

**NOTICE IS HEREBY GIVEN THAT** the Twenty Second Annual General Meeting ("22<sup>nd</sup> AGM") of Top Glove Corporation Bhd ("**Top Glove**" or "**Company**") will be conducted fully virtual for the purpose of considering and if thought fit, passing with or without modifications, the resolutions set out in this notice:

<b>Day and Date</b>	: <b>Wednesday, 6 January 2021</b>
<b>Time</b>	: 10:30 a.m.
<b>Broadcast Venue</b>	: TG Grand Ballroom, Level 9, Top Glove Tower, 16, Persiaran Setia Dagang, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan, Malaysia <i>(Members/proxies will not be allowed to be physically present at the Broadcast Venue)</i>
<b>Online Meeting Platform</b>	: Securities Services ePortal <a href="https://sshsb.net.my/">https://sshsb.net.my/</a>
<b>Modes of Communication</b>	: 1. Typed text in the Online Meeting Platform 2. Email your questions to <a href="mailto:topglovecase@topglove.com.my">topglovecase@topglove.com.my</a> prior to the 22 <sup>nd</sup> AGM meeting date

**AGENDA**

- To receive the Audited Financial Statements for the financial year ended 31 August 2020 together with the Reports of the Directors and the Auditors thereon. (Refer to Note 9)
- To re-elect the following Directors who retire pursuant to Article 94 of the Company's Constitution and being eligible, have offered themselves for re-election:
  - Dato' Lim Han Boon (Resolution 1)
  - Tan Sri Rainer Althoff (Resolution 2)
  - Datuk Noripah Kamso (Resolution 3)
  - Datuk Dr. Norma Mansor (Resolution 4)
  - Ms Sharmila Sekarajasekaran (Resolution 5)
- To re-elect Mr Lim Andy, the Director who retires pursuant to Article 100 of the Company's Constitution and being eligible, has offered himself for re-election. (Resolution 6)
- To approve the payment of Directors' fees for the financial year ended 31 August 2020. (Resolution 7)
- To approve the payment of Directors' benefits (excluding Directors' fees) to the Non- Executive Directors up to an amount of RM300,000.00 from 7 January 2021 until the next Annual General Meeting of the Company to be held in year 2022. (Resolution 8)
- To re-appoint Messrs. Ernst & Young PLT 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** (Resolution 10)  
**Authority to Issue Shares pursuant to the Companies Act 2016 ("the Act")**  
"THAT subject to the Act, the Constitution of the Company, and the approvals from Bursa Malaysia Securities Berhad ("**Bursa Securities**") and any relevant governmental/ regulatory authority, the Directors of the Company be and are hereby empowered, pursuant to the Act, 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 total number of issued shares of the Company for the time being; **AND THAT** 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 Securities; **AND FURTHER 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."
  - Ordinary Resolution No. 2** (Resolution 11)  
**Proposed Retention of Independent Non-Executive Director**  
"THAT subject to passing of Resolution 1, Dato' Lim Han Boon who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance."
  - Ordinary Resolution No. 3** (Resolution 12)  
**Proposed Renewal of Share Buy-Back Authority**  
"THAT subject to the Companies Act 2016 ("**the Act**"), the Company's Constitution, Bursa Securities Main Market Listing Requirements ("**Main LR**") and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company ("**Proposed Share Buy-Back**") as may be determined by the Board of Directors ("**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 number of issued shares of the Company;  
**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 of the Company based on its Audited Financial Statements for the financial year ended 31 August 2020 of RM3,131,530,000;  
**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/or transferred the shares for the purposes of or under an employees' share scheme in the manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and Bursa Securities Main LR and any other relevant authorities for the time being in force;  
**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 this 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 condition, modification, variation and/or amendment 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."
- To transact any other ordinary business for which due notice shall have been given.

