

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.**

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**TOP GLOVE CORPORATION BHD**  
[Registration No.: 199801018294 (474423-X)]  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO THE**

**PROPOSED BONUS ISSUE OF UP TO 5,476,974,322 NEW ORDINARY SHARES IN TOP GLOVE CORPORATION BHD (“TOP GLOVE”) (“BONUS SHARES”) ON THE BASIS OF TWO (2) BONUS SHARES FOR ONE (1) EXISTING ORDINARY SHARE HELD IN TOP GLOVE ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE”)**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

*Principal Adviser*



Hong Leong Investment Bank Berhad  
(Registration No. 197001000928 (10209-W))

(A Participating Organisation of Bursa Malaysia Securities Berhad)  
(A Trading Participant of Bursa Malaysia Derivatives Berhad)

Date and time of the Extraordinary General Meeting (“EGM”) : Tuesday, 18 August 2020, at 10:00 a.m.

Broadcast Venue of the EGM : TG Grand Ballroom, Level 9, Top Glove Tower, 16, Persiaran Setia Dagang, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan, Malaysia

Last date and time for lodging the Proxy Form : Sunday, 16 August 2020, at 10:00 a.m.

This Circular is dated 3 August 2020

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## DEFINITIONS

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Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

5-year Guaranteed Exchangeable Bonds 2019/2024	:	5-year guaranteed exchangeable bonds issued by Top Glove Labuan Ltd, which are exchangeable into new Top Glove Shares and guaranteed by Top Glove. The bonds were issued on 1 March 2019 and will mature on 1 March 2024
Act	:	Companies Act 2016, as amended from time to time and all regulations made to it and any re-enactment of it
Board	:	Board of Directors of Top Glove
Bonus Share(s)	:	Up to 5,476,974,322 new Top Glove Shares to be issued pursuant to the Proposed Bonus Issue
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd
Bursa Securities	:	Bursa Malaysia Securities Berhad
Circular	:	This Circular dated 3 August 2020 in relation to the Proposed Bonus Issue
EGM	:	Extraordinary General Meeting
Entitled Shareholders	:	Shareholders whose names appear on Top Glove's Record of Depositors as at 5:00 p.m. on the Entitlement Date
Entitlement Date	:	A date to be determined by our Board and announced later in which the names of our shareholders must appear on our Record of Depositors as at 5:00 p.m. in order to be entitled to the Bonus Shares
EPS	:	Earnings per Share
ESOS Options	:	Employees' share options under our "Top Glove Corporation Bhd Employees' Share Option Scheme III" for the eligible employees and Executive Directors of our Group (excluding dormant subsidiaries)
FYE	:	Financial year ended / financial year ending (where applicable)
HLIB or Principal Adviser	:	Hong Leong Investment Bank Berhad
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LPD	:	6 July 2020, being the latest practicable date prior to the printing of this Circular
NA	:	Net assets
Proposed Bonus Issue	:	Proposed bonus issue of up to 5,476,974,322 Bonus Shares on the basis of two (2) Bonus Shares for one (1) existing Top Glove Share held on the Entitlement Date
Record of Depositors	:	The record of depositors maintained by Bursa Malaysia Depository Sdn Bhd under the Rules of Bursa Depository issued pursuant to the Securities Industry (Central Depositories) Act, 1991
RM and sen	:	Ringgit Malaysia and sen, respectively

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**DEFINITIONS (CONT'D)**

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Top Glove or Company	:	Top Glove Corporation Bhd
Top Glove Group or Group	:	Top Glove and its subsidiaries, collectively
Top Glove Share(s) or Share(s)	:	Ordinary shares in Top Glove
Treasury Shares	:	Top Glove Shares held as treasury shares by our Company
VWAMP	:	Volume weighted average market price

All references to “**our Company**” in this Circular are to Top Glove, references to “**our Group**” are to our Company and our subsidiaries, collectively, and references to “**we**”, “**us**”, “**our**” and “**ourselves**” are to our Company, and where the context requires, shall include our subsidiaries.

All references to “**you**” in this Circular are to our shareholders.

Words denoting the singular only shall include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference to an enactment in this Circular is a reference to that enactment as for the time being amended or re-enacted.

Any reference to the time of day in this Circular is a reference to Malaysian time.

Any discrepancy in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

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**TOP GLOVE CORPORATION BHD**

[Registration No.: 199801018294 (474423-X)]  
(Incorporated in Malaysia)

**Registered Office**

Level 21, Top Glove Tower,  
16, Persiaran Setia Dagang,  
Setia Alam, Seksyen U13,  
40170 Shah Alam,  
Selangor Darul Ehsan,  
Malaysia.

3 August 2020

**Board of Directors**

Tan Sri Dr Lim Wee Chai (*Executive Chairman*)  
Dato' Lee Kim Meow (*Managing Director*)  
Dato' Lim Han Boon (*Senior Independent Non-Executive Director*)  
Tan Sri Rainer Althoff (*Independent Non-Executive Director*)  
Lim Hooi Sin (*Executive Director*)  
Lim Cheong Guan (*Executive Director*)  
Puan Sri Tong Siew Bee (*Non-Independent Non-Executive Director*)  
Datuk Noripah Kamso (*Independent Non-Executive Director*)  
Sharmila Sekarajasekaran (*Independent Non-Executive Director*)  
Datuk Dr. Norma Mansor (*Independent Non-Executive Director*)  
Azrina Arshad (*Independent Non-Executive Director*)  
Lim Andy (*Independent Non-Executive Director*)

**To: Our shareholders**

Dear Sir / Madam,

**PROPOSED BONUS ISSUE**

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**1. INTRODUCTION**

On 20 July 2020, we announced through HLIB that we are proposing to undertake the Proposed Bonus Issue.

On 24 July 2020, we announced through HLIB that Bursa Securities had, via its letter dated 23 July 2020, approved the listing and quotation for up to 5,476,974,322 Bonus Shares on the Main Market of Bursa Securities, subject to the conditions as set out in **Section 6** of this Circular.

This Circular is to provide you with the details of the Proposed Bonus Issue and to seek your approval for the resolution pertaining to the Proposed Bonus Issue which will be tabled at our forthcoming EGM. We enclose the notice of the forthcoming EGM and the Proxy Form in this Circular.

**PLEASE READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX BEFORE VOTING ON THE RESOLUTION FOR THE PROPOSED BONUS ISSUE TO BE TABLED AT OUR FORTHCOMING EGM.**

## 2. DETAILS OF THE PROPOSED BONUS ISSUE

### 2.1 Basis and number of Bonus Shares to be issued

The Proposed Bonus Issue involves the issuance of up to 5,476,974,322 Bonus Shares on the basis of two (2) Bonus Shares for one (1) existing Top Glove Share held by our shareholders whose names appear in our Record of Depositors on the Entitlement Date.

As at the LPD, the issued share capital of our Company is RM1,589,670,156.10 comprising 2,694,711,259 Top Glove Shares, including 661,600 Treasury Shares. For avoidance of doubt, the Treasury Shares would be entitled to the Bonus Shares and such Bonus Shares will be treated as treasury shares held by our Company at the time the Bonus Shares are allotted. In addition, our Company also has:

- (i) 23,527,160 outstanding ESOS Options exercisable into 23,527,160 new Top Glove Shares; and
- (ii) an outstanding USD30,346,000 5-year Guaranteed Exchangeable Bonds 2019/2024 (equivalent to RM123,517,324 based on the settlement rate of USD1.00:RM4.0703) exchangeable into 20,248,742 new Top Glove Shares at the exchange price of RM6.10.

