

# NEW ISSUE OF SECURITIES (CHAPTER 6 OF LISTING REQUIREMENTS) : ESOS TOP GLOVE CORPORATION BHD ("TOP GLOVE" OR THE "COMPANY") PROPOSED ESTABLISHMENT OF A NEW EMPLOYEES' SHARE OPTION SCHEME

## TOP GLOVE CORPORATION BHD

<b>Type</b>	Announcement
<b>Subject</b>	NEW ISSUE OF SECURITIES (CHAPTER 6 OF LISTING REQUIREMENTS) ESOS
<b>Description</b>	TOP GLOVE CORPORATION BHD ("TOP GLOVE" OR THE "COMPANY")  PROPOSED ESTABLISHMENT OF A NEW EMPLOYEES' SHARE OPTION SCHEME

On behalf of the board of directors of Top Glove, Hong Leong Investment Bank Berhad wishes to announce that the Company proposes to establish a new employees' share option scheme of up to 10% of the total number of issued shares in the Company for the eligible employees and executive directors of Top Glove and its subsidiaries (excluding dormant subsidiaries) ("**Proposed New ESOS**").

Kindly refer to the attached document for the details of the Proposed New ESOS.

This announcement is dated 9 November 2017.

Please refer attachment below.

### Attachments

[Top Glove - Proposed New ESOS.pdf](#)  
72.0 kB

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### Announcement Info

<b>Company Name</b>	TOP GLOVE CORPORATION BHD
<b>Stock Name</b>	TOPGLOV
<b>Date Announced</b>	09 Nov 2017
<b>Category</b>	General Announcement for PLC
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## TOP GLOVE CORPORATION BHD (“TOP GLOVE” OR THE “COMPANY”)

### PROPOSED ESTABLISHMENT OF A NEW EMPLOYEES’ SHARE OPTION SCHEME

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#### 1. INTRODUCTION

On behalf of the board of directors of Top Glove (“**Board**”), Hong Leong Investment Bank Berhad (“**HLIB**”) wishes to announce that the Company proposes to establish a new employees’ share option scheme (“**ESOS**”) of up to 10% of the total number of issued shares in the Company (“**Shares**”) (excluding treasury shares) for the eligible employees and executive directors of Top Glove and its subsidiaries (collectively, the “**Group**”) (excluding dormant subsidiaries) (“**Proposed New ESOS**”).

#### 2. DETAILS OF THE PROPOSED NEW ESOS

The Proposed New ESOS will entail the establishment of a new employees’ share option scheme for the employees and executive directors of the Group (excluding dormant subsidiaries) who fulfil the eligibility criteria as set out in Section 2.2 of this announcement (“**Eligible Employees**”).

The Proposed New ESOS will be administered in accordance with the by-laws governing the Proposed New ESOS (“**New ESOS By-Laws**”) by a committee to be appointed by the Board (“**New ESOS Committee**”). Under the Proposed New ESOS, the Eligible Employees may be offered options to subscribe for new Shares at a pre-determined subscription price (“**Options**”).

The Options, once accepted by the Eligible Employees (“**Grantee**”), may be subject to vesting dates and conditions as may be determined by the New ESOS Committee at its discretion and stipulated in the Options. These vesting conditions may include, among others, individual key performance indicators to be achieved by the Eligible Employees in accordance with the performance management system adopted by the Group as well as overall performance metrics such as the Group’s profitability and total shareholder returns or such other targets that promote the alignment of the interests of the Eligible Employees with those of the shareholders of the Company.

The Proposed New ESOS is intended to replace the existing ESOS of the Company, which was established on 1 August 2008 and will expire on 1 August 2018 (“**ESOS 2008/2018**”). The Proposed New ESOS will continue the Group’s initiative to ensure that its total remuneration package remains competitive and complement the employees’ share grant plan of the Company, which was established on 12 January 2016 and will expire on 11 January 2026 (“**ESGP 2016/2026**”).

Please refer to Appendix I of this announcement for further information on the ESOS 2008/2018 and the ESGP 2016/2026.

##### 2.1 Maximum number of Shares available under the Proposed New ESOS

At any one time during the existence of the Proposed New ESOS and any other schemes involving issuance of new Shares to employees which may be implemented from time to time by the Company, the total number of Shares which may be issued under the Proposed New ESOS and any other schemes involving issuance of new Shares to employees which are still subsisting must not exceed 10% of the total number of issued Shares (excluding treasury shares) (“**Scheme Size**”).

For the avoidance of doubt, the total number of Shares comprised in Options which may be offered under the Proposed New ESOS and the total number of Shares made available under any other schemes involving the issuance of new Shares to employees which are still subsisting (including the Shares already made available under the ESOS 2008/2018 and the ESGP 2016/2026, for so long as the ESOS 2008/2018 and the ESGP 2016/2026 remain effective and have not expired) will not exceed the Scheme Size at any one time.

If the total number of Shares comprised in Options which are offered under the Proposed New ESOS and any other schemes involving issuance of new Shares to employees which are still subsisting exceeds the Scheme Size at any point in time as a result of the Company purchasing or cancelling Shares in accordance with the provisions of Section 127 of the Companies Act 2016 or undertaking any corporate proposal resulting in the reduction of the total number of issued Shares, no further Options will be offered by the New ESOS Committee until such total number of Shares falls below the Scheme Size.