By Order of the Board of Directors

**CHUA SIEW CHUAN**  
SSM PC No.: 201908002648  
MAICSA No.: 0777689  
Chartered Secretary

**CHIN MUN YEE**  
SSM PC No.: 201908002785  
MAICSA No.: 7019243  
Chartered Secretary

**LIM KEAT SEE**  
SSM PC No.: 201908001159  
MAICSA No.: 7020290  
Chartered Secretary

Shah Alam  
13 November 2020

**NOTES TO THE NOTICE OF THE 22<sup>nd</sup> AGM**

- NOTES :**
- The 22<sup>nd</sup> AGM will be conducted fully virtual through live streaming and online remote voting via the Remote Participation and Voting ("**RPV**") facilities to be provided by SS E Solutions Sdn. Bhd. via Securities Services ePortal's platform at <https://sshsb.net.my/>. Please follow the procedures provided in the Administrative Details for the 22<sup>nd</sup> AGM in order to register, participate and vote remotely via the RPV facilities.
  - The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 ("**CA 2016**") and Article 64A of the Company's Constitution which require the Chairman of the Meeting to be present at the main venue of the Meeting. Members/proxies will not be allowed to be physically present at the Broadcast Venue.
  - In respect of deposited securities, only members whose names appear in the Record of Depositors on 31 December 2020 (General Meeting Record of Depositors) shall be eligible to participate in the 22<sup>nd</sup> AGM.
  - A member of the Company entitled to participate and vote at the 22<sup>nd</sup> AGM is entitled to appoint not more than two (2) proxies to participate, 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 by the member shall have the same rights as the member to participate, speak and vote at the 22<sup>nd</sup> AGM. The members or their proxies may submit questions to the Company at [topglovecase@topglove.com.my](mailto:topglovecase@topglove.com.my) prior to the 22<sup>nd</sup> AGM or via real time submission of typed texts through a text box within Securities Services ePortal's platform during live streaming of the 22<sup>nd</sup> AGM as the primary mode of communication. In the event of any technical glitch in the primary mode of communication, shareholders and proxies may email their questions to [eservices@sshsb.com.my](mailto:eservices@sshsb.com.my) during the 22<sup>nd</sup> AGM.
  - 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.
  - The instrument appointing a proxy or representative and the duly registered power of attorney or other authority, if any, shall be in writing under the hand of the appointor or his attorney duly appointed under a Power of Attorney, or, if such appointor is a corporation, either under its seal or under the hand of an officer or attorney duly appointed under a Power of Attorney.
  - 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.
  - The instrument appointing a proxy may be made via hardcopy or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the 22<sup>nd</sup> AGM or at any adjournment thereof:
    - In Hardcopy Form**  
The proxy form shall be deposited at the Share Registrar's office, Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damansara, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia.
    - By Electronic Means**  
The proxy form shall be electronically lodged via Securities Services ePortal's platform at <https://sshsb.net.my/> or by fax to +603-2094 9940 or by email to [eservices@sshsb.com.my](mailto:eservices@sshsb.com.my).

**9. Audited Financial Statements for the financial year ended 31 August 2020**

The Audited Financial Statements under Agenda 1 is meant for discussion only as the provision of Section 340(1) of the Act does not require the Audited Financial Statements to be formally approved by the shareholders. As such, this item is not put forward for voting.

**10. Re-election of Directors who retire by rotation pursuant to Article 94 of the Company's Constitution**

Article 94 of the Company's Constitution 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 (3) years but shall be eligible for re-election.

The profiles of the Directors who are standing for re-election as per Agenda 2 of the Notice of the 22<sup>nd</sup> AGM are stated on pages 18, 19, 21 and 22 of the Integrated Annual Report 2020.

**11. Re-election of Director who retires by rotation pursuant to Article 100 of the Company's Constitution**

Article 100 of the Company's Constitution provides that the Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the maximum number fixed by the Company's Constitution. Any Director so appointed shall hold office only until the next AGM of the Company when he shall retire but shall then be eligible for re-election but he shall not be taken into account in determining the Directors who are to retire by rotation at the meeting.

The profile of the Director who is standing for re-election as per Agenda 3 of the Notice of the 22<sup>nd</sup> AGM is stated on page 23 of the Integrated Annual Report 2020.