In this regard, the Proposed Bonus Issue will be based on the following scenarios:

<b>Minimum Scenario</b>	<b>Maximum Scenario</b>
Assuming:	Assuming:
(a) none of the outstanding ESOS Options are exercised into new Top Glove Shares; and	(a) all the 23,527,160 outstanding ESOS Options are exercised into new Top Glove Shares; and
(b) none of the outstanding 5-year Guaranteed Exchangeable Bonds 2019/2024 are exchanged into new Top Glove Shares,	(b) all the outstanding USD30,346,000 5-year Guaranteed Exchangeable Bonds 2019/2024 (equivalent to RM123,517,324 based on the settlement rate of USD1.00:RM4.0703) are exchanged into new Top Glove Shares at the exchange price of RM6.10, resulting in the issuance of 20,248,742 new Top Glove Shares,
from the LPD up to the Entitlement Date.	prior to the implementation of the Proposed Bonus Issue.
<b>Number of Bonus Shares to be issued:</b>	<b>Number of Bonus Shares to be issued:</b>
5,389,422,518	5,476,974,322
<b>Enlarged issued share capital after the Proposed Bonus Issue:</b>	<b>Enlarged issued share capital after the Proposed Bonus Issue:</b>
8,084,133,777 (including Treasury Shares)	8,215,461,483 (including Treasury Shares)

In determining entitlements under the Proposed Bonus Issue, fractional entitlements, if any, will be dealt with in such manner as our Board in its sole and absolute discretion deems fit and expedient, and in the best interest of our Company.

Top Glove's share price will be adjusted for the Proposed Bonus Issue. For illustrative purposes, based on the closing price of Top Glove Shares as at 29 July 2020, the theoretical ex-bonus share price of Top Glove Shares is as follows:

	<u>Before the Proposed Bonus Issue</u>	<u>After the Proposed Bonus Issue</u>
	<u>Market price RM</u>	<u>Theoretical ex-bonus share price RM</u>
As at 29 July 2020	26.14	8.71

For illustration purposes, for every 1,000 Top Glove Shares held by our Entitled Shareholders, our Entitled Shareholders' entitlements are as follows:

<u>No. of Top Glove Shares held</u>	<u>Bonus Shares entitlement</u>	<u>Total No. of Top Glove Shares held after the Proposed Bonus Issue</u>
1,000	2,000	<b>3,000</b>

The Proposed Bonus Issue is in compliance with Paragraph 6.30(1A) of the Listing Requirements where the share price adjusted for the Proposed Bonus Issue shall not be less than RM0.50 based on the daily VWAMP of Top Glove Shares during the past 3-month period before the application date.

The Proposed Bonus Issue will not be implemented in stages over a period of time.

## **2.2 No capitalisation of reserves**

Under the Act, a bonus issue can be undertaken either:

- (i) by way of capitalisation of the retained earnings/accumulated profits of a company; or
- (ii) without capitalisation, where a company may issue and allot the bonus shares at nil consideration.

Given the above and the rationale of the Proposed Bonus Issue as set out in **Section 3** of this Circular, our Board has resolved that the Bonus Shares shall be issued as fully paid shares at nil consideration, without any capitalisation from our Company's reserves.

The Proposed Bonus Issue will increase the number of Top Glove Shares in issue but will not increase the value of our issued share capital.

## **2.3 Ranking of the Bonus Shares**

The Bonus Shares will upon allotment and issue, rank equally in all respects with the then existing issued Top Glove Shares. However, the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other distributions unless such Bonus Shares were issued on or prior to the entitlement date of such dividends, rights, allotments and/or other distributions.

## **2.4 Listing and quotation for the Bonus Shares**

Approval has been obtained from Bursa Securities via its letter dated 23 July 2020 for the listing and quotation for the Bonus Shares to be issued pursuant to the Proposed Bonus Issue on the Main Market of Bursa Securities.

The Bonus Shares will be listed and quoted on the Main Market of Bursa Securities on the next market day after the Entitlement Date.

### 3. RATIONALE FOR THE PROPOSED BONUS ISSUE

After due consideration, our Board is of the view that the Proposed Bonus Issue is the most appropriate avenue of rewarding our existing shareholders while at the same time enhance our Company's capital base as the Proposed Bonus Issue will:

- (i) reward our existing shareholders for their continuous support;
- (ii) enlarge the number of ordinary shares in our Company held by our existing shareholders, without increasing the percentage of equity interest held; and
- (iii) potentially enhance the marketability and trading liquidity of Top Glove Shares on the Main Market of Bursa Securities and Singapore Exchange.

In addition, the implementation of the Proposed Bonus Issue without capitalisation of our Company's reserves is not expected to affect our Company's reserves and the total net assets.

### 4. EFFECTS OF THE PROPOSED BONUS ISSUE

For illustrative purposes only, the proforma effects of the Proposed Bonus Issue have taken into consideration the following securities as at the LPD:

- (i) 2,694,711,259 Top Glove Shares (including 661,600 Treasury Shares) in issue;
- (ii) 23,527,160 outstanding ESOS Options exercisable into 23,527,160 new Top Glove Shares; and
- (iii) an outstanding USD30,346,000 5-year Guaranteed Exchangeable Bonds 2019/2024 (equivalent to RM123,517,324 based on the settlement rate of USD1.00:RM4.0703) exchangeable into 20,248,742 new Top Glove Shares at the exchange price of RM6.10.

The effects of the Proposed Bonus Issue are shown based on the minimum and maximum scenarios as set out in **Section 2.1** above.



#### 4.1 Issued share capital

The proforma effects of the Proposed Bonus Issue on our Company's issued share capital are as follows:

	Minimum Scenario		Maximum Scenario	
	No. of Top Glove Shares ('000)	RM'000	No. of Top Glove Shares ('000)	RM'000
As at the LPD (including Treasury Shares)	2,694,711	1,589,670	2,694,711	1,589,670
New Top Glove Shares to be issued assuming full exercise of the outstanding ESOS Options	-	-	23,527	<sup>(a)</sup> 146,427
New Top Glove Shares to be issued assuming full exchange of the outstanding USD30,346,000 5-year Guaranteed Exchangeable Bonds 2019/2024	-	-	20,249	<sup>(b)</sup> 123,517
<b>Sub-total</b>	<b>2,694,711</b>	<b>1,589,670</b>	<b>2,738,487</b>	<b>1,859,614</b>
Bonus Shares to be issued	5,389,423	-	5,476,974	-
<b>Enlarged issued share capital after the Proposed Bonus Issue</b>	<b>8,084,134</b>	<b>1,589,670</b>	<b>8,215,461</b>	<b>1,859,614</b>

#### Notes:

- (a) Assuming all the outstanding ESOS Options are exercised based on the following exercise prices and the corresponding amount of approximately RM9.6 million in the share option reserve account is reclassified to the share capital account:

<u>No. of Outstanding ESOS Options</u>	<u>Exercise Price</u>
	<i>RM</i>
3,052,800	5.06
7,112,410	4.90
261,800	4.90
4,031,650	4.63
4,567,200	4.72
4,338,500	9.89
162,800	12.75

- (b) Assuming all the outstanding USD30,346,000 5-year Guaranteed Exchangeable Bonds 2019/2024 (equivalent to RM123,517,324 based on the settlement rate of USD1.00:RM4.0703) are exchanged into 20,248,742 new Top Glove Shares at the exchange price of RM6.10.

