

VOLUNTARY UNCONDITIONAL CASH OFFER

By



CIMB BANK BERHAD (13491-P)
SINGAPORE BRANCH
(Incorporated in Malaysia)

for and on behalf of

SW INVESTMENT HOLDING PTE. LTD.
(Company Registration No.: 202110119R)
(Incorporated in the Republic of Singapore)

to acquire all the issued and paid-up ordinary shares in the capital of

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

COMPLETION OF COMPULSORY ACQUISITION OF SHARES IN TOP GLOBAL LIMITED

1. INTRODUCTION

CIMB Bank Berhad, Singapore Branch ("**CIMB**") refers to:

- (a) the announcement dated 30 April 2021 issued by CIMB, for and on behalf of SW Investment Holding Pte. Ltd. (the "**Offeror**"), in relation to the voluntary conditional cash offer (the "**Offer**") for all the issued and paid-up ordinary shares ("**Shares**") in the capital of Top Global Limited (the "**Company**") excluding Shares held in treasury;
- (b) the formal offer document (the "**Offer Document**") dated 17 May 2021 issued by CIMB, for and on behalf of the Offeror, in connection with the Offer;
- (c) the announcement issued by CIMB, for and on behalf of the Offeror, on 24 May 2021 in relation to, *inter alia*, the declaration that the Offer had become unconditional in all respects on 24 May 2021, the final closing date of the Offer being 28 June 2021 and the Offeror being entitled to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act;
- (d) the announcement issued by CIMB, for and on behalf of the Offeror, on 16 June 2021, in relation to the despatch of a letter with regard to, *inter alia*, the Offeror's exercise of its right under Section 215(1) of the Companies Act to compulsorily acquire all the remaining Shares from Shareholders who have not accepted the Offer (the

"Dissenting Shareholders") and the right of Dissenting Shareholders under Section 215(3) of the Companies Act to require the Offeror to acquire the Shares held by them, and the relevant forms prescribed under the Companies Act in relation to Sections 215(1) and 215(3) of the Companies Act; and

- (e) the announcement issued by CIMB, for and on behalf of the Offeror, on 28 June 2021, in relation to, *inter alia*, the close of the Offer.

All capitalised terms used and not defined in this Announcement shall have the same meanings given to them in the Offer Document, unless otherwise expressly stated or the context otherwise requires.

2. COMPLETION OF COMPULSORY ACQUISITION UNDER SECTION 215(1) OF THE COMPANIES ACT

CIMB wishes to announce, for and on behalf of the Offeror, that the Offeror has, today, completed the exercise of its right under Section 215(1) of the Companies Act to compulsorily acquire all the Shares held by the Dissenting Shareholders. As at the date of this Announcement, the transfer of all the Shares held by the Dissenting Shareholders to the Offeror has been effected and payment for such Shares has been despatched to the Dissenting Shareholders.

Accordingly, the Company is now a wholly-owned subsidiary of the Offeror and will be delisted from the SGX-ST with effect from 9.00 a.m. (Singapore time) on 17 August 2021.

3. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading.

Where any information has been extracted or reproduced from published or publicly available sources or obtained from the Company, the sole responsibility of the Directors has been to ensure through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

The Directors jointly and severally accept responsibility accordingly.

Issued by
CIMB Bank Berhad, Singapore Branch.

For and on behalf of
SW Investment Holding Pte. Ltd.
16 August 2021

Any inquiries relating to this Announcement or the Offer should be directed during office hours to:

CIMB Bank Berhad, Singapore Branch
Tel: (65) 6302 7656

Forward-Looking Statements

All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "aim", "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "shall", "should", "could", "may" and "might". These statements reflect the Offeror's current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information.

Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and neither the Offeror nor CIMB undertakes any obligation to update publicly or revise any forward-looking statements.