

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**EGM**") of Top Glove Corporation Bhd ("**Top Glove**" or 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 Wednesday, 10 October 2018 at 10:30 a.m. or immediately upon the conclusion of the other EGM of Top Glove to be held at the same venue at 10:00 a.m. on the same day, whichever is later, or 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 BONUS ISSUE OF UP TO 1,280,229,124 NEW ORDINARY SHARES IN TOP GLOVE ("TOP GLOVE SHARES") ("BONUS SHARES") ON THE BASIS OF 1 BONUS SHARE FOR EVERY 1 EXISTING TOP GLOVE SHARE HELD ("PROPOSED BONUS ISSUE")**

"THAT, subject to the passing of the Special Resolution, and the approvals of all relevant authorities and/or parties being obtained:

- (a) the Proposed Bonus Issue as set out in section 2.1 of the circular to shareholders of the Company dated 18 September 2018 ("**Circular**"), be and is hereby approved;
- (b) the board of directors of the Company ("**Board**") be and is hereby empowered and authorised to allot and issue up to 1,280,229,124 new Top Glove Shares in the share capital of the Company (including treasury shares) on the entitlement date to be determined later on the basis of 1 Bonus Share for every 1 existing Top Glove Share held on such date;

THAT, the Bonus Shares shall, upon allotment and issue, rank equally in all respects with the then existing issued Top Glove Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other distributions unless the allotment and issue of such Bonus Shares were made on or before the entitlement date of such dividends, rights, allotments and/or other distributions;

AND THAT, the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effects to the Proposed Bonus Issue."

ORDINARY RESOLUTION 2**PROPOSED ISSUANCE OF GUARANTEED EXCHANGEABLE BONDS WITH AN AGGREGATE PRINCIPAL AMOUNT OF UP TO UNITED STATES DOLLARS ("USD") 300 MILLION ("PROPOSED BONDS ISSUE")**

"THAT, subject to the approvals of all relevant authorities and/or parties being obtained:

- (a) approval be and is hereby given to the Company to issue guaranteed exchangeable bonds with an aggregate principal amount of up to USD300 million ("**Bonds**") via Top Glove Labuan Ltd ("**Top Glove Labuan**") with a coupon rate (if any) and at an issue price to be determined later and that the Bonds, shall be unconditionally and irrevocably guaranteed by the Company, and exchangeable into new Top Glove Shares at an exchange price to be determined by the Directors and otherwise on such further terms and conditions as the Directors may determine and as provided in the trust deed to be entered into by Top Glove Labuan, the Company and the trustee for the Bonds ("**Trust Deed**") and/or such other documents to be entered into constituting the Bonds;
- (b) the use of proceeds from the Proposed Bonds Issue, as detailed in Section 5 of the Circular, be and is hereby approved; and
- (c) the Board be and is hereby empowered and authorised to:
 - (i) allot and issue such number of new Top Glove Shares, credited as fully paid-up, to the order of the holders of the Bonds which are required to be issued upon the exchange of the Bonds in accordance with the terms and conditions of the Bonds to be provided in the Trust Deed;
 - (ii) vary the manner and/or purpose of use of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, and in the best interest of the Company, subject to (where required) the approval of the relevant authorities;

THAT, such new Top Glove Shares shall, upon allotment and issue, rank equally in all respects with the then existing issued Top Glove Shares, save and except that such new Top Glove Shares will not be entitled to any dividends, rights, allotments and/or other distributions unless the allotment and issue of such new Top Glove Shares were made on or before the entitlement date of such dividends, rights, allotments and/or other distributions;

AND THAT, the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements, deeds, undertakings, indemnities, transfers, assignments and guarantees and/or documents with any party or parties as it may consider necessary or expedient in order to implement and complete the Proposed Bonds Issue including but not limited to, determine the terms and conditions of the Bonds, make applications to authorities and regulatory bodies for any approvals and consents required, with full powers to assent to and accept any condition, modification, variation, arrangement and/or amendment to the terms and conditions of the Bonds, as the Board may deem fit, necessary, expedient and/or appropriate in the best interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to take all steps as it considers necessary in connection therewith in order to implement, finalise and give full effect to the Proposed Bonds Issue and that all previous actions taken by the Board or any Director of the Board in connection with the Proposed Bonds Issue are hereby ratified."

SPECIAL RESOLUTION**PROPOSED AMENDMENTS TO THE CONSTITUTION OF TOP GLOVE ("PROPOSED AMENDMENTS")**

"THAT, subject to the passing of the Ordinary Resolution 1 and the approvals of all relevant authorities and/or parties (if required) being obtained, the proposed amendments to the Constitution of the Company as set out in the Circular be and are hereby approved;

AND THAT, the Board be and is hereby authorised and empowered to sign, execute, deliver and cause to be delivered on behalf of the Company all documents as the Board may consider necessary, with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as the Board may deem fit, necessary and/or expedient to implement, finalise and give full effect to the Proposed Amendments."

By Order of the Board

CHUA SIEW CHUAN
(MAICSA 0777689)
Chartered Secretary

CHIN MUN YEE
(MAICSA 7019243)
Chartered Secretary

LIM KEAT SEE
(MAICSA 7020290)
Chartered Secretary

SHAH ALAM

18 September 2018

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors as at 3 October 2018 shall be eligible to attend, speak and vote at the EGM.
2. A member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than 2 proxies to attend, speak 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 EGM shall have the same rights as the member to speak at the EGM.
3. Where a holder appoints more than 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 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 48 hours before the time appointed for holding the EGM or at any adjournment thereof.