## 4.2 NA, NA per Top Glove Share and gearing

The proforma effects of the Proposed Bonus Issue on the NA, NA per Top Glove Share and gearing of our Group are as follows:

### 4.2.1 Minimum Scenario

	Audited as at 31 August 2019	(I) After adjustment for completed events <sup>(1)</sup>	(II) After (I) and Proposed Bonus Issue
	RM'mil	RM'mil	RM'mil
Share capital	788.3	1,589.7	1,589.7
Treasury shares	(1.8)	(1.5)	(1.5)
Other reserves	(1.6)	(1.0)	(1.0)
Retained earnings	1,752.0	1,359.5	1,359.5
<b>NA attributable to the owners of our Company</b>	<b>2,536.9</b>	<b>2,946.7</b>	<b>2,946.7</b>
Perpetual Sukuk	-	1,295.3	1,295.3
Non-controlling interest	17.2	17.2	17.2
<b>NA</b>	<b>2,554.1</b>	<b>4,259.2</b>	<b>4,259.2</b>
Number of Top Glove Shares in issue (including Treasury Shares) (*mil)	2,560.59	2,694.71	8,084.13
NA per Top Glove Share (RM) <sup>(2)</sup>	0.99	1.09	0.36
Total borrowings	2,420.7	<sup>(3)</sup> 1,735.0	1,735.0
Total cash and bank balances	165.8	<sup>(4)</sup> 1,430.1	1,430.1
Gearing (times) <sup>(5)</sup>	0.95	0.41	0.41
Net Gearing (times) <sup>(6)</sup>	0.88	0.07	0.07

**Notes:**

- (1) The completed events after 31 August 2019 are:
- (a) the issuance of 20,918,240 new Top Glove Shares arising from the exercise of 20,918,240 ESOS Options from 1 September 2019 until the LPD;
  - (b) the grant of 13,693,600 new ESOS Options from 1 September 2019 until the LPD;
  - (c) the grant of 114,000 Top Glove Shares to the eligible employees by way of distribution of 114,000 Treasury Shares from 1 September 2019 until the LPD;
  - (d) the issuance of 113,203,671 new Top Glove Shares arising from the exchange of USD169,654,000 5-year Guaranteed Exchangeable Bonds 2019/2024 (equivalent to RM690,542,393 based on the settlement rate of USD1.00:RM4.0703) from 1 September 2019 until the LPD; and
  - (e) the following dividend payments:

<u>Date of Declaration</u>	<u>Type of Dividend</u>	<u>Dividend per Top Glove Share</u>	<u>Payment Date</u>	<u>Total Amount</u>
26 September 2019	Single tier final dividend	4 sen	23 December 2019	RM102.4 million
11 June 2020	Single tier interim dividend	10 sen	9 July 2020	RM269.4 million

- (2) Calculated based on the NA attributable to the owners of our Company divided by the total number of Top Glove Shares in issue (excluding 661,600 Treasury Shares).
- (3) The reduction in borrowings of approximately RM685.7 million, which includes the reversal of interest provision, foreign exchange gain and the corresponding charges of the professional fees, after taking into consideration the exchange of USD169.7 million 5-year Guaranteed Exchangeable Bonds 2019/2024 into new Top Glove Shares.
- (4) The total cash and bank balances has taken into consideration the following:
- (i) the cash received from the exercise of 20,918,240 ESOS Options from 1 September 2019 until the LPD;
  - (ii) the dividend payment of approximately RM102.4 million on 23 December 2019;
  - (iii) the dividend payment of approximately RM269.4 million on 9 July 2020;
  - (iv) the amount of RM245 million received in relation to a settlement agreement for a material litigation case;
  - (v) the interest payment of approximately RM8.5 million for the 5-year Guaranteed Exchangeable Bonds 2019/2024; and
  - (vi) the proceeds from the Perpetual Sukuk Programme of RM1.3 billion.

On 22 January 2020, Top Glove's 100% ultimate owned subsidiary, TG Excellence Berhad ("TGE") lodged the Perpetual Sukuk Programme with the Securities Commission Malaysia ("SC"). The Perpetual Sukuk Programme, under the Shariah principle of Wakalah Bi-AI Istithmar, is guaranteed by Top Glove via a subordinated guarantee. The Perpetual Sukuk Programme provides TGE with the flexibility to issue unsecured and subordinated perpetual sukuk from time to time, subject to the aggregate outstanding nominal amount not exceeding RM3.0 billion at any point in time.

On 27 February 2020, TGE completed the first issuance with a nominal value of RM1.3 billion under the Perpetual Sukuk Programme. The Perpetual Sukuk was issued with a tenure of perpetual non-callable 5 years with an initial periodic distribution rate of 3.95% per annum.

For information purposes, the total net cash position of our Group as at 30 June 2020, after net of the dividend payment on 9 July 2020, is approximately RM908.8 million.

- (5) Calculated based on the total borrowings divided by NA.
- (6) Calculated based on the total borrowings less total cash and bank balances divided by NA.

#### 4.2.2 Maximum Scenario

	(I)	(II)	(III)	(IV)	
	Audited as at 31 August 2019	After adjustment for completed events <sup>(1)</sup>	After (I) and assuming all outstanding ESOS Options are exercised into new Top Glove Shares	After (II) and assuming all outstanding 5- year Guaranteed Exchangeable Bonds 2019/2024 are exchanged into new Top Glove Shares	After (III) and Proposed Bonus Issue
	RM'mil	RM'mil	RM'mil	RM'mil	RM'mil
Share capital	788.3	1,589.7	<sup>(5)</sup> 1,736.1	<sup>(6)</sup> 1,859.6	1,859.6
Treasury shares	(1.8)	(1.5)	(1.5)	(1.5)	(1.5)
Other reserves	(1.6)	(1.0)	<sup>(5)</sup> (10.6)	(12.1)	(12.1)
Retained earnings	1,752.0	1,359.5	1,359.5	1,361.8	1,361.8
<b>NA attributable to the owners of our Company</b>	<b>2,536.9</b>	<b>2,946.7</b>	<b>3,083.5</b>	<b>3,207.8</b>	<b>3,207.8</b>
Perpetual Sukuk	-	1,295.3	1,295.3	1,295.3	1,295.3
Non-controlling interest	17.2	17.2	17.2	17.2	17.2
<b>NA</b>	<b>2,554.1</b>	<b>4,259.2</b>	<b>4,396.0</b>	<b>4,520.3</b>	<b>4,520.3</b>
Number of Top Glove Shares in issue (including Treasury Shares) ('mil)	2,560.59	2,694.71	2,718.24	2,738.49	8,215.46
NA per Top Glove Share (RM) <sup>(2)</sup>	0.99	1.09	1.13	1.17	0.39
Total borrowings	2,420.7	<sup>(3)</sup> 1,735.0	1,735.0	<sup>(6)</sup> 1,610.6	1,610.6
Total cash and bank balances	165.8	<sup>(4)</sup> 1,430.1	1,566.9	1,566.9	1,566.9
Gearing (times) <sup>(7)</sup>	0.95	0.41	0.39	0.36	0.36
Net Gearing (times) <sup>(8)</sup>	0.88	0.07	0.04	0.01	0.01

