



## TOP GLOVE CORPORATION BHD

(Company No. 474423-X)

(Incorporated in Malaysia)

www.topglove.com

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of the Company will be held at TG Grand Ballroom 1, Level 9, Top Glove Tower of 16, Persiaran Setia Dagang, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan, Malaysia on Tuesday, 9 January 2018 at 12.30 p.m. or immediately upon the conclusion of the 19th Annual General Meeting of the Company to be held at the same venue at 11.00 a.m. on the same day, whichever is later, and at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

#### ORDINARY RESOLUTION 1

**PROPOSED ESTABLISHMENT OF A NEW EMPLOYEES' SHARE OPTION SCHEME OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES IN THE COMPANY ("SHARES") (EXCLUDING TREASURY SHARES) FOR THE ELIGIBLE EMPLOYEES AND EXECUTIVE DIRECTORS OF THE COMPANY AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES) ("PROPOSED NEW ESOS")**

**"THAT** subject to the approvals of all the relevant regulatory authorities being obtained, the board of directors of the Company (**"Board"**) be and is hereby authorised to:

- (i) establish and implement an employees' share option scheme for the benefit of the employees and executive directors of the Company and its subsidiaries (excluding dormant subsidiaries) who fulfil the eligibility criteria for participation in the Proposed New ESOS (**"Eligible Employees"**), under which options will be offered to the Eligible Employees to subscribe for new Shares at a pre-determined price (**"Options"**), which shall be administered by a committee to be appointed by the Board (**"New ESOS Committee"**) in accordance with the by-laws of the Proposed New ESOS (**"New ESOS By-Laws"**);
- (ii) issue and allot such number of new Shares from time to time to the Eligible Employees as may be required for the purpose of or in connection with the Proposed New ESOS, provided that the total number of Shares which may be issued under the Proposed New ESOS and any other schemes involving issuance of new Shares to employees which are still subsisting shall not exceed 10% of the total number of issued Shares (excluding treasury shares) at any one time, and that such new Shares will, upon allotment and issue, rank equally in all respects with the existing Shares, except that the new Shares will not be entitled to any dividends, rights, allotments and other distributions which may be declared, made or paid to shareholders, the entitlement date of which is before the date of allotment and issue of the new Shares;
- (iii) modify and/or amend the Proposed New ESOS and the New ESOS By-Laws from time to time, provided that such modifications and/or amendments are permitted and are effected in accordance with the provisions of the New ESOS By-Laws relating to modifications and/or amendments; and
- (iv) do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreement, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate its power as may be necessary or expedient in order to give full effect to the Proposed New ESOS and the terms of the New ESOS By-Laws;

**AND THAT** the Board be and is hereby authorised to give effect to the Proposed New ESOS with full power to consent to and to adopt any such conditions, modifications, variations and/or amendments (including adopting such modifications, variations and/or amendments to the New ESOS By-Laws) as it may deem fit and/or as may be required by the relevant regulatory authorities;

**AND THAT** the draft New ESOS By-Laws as set out in Appendix II of the circular to shareholders of the Company dated 20 December 2017, which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Listing Requirements**"), be and is hereby approved and adopted."

## **ORDINARY RESOLUTION 2**

### **PROPOSED ALLOCATION OF OPTIONS TO TAN SRI DR LIM WEE CHAI**

**"THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the New ESOS Committee to offer, from time to time throughout the duration of the Proposed New ESOS, Options to subscribe for such number of new Shares under the Proposed New ESOS to Tan Sri Dr Lim Wee Chai, the Chairman and major shareholder of the Company, provided that not more than 10% of the Shares made available under the Proposed New ESOS and any other employee share schemes which may be implemented from time to time by the Company is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued Shares (excluding treasury shares), subject always to such terms and conditions of the New ESOS By-Laws and/or any adjustments which may be made in accordance with the provisions of the New ESOS By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."

## **ORDINARY RESOLUTION 3**

### **PROPOSED ALLOCATION OF OPTIONS TO DATO' LEE KIM MEOW**

**"THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the New ESOS Committee to offer, from time to time throughout the duration of the Proposed New ESOS, Options to subscribe for such number of new Shares under the Proposed New ESOS to Dato' Lee Kim Meow, the Managing Director of the Company, provided that not more than 10% of the Shares made available under the Proposed New ESOS and any other employee share schemes which may be implemented from time to time by the Company is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued Shares (excluding treasury shares), subject always to such terms and conditions of the New ESOS By-Laws and/or any adjustments which may be made in accordance with the provisions of the New ESOS By-Laws and Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."

