TOP GLOBAL LIMITED

(Co. Reg No. : 198003719Z)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at York Hotel, 21 Mount Elizabeth Singapore 228516 on Thursday, 28 April 2016 at 10:00 a.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2015 and the Directors' Statement and the Independent Auditor's Report thereon. **(Resolution 1)**
2. To re-elect the following Directors retiring pursuant to Article 106 of the Company's Articles of Association:
   (i) Mr Daniel Yeo Chin Tuan **(Resolution 2a)**
   (ii) Ms Mimi Yuliana Maeloa **(Resolution 2b)**

   Mr Daniel Yeo Chin Tuan will upon re-election as Director of the Company, remain as the Chairman of the Audit and Remuneration Committees and a member of the Nominating Committee. The Board considers Mr Daniel Yeo Chin Tuan to be independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST").

   (See Explanatory Note 1)

   Ms Mimi Yuliana Maeloa will upon re-election as Director of the Company, remain as a member of the Audit, Nominating and Remuneration Committees and Non-Executive Director of the Company. The Board considers Ms Mimi Yuliana Maeloa to be non-independent for the purposes of Rule 704(8) of the Listing Manual of SGX-ST.

   (See Explanatory Note 2)
3. To approve the Directors' fees of S$240,000 for the financial year ended 31 December 2015 (2014: S$240,000.00). **(Resolution 3)**
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 4)**
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:

6. **Authority to allot and issue shares**

   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:–

   (i) 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 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 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.

   (See Explanatory Note 3) **(Resolution 5)**

7. **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 shares 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 and the Top Global Performance Share Plan shall not exceed 15% of the total number of issued shares excluding treasury shares of the Company from time to time, as determined in accordance with the provisions of the Scheme.

   (See Explanatory Note 4) **(Resolution 6)**

8. **Authority to grant awards and to allot and issue shares under the Top Global Performance Share Plan**

   That authority be and is hereby given to the Directors of the Company to grant awards from time to time in accordance with the provisions of the Top Global Performance Share Plan (the "PSP"), and, pursuant to Section 161 of the Companies Act, Cap. 50, to allot and issue shares from time to time such number of shares as may be required to be issued pursuant to the release of awards shares granted under the PSP, provided that the aggregate number of shares to be issued pursuant to the PSP and the Scheme shall not exceed 15% of the total number of issued shares excluding treasury shares of the Company from time to time, as determined in accordance with the provisions of the PSP.

   (See Explanatory Note 5) **(Resolution 7)**

BY ORDER OF THE BOARD
LEE BEE FONG (MS)
Company Secretary
13 April 2016
Singapore

Explanatory Notes:

1. In relation to the ordinary resolution 2a proposed in item 2(i) above, detailed information on Mr Daniel Yeo Chin Tuan is set out in Page 11 of the Company's Annual Report 2015.
2. In relation to the ordinary resolution 2b proposed in item 2(ii) above, Ms Mimi Yuliana Maeloa is the daughter of the Executive Chairman, Madam Oei Siu Hoa @ Sukmawati Widjaja, and the sister of the Chief Executive Officer and Executive Director, Mr Hano Maeloa. Detailed information on the Directors are set out in page 10 to 11 of the Company's Annual Report 2015.
3. The ordinary resolution 5 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 shares under the ordinary resolution 5 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 5. 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.
4. The ordinary resolution 6 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 and the PSP not exceeding 15% of the total number of issued shares excluding treasury shares of the Company from time to time.
5. The ordinary resolution 7 proposed in item 8 above, if passed, will empower the Directors of the Company to grant awards under the PSP and to allot and issue shares pursuant to the release of such awards under the PSP, provided always that the aggregate number of shares to be issued pursuant to the PSP and the Scheme shall not exceed 15% of the total number of issued shares excluding treasury shares of the Company from time to time.

Notes:

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

   (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

   "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.
2. A proxy need not be a member of the Company.
3. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
4. The instrument appointing a proxy must be 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 the Meeting.
5. An investor who buys shares using CPF monies ("CPF Investor") and/or SRS monies ("SRS Investor") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the Meeting.

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) for the purpose of the processing and administration by the Company (or its agents) 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) to comply with any applicable laws, listing 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), 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) 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.