**Notes:**

(1) The completed events after 31 August 2019 are:

- (a) the issuance of 20,918,240 new Top Glove Shares arising from the exercise of 20,918,240 ESOS Options from 1 September 2019 until the LPD;
- (b) the grant of 13,693,600 new ESOS Options from 1 September 2019 until the LPD;
- (c) the grant of 114,000 Top Glove Shares to the eligible employees by way of distribution of 114,000 Treasury Shares from 1 September 2019 until the LPD;
- (d) the issuance of 113,203,671 new Top Glove Shares arising from the exchange of USD169,654,000 5-year Guaranteed Exchangeable Bonds 2019/2024 (equivalent to RM690,542,393 based on the settlement rate of USD1.00:RM4.0703) from 1 September 2019 until the LPD; and
- (e) the following dividend payments:

<u>Date of Declaration</u>	<u>Type of Dividend</u>	<u>Dividend per Top Glove Share</u>	<u>Payment Date</u>	<u>Total Amount</u>
26 September 2019	Single tier final dividend	4 sen	23 December 2019	RM102.4 million
11 June 2020	Single tier interim dividend	10 sen	9 July 2020	RM269.4 million

(2) Calculated based on the NA attributable to the owners of our Company divided by the total number of Top Glove Shares in issue (excluding 661,600 Treasury Shares).

(3) The reduction in borrowings of approximately RM685.7 million, which includes the reversal of interest provision, foreign exchange gain and the corresponding charges of the professional fees, after taking into consideration the exchange of USD169.7 million 5-year Guaranteed Exchangeable Bonds 2019/2024 into new Top Glove Shares.

(4) The total cash and bank balances has taken into consideration the following:

- (i) the cash received from the exercise of 20,918,240 ESOS Options from 1 September 2019 until the LPD;
- (ii) the dividend payment of approximately RM102.4 million on 23 December 2019;
- (iii) the dividend payment of approximately RM269.4 million on 9 July 2020;
- (iv) the amount of RM245 million received in relation to a settlement agreement for a material litigation case;
- (v) the interest payment of approximately RM8.5 million for the 5-year Guaranteed Exchangeable Bonds 2019/2024; and
- (vi) the proceeds from the Perpetual Sukuk Programme of RM1.3 billion.

On 22 January 2020, Top Glove's 100% ultimate owned subsidiary, TGE lodged the Perpetual Sukuk Programme with the SC. The Perpetual Sukuk Programme, under the Shariah principle of Wakalah Bi-Al Istithmar, is guaranteed by Top Glove via a subordinated guarantee. The Perpetual Sukuk Programme provides TGE with the flexibility to issue unsecured and subordinated perpetual sukuk from time to time, subject to the aggregate outstanding nominal amount not exceeding RM3.0 billion at any point in time.

On 27 February 2020, TGE completed the first issuance with a nominal value of RM1.3 billion under the Perpetual Sukuk Programme. The Perpetual Sukuk was issued with a tenure of perpetual non-callable 5 years with an initial periodic distribution rate of 3.95% per annum.

For information purposes, the total net cash position of our Group as at 30 June 2020, after net of the dividend payment on 9 July 2020, is approximately RM908.8 million.

- (5) Assuming all outstanding 23,527,160 ESOS Options are exercised into new Top Glove Shares at an average exercise price of RM5.814 per ESOS Option and the corresponding amount of approximately RM9.6 million in the share option reserve account is reclassified to the share capital account.
- (6) Assuming all the outstanding USD30,346,000 5-year Guaranteed Exchangeable Bonds 2019/2024 (equivalent to RM123,517,324 based on the settlement rate of USD1.00:RM4.0703) are exchanged into 20,248,742 new Top Glove Shares at the exchange price of RM6.10. This will result in the reduction in borrowings of approximately RM124.4 million, which include the reversal of interest provision, foreign exchange gain and the corresponding charges of the professional fees arising from such exchange.
- (7) Calculated based on the total borrowings divided by NA.
- (8) Calculated based on the total borrowings less total cash and bank balances divided by NA.

### 4.3 Substantial shareholders' shareholdings

The proforma effects of the Proposed Bonus Issue on the shareholdings of the substantial shareholders of our Company are as follows:

#### 4.3.1 Minimum Scenario

Substantial Shareholders	As at the LPD				(I) After the Proposed Bonus Issue			
	Direct		Indirect		Direct		Indirect	
	No. of Top Glove Shares (million)	%	No. of Top Glove Shares (million)	%	No. of Top Glove Shares (million)	%	No. of Top Glove Shares (million)	%
Tan Sri Dr Lim Wee Chai	694.09	25.76	<sup>(1)</sup> 233.13	8.65	2,082.27	25.76	699.39	8.65
Puan Sri Tong Siew Bee	7.43	0.28	<sup>(2)</sup> 919.79	34.13	22.29	0.28	2,759.37	34.13
Lim Hooi Sin	40.41	1.50	<sup>(3)</sup> 886.81	32.91	121.23	1.50	2,660.43	32.91
Lim Jin Feng	<sup>(4)</sup>	<sup>(4)</sup>	<sup>(3)</sup> 886.81	32.91	<sup>(5)</sup>	<sup>(5)</sup>	2,660.43	32.91
Firstway United Corp	184.49	6.85	-	-	553.47	6.85	-	-

**Notes:**

- (1) Deemed interested through the direct interests of Puan Sri Tong Siew Bee, Mr Lim Hooi Sin, Mr Lim Jin Feng, Firstway United Corp and Top Fortress Ventures Limited in our Company.
- (2) Deemed interested through the direct interests of Tan Sri Dr Lim Wee Chai, Mr Lim Hooi Sin, Mr Lim Jin Feng, Firstway United Corp and Top Fortress Ventures Limited in our Company.

- (3) *Deemed interested through the direct interests of Tan Sri Dr Lim Wee Chai, Puan Sri Tong Siew Bee, Firstway United Corp and Top Fortress Ventures Limited in our Company.*
- (4) *Represents 1,000 units of Top Glove Shares. The percentage shareholding is negligible.*
- (5) *Represents 3,000 units of Top Glove Shares. The percentage shareholding is negligible.*

#### 4.3.2 Maximum Scenario

	As at the LPD				(l) Assuming all outstanding ESOS Options are exercised into new Top Glove Shares			
	Direct		Indirect		Direct		Indirect	
	No. of Top Glove Shares (million)	%	No. of Top Glove Shares (million)	%	No. of Top Glove Shares (million)	%	No. of Top Glove Shares (million)	%
<b>Substantial Shareholders</b>								
Tan Sri Dr Lim Wee Chai	694.09	25.76	<sup>(1)</sup> 233.13	8.65	694.09	25.53	<sup>(1)</sup> 233.57	8.59
Puan Sri Tong Siew Bee	7.43	0.28	<sup>(2)</sup> 919.79	34.13	7.55	0.28	<sup>(2)</sup> 920.10	33.85
Lim Hooi Sin	40.41	1.50	<sup>(3)</sup> 886.81	32.91	40.55	1.49	<sup>(3)</sup> 886.93	32.63
Lim Jin Feng	<sup>(4)</sup>	<sup>(5)</sup>	<sup>(3)</sup> 886.81	32.91	0.17	<sup>(5)</sup>	<sup>(3)</sup> 886.93	32.63
Firstway United Corp	184.49	6.85	-	-	184.49	6.79	-	-

