



TOP GLOVE CORPORATION BHD

(Company No. 474423-X)
(Incorporated in Malaysia)

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 Thursday, 8 March 2018 at 10.00 a.m. and at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications the following resolution:

ORDINARY RESOLUTION

PROPOSED ACQUISITION OF 270,850,119 ORDINARY SHARES IN ASPION SDN BHD (“ASPION”) (“ASPION SHARES”), REPRESENTING THE ENTIRE EQUITY INTEREST IN ASPION, FOR A PURCHASE CONSIDERATION OF RM1,370.0 MILLION, PLUS FINESSES INCENTIVE PAYMENTS TO BE DETERMINED AND PAID LATER (“PROPOSED ACQUISITION”)

“**THAT**, subject to the approvals of all relevant authorities being obtained, approval be and is hereby given for the Company to acquire 270,850,119 ordinary shares in Aspion, representing the entire equity interest in Aspion, for a purchase consideration of RM1,370.0 million, of which RM1,233.0 million will be satisfied in cash and the balance of RM137.0 million will be satisfied via the issuance of 20,505,000 new ordinary shares in the Company (“**Consideration Shares**”) at an issue price of about RM6.6813 each, plus incentive payments to be determined and paid later in accordance with and subject to the terms and conditions stipulated in the conditional share purchase agreement dated 12 January 2018 entered into between the Company and Adventa Capital Pte. Ltd.;

THAT the Consideration Shares will, upon allotment and issue, rank equally in all respects with the existing Shares, except that the Consideration 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 Consideration Shares;

AND THAT the board of directors of the Company (“**Board**”) be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or agreements (including, without limitation, the affixing of the Company’s common seal, where necessary), arrangements, deeds, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations, guarantees and/or other documents to or with any party or parties as the Board may consider necessary to give effect to and complete the Proposed Acquisition and with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Acquisition.”

By Order of the Board

CHUA SIEW CHUAN
(MAICSA 0777689)
Chartered Secretary

CHIN MUN YEE
(MAICSA 7019243)
Chartered Secretary

SHAH ALAM
14 February 2018

Notes:

1. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 1 March 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 Damanela, 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.*