

# TRANSACTIONS (CHAPTER 10 OF LISTING REQUIREMENTS) : NON RELATED PARTY TRANSACTIONS TOP GLOVE CORPORATION BHD ("TOP GLOVE") PROPOSED ACQUISITION OF PROPERTY BY TG MEDICAL SDN. BHD., A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY, FOR A TOTAL PURCHASE PRICE OF RM51,500,000.00

## TOP GLOVE CORPORATION BHD

<b>Type</b>	Announcement
<b>Subject</b>	TRANSACTIONS (CHAPTER 10 OF LISTING REQUIREMENTS) NON RELATED PARTY TRANSACTIONS
<b>Description</b>	TOP GLOVE CORPORATION BHD ("TOP GLOVE") PROPOSED ACQUISITION OF PROPERTY BY TG MEDICAL SDN. BHD., A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY, FOR A TOTAL PURCHASE PRICE OF RM51,500,000.00

The Board of Directors of Top Glove wishes to announce that its wholly-owned subsidiary namely, TG Medical Sdn. Bhd. has on 30 August 2016 entered into a Sales and Purchase Agreement with Star Shine Marketing Sdn. Bhd. to acquire a property for a total purchase price of RM51,500,000.00.

Please refer to the attachment for more information.

This announcement is dated 30 August 2016.

Please refer attachment below.

### Attachments

[Proposed Acquisition of Property by TG Medical Sdn Bhd.pdf](#)  
21.2 kB

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### Announcement Info

<b>Company Name</b>	TOP GLOVE CORPORATION BHD
<b>Stock Name</b>	TOPGLOV
<b>Date Announced</b>	30 Aug 2016
<b>Category</b>	General Announcement for PLC
<b>Reference Number</b>	GA1-30082016-00013

**TOP GLOVE CORPORATION BHD ("TOP GLOVE" OR "THE COMPANY")**

- **PROPOSED ACQUISITION OF PROPERTY BY TG MEDICAL SDN. BHD., A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY, FOR A TOTAL PURCHASE PRICE OF RM51,500,000.00**
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**1. INTRODUCTION**

TG Medical Sdn. Bhd. ("TGM"), the wholly-owned subsidiary of the Company has on 30 August 2016 entered into a Sales and Purchase Agreement ("SPA") with Star Shine Marketing Sdn. Bhd. (Company No.: 458071-P) ("the Vendor"), to acquire a freehold property (as described in item 2.1) for a total purchase consideration of Ringgit Malaysia Fifty One Million Five Hundred Thousand (RM51,500,000.00) only ("Proposed Acquisition").

**2. DETAILS OF THE PROPOSED ACQUISITION**

**2.1 Information on the Property**

A piece of freehold property held under Individual Title Geran 52371, Lot No. 6472, Mukim of Kapar, Daerah of Klang and State of Selangor Darul Ehsan measuring 34,499 square metres in area together with a single storey detached factory with annexed double storey production office and five (5) storey integral office building, a guard house, a refuse chamber and a pump house erected thereon bearing postal address of Lot 6472, Lorong SG Pulo/KU6, Kawasan Perindustrian SG Pulo, 42100 Klang, Selangor Darul Ehsan, free from encumbrances, charge, lien, caveat, prohibitory order and with vacant possession together with all fixtures, fittings and/or furnishing as stated in the SPA ("the Property").

**2.2 Information on the TGM**

TGM (Company No.: 283358-W) was incorporated in Malaysia on 4 December 1993 as a private limited company under the Companies Act, 1965 ("the Act"). The present authorised share capital of TGM is RM10,000,000.00 comprising 10,000,000 ordinary shares of RM1.00 each of which 10,000,000 ordinary shares were issued and fully-paid-up; its principal activity is manufacturing and trading of gloves.

TGM is a wholly-owned subsidiary of Top Glove.

**2.3 Information on the Vendor**

Star Shine Marketing Sdn. Bhd. (Company No.: 458071-P) was incorporated in Malaysia on 21 February 1998 as a private limited company under the Act. The present authorised share capital of the Vendor is RM25,000,000.00 comprising 25,000,000 ordinary shares of RM1.00 each of which 21,472,296 ordinary shares were issued and fully-paid-up; its principal activity is as wholesaler and retailer of galvanised iron and coated galvanised iron steel sheets in coils and building materials. The Vendor is a wholly-owned subsidiary of Starshine Holdings Sdn. Bhd. (920871-A) which in turn is a wholly-owned subsidiary of YKGI Holdings Berhad (Company No.: 032939-U), a public company listed on the Main Market of Bursa Malaysia Securities Berhad.

**2.4 Conditions Precedent**

The Proposed Acquisition is conditional upon the conditions precedent being fulfilled or obtained, within six (6) months from the date of the SPA or such other extended period as the parties may mutually agree ("the Compliance Period") for the Vendor to obtain its shareholders' approval including the shareholders' approval of its holding company.

Top Glove Corporation Bhd ("Top Glove" or "the Company")

- Proposed Acquisition of Property By TG Medical Sdn. Bhd., A Wholly-Owned Subsidiary of the Company, for a Total Purchase Price of RM51,500,000.00
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In the event that the conditions precedent are not fulfilled on the expiry of the Compliance Period, the Vendor shall within fourteen (14) days refund all the monies paid by TGM free of interest failing which the Vendor shall pay to TGM interest thereon calculated on daily basis and on all sum due at the rate of eight per centum (8%) per annum from the date the sum is due to the date of full payment. Thereafter the SPA shall be null and void and neither party shall have any claim of whatsoever against each other nature save and except for antecedent breaches.

## **2.5 Purchase Consideration**

The Purchase Consideration for the Property is Ringgit Malaysia Fifty One Million Five Hundred Thousand (RM51,500,000.00) only and was arrived on a willing buyer-willing seller basis, upon taking into consideration of the prevailing market value of the property at the time of acquisition.

## **3. ESTIMATED TIMEFRAME FOR COMPLETION OF THE PROPOSED ACQUISITION**

Barring any unforeseen circumstance, the Board expects the Proposed Acquisition to be completed by the first quarter of 2017.

## **4. RATIONALE FOR THE PROPOSED ACQUISITION**

The purpose of the Proposed Acquisition is for the Group's future expansion, building more glove production lines.

## **5. APPROVALS REQUIRED**

This announcement is made voluntarily by the Board as the percentage ratio for the Proposed Acquisition is less than 5% and is not subject to shareholders' approval.

## **6. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS**

None of the Directors, Major Shareholders or person connected with them have interest, direct or indirect, in the Proposed Acquisition.

## **7. DIRECTORS' STATEMENT**

The Board of Directors, having considered all aspects of the Proposed Acquisition, are of the view that the Proposed Acquisition is in the best interest of the Top Glove Group and is fair, reasonable, on normal commercial terms and is not detrimental to the interest of the minority shareholders.

## **8. HIGHEST PERCENTAGE RATIO APPLICABLE TO THE PROPOSED ACQUISITION**

The highest percentage ratio arising from the Proposed Acquisition is 3.2% based on the latest audited financial statement of the group as at 31 August 2015 pursuant to Paragraph 10.02(g) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.