	(II)				(III)			
	After (I) and assuming all outstanding 5-year Guaranteed Exchangeable Bonds 2019/2024 are exchanged into new Top Glove Shares				After (II) and after the Proposed Bonus Issue			
	Direct		Indirect		Direct		Indirect	
Substantial Shareholders	No. of Top Glove Shares (million)	%	No. of Top Glove Shares (million)	%	No. of Top Glove Shares (million)	%	No. of Top Glove Shares (million)	%
	Tan Sri Dr Lim Wee Chai	694.09	25.35	<sup>(1)</sup> 233.57	8.53	2,082.27	25.35	<sup>(1)</sup> 700.71
Puan Sri Tong Siew Bee	7.55	0.28	<sup>(2)</sup> 920.10	33.60	22.65	0.28	<sup>(2)</sup> 2,760.30	33.60
Lim Hooi Sin	40.55	1.48	<sup>(3)</sup> 886.93	32.39	121.65	1.48	<sup>(3)</sup> 2,660.79	32.39
Lim Jin Feng	0.17	<sup>(5)</sup>	<sup>(3)</sup> 886.93	32.39	0.51	<sup>(5)</sup>	<sup>(3)</sup> 2,660.79	32.39
Firstway United Corp	184.49	6.74	-	-	553.47	6.74	-	-

**Notes:**

- (1) Deemed interested through the direct interests of Puan Sri Tong Siew Bee, Mr Lim Hooi Sin, Mr Lim Jin Feng, Firstway United Corp and Top Fortress Ventures Limited in our Company.
- (2) Deemed interested through the direct interests of Tan Sri Dr Lim Wee Chai, Mr Lim Hooi Sin, Mr Lim Jin Feng, Firstway United Corp and Top Fortress Ventures Limited in our Company.
- (3) Deemed interested through the direct interests of Tan Sri Dr Lim Wee Chai, Puan Sri Tong Siew Bee, Firstway United Corp and Top Fortress Ventures Limited in our Company.
- (4) Represents 1,000 units of Top Glove Shares.
- (5) The percentage shareholding is negligible.



#### 4.4 Earnings and EPS

The Proposed Bonus Issue is not expected to have any material effect on the earnings of our Group for the FYE 31 August 2020. However, our Group's EPS will be proportionately diluted as a result of the increase in the number of Top Glove Shares in issue upon the completion of the Proposed Bonus Issue.

#### 4.5 Convertible securities

As at the LPD, save for the outstanding ESOS Options and the 5-year Guaranteed Exchangeable Bonds 2019/2024, our Company does not have any other convertible securities.

The Proposed Bonus Issue will give rise to adjustments to the exercise price and/or the number of ESOS Options as at the Entitlement Date in accordance with the By-Laws governing the ESOS Options. Any such adjustments will only be finalised on the Entitlement Date and will be effective on the next market day after the Entitlement Date. In addition, the Proposed Bonus Issue will also give rise to the adjustments to the exchange price for the 5-year Guaranteed Exchangeable Bonds 2019/2024 in accordance with the trust deed.

### 5. HISTORICAL SHARE PRICES

The monthly high and low market prices of Top Glove Shares traded on the Main Market of Bursa Securities for the past 12 months preceding the date of this Circular are as follows:

	<u>High</u>	<u>Low</u>
	RM	RM
<b><u>2019</u></b>		
July	5.00	4.50
August	4.75	4.45
September	4.80	4.45
October	4.56	4.21
November	4.62	4.33
December	4.83	4.33
<b><u>2020</u></b>		
January	6.10	4.55
February	5.93	5.12
March	6.69	5.28
April	7.33	6.32
May	13.64	7.08
June	18.00	10.58

The last transacted market price of Top Glove Shares on 17 July 2020 (being the last trading day prior to the announcement of the Proposed Bonus Issue) RM22.98

The last transacted market price of Top Glove Shares as at the LPD RM19.96

(Source: Bloomberg)

## **6. APPROVALS REQUIRED**

The Proposed Bonus Issue is subject to the following approvals being obtained:

- (i) Bursa Securities for the listing and quotation for the Bonus Shares on the Main Market of Bursa Securities, which was obtained via its letter dated 23 July 2020, subject to the following:
  - (a) Top Glove and HLIB must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Bonus Issue;
  - (b) Top Glove and HLIB to inform Bursa Securities upon the completion of the Proposed Bonus Issue;
  - (c) Top Glove to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Bonus Issue is completed; and
  - (d) Top Glove and HLIB are required to make the relevant announcements pursuant to Paragraph 6.35(2)(a) & (b) and 6.35(4) of the Listing Requirements.
- (ii) our shareholders at our forthcoming EGM for the Proposed Bonus Issue; and
- (iii) any other relevant authorities, if required.

The Proposed Bonus Issue is not conditional upon any other corporate exercise undertaken or to be undertaken by our Company.

## **7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM**

None of the Directors and major shareholders of our Company and/or persons connected to them has any interest, whether direct or indirect, in the Proposed Bonus Issue other than their respective entitlements as shareholders of our Company.

## **8. DIRECTORS' RECOMMENDATION**

After having considered all aspects of the Proposed Bonus Issue, including the rationale as set out in **Section 3** of this Circular, our Board is of the opinion that the Proposed Bonus Issue is in our best interest.

Accordingly, our Board recommends that you vote in favour of the resolution in relation to the Proposed Bonus Issue to be tabled at our forthcoming EGM.

## **9. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION**

As at the date of this Circular, we do not have any outstanding corporate proposals that have been announced but pending completion save for the Proposed Bonus Issue.

## 10. ESTIMATED TIME FRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all the required approvals being obtained, we expect the Proposed Bonus Issue to be completed by third quarter of calendar year 2020.

The tentative timeline for the implementation of the Proposed Bonus Issue is set out below:

<b>Events</b>	<b>Tentative timeline</b>
EGM	18 August 2020
Announcement of the Entitlement Date	18 August 2020
Entitlement Date	4 September 2020
Completion of the Proposed Bonus Issue	7 September 2020

## 11. EGM

We will hold a fully virtual EGM, the notice of which is enclosed in this Circular, at the Broadcast Venue at TG Grand Ballroom, Level 9, Top Glove Tower, 16, Persiaran Setia Dagang, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan, Malaysia on Tuesday, 18 August 2020 at 10:00 a.m. for the purpose of considering and if thought fit, passing with or without modifications, the resolution set out in the Notice of EGM.

If you are unable to participate and vote at the virtual EGM and wish to appoint a person to participate and vote in your stead, please complete and deposit the enclosed Proxy Form to the office of the Share Registrar, Securities Services (Holdings) Sdn Bhd, at Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia not later than 48 hours before the time set for the EGM or at any adjournment thereof. The Proxy Form should be completed strictly in accordance with the instructions contained therein. The Proxy Form may also be lodged electronically via Securities Services (Holdings) Sdn Bhd's ePortal at <https://www.sshsb.net.my/>. Please refer to the Administrative Details on the conduct of a fully virtual EGM for further details.

