



TOP GLOVE CORPORATION BHD.

(Company No. 474423-X)

(Incorporated in Malaysia under the Companies Act, 1965)

"Top Quality, Top Efficiency, Good Health, Safety First & Be Honest"

The World's Largest Rubber Glove Manufacturer

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at TG Grand Ballroom 2, Level 9, Top Glove Tower of 16, Persiaran Setia Dagang, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan, Malaysia on Wednesday, 6 January 2016 at 12:30 p.m. or immediately upon the conclusion of the 17th Annual General Meeting of the Company to be held at the same venue at 11:30 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 630,697,962 ORDINARY SHARES OF RM0.50 EACH IN THE COMPANY ("TOP GLOVE SHARES") ("BONUS SHARES") ON THE BASIS OF 1 BONUS SHARE FOR EVERY 1 EXISTING TOP GLOVE SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")

"THAT, subject to the passing of Ordinary Resolution 3 and the Special Resolution as well as the approvals of all relevant regulatory authorities being obtained, the Board of Directors of the Company ("Board") be and is hereby authorised to capitalise an amount of up to RM315,348,981 from the share premium account and retained earnings of the Company, and to apply such capitalised sums to make payment in full for up to 630,697,962 Bonus Shares to be credited as fully paid-up to the shareholders whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later on the basis of 1 Bonus Share for every 1 existing Top Glove Share held;

THAT fractional entitlements arising from the Proposed Bonus Issue, if any, will be disregarded and the aggregate of such fractions shall be dealt with in such manner as the Board shall in its absolute discretion deem fit or expedient and in the best interest of the Company;

THAT the Bonus Shares shall, upon allotment and issue, rank *pari passu* in all respects with the then existing Top Glove Shares, save and except that they will not be entitled to any dividends, rights, allotments and/or other distributions, in respect of which the entitlement date is prior to the date of allotment and issuance of the Bonus Shares;

AND THAT the Board be and is hereby authorised 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 by the relevant authorities and to deal with all matters relating thereto and to take all such steps and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE GRANT PLAN OF UP TO 15% OF THE ISSUED AND PAID-UP SHARE CAPITAL (EXCLUDING TREASURY SHARES) OF THE COMPANY ("PROPOSED ESGP")

"THAT, subject to the approvals of all relevant regulatory authorities being obtained, the Board be and is hereby authorised to:

- establish and implement an employees' share grant plan 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 ESGP ("Eligible Employees"), under which awards of Top Glove Shares without any consideration payable shall be made, which shall be administered by a committee to be appointed by the Board ("ESGP Committee") in accordance with the by-laws of the Proposed ESGP referred to in the circular to shareholders of the Company dated 16 November 2015 ("By-Laws");
- issue and allot such number of new Top Glove Shares and/or to transfer existing Top Glove Shares from time to time to the Eligible Employees as may be required for the purpose of or in connection with the Proposed ESGP, provided that the aggregate number of Top Glove Shares which may be awarded under the Proposed ESGP and any other schemes involving issuance of new Top Glove Shares to employees which are still subsisting shall not exceed 15% of the issued and paid-up ordinary share capital of the Company (excluding treasury shares) at any one time and that such new Top Glove Shares shall, upon allotment and issue, rank *pari passu* in all respects with the then existing Top Glove Shares, save and except that they will not be entitled to any dividends, rights, allotments and/or other distributions in respect of which the entitlement date is prior to the date of allotment and issuance of the new Top Glove Shares;
- appoint a trustee ("Trustee") to facilitate the implementation and administration of the Proposed ESGP and to authorise the Trustee to, amongst others, acquire, subscribe for, transfer and/or dispose of Top Glove Shares for the purpose of the implementation and administration of the Proposed ESGP;
- provide, from time to time, money or other assistance (financial or otherwise) and/or authorise and/or procure any one or more of the subsidiaries of the Company to provide, from time to time, money or other assistance (financial or otherwise) to the Trustee, if required, to enable the Trustee to acquire and/or subscribe for Top Glove Shares for the purpose of the Proposed ESGP;
- modify and/or amend the Proposed ESGP, the By-Laws and/or the trust deed from time to time, provided that such modifications and/or amendments are permitted and are effected in accordance with the provisions of the By-Laws and/or the trust deed relating to modifications and/or amendments; and
- do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreement, deeds or undertakings (including but not limited to the trust deed with the Trustee) 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 ESGP and the terms of the By-Laws;

AND THAT the Board be and is hereby authorised to give effect to the Proposed ESGP with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed ESGP."

ORDINARY RESOLUTION 3

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RM400,000,000 COMPRISING 800,000,000 TOP GLOVE SHARES TO RM800,000,000 COMPRISING 1,600,000,000 TOP GLOVE SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"THAT, subject to the passing of the Special Resolution, the Board be and is hereby authorised to increase the authorised share capital of the Company from RM400,000,000 comprising 800,000,000 Top Glove Shares to RM800,000,000 comprising 1,600,000,000 Top Glove Shares by the creation of an additional 800,000,000 Top Glove Shares;

AND THAT the Board be and is hereby authorised to give effect to the Proposed Increase in Authorised Share Capital with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Increase in Authorised Share Capital."