Any Director referred to in Resolutions 1 to 6, who is a shareholder of the Company will abstain from voting on the resolution in respect of his/her re-election at the 22<sup>nd</sup> AGM.

**12. Determination and Payment of Directors' Fees**

Paragraph 7.24 of Bursa Securities Main LR stipulates that the fees of Directors and any benefits payable to Directors shall be subject to annual shareholders' approval at a general meeting. Therefore, shareholders' approval is required for the determination and payment of Directors' fees amounting to RM2,108,600.00 for the financial year ended 31 August 2020.

**13. Directors' Benefits (excluding Directors' Fees)**

The Directors' benefits (excluding Directors' fees) comprise the meeting allowances payable to the Non-Executive Directors. The meeting allowances are fixed as follows:

Type of Meeting	Meeting Allowance per Meeting (RM)	
	Chairman	Non-Executive Director/Member
<b>Board</b>	Nil	1,500.00
<b>General</b>	Nil	1,500.00
<b>Board Committee</b>	1,200.00	1,000.00

In determining the estimated total Directors' benefits (excluding Directors' fees) for the period commencing 7 January 2021 until the next AGM ("**Relevant Period**"), the size of the Board and Board Committees as well as the estimated number of meetings scheduled to be held during the Relevant Period were taken into consideration.

**14. Re-appointment of Auditors**

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

**EXPLANATORY NOTE TO SPECIAL BUSINESS:**

**1. Authority to Issue Shares pursuant to the Act**

The proposed adoption of Ordinary Resolution No. 1 is for the purpose of granting a renewed general mandate ("**General Mandate**") and empowering the Directors of the Company, pursuant to the Act, 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 ten per centum (10%) of the total number of issued shares 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 fundraising 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, there were no new shares issued pursuant to the mandate granted to the Directors at the Twenty First (21<sup>st</sup>) AGM held on 8 January 2020 and which will lapse at the conclusion of the 22<sup>nd</sup> AGM.

**2. Retention of Independent Non-Executive Director**

The proposed adoption of Ordinary Resolution No. 2 is for the purpose of retention of Dato' Lim Han Boon, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance.

Dato' Lim Han Boon was appointed as an Independent Non-Executive Director of the Company since 21 February 2011 and was re-designated as Senior Independent Non-Executive Director of the Company on 8 January 2019.

The Board based on the recommendation of the Board Nomination and Remuneration Committee, considered him to be independent and believed that he should be retained as Senior Independent Non-Executive Director based on the following justifications:

- He has fulfilled the criteria of independence contained in the Corporate Governance Guide issued by Bursa Securities. He remains objective and independent in expressing his view and participating in Board's deliberations and decision making process;
- He has been with the Company for more than nine (9) years and is familiar with the Company's businesses and continued to participate actively in the Board and Board Committees meetings. He guided Management in an effective manner without compromising his independent and objective judgement and always act in the best interest of the Company;
- He has exercised his due care and carried out his professional duties proficiently during his tenure as Senior Independent Non-Executive Director as well as the Chairman and member of Board Committees; and
- He has vast working experience in the accounting and corporate finance fields, which enabled him to provide the Board with a diverse set of expertise and skill. His profile is set out in the Board of Directors' Profile in the Integrated Annual Report 2020.

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

The proposed adoption of Ordinary Resolution No. 3 is for the purpose of renewing the authority granted by the shareholders of the Company at the 21<sup>st</sup> AGM held on 8 January 2020. The aforesaid proposed renewal will allow the Board to exercise the power of the Company to purchase not more than ten per centum (10%) of the total number of issued shares of the Company at any time within the time period stipulated in Bursa Securities Main LR.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the 22<sup>nd</sup> AGM and/ or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 22<sup>nd</sup> AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 22<sup>nd</sup> AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, damages, losses and damages as a result of the member's breach of warranty.

**STATEMENT ACCOMPANYING NOTICE OF AGM**

As at date of this notice, there are no individuals who are standing for election as Directors (excluding the above Directors who are standing for re-election) at this 22<sup>nd</sup> AGM.