## 12. FURTHER INFORMATION

We request that you refer to the attached appendix for additional information.

Yours faithfully,  
For and on behalf of the Board of  
**TOP GLOVE CORPORATION BHD**

**TAN SRI DR LIM WEE CHAI**  
Executive Chairman

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**ADDITIONAL INFORMATION**


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**1. DIRECTORS' RESPONSIBILITY STATEMENT**

Our Directors have seen and approved this Circular and they collectively and individually accept full responsibility for the accuracy of the information given in this Circular. They confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts, the omission of which would make any statement in this Circular misleading.

**2. CONSENTS AND CONFLICT OF INTERESTS**

HLIB, being our Principal Adviser for the Proposed Bonus Issue, has given and has not subsequently withdrawn its consent to the inclusion in this Circular of its name and all references to it, in the form and context in which they appear.

HLIB confirms that it is not aware of any conflict of interest which exists or is likely to exist in its capacity as our Principal Adviser for the Proposed Bonus Issue.

**3. MATERIAL LITIGATION**

As at the LPD, our Group is not engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, which has a material effect on the financial position or business of our Group. Our Board is not aware of any proceedings, pending or threatened against our Group, or of any facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of our Group.

**4. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES****4.1 Material commitments**

Save as disclosed below, as at the LPD, our Board is not aware of any other material commitments contracted or known to be contracted by our Group which may have a material impact on the financial position of our Group:

	<u>RM'mil</u>
Approved and contracted for:	
Property, plant and equipment	322.5

**4.2 Contingent Liabilities**

Save as disclosed below, as at the LPD, our Board is not aware of any other contingent liabilities which, upon becoming enforceable, may have a material impact on the financial position of our Company:

	<u>RM'mil</u>
Corporate guarantees provided by our Company to banks for our subsidiaries' loans and borrowings	901.23

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**ADDITIONAL INFORMATION (CONT'D)**

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**5. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection during normal business hours at our registered office at Level 21, Top Glove Tower, 16, Persiaran Setia Dagang, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan, Malaysia, from Monday to Friday (except for public holidays) from the date of this Circular up to and including the date of the EGM:

- (i) our Constitution;
- (ii) our audited consolidated financial statements for the FYE 31 August 2018 and FYE 31 August 2019;
- (iii) our unaudited quarterly results for the 9-month financial period ended 31 May 2020; and
- (iv) the letter of consent referred to in **Section 2** of this Appendix.



**TOP GLOVE CORPORATION BHD**

[Registration No.: 199801018294 (474423-X)]  
(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) 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 resolution set out in this notice:

- Day and Date** : **Tuesday, 18 August 2020**
- Time** : 10:00 a.m.
- Broadcast Venue** : TG Grand Ballroom  
Level 9, Top Glove Tower, 16, Persiaran Setia Dagang, Setia Alam,  
Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan, Malaysia
- Meeting Platform** : Securities Services ePortal <https://www.sshsb.net.my/>
- Modes of Communication** : 1. Typed text in the Meeting Platform  
2. Email questions to [topglovecosec@topglove.com.my](mailto:topglovecosec@topglove.com.my) prior to the EGM

**ORDINARY RESOLUTION**

**PROPOSED BONUS ISSUE OF UP TO 5,476,974,322 NEW ORDINARY SHARES IN TOP GLOVE (“TOP GLOVE SHARES”) (“BONUS SHARES”) ON THE BASIS OF TWO (2) BONUS SHARES FOR ONE (1) EXISTING TOP GLOVE SHARE HELD IN TOP GLOVE ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE”)**

“**THAT**, subject to the approvals of all relevant authorities being obtained:

- (a) the Proposed Bonus Issue as set out in the Circular to shareholders of the Company dated 3 August 2020 (“**Circular**”), be and is hereby approved;
- (b) the Board of Directors of the Company (“**Board**”) be and is hereby empowered and authorised to allot and issue up to 5,476,974,322 new Top Glove Shares in the share capital of the Company (including treasury shares) on the basis of two (2) Bonus Shares for one (1) existing Top Glove Share held on the entitlement date to be determined later;

**THAT**, the Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the then existing issued Top Glove Shares, however, the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other distributions unless such Bonus Shares were issued on or prior to the entitlement date of such dividends, rights, allotments and/or other distributions;

**AND THAT**, the Board be and is hereby authorised to sign and execute all documents 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 or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effects to the Proposed Bonus Issue.”

By Order of the Board

**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  
3 August 2020

**Notes:**

1. *The EGM 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://www.sshsb.net.my/>. Please follow the procedures provided in the Administrative Details for the EGM in order to register, participate and vote remotely via the RPV facilities.*
2. *The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 and Clause 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.*
3. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 11 August 2020 (General Meeting Record of Depositors) shall be eligible to participate in the EGM.*
4. *A member of the Company entitled to participate and vote at the EGM 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 EGM. The members or their proxies may submit questions to the Company at [topglovecosec@topglove.com.my](mailto:topglovecosec@topglove.com.my) prior to the EGM or via real time submission of typed texts through a text box within Securities Services ePortal’s platform during live streaming of the EGM 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 EGM.*
5. *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.*
6. *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.*
7. *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.*
8. *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 EGM or at any adjournment thereof:*

**(i) 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 Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia.*

**(ii) By Electronic Means**

*The proxy form shall be electronically lodged via Securities Services ePortal’s platform at <https://www.sshsb.net.my/> or by fax to +603-2094 9940 or by email to [eservices@sshsb.com.my](mailto:eservices@sshsb.com.my).*

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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, demands, losses and damages as a result of the member’s breach of warranty.



## TOP GLOVE CORPORATION BHD

[Registration No.: 199801018294 (474423-X)]  
(Incorporated in Malaysia)

### ADMINISTRATIVE DETAILS FOR THE EXTRAORDINARY GENERAL MEETING

In light of the recent Covid-19 pandemic and Recovery Movement Control Order, Top Glove Corporation Bhd (“**Top Glove**”) will conduct its Extraordinary General Meeting (“**EGM**”) on a fully virtual basis by way of live streaming and online remote voting via Remote Participation and Voting (“**RPV**”) facilities which are available on Securities Services ePortal, details as set out below:

<b>Day and Date</b>	: <b>Tuesday, 18 August 2020</b>
<b>Time</b>	: 10:00 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
<b>Meeting Platform</b>	: Securities Services ePortal <a href="https://www.sshsb.net.my/">https://www.sshsb.net.my/</a>
<b>Modes of Communication</b>	: 1. Typed text in the Meeting Platform 2. Email questions to <a href="mailto:topglovecosec@topglove.com.my">topglovecosec@topglove.com.my</a> prior to the EGM

#### Remote Participation and Voting

1. Only shareholders whose names appear on the General Meeting Record of Depositors as at 11 August 2020 shall be eligible to participate in the EGM or appoint proxy(ies) to participate and/or vote on his/her behalf.
2. Since the EGM will be conducted virtually, shareholders/proxies will not be allowed to be physically present at the Broadcast Venue.
3. Shareholders who wish to participate at the EGM are required to register as a user of the Securities Services ePortal as well as register for the remote participation via <https://www.sshsb.net.my/> latest by Thursday, 13 August 2020. *Please refer to the Securities Services ePortal User Guide in Appendix I.*
4. Securities Services ePortal allowed individual and body corporate shareholders, through their appointed representatives to:
  - (a) Submit proxy forms electronically
  - (b) Register for RPV at meeting
  - (c) Attend and participate in meeting via live streaming
  - (d) Vote online on resolution tabled at meeting

