



# TOP GLOVE CORPORATION BHD.

(Company No. 474423-X)

"Top Glove, Top Quality, Top Efficiency,

Good Health, Safety First & Be Honest"

The World's Largest Rubber Glove Manufacturer

## NOTICE OF THE FOURTEENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Fourteenth Annual General Meeting of the Company will be held at Ballroom 1 (First Floor), Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Wilayah Persekutuan on Tuesday, 8 January 2013 at 11:30 a.m. for the following purposes:

### AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 August 2012 together with the Reports of the Directors and the Auditors thereon.
- To approve the declaration of a Single Tier Final Dividend of 9 sen per share (18%) for the financial year ended 31 August 2012. **(Resolution 1)**
- To approve the payment of Directors' Fees for the financial year ended 31 August 2012. **(Resolution 2)**
- To re-elect the following Directors who retire pursuant to Article 94 of the Company's Articles of Association and being eligible, have offered themselves for re-election:
  - Tan Sri Lim Wee Chai **(Resolution 3)**
  - Lim Hooi Sin **(Resolution 4)**
- To pass the following resolution:
 

"That the following Directors who have attained the age of over seventy (70) years, be and are hereby re-appointed as Directors of the Company and to hold office until the conclusion of the next Annual General Meeting:

  - Tan Sri Dato' Seri Arshad Bin Ayub **(Resolution 5)**
  - Mr. Sekarajasekaran a/l Arasaratnam **(Resolution 6)**
  - Tan Sri Dato' Dr. Lin See Yan **(Resolution 7)**
- To re-appoint Messrs. Ernst & Young as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorize the Directors to fix their remuneration. **(Resolution 8)**
- As Special Business**

To consider and, if thought fit, with or without any modification, to pass the following resolutions which will be proposed as Ordinary / Special Resolutions:

  - Ordinary Resolution No. 1**
    - Authority To Issue Shares Pursuant To Section 132D Of The Companies Act, 1965**

"THAT subject to Section 132D of the Companies Act, 1965 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

**(Resolution 9)**
  - Ordinary Resolution Nos. 2 and 3**
    - Retention of Independent Directors**

To retain the following Directors as Independent Non-Executive Directors of the Company in accordance with Malaysian Code on Corporate Governance 2012:

      - Tan Sri Dato' Seri Arshad Bin Ayub **(Resolution 10)**
      - Mr. Sekarajasekaran a/l Arasaratnam **(Resolution 11)**
  - Ordinary Resolution No. 4**
    - Proposed Renewal of Authority For Share Buy-Back**

"THAT subject to the Companies Act, 1965, the Company's Memorandum and Articles of Association, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements and the approvals of all relevant governmental and/or regulatory authority (if any), the Company be and is hereby authorised to purchase such amount of ordinary shares of RM0.50 each in the Company ("Proposed Share Buy-Back") as may be determined by the Board from time to time through Bursa Securities upon such terms and conditions as the Board may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution shall not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company;

AND THAT the maximum amount of funds to be utilised for the purpose of the Proposed Share Buy-Back shall not exceed the aggregate retained profits or share premium account of the Company based on its audited financial statements for the financial year ended 31 August 2012 of RM 747,411,000.00 and RM 174,197,000.00 respectively;

AND THAT at the discretion of the Board, the shares of the Company to be purchased are proposed to be cancelled and/or retained as treasury shares and/or distributed as dividends and/or resold on Bursa Securities;

AND THAT such authority shall commence immediately upon passing of this resolution until:

      - the conclusion of the next Annual General Meeting of the Company following the General Meeting at which such resolution was passed at which time it will lapse unless by ordinary resolution passed at that Meeting, the authority is renewed, either unconditionally or subject to conditions;
      - the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
      - the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in General Meeting, whichever is the earlier;

AND THAT the Board be and is hereby authorised to take such steps to give full effect to the Proposed Share Buy-Back with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

**(Resolution 12)**
  - Special Resolution**
    - Proposed Amendments to Articles of Association of the Company**

"That, the Proposed Amendments to the Articles of Association of the Company as set out in Part A of the Circular to Shareholders dated 14 November 2012 be and are hereby approved and adopted AND THAT the Board of Directors and Secretaries of the Company be and are hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said Proposed Amendments to the Company's Articles of Association."

