



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 SIXTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting of the Company will be held at Ballroom 1 (Ground Floor), Setia City Convention Centre of No. 1, Jalan Setia Dagang AG U13/AG, Setia Alam Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan, Malaysia on Thursday, 8 January 2015 at 11:30 a.m. for the following purposes:

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 August 2014 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 2014. (Resolution 1)
- To approve the payment of Directors' Fees for the financial year ended 31 August 2014. (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:
(a) Tan Sri Lim Wee Chai; (Resolution 3)
(b) Lim Cheong Guan; and (Resolution 4)
(c) Lim Han Boon. (Resolution 5)
- To pass the following resolutions pursuant to Section 129 (6) of the Companies Act, 1965:
"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:
(a) Tan Sri Dato' Seri Utama Arshad Bin Ayub; (Resolution 6)
(b) Mr. Sekarajasekaran a/l Arasaratnam; and (Resolution 7)
(c) Tan Sri Dato' Dr. Lin See Yan." (Resolution 8)
- To re-appoint Messrs. Ernst & Young as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Resolution 9)
- 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 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 10)
- Ordinary Resolution Nos. 2 and 3**
Retention of Independent Directors
"THAT subject to the passing of Resolutions Nos. 6 and 7 respectively, approval be and is hereby given to retain the following Directors who have served as Independent Non-Executive Directors of the Company for more than nine (9) years in accordance with Malaysian Code on Corporate Governance 2012:
(a) Tan Sri Dato' Seri Utama Arshad Bin Ayub; and (Resolution 11)
(b) Mr. Sekarajasekaran a/l Arasaratnam. (Resolution 12)
- 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 2014 of RM880,864,000.00 and RM180,673,000.00 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:
(i) 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;
(ii) the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
(iii) 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 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 in respect of the financial year ended 31 August 2014 will be payable on 29 January 2015 to depositors who are registered in the Record of Depositors at the close of business on 14 January 2015, if approved by members at the forthcoming Sixteenth Annual General Meeting on 8 January 2015.

A Depositor shall qualify for entitlement only in respect of:

- Shares transferred into the Depositor's Securities Account before 4:00 p.m. on 14 January 2015 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of Bursa Securities.

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

Subang Jaya
12 November 2014

NOTES TO THE NOTICE OF THE SIXTEENTH ANNUAL GENERAL MEETING:

Proxy

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 30 December 2014 (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 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 not less than 48 hours before the time appointed for holding the Meeting or at any adjournment thereof.

Audited Financial Statements for financial year ended 31 August 2014

- The Audited Financial Statements under Agenda 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act 1965 does not require the Audited Financial Statements to be formally approved by the shareholders. As such, this item is not put forward for voting.

Declaration of Single Tier Final Dividend of 9 sen per share (18%) for financial year ended 31 August 2014

- In accordance with Article 153 of the Company's Articles of Association, the Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors. A Single Tier Final Dividend of 9 sen per share (18%) based on 620,683,862 ordinary shares as at the date of the Notice amounting to RM55,861,547.58 in respect of the financial year ended 31 August 2014 is proposed for shareholders' approval. The actual amount of final dividend per ordinary share would be dependent on the actual number of ordinary shares as at the Book Closure Date. Pursuant to Paragraph 8.26 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, the Single Tier Final Dividend, if approved, shall be paid not later than three (3) months from the date of the shareholders' approval.

Determination and Payment of Directors' fees

- Article 105 of the Company's Articles of Association provides that fees payable to Directors shall not be increased except pursuant to a resolution passed at a General Meeting. Therefore, shareholders' approvals are required for the determination and payment of Directors' fees amounting to RM11,140,000.00 for the financial year ended 31 August 2014.

Re-election of Directors who retire by rotation pursuant to Article 94

- Article 94 of the Company's Articles of Association provides that one third (1/3) of the Directors of the Company for the time being shall retire by rotation at an Annual General Meeting ("AGM") of the Company. All the Directors shall retire from office once at least in each three years but shall be eligible for re-election.

The profiles of the Directors who are standing for re-election as per Agenda 4 of the Notice of Sixteenth AGM are stated on pages 8, 14 and 15 of this Annual Report.

Re-appointment of Directors who have attained the age of over seventy (70) years pursuant to Section 129 (6) of the Companies Act, 1965

- Tan Sri Dato' Seri Utama Arshad Bin Ayub, Mr. Sekarajasekaran a/l Arasaratnam and Tan Sri Dato' Dr. Lin See Yan, who have attained the age of over 70 years, have offered themselves for re-election as Directors of the Company and to hold office until the conclusion of the next AGM. The re-appointment, shall take effect if the proposed Ordinary Resolutions 6, 7 and 8 are passed by a majority of not less than three-fourths of such members as being entitled to vote in person or, where proxies are allowed, by proxy at this Sixteenth AGM of which not less than 21 days' notice has been given.

The profiles of the Directors who are standing for re-appointment are stated on pages 9,11 and 15 of this Annual Report.

Re-appointment of Auditors

- The Audit Committee and the Board have considered the re-appointment of Messrs. Ernst & Young as Auditors of the Company and collectively agreed that Messrs. Ernst & Young has met the relevant criteria prescribed by Paragraph 15.21 of Bursa Malaysia Securities Berhad Main Market Listing Requirements.

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 AGM 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 Fifteenth AGM held on 7 January 2014 and which will lapse at the conclusion of the Sixteenth AGM.

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

- Tan Sri Dato' Seri Utama Arshad Bin Ayub**
Tan Sri Dato' Seri Utama Arshad Bin Ayub was appointed as Independent Non-Executive Director of the Company on 4 September 2000, and has, therefore served for more than nine (9) years. As at the date of the Notice of the AGM, he has served the Company for fourteen (14) years. However, he has met the independence guidelines as set out in Chapter 1 of Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Board, therefore, considers him to be independent and believes that he should be retained as Independent Non-Executive Director.
- 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 has, therefore served for more than nine (9) years. As at the date of the Notice of the AGM, he has served the Company for fourteen (14) years. However, he has met the independence guidelines as set out in Chapter 1 of Bursa Malaysia Securities Berhad 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. 4 is proposed for the purpose of renewing the authority granted by the shareholders of the Company at the Fifteenth AGM held on 7 January 2014. 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.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

There is no Director standing for election at the Sixteenth AGM of the Company.