#### Appointment of Proxy

1. If a Shareholder is unable to participate at the EGM via the RPV facilities, he/she may appoint not more than two (2) proxies to participate, speak and vote on his/her behalf. He/she may also appoint the Chairman of the Meeting as his/her proxy and indicate the voting instructions in the proxy form.
2. If you wish to participate the EGM yourself, please do not submit any proxy form. A shareholder will not be allowed to participate at the EGM if his/her proxy/proxies has/have been registered to participate at the EGM.
3. The appointment of proxy may be made in a hardcopy form or by electronic means as follows:

#### 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 Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia, no later than **10:00 a.m.** on **Sunday, 16 August 2020.**



### **By Electronic Means**

The Proxy Form shall be electronically lodged via Securities Services ePortal's platform at <https://www.sshsb.net.my/> or by fax to +603-2094 9940 or by email to [eservices@sshb.com.my](mailto:eservices@sshb.com.my) no later than **10:00 a.m. on Sunday, 16 August 2020**. Please refer to the Securities Services ePortal User Guide in Appendix I.

4. Appointed proxies need not register for remote participation but are required to register as the users of the Securities Services ePortal latest by **Thursday, 13 August 2020**.
5. If you have submitted your proxy form and subsequently decide to appoint another person or wish to participate personally in the EGM, please write in to [eservices@sshb.com.my](mailto:eservices@sshb.com.my) no later than **10:00 a.m. on Sunday, 16 August 2020** to revoke the earlier appointed proxy.

### **Submission of Questions**

1. Shareholders that wish to post questions to the Chairman/Board/Management can email their questions to [topglovecosec@topglove.com.my](mailto:topglovecosec@topglove.com.my) no later than 9:30 a.m. on Monday, 17 August 2020.
2. Shareholders may also submit their questions to the Chairman/Board/Management via the real time submission of typed texts through a text box within Securities Services ePortal's platform before the start or during the live streaming of the EGM.
3. The Chairman/Board/Management will endeavour to respond to relevant questions during the Meeting or by email after the Meeting.

### **Poll Voting**

1. The voting at the EGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The poll will be conducted by way of electronic voting. Poll Administrators and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll, respectively.
2. Access to eVoting will be opened from the commencement of the EGM until the end of the voting session which will be announced by the Chairman of the EGM. Please refer to the Securities Services ePortal User Guide in Appendix I.

### **Door Gift**

Shareholders/proxies who had logged in to Securities Services ePortal on 18 August 2020 and casted their vote during the EGM is entitled for a discount of RM50 when purchase Top Glove products via its online platform at <https://www.tgbuys.com>. The coupon code will be emailed to eligible shareholders/proxies on 21 August 2020 and the coupon will remain valid till 21 October 2020. The said coupon can only be redeemed once.

### **Enquiries for EGM**

1. If you have any enquiry relating to the Securities Services ePortal or proxy appointment prior to the EGM, please contact our Share Registrar during office hours (from 8:30 a.m. to 5:30 p.m.):

**Share Registrar** : **Securities Services (Holdings) Sdn. Bhd.**  
**Contact Person** : 1. Mr. Wong Piang Yoong : +603-2084 9168  
2. Puan Nurhayati Ang : +603-2084 9162  
3. Encik Mohd Hisham Hashim : +603-2084 9161  
**Email** : [eservices@sshsb.com.my](mailto:eservices@sshsb.com.my)

2. If you have any enquiry relating to the EGM Administrative Details prior to the EGM, please contact Top Glove Corporate Services Department during office hours (from 8:30 a.m. to 6:00 p.m.):

**Company** : **Top Glove Corporation Bhd**  
**Contact Person** : 1. Kassy Lim Keat See : +603-3362 3098 (Ext: 2231)  
2. Sharon Tan Bee Sean : +603-3362 3098 (Ext: 2232)  
**Email** : [topglovecosec@topglove.com.my](mailto:topglovecosec@topglove.com.my)

## Securities Services ePortal User Guide

Before the EGM	
<b>A) Register as a user of Securities Services ePortal</b>	
<p><b>Step 1:</b> Visit <a href="https://www.sshsb.net.my/">https://www.sshsb.net.my/</a> to register as a user (registration is free). Please click on 'REGISTER NOW' to begin. You will be prompted to fill in your details and also to upload a copy of your MyKad (front and back separately) or passport.</p> <p><b>Step 2:</b> A notification email will be sent to you within one (1) working day. Please verify your user account within seven (7) days of the notification email and login (Note: Your email address is your User ID)</p>	<p><b>Notes :</b></p> <ol style="list-style-type: none"> <li>1. This is a <b>ONE-TIME Registration</b>. If you already a registered user of Securities Services ePortal, you <u>need not</u> register again.</li> <li>2. Please register <b>latest by Thursday, 13 August 2020</b>.</li> </ol>
<b>B) Registration for Remote Participation</b>	
<p><b>Step 1:</b> Log on to <a href="https://www.sshsb.net.my/">https://www.sshsb.net.my/</a> with your registered User ID (email address) and password.</p> <p><b>Step 2:</b> Select "Top Glove Corporation Bhd EGM on 18 August 2020 at 10:00 a.m.: Registration for Remote Participation" under the Corporate Exercise/Event tab and Click "&gt;".</p> <p><b>Step 3:</b> Select whether you are participating as <b>(1) Individual Shareholder</b>; or <b>(2) Corporate or Authorised Representative of a body corporate<sup>1</sup></b>, and enter the <b>CDS account number</b>.</p>	<p><b>Notes :</b></p> <ol style="list-style-type: none"> <li>1. If you wish to participate remotely at the EGM, please register <b>latest by Sunday, 16 August 2020, 10:00 a.m.</b></li> <li>2. A copy of your eRegistration for remote participation can be accessed via My Records.</li> <li>3. You need to register for remote participation for every CDS account(s) you have or represent as an individual shareholder or Corporate or Authorised Representative.</li> </ol>
<b>C) Submission of eProxy Form</b>	
<p><b>Step 1:</b> Log on to <a href="https://www.sshsb.net.my/">https://www.sshsb.net.my/</a> with your registered User ID (email address) and password.</p> <p><b>Step 2:</b> Select "Top Glove Corporation Bhd EGM on 18 August 2020 at 10:00 a.m.: Submission of Proxy Form" under the Corporate Exercise/Event tab and Click "&gt;".</p> <p><b>Step 3:</b> Select whether you are submitting the proxy form as <b>(1) Individual Shareholder</b>; or <b>(2) Corporate or Authorised Representative of a body corporate<sup>1</sup></b></p>	<p><b>Notes :</b></p> <ol style="list-style-type: none"> <li>1. Please submit your Proxy Form <b>latest by Sunday, 16 August 2020, 10:00 a.m.</b> if you wish to appoint proxy(ies) to participate on behalf.</li> <li>2. You are strongly encouraged to appoint the Chairman as the proxy in the event you are not being able to participate remotely.</li> <li>3. A copy of your submitted eProxy Form can be accessed via My Records.</li> <li>4. You need to submit your eProxy Form for every CDS account(s) you have or represent.</li> </ol>

<sup>1</sup> For body corporates, the appointed Corporate/Authorised Representative must upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). Any document that are not in English or Bahasa Malaysia must be accompanied by a certified translation in English in one (1) file. The original evidence of authority and translation thereof, if required, have to be submitted to SS E Solutions Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50940 Kuala Lumpur, Malaysia for verification before the registration closing date and time.

