

**TOP GLOBAL LIMITED**

(Company Registration No: 198003719Z)

(Incorporated in the Republic of Singapore)

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**VOLUNTARY CONDITIONAL CASH OFFER FOR TOP GLOBAL LIMITED**

**- DESPATCH OF OFFEREE CIRCULAR**

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*All capitalised terms used and not defined herein shall have the same meanings given to them in the announcement made by Top Global Limited (the “Company”) on 30 April 2021.*

**1. Introduction**

The board of directors (the “Board”) of Top Global Limited (the “Company”) wishes to refer the shareholders of the Company (the “Shareholders”) to:

- (a) the announcement dated 30 April 2021 issued by CIMB Bank Berhad, Singapore Branch (“CIMB”), for and on behalf of SW Investment Holding Pte. Ltd. (the “Offeror”), in respect of the voluntary conditional cash offer (the “Offer”) for all the issued and paid-up ordinary shares (the “Shares”) in the capital of the Company, excluding Shares held in treasury;
- (b) the announcement dated 30 April 2021 released by the Company in relation to the Offer;
- (c) the formal offer document dated 17 May 2021 (“Offer Document”) issued by CIMB, for and on behalf of the Offeror, in connection with the Offer;
- (d) the announcement dated 24 May 2021 (“Unconditional Announcement”) made by CIMB, for and on behalf of the Offeror, in relation to, *inter alia*, the Offer being declared unconditional in all respects and the final closing date of the Offer; and
- (e) the announcement dated 25 May 2021 released by the Company in relation to the Offer being declared unconditional in all respects and the loss of public float of the Company.

Electronic copies of the abovementioned announcements and the Offer Document are available on the website of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) at <http://www.sgx.com>.

*Capitalised terms used herein, but not otherwise defined, shall have the meaning ascribed to them in the Offer Document and the relevant announcements.*

## 2. Despatch of Offeree Circular

The Board wishes to announce that the Company has today despatched to the Shareholders the offeree circular dated 31 May 2021 in relation to the Offer (the “**Offeree Circular**”).

The Offeree Circular contains, *inter alia*, the advice of Stirling Coleman Capital Limited (the “**IFA**”) to the Directors of the Company who are considered independent for the purposes of the Offer under the Singapore Code on Take-overs and Mergers (the “**Code**”) (the “**Independent Directors**”) and the recommendation of the Independent Directors in relation to the Offer.

**The Offeree Circular requires the immediate attention of Shareholders. Shareholders should read and carefully consider the recommendation of the Independent Directors and the advice of the IFA to the Independent Directors in relation to the Offer before deciding whether to accept or reject the Offer. If any Shareholder is in any doubt in relation to the Offeree Circular or as to the action that should be taken, such Shareholder should consult his/her stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.**

Any Shareholder who has not received the Offeree Circular within one (1) week from the date hereof may obtain a copy from the Company's share registrar during normal business hours on any day (other than a public holiday, Saturday or Sunday) up to the closing date of the Offer at 5.30 p.m. at the address set out below:

### **Tricor Barbinder Share Registration Services**

80 Robinson Road, #11-02

Singapore 068898

Tel: +65 6535 7511

An electronic copy of the Offeree Circular is also available on the website of the SGX-ST at [www.sgx.com](http://www.sgx.com).

## 3. Closing Date

Shareholders should note that pursuant to the Unconditional Announcement, the Offer will remain open for acceptance until 5.30 p.m. (Singapore time) on 28 June 2021 (the “**Final Closing Date**”) and the Offeror does not intend to extend the Offer beyond the Final Closing Date.

**The Offeror has given notice in the Unconditional Announcement that the Offer will not be open for acceptance beyond 5.30pm (Singapore time) on the Final Closing Date. Acceptances received after 5.30pm (Singapore time) on the Final Closing Date will be rejected.**

#### **4. Responsibility Statement**

The directors of the Company (including those who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement (other than those relating to the Offeror) are fair and accurate and that no material facts have been omitted from this announcement, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Offer Announcement, Offer Document and any other announcements made by or on behalf of the Offeror), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information has been accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement.

#### **BY ORDER OF THE BOARD**

Dr Lam Lee G  
Independent Non-Executive Chairman  
31 May 2021