

**NOTICE OF ANNUAL GENERAL MEETING**

This Notice has been made available on SGXNet and the Company's website and may be accessed at the URL <http://ir.topglobal.com.sg/events/event-details/fy2019agm>. A printed copy of this Notice will be despatched to members.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held by way of electronic means on Friday, 26 June 2020 at 10.00 a.m. (Singapore time) to interact the following businesses:

**AS ORDINARY BUSINESS**

- To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2019 and the Directors' Statement and the Independent Auditor's Report thereon. **(Resolution 1)**
- To re-elect the following Directors retiring pursuant to Article 106 of the Company's Articles of Association:
  - Ms Chang Shyre Gwo **(Resolution 2)**
  - Dr Lam Lee G **(Resolution 3)**

Ms Chang Shyre Gwo will, upon re-election as Director of the Company, remain as the Chief Operating Officer and Executive Director of the Company. (See Explanatory Note 1)

Dr Lam Lee G will, upon re-election as Director of the Company, remain as the Non-Executive Independent Chairman of the Company and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. (See Explanatory Note 2)
- To approve the Directors' fees of S\$240,000 for the financial year ended 31 December 2019 (2018: S\$240,000). **(Resolution 4)**
- To re-appoint Nexia TS Public Accounting Corporation as independent auditor of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**
- To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:

- Authority to allot and issue**  
That pursuant to Section 161 of the Companies Act, Cap. 50. and subject to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("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:-
  - the aggregate number of shares and convertible securities to be issued pursuant to this resolution does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) 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 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (ii) below);
  - (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 and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time this resolution is passed after adjusting for:-
    - new shares arising from the conversion or exercise of any convertible securities;
    - 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
    - any subsequent bonus issue, consolidation or sub-division of shares; and
  - 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. **(Resolution 6)**
- Authority to offer and grant options and to allot and issue shares in accordance with the Top Global Share Option Scheme 2011**  
That authority be and is hereby given to the Directors of the Company to offer and grant options from time to time in accordance with the provisions of the Top Global Share Option Scheme 2011 (the "Scheme"), and, pursuant to Section 161 of the Companies Act, Cap. 50, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted under the Scheme, provided that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time, as determined in accordance with the provisions of the Scheme. **(Resolution 7)**  
(See Explanatory Note 4)
- The Proposed Renewal of the Share Purchase Mandate**  
That 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 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 Annual General Meeting, 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 A of the Explanatory Statement to Ordinary Resolution 8 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 8, "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 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 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. **(Resolution 8)**  
(See Explanatory Note 5)

BY ORDER OF THE BOARD

LEE BEE FONG (MS)

Company Secretary

10 June 2020

Singapore

**Explanatory Notes:**

- In relation to the ordinary resolution 2 proposed in item 2(i) above, Ms Chang Shyre Gwo does not have any relationships (including immediate family relationships) with the other Directors of the Company or the Company's 10% shareholders. Detailed information on Ms Chang Shyre Gwo is set out in the section entitled "Board of Directors" and in the Corporate Governance Report section of the Company's Annual Report 2019.
- In relation to the ordinary resolution 3 proposed in item 2(ii) above, Dr Lam Lee G does not have any relationships (including immediate family relationships) with the other Directors of the Company or the Company's 10% shareholders. Detailed information on Dr Lam Lee G is set out in the section entitled "Board of Directors" and in the Corporate Governance Report section of the Company's Annual Report 2019.
- The ordinary resolution 6 proposed in item 6 above, if passed, will empower the Directors of the Company 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 of the Company may allot and issue under the ordinary resolution 6 shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time of passing the ordinary resolution 6. 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 and subsidiary holdings) of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting.
- The ordinary resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company to offer and grant options under the Scheme and to allot and issue shares pursuant to the exercise of such options under the Scheme, provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time.
- The ordinary resolution 8 proposed in item 8 above, if passed, will be effective until the next Annual General Meeting of the Company, the Share Purchase Mandate for the Company to make purchases or acquisitions of its issue shares. The Company intends to use internal sources of funds, external borrowings, or a combination of internal resources and external borrowings, to finance purchases or acquisitions of its shares. Please refer to the Appendix A of the Explanatory Statement to Ordinary Resolution 8 on Proposed Renewal of Share Purchase Mandate dated 10 June 2020.