<p><b>Step 4:</b> Enter your <b>CDS account number</b> or the body corporate's CDS account number and corresponding <b>number of securities</b>.</p> <p><b>Step 5:</b> Enter the information of your proxy(ies) and the securities to be represented by your proxy(ies).</p> <p><b>Step 6:</b> Proceed to indicate how your votes are to be casted against each resolution.</p> <p><b>Step 7:</b> Review and confirm your proxy form details before submission.</p>	<p>5. <b>Appointed proxies need not register for remote participation under (B) above but are required to be registered users</b> of the Securities Services ePortal by <b>Thursday, 13 August 2020</b>.</p> <p>6. Upon processing the proxy forms, remote participation access will be granted to the proxy(ies) instead of the shareholder, provided the proxy(ies) must be a registered user of the ePortal, failing which, the proxy will not be able to participate at the EGM.</p> <p>7. Upon verification by the Share Registrar with the General Meeting Record of Depositors as at 11 August 2020, you will receive an email advising you if your remote participation/ eProxy Form was approved or rejected.</p>
<p><b>On the EGM Day (Tuesday, 18 August 2020 @ 10:00 a.m.)</b></p>	
<p><b>A) Joining the Live Stream Meeting</b></p>	
<p><b>Step 1:</b> Log on to <a href="https://www.sshsb.net.my/">https://www.sshsb.net.my/</a> with your registered User ID (email address) and password.</p> <p><b>Step 2:</b> Select "<b>Top Glove Corporation Bhd EGM on 18 August 2020 at 10:00 a.m.: Live Stream Meeting</b>" under the Corporate Exercise/Event tab and Click "&gt;" to join the EGM.</p>	<p><b>Notes:</b></p> <ol style="list-style-type: none"> <li>1. You can start to login 1 hour before the commencement of the EGM.</li> <li>2. If you have any questions that you wish to raise, please use the text box to submit your question. The Chairman/Board will endeavour to respond to your question during the EGM.</li> <li>3. Quality of the live streaming is dependent on the stability of the internet connection at the location of the user.</li> </ol>
<p><b>B) Remote Online Voting during the EGM</b></p>	
<p><b>Step 1:</b> Log on to <a href="https://www.sshsb.net.my/">https://www.sshsb.net.my/</a> with your registered User ID (email address) and password.</p> <p><b>Step 2:</b> Select "<b>Top Glove Corporation Bhd EGM on 18 August 2020 at 10:00 a.m.: Remote Voting</b>" under the Corporate Exercise/Event tab and Click "&gt;" to remotely cast and submit votes online for the resolution tabled at the EGM.</p> <p><b>Step 3:</b> Cast your votes by clicking on the radio buttons against each resolution and review your casted votes and submit the votes.</p> <p><b>Step 4:</b> Upon casting your votes, you may rejoin the Live Stream Meeting for the poll result announcement, (Please refer to Step 2 under "A) Joining the Live Stream Meeting" above)</p>	<p><b>Notes:</b></p> <ol style="list-style-type: none"> <li>1. Access to eVoting will be opened on the aforementioned date and time.</li> <li>2. Your votes casted will apply throughout <b>ALL</b> the CDS accounts you represent as an individual shareholder, corporate/ authorised representative and proxy.</li> <li>3. Where you are attending as a proxy, and the shareholder who appointed you has indicated how the votes are to be casted, we will take the shareholder's indicated votes in the Proxy Form.</li> <li>4. Access to eVoting will be closed when the Chairman announces the closing of all voting at the EGM.</li> <li>5. A copy of your submitted eVoting can be accessed via My Records.</li> </ol>
<p><b>C) End of Remote Participation</b></p>	
<p>The live streaming will end upon the announcement by the Chairman on the closure of the EGM.</p>	

# PROXY FORM



\*I/We, \_\_\_\_\_ Email: \_\_\_\_\_

NRIC/Passport/Registration No.: \_\_\_\_\_ Tel: \_\_\_\_\_

CDS Account No.: \_\_\_\_\_ Number of Shares Held: \_\_\_\_\_

Address: \_\_\_\_\_

being a member of **TOP GLOVE CORPORATION BHD [Registration No.: 199801018294 (474423-X)]** hereby appoint:

1) Name of Proxy: \_\_\_\_\_ NRIC/Passport No.: \_\_\_\_\_

Address: \_\_\_\_\_

Email: \_\_\_\_\_ Tel: \_\_\_\_\_ Percentage of Shares Represented: \_\_\_\_\_ %

2) Name of Proxy: \_\_\_\_\_ NRIC/Passport No.: \_\_\_\_\_

Address: \_\_\_\_\_

Email: \_\_\_\_\_ Tel: \_\_\_\_\_ Percentage of Shares Represented: \_\_\_\_\_ %

or the CHAIRMAN OF THE MEETING, as my/our proxy to vote for me/us, and on my/our behalf at the Extraordinary General Meeting (“EGM”) of the Company to be held on a fully virtual basis at the Broadcast Venue at TG Grand Ballroom, Level 9, Top Glove Tower, 16, Persiaran Setia Dagang, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan, Malaysia on Tuesday, 18 August 2020 at 10:00 a.m.

Please indicate with “X” how you wish your vote to be casted. In the absence of specific instruction, your proxy will vote or abstain from voting at his/her discretion.

ORDINARY RESOLUTION	FOR	AGAINST
Proposed Bonus Issue		

Signed on this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Signature of Member / Common Seal

## Notes:

- The EGM 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://www.sshsb.net.my/>. Please follow the procedures provided in the Administrative Details for the EGM 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 and Clause 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 11 August 2020 (General Meeting Record of Depositors) shall be eligible to participate in the EGM.
- A member of the Company entitled to participate and vote at the EGM is entitled to appoint not more than two (2) proxies to participate 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 EGM. The members or their proxies may submit questions to the Company at [topglovecosec@topglove.com.my](mailto:topglovecosec@topglove.com.my) prior to the EGM or via real time submission of typed texts through a text box within Securities Services ePortal’s platform during live streaming of the EGM 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 EGM.
- 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 EGM or at any adjournment thereof:
  - In Hardcopy Form**  
The proxy form 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, Malaysia.
  - By Electronic Means**  
The proxy form shall be electronically lodged via Securities Services ePortal’s platform at <https://www.sshsb.net.my/> or by fax to +603-2094 9940 or by email to [eservices@sshsb.com.my](mailto:eservices@sshsb.com.my).



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AFFIX  
STAMP

**The Share Registrar  
TOP GLOVE CORPORATION BHD  
[Registration No.: 199801018294 (474423-X)]  
c/o: Securities Services (Holdings) Sdn. Bhd.  
Level 7, Menara Milenium  
Jalan Damanlela, Pusat Bandar Damansara  
Damansara Heights  
50490 Kuala Lumpur, Malaysia**

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