
Chief Executive Officer and Executive Director
Singapore, 27 February 2015