**Important Notes:**

**1. Pre-Registration:**

The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM are set out in this Notice of AGM which has been uploaded on SGXNet and the Company's website on the same day. The announcement and this Notice of AGM may also be accessed at the Company's website at URL <http://ir.topglobal.com.sg/events/event-details/fy2019agm>.

A member will be able to participate at the AGM by watching or listening to the AGM proceedings via a live audio-visual webcast or live audio-only stream via mobile phones, tablets or computers. In order to do so, a member must pre-register by **10.00 a.m. on 23 June 2020**, at the URL <http://ir.topglobal.com.sg/events/event-details/fy2019agm> for the Company to authenticate his/her/its status as members. Authenticated members will receive email instructions on how to access the live audio-visual webcast or live audio-only stream of the proceedings of the AGM by **12.00 p.m. (noon) on 25 June 2020**. Members who do not receive an email by **12.00 p.m. (noon) on 25 June 2020**, but have registered by the **23 June 2020** deadline, may contact the Company via email at [fy2019agm@topglobal.com.sg](mailto:fy2019agm@topglobal.com.sg) or via call at +65 6746 4333 during operation hours (9.00am to 5.00pm).

Investors who hold Shares through depository agents (as defined in Section 81SF of the Securities and Futures Act, Chapter 289) and wish to watch or listen to the live audio-visual webcast or live audio-only stream of the AGM should approach their respective depository agents to pre-register by **5.00 p.m. on 15 June 2020** in order to allow sufficient time for their respective depository agents to in turn pre-register their interest with the Company.

**2. Submission of Questions:**

A member who pre-registers to watch the live audio-visual webcast or listen to the live audio-only stream may also submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted electronically via email at [fy2019agm@topglobal.com.sg](mailto:fy2019agm@topglobal.com.sg) by **10.00 a.m. on 19 June 2020**. A member who wishes to submit the question form must first download, complete and sign the question form, before submitting it by scanning and sending it by email to the email address provided above.

The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the AGM via SGXNet and on our corporate website.

**3. Submission of Proxy Form:**

**A member will not be able to vote through the live audio-visual webcast or live audio-only stream and voting is only through submission of proxy form. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM.** The proxy form for the AGM may also be accessed at the Company's website at the URL <http://ir.topglobal.com.sg/events/event-details/fy2019agm>, and is made available with this Notice of AGM on SGXNet on the same day.

Investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 (including CPF investors, SRS investors and holders under depository agents) and who wish to exercise their votes by appointing the Chairman of the Meeting as proxy should approach their respective relevant intermediaries (including their respective CPF agent banks, SRS approved banks or depository agents) to submit their voting instructions by **5.00 p.m. on 15 June 2020** in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by **10.00 a.m. on 24 June 2020**.

In appointing the Chairman of the Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

The Chairman of the Meeting, as a proxy, need not be a member of the Company.

The instrument appointing the Chairman of the Meeting as proxy must be submitted in the following manner by **10.00 a.m. on 24 June 2020**:

- if submitted by post, be lodged at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road #11-02, Singapore 068898; or
- if submitted via email to the Company's Share Registrar at [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com).

A member who wishes to submit an instrument of proxy may also **download, complete and sign the proxy form**, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above.

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.**

The instrument appointing the Chairman of the Meeting as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.

The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting as proxy (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman of the Meeting as proxy).

In the case of a member whose Shares are entered against his/her name in the depository register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289), the Company may reject any instrument appointing the Chairman of the Meeting as proxy lodged if such member is not shown to have Shares entered against his/her/ its name in the depository register as at 72 hours before the time appointed for the AGM, as certified by The Central Depository (Pte) Limited to the Company.

**4. Annual Report and other documents:**

The Annual Report for the financial year ended 31 December 2019 ("FY2019 Annual Report") which was issued on 15 April 2020 can be accessed at the Company's website at the URL <http://ir.topglobal.com.sg/investor-relations/annual-reports>.

The following documents are made available to members on 10 June 2020 together with this Notice of AGM via SGXNet and the Company's website at the URL <http://ir.topglobal.com.sg/events/event-details/fy2019agm>.

- Appendix in respect of the Proposed Renewal of the Share Purchase Mandate;
- Additional Information on Directors seeking re-election; and
- Proxy form in relation to the AGM.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"); (b) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.