#### **ORDINARY RESOLUTION 4**

##### **PROPOSED ALLOCATION OF OPTIONS TO PUAN SRI TONG SIEW BEE**

“**THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the New ESOS Committee to offer, from time to time throughout the duration of the Proposed New ESOS, Options to subscribe for such number of new Shares under the Proposed New ESOS to Puan Sri Tong Siew Bee, the Executive Director and major shareholder of the Company, provided that not more than 10% of the Shares made available under the Proposed New ESOS and any other employee share schemes which may be implemented from time to time by the Company is allocated to her if she, either singly or collectively through persons connected with her, holds 20% or more of the total number of issued Shares (excluding treasury shares), subject always to such terms and conditions of the New ESOS By-Laws and/or any adjustments which may be made in accordance with the provisions of the New ESOS By-Laws and Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.”

#### **ORDINARY RESOLUTION 5**

##### **PROPOSED ALLOCATION OF OPTIONS TO LIM HOOI SIN**

“**THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the New ESOS Committee to offer, from time to time throughout the duration of the Proposed New ESOS, Options to subscribe for such number of new Shares under the Proposed New ESOS to Lim Hooi Sin, the Executive Director and major shareholder of the Company, provided that not more than 10% of the Shares made available under the Proposed New ESOS and any other employee share schemes which may be implemented from time to time by the Company is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued Shares (excluding treasury shares), subject always to such terms and conditions of the New ESOS By-Laws and/or any adjustments which may be made in accordance with the provisions of the New ESOS By-Laws and Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.”

#### **ORDINARY RESOLUTION 6**

##### **PROPOSED ALLOCATION OF OPTIONS TO LIM CHEONG GUAN**

“**THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the New ESOS Committee to offer, from time to time throughout the duration of the Proposed New ESOS, Options to subscribe for such number of new Shares under the Proposed New ESOS to Lim Cheong Guan, the Executive Director of the Company, provided that not more than 10% of the Shares made available under the Proposed New ESOS and any other employee share schemes which may be implemented from time to time by the Company is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued Shares (excluding treasury shares), subject always to such terms and conditions of the New ESOS By-Laws and/or any adjustments which may be made in accordance with the provisions of the New ESOS By-Laws and Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.”

## **ORDINARY RESOLUTION 7**

### **PROPOSED ALLOCATION OF OPTIONS TO LIM JIN FENG**

“**THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the New ESOS Committee to offer, from time to time throughout the duration of the Proposed New ESOS, Options to subscribe for up to 400,000 new Shares under the Proposed New ESOS to Lim Jin Feng, a major shareholder of the Company and a person connected with Tan Sri Dr Lim Wee Chai and Puan Sri Tong Siew Bee, provided that not more than 10% of the Shares made available under the Proposed New ESOS and any other employee share schemes which may be implemented from time to time by the Company is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued Shares (excluding treasury shares), subject always to such terms and conditions of the New ESOS By-Laws and/or any adjustments which may be made in accordance with the provisions of the New ESOS By-Laws and Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.”

## **ORDINARY RESOLUTION 8**

### **PROPOSED ALLOCATION OF OPTIONS TO LEW SIN CHIANG**

“**THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the New ESOS Committee to offer, from time to time throughout the duration of the Proposed New ESOS, Options to subscribe for up to 500,000 new Shares under the Proposed New ESOS to Lew Sin Chiang, a person connected with Puan Sri Tong Siew Bee, provided that not more than 10% of the Shares made available under the Proposed New ESOS and any other employee share schemes which may be implemented from time to time by the Company is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued Shares (excluding treasury shares), subject always to such terms and conditions of the New ESOS By-Laws and/or any adjustments which may be made in accordance with the provisions of the New ESOS By-Laws and Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.”

### **By Order of the Board**

**CHUA SIEW CHUAN**  
(MAICSA 0777689)  
Chartered Secretary

**CHIN MUN YEE**  
(MAICSA 7019243)  
Chartered Secretary

**NGIAN YOKE FUNG**  
(MAICSA 7049093)  
Chartered Secretary

SHAH ALAM  
20 December 2017

#### *Notes:*

- 1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 2 January 2018 (General Meeting Record of Depositors) shall be eligible to attend the Meeting.*
- 2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.*
- 3. Where a holder appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.*

4. *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.*
5. *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**omnibus account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
6. *The instrument appointing a proxy must be deposited at the office of the Share Registrar, Securities Services (Holdings) Sdn Bhd, at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the Meeting or at any adjournment thereof.*