



**TOP GLOVE CORPORATION BERHAD
(474423-X)**

Directors' Code of Conduct

Adopted by the Board of Directors on 20th day of September 2013.

Chartered Secretary, Ngian Yoke Fung



CONTENT	Page
DIRECTORS' CODE OF CONDUCT	
1. Introduction	1
2. Purpose	1
3. Code of Conduct	1 - 2
4. Directorships	2
5. Insider Dealing	2
6. Conflict of Interest	2 - 3
7. Confidential Information	3
8. Law Compliance Obligation	3
9. Integrity and Professionalism	3
10. Representation	3
11. Gifts and Hospitality	4
12. Anti-Bribery	4
13. Health, Safety and Environment	4
14. Company's Records	4
15. Company Assets and Properties Protection	5
16. Amendments to the Code	5
17. Enforcement of the Code	5
18. Non-Compliance	5



1. INTRODUCTION

Top Glove Corporation Berhad (“the Company”) has adopted the following Code of Conduct (“Code”) for Directors to reflect the underlying values and commitment to lay standards of trust, integrity, responsibility, excellence, commitment, dedication, diligence and professionalism contributing towards the social and environmental growth of the surroundings in which Top Glove operates.

Directors are to adhere to, comply with and uphold the provisions of the code in carrying out their day-to-day functions.

2. PURPOSE

This Code is formulated with the intention of achieving the following aims:

- 2.1. To encourage high standards of honesty, integrity, ethical and law-abiding behaviour expected of Directors;
- 2.2. To foster standards to protect and promote the interests of shareholders and all stakeholders; and
- 2.3. To provide guidance to the Board to maintain the confidence of shareholders and other stakeholders in the Company’s integrity.

3. CODE OF CONDUCT

The Directors shall at all times, act within the authority conferred upon them in the best interests of the Company and will:

- a) act in the best interest in fulfilling their fiduciary obligations to the Company and its shareholders;
- b) act honestly, ethically, integrity and transparently;
- c) conduct professionally, courteously and respectfully in manner and not take improper advantage of their position;
- d) act in good faith, responsibly, with due care and diligence, without allowing their independent judgment to be subordinated;
- e) use their prudent judgment to prevent from all situations, decisions which give or may give rise to conflict of interest or potential conflict with their responsibilities within the Company, and to inform the Board, at the earliest opportunity, of any existing or potential conflict of interest situation;



- f) not to exploit for his/her own personal gain through the use of corporate property, information or position, unless otherwise proven that the Company is not interested to pursue such opportunity;
- g) act to maintain and improve Company's reputation; and
- h) always strive to contribute towards the growth and stability of the Company.

4. DIRECTORS

4.1 Directorship

Directors must at all times comply with the restriction on the number of directorships as prescribed under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities Main LR"). In addition, a Director should disclose the changes of their directorship to the Board by informing the Chairman of the Nomination Committee prior to accepting other directorships in any other public listed company and subsequently, of any change of his/her directorships.

Unless prior notice has been given to the Board through the Chairman of the Nomination Committee, a Director shall not serve as director of any other listed company or as partner of a firm that is engaged in a competing business with the Company and shall not hold any positions or jobs that are prejudicial to the interests of the Company.

4.2 Attendance to Directors' Meeting

The office of a director will become vacant if the director is absent from more than 50% of the total board of directors' meetings held during a financial year.

4.3 Training

Director must ensure that he attends such training programmes as may be prescribed by the Exchange from time to time.

Continuous training for directors is important to enable the directors to effectively discharge their duties. In this respect, the board of directors must on a continuous basis, evaluate and determine the training needs of its directors. The subject matter of training must be one that aids the director in the discharge of his duties as a director.

Directors are required to disclose to the Company Secretary on the training attended at the end of each financial year.



5. INSIDER DEALING

Directors shall comply with all applicable laws relating to dealings with the securities of the Company and are prohibited to trade in the Company's securities affected by or on behalf of a person with knowledge of relevant but non-public material information regarding the Group.

Directors who commits insider trading, may be subjected to the relevant criminal and civil actions under Malaysian Law which includes Capital Markets and Services Act 2007.