**(Resolution 13)**
- To transact any other ordinary business for which due notice shall have been given.

### NOTICE OF DIVIDEND ENTITLEMENT

**NOTICE IS ALSO HEREBY GIVEN THAT** a Single Tier Final Dividend of 9 sen per share (18%) in respect of the financial year ended 31 August 2012 will be payable on 24 January 2013 to depositors who are registered in the Record of Depositors at the close of business on 11 January 2013, if approved by members at the forthcoming Fourteenth Annual General Meeting on 8 January 2013.

A Depositor shall qualify for entitlement only in respect of:

- Shares transferred into the Depositor's Securities Account before 4:00 p.m. on 11 January 2013 in respect of ordinary transfers; and
- Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board

**CHUA SIEW CHUAN**

(MAICSA 0777689)

Company Secretary

**CHIN MUN YEE**

(MAICSA 7019243)

Company Secretary

**NGIAN YOKE FUNG**

(MAICSA 7049093)

Company Secretary

Subang Jaya

14 November 2012

### Explanatory Note to Special Business:

#### 1. Authority pursuant to Section 132D of the Companies Act, 1965

Ordinary Resolution No. 1 is proposed for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to Section 132D of the Companies Act, 1965, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued and paid-up share capital of the Company for the time being. The General Mandate, unless revoked or varied by the Company in General Meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The General Mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to placement of shares for the purpose of funding future investment project(s), working capital and/or acquisition(s).

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Thirteenth Annual General Meeting held on 10 January 2012 and which will lapse at the conclusion of the Fourteenth Annual General Meeting.

#### 2. Retention as Independent Non-Executive Directors of the Company pursuant to the Malaysian Code on Corporate Governance 2012

##### (a) Tan Sri Dato' Seri Arshad Bin Ayub

Tan Sri Dato' Seri Arshad Bin Ayub was appointed as Independent Non-Executive Director of the Company on 4 September 2010, and has, therefore served for more than nine (9) years. As at the date of the notice of the Annual General Meeting, he has served the Company for 12 years. However, he has met the independence guidelines as set out in Chapter 1 of Bursa Securities Main Market Listing Requirements. The Board, therefore, considers him to be independent and believes that he should be retained as Independent Non-Executive Director.

##### (b) Mr. Sekarajasekaran a/l Arasaratnam

Mr. Sekarajasekaran a/l Arasaratnam was appointed as Independent Non-Executive Director of the Company on 4 September 2000 and redesignated as Senior Independent Non-Executive Director on 21 February 2011, and has, therefore served for more than nine (9) years. As at the date of the notice of the Annual General Meeting, he has served the Company for 12 years. However, he has met the independence guidelines as set out in Chapter 1 of Bursa Securities Main Market Listing Requirements. The Board, therefore, considers him to be independent and believes that he should be retained as Independent Non-Executive Director.

#### 3. Proposed Renewal of Authority for Share Buy-Back

Ordinary Resolution No. 2 is proposed for the purpose of renewing the authority granted by the shareholders of the Company at the Thirteenth Annual General Meeting held on 10 January 2012. The proposed renewal will allow your Board of Directors to exercise the power of the Company to purchase not more than 10% of the issued and paid-up share capital of the Company at any time within the time period stipulated in Bursa Malaysia Securities Berhad Main Market Listing Requirements.

#### 4. Proposed Amendments to Articles of Association of the Company

The Special Resolution is intended to streamline the Company's Articles of Association with the recent amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad which took effect on 3 January 2012.

### Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 31 December 2012 (General Meeting Record of Depositors) shall be eligible to attend the Meeting.
- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more 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 and the provisions of Sections 149(1) (a), (b), (c) and (d) of the Companies Act, 1965 shall not apply to the Company. 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.
- Where a holder appoints two or more proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- 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.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.
- The instrument appointing a proxy must be deposited at the Secretarial Office of the Company at Level 7, Menara Milenium, Jalan Damansara, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time for holding the Meeting or at any adjournment thereof.