

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

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING (THE “EGM” OR “MEETING”) OF
TOP GLOBAL LIMITED (THE “COMPANY”) HELD BY WAY OF ELECTRONIC MEANS ON
WEDNESDAY, 28 APRIL 2021 AT 10.54 A.M.**

PRESENT

- Directors** : Dr Lam Lee G (Independent and Non-Executive Chairman)
Madam Oei Siu Hiu @ Sukmawati Widjaja (Executive Director)
Mr Hano Maeloa (Chief Executive Officer and Executive Director)
Ms Chang Shyre Gwo (Chief Operating Officer and Executive Director)
Mr Yeo Chin Tuan Daniel (Independent Non-Executive Director)
Ms MimiYuliana Maeloa (Non-Executive Director)
- Shareholders** : As per Attendance Sheet
- Proxy** : As per Attendance Sheet
- In-attendance** : As per Attendance Sheet

CHAIRMAN

Dr Lam Lee G (“Dr Lam”), the Chairman of the Meeting and Chairman of the Board of Directors (“Board”), on behalf of the Board, welcomed all present for their attendance.

He thanked the shareholders who pre-registered with the Company, to watch or listen to the proceedings through live webcast and audio conference. As Chairman of the Meeting, Dr Lam also acknowledged their attendance in this Meeting.

QUORUM

As the requisite quorum was present, the Chairman of the Meeting, Dr Lam called the Meeting to order at 10.54 a.m.

NOTICE OF MEETING

As the Circular to Shareholders in relation to The Proposed Adoption of the New Constitution and The Proposed Diversification of Business (“Circular to Shareholders”) together with the notice of the EGM (“Notice of EGM”) both dated 6 April 2021 had been published on SGXNet and the Company’s corporate website, the Notice of EGM was taken as read.

Dr Lam then introduced the Directors and Key Executives of the Company, who were presented at the EGM electronically, to the shareholders. The representatives of the Company’s auditors, scrutineer and company secretary were also present and attended the EGM electronically.

POLL VOTING

The Chairman of the Meeting informed shareholders as stated in the Notice of EGM, they would not be able to vote through live webcast or audio conference. The only way for shareholders to exercise their voting rights was to appoint the Chairman of the Meeting as proxy. Dr Lam informed that in his capacity as Chairman of the Meeting, he has been appointed as proxy by some shareholders and that he had voted in accordance with their instructions. All proposed resolutions tabled at this Meeting would be voted by way of poll.

The Company has appointed Tricor Singapore Pte. Ltd. as polling agent and Entrust Advisory Pte. Ltd. as scrutineers for poll voting of the Meeting. The validity of the proxy forms submitted by the shareholders had

been reviewed and the votes of all such valid proxy forms had been counted by the polling agent and verified by the scrutineers.

The results of the vote counting would be announced to the Meeting after each resolution.

The Chairman of the Meeting mentioned that all resolutions tabled at this EGM would be proposed by him as Chairman of the Meeting and seconded by Mr Yei Maung, a shareholder of the Company.

The Chairman informed that prior to this Meeting, no questions were received from shareholders.

The Chairman of the Meeting proceeded with the Meeting.

SPECIAL RESOLUTION – THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

The Chairman of the Meeting proposed and Mr Yei Maung seconded the following motion:

“RESOLVED that:

- (a) the regulations contained in the New Constitution of the Company as set out in Appendix B of the Circular, be and are hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution of the Company; and
- (b) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this Special Resolution as they or he may think fit.”

The Chairman of the Meeting read out the poll results as follows:

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	278,873,403	100%
Votes against the Resolution	Nil	0%

Based on the results, the Chairman of the Meeting declared the Special Resolution carried.

ORDINARY RESOLUTION – THE PROPOSED DIVERSIFICATION OF BUSINESS

The Chairman of the Meeting proposed and Mr Yei Maung seconded the following motion:

“RESOLVED that:

- (a) approval be and is hereby given for the diversification by the Group of its existing business to include the Smart Solutions Business and ODM Business each as described in Section 4.2 of the Circular (the “New Business”), and any other activities related to the New Business;
- (b) the Company be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any such assets, investments and shares or interests in any entity that is in the New Business on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to such investment, purchase, acquisition or disposal; and
- (c) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this Ordinary Resolution as they or he may think fit.”

The Chairman of the Meeting read out the poll results as follows:

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	278,873,403	100%
Votes against the Resolution	Nil	0%

Based on the results, the Chairman of the Meeting declared the Ordinary Resolution carried.

CONCLUSION

There being no other business, the Meeting concluded at 11.00 a.m. with a vote of thanks to the Chairman and shareholders who attended the Meeting.

Confirmed by,

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Dr Lam Lee G
Chairman of the Meeting