6. CONFLICTS OF INTEREST

The Directors should avoid involving themselves in situations where there is real or apparent conflict of interest between them as individuals and the interest of the Group. Directors must not use their positions or knowledge gained directly or indirectly in the course of their duties or employment for private or personal advantage (directly or indirectly).

In addition, a Director shall avoid any situation in which the Director has an interest in any entity or matter that may influence the Director's judgment in the discharge of responsibilities.

In doubt, Directors should adopt the highest standard of conduct and to consult Chairman prior to making any decision.

7. CONFIDENTIAL INFORMATION

All information obtained in the Company's business, customer and suppliers, which Directors have privy access or knowledge must be considered privileged and confidential and to be kept strictly confidential at all times.

Unless authorised by the Board or required by law or regulatory body, Directors must not disclose to a third party on any information or make any forward looking statements which are price sensitive in nature.

8. LAW COMPLIANCE OBLIGATIONS

All Directors must have or acquire appropriate knowledge and skills relating to their duties sufficient to enable them to identify potential non-compliance matters and to seek advice from the Management or advisors.

All Directors are expected to comply with all applicable laws, rules and regulations of the jurisdictions which the Group operates that are applicable to their positions and work.



9. INTEGRITY AND PROFESSIONALISM

Directors should be remembered that they represent the Company and are constantly being judged and otherwise appraised by the public. All Directors should conduct with the highest degree of integrity and professionalism in the workplace or any other location while on Company's business.

10. REPRESENTATION

The Company shall be represented by the Board and its Authorised Spokespersons ("AS") in all its public appearances in disclosing information related to the Company's activities to the public at large i.e. the media, the financial community, employees and shareholders.

All disclosure of information must strictly adhere to the Corporate Disclosure Policy set up by the Company and is the responsibility of the Board to ensure the adherence.

11. GIFTS AND HOSPITALITY

Directors shall not accept from any firms or individuals doing or seeking to do business with the Company any of the following:

- a. Raw materials, services, repairs at no cost or at unreasonably low prices
- b. Loans or advances (other than financial institutions)
- c. Excessive or extravagant entertainment
- d. Gifts as cash or in kind and gift certificates (except gifts in relation to cultural celebration)

12. ANTI-BRIBERY

Directors are prohibited to or prohibited to attempt to offer, give, ask for, accept or receive any form of bribe. A bribe occurs when someone attempts to influence a decision by offering some form of undue or improper advantage, incentive or favour.

13. HEALTH, SAFETY AND ENVIRONMENT

The Company is committed to provide a working environment which is safe, secure and free of danger, harassment, intimidation, threats and violence. The Company takes the policy to comply with all the applicable environmental safety and health laws and regulations and strive to implement industry recognised best practices whenever possible.



The Directors shall at all times be committed to the following:

- a. Inhibit wasteful use of natural resources.
- b. Protecting the environment by minimizing and mitigating environmental impacts throughout the life cycle of operations and minimize harmful emissions to environment, including waste, air emissions and discharges to water.

14. COMPANY'S RECORDS

All Company's records are to be prepared precisely, reliably and honestly.

Especially the Directors whom are in-charge of financial statements preparation and contribute to the creation of business records, covering from submission of order records, expense records, and invoice records; to take obligation to maintain business and statutory records for corporate, operational, legal, financial, historical and other purposes seriously and to take appropriate steps to ensure that the content, context and structure of the records are true and reliable.

15. COMPANY ASSETS AND PROPERTIES PROTECTION

Directors are expected to be accountable to take reasonable care to manage and protect the Company's properties and assets, entrusted to them. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, goodwill, harmonious relations with customers and suppliers.

Company's properties and assets are to be used for legitimate business purposes only or any other purposes approved by the Board.

The Directors are expected to know that they do not have legal ownership of the Company's assets and properties but do have effective control of them. Hence, all Company's assets and properties are for use and employ for legitimate purposes, in the best interests of the Company.

16. AMENDMENTS TO THE CODE

This Code shall be reviewed by the Board and amendments to be made from time to time to be in line with the changes in law, governance code couple with the change in Company's vision, mission and business plan.

Directors shall be fully informed of any amendments to the Code.



17. ENFORCEMENT OF THE CODE

All Directors are to be accountable for full compliance to the Code.

18. NON-COMPLIANCE

In breach of the Code by Directors, the Board is to take necessary action to ratify on the non-compliance by Directors.