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF AWARDS TO TAN SRI DR LIM WEE CHAI

"THAT, subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESGP Committee to award, from time to time throughout the duration of the Proposed ESGP, such number of Top Glove Shares under the Proposed ESGP to Tan Sri Dr Lim Wee Chai, the Chairman and major shareholder of the Company, provided that not more than 10% of the Top Glove Shares made available under the Proposed ESGP and any other schemes involving issuance of new Top Glove Shares to employees 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 issued and paid-up share capital of the Company (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("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 AWARDS TO LEE KIM MEOW

"THAT, subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESGP Committee to award, from time to time throughout the duration of the Proposed ESGP, such number of Top Glove Shares under the Proposed ESGP to Lee Kim Meow, the Managing Director of the Company, provided that not more than 10% of the Top Glove Shares made available under the Proposed ESGP and any other schemes involving issuance of new Top Glove Shares to employees 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 issued and paid-up share capital of the Company (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the 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 AWARDS TO PUAN SRI TONG SIEW BEE

"THAT, subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESGP Committee to award, from time to time throughout the duration of the Proposed ESGP, such number of Top Glove Shares under the Proposed ESGP to Puan Sri Tong Siew Bee, the

Executive Director and major shareholder of the Company, provided that not more than 10% of the Top Glove Shares made available under the Proposed ESGP and any other schemes involving issuance of new Top Glove Shares to employees 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 issued and paid-up share capital of the Company (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the 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 AWARDS TO LIM HOOI SIN

"THAT, subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESGP Committee to award, from time to time throughout the duration of the Proposed ESGP, such number of Top Glove Shares under the Proposed ESGP to Lim Hooi Sin, the Executive Director and major shareholder of the Company, provided that not more than 10% of the Top Glove Shares made available under the Proposed ESGP and any other schemes involving issuance of new Top Glove Shares to employees 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 issued and paid-up share capital of the Company (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the 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 AWARDS TO LIM CHEONG GUAN

"THAT, subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESGP Committee to award, from time to time throughout the duration of the Proposed ESGP, such number of Top Glove Shares under the Proposed ESGP to Lim Cheong Guan, the Executive Director of the Company, provided that not more than 10% of the Top Glove Shares made available under the Proposed ESGP and any other schemes involving issuance of new Top Glove Shares to employees 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 issued and paid-up share capital of the Company (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the 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 9

PROPOSED ALLOCATION OF AWARDS TO LIM JIN FENG

"THAT, subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESGP Committee to award, from time to time throughout the duration of the Proposed ESGP, up to 300,000 Top Glove Shares under the Proposed ESGP 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 Top Glove Shares made available under the Proposed ESGP and any other schemes involving issuance of new Top Glove Shares to employees 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 issued and paid-up share capital of the Company (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the 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 10

PROPOSED ALLOCATION OF AWARDS TO LEW SIN CHIANG

"THAT, subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESGP Committee to award, from time to time throughout the duration of the Proposed ESGP, up to 500,000 Top Glove Shares under the Proposed ESGP to Lew Sin Chiang, a person connected with Puan Sri Tong Siew Bee, the Executive Director of the Company, provided that not more than 10% of the Top Glove Shares made available under the Proposed ESGP and any other schemes involving issuance of new Top Glove Shares to employees 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 issued and paid-up share capital of the Company (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the 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 11

PROPOSED ALLOCATION OF AWARDS TO TONG SIEW SAN

"THAT, subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESGP Committee to award, from time to time throughout the duration of the Proposed ESGP, up to 200,000 Top Glove Shares under the Proposed ESGP to Tong Siew San, a person connected with Puan Sri Tong Siew Bee, the Executive Director of the Company, provided that not more than 10% of the Top Glove Shares made available under the Proposed ESGP and any other schemes involving issuance of new Top Glove Shares to employees 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 issued and paid-up share capital of the Company (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws and Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY ("PROPOSED AMENDMENTS")

"THAT, subject to the passing of Ordinary Resolution 3, it is hereby resolved that:

- Clause 5 of the Memorandum of Association of the Company be and is hereby substituted in its entirety with the following:
"The capital of the Company is RM800,000,000 Malaysian Currency divided into 1,600,000,000 ordinary shares of RM0.50 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise."
- Article 7 of the Articles of Association of the Company be and is hereby substituted in its entirety with the following:
"The authorised share capital of the Company is RM800,000,000 (Malaysian Ringgit: Eight Hundred Million) divided into 1,600,000,000 ordinary shares of RM0.50 (Malaysian Sen: Fifty) each."

AND THAT the Board be and is hereby authorised to give effect to the Proposed Amendments with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Amendments."

By Order of the Board

CHUA SIEW CHUAN

(MAICSA 70177689)

Chartered Secretary

CHIN MUN YEE

(MAICSA 7019243)

Chartered Secretary

NGIAN YOK FUNG

(MAICSA 7049093)

Chartered Secretary

Shah Alam

16 November 2015

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 28 December 2015 (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 Milennium, Jalan Damansara, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than 48 hours before the time appointed for holding the Meeting or at any adjournment thereof.