## **2.2 Eligibility**

Any employee or executive director of the Group (excluding dormant subsidiaries) will be eligible to be considered as an Eligible Employee and to participate in the Proposed New ESOS if that person, as at the date on which an offer of Options is made to the Eligible Employee ("**Date of Offer**"), has:

- (i) attained the age of 18 years and is not an undischarged bankrupt nor subject to any bankruptcy proceedings;
- (ii) entered into a full-time or fixed-term contract with, and is on the payroll of, the Group and has not served a notice of resignation or received a notice of termination;
- (iii) received confirmation of his or her service or employment in writing;
- (iv) been in employment with the Group for a period of at least 12 consecutive months up to the Date of Offer; and
- (v) fulfilled any other eligibility criteria and falls within such category as may be set by the New ESOS Committee at any time and from time to time at its discretion.

The New ESOS Committee may, at any time and from time to time at its discretion, waive any of the eligibility criteria as set out above for the purpose of selecting an Eligible Employee.

Notwithstanding anything set out in the New ESOS By-Laws and subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**Listing Requirements**"), no Options may be offered to any person who is a director, a major shareholder or the chief executive of the Company, or a person connected with such director, major shareholder or chief executive of the Company, unless the specific allocation of Options to that person has been approved by the shareholders of the Company in a general meeting.

## **2.3 Basis of allocation and maximum allowable allocation**

The New ESOS Committee will, at its discretion, determine the number of Shares to be comprised in each Option after taking into consideration, among others, the performance and seniority, years of service and potential for future development of the Eligible Employee and his or her contribution to the success and development of the Group as well as such other criteria as the New ESOS Committee may deem relevant.

Notwithstanding the above, subject to any adjustments to the Options which may be made in accordance with the New ESOS By-Laws, the total number of Shares that may be allocated to any one Eligible Employee who, either singly or collectively through persons connected with the Eligible Employee, holds 20% or more of the total number of issued Shares (excluding treasury shares), must not exceed 10% of the total number of Shares made available under the Proposed New ESOS and any other schemes involving issuance of new Shares to employees which may be implemented from time to time by the Company.

The aggregate maximum allocation to the directors and senior management of the Group (excluding dormant subsidiaries) will not be more than 75% of the total number of Shares to be awarded under the Proposed New ESOS. The aggregate maximum allocation was arrived at after taking into consideration the number of directors and senior management of the Group who are eligible to participate in the Proposed New ESOS as compared to the total number of employees in the Group, their contribution to the growth and performance of the Group as well as the Group's intention to reward and retain such directors and senior management who are key to the strategic direction and the management of operations of the Group.

For the avoidance of doubt, the New ESOS Committee will have the discretion to determine whether the Options will be offered in a single grant or staggered over the duration of the Proposed New ESOS. The New ESOS Committee will also have the discretion to determine whether the vesting of the Options will be staggered and, if the vesting will be staggered, the timing for such vesting. Each offer of Options to the Eligible Employees and the vesting of such Options will be separate and independent from the others.

No Eligible Employees will participate in any deliberation or discussion on their own respective allocations and allocations to persons connected with them (if any) under the Proposed New ESOS.

#### **2.4 Option price**

The subscription price of each new Share comprised in an Option ("**Option Price**") will be determined by the New ESOS Committee based on the 5-day weighted average market price of the Shares as traded on the Main Market of Bursa Securities immediately before the Date of Offer, with either a:

- (i) premium; or
- (ii) discount of not more than 10% or such other percentage of discount as may be permitted by Bursa Securities and any other relevant authorities from time to time.

#### **2.5 Duration of the Proposed New ESOS**

The Proposed New ESOS will be in force for a period of 10 years commencing from the effective date of implementation of the Proposed New ESOS, which will be a date on which the last of the following approvals and conditions have been obtained and complied with:

- (i) approval of Bursa Securities for the listing of and quotation for the new Shares to be issued upon exercise of the Options under the Proposed New ESOS;
- (ii) approval of the shareholders of the Company at a general meeting;
- (iii) submission of the final copy of the New ESOS By-Laws to Bursa Securities together with a letter of compliance pursuant to Paragraph 2.12 of the Listing Requirements and a checklist showing compliance with Appendix 6E of the Listing Requirements;
- (iv) approvals of any other relevant authorities, where applicable; and

- (v) fulfilment or waiver (as the case may be) of all applicable conditions attached to the above approvals (if any).

Notwithstanding anything set out in the New ESOS By-Laws and subject to compliance with applicable rules or regulations, the Company may terminate the Proposed New ESOS at any time prior to the expiry of its duration provided that the Company makes an announcement immediately to Bursa Securities. With effect from such termination date, all Options which have yet to be vested (whether fully or partially) in the Grantee or exercised (whether fully or partially) by the Grantee will be deemed to have been terminated and be null and void. Following such termination, no further Options will be awarded by the New ESOS Committee under the Proposed New ESOS.

## **2.6 Rights attaching to the Options and ranking of the new Shares to be issued upon exercise of the Options**

The Options will not carry any voting rights or rights to participate in any form of distributions or further offer of securities in the Company until and unless they are exercised into new Shares.

The new Shares to be issued upon exercise of the Options will be subject to all the provisions of the constitution of the Company and will, upon allotment and issue, rank equally in all respects with the existing Shares, except that the new Shares will not be entitled to any dividends, rights, allotments and other distributions which may be declared, made or paid to shareholders, the entitlement date of which is before the date of allotment and issue of the new Shares.

## **2.7 Listing of and quotation for the new Shares to be issued under the Proposed New ESOS**

An application will be made to Bursa Securities for the listing of and quotation for such number of new Shares, representing up to 10% of the total number of issued Shares (excluding treasury shares), to be issued upon exercise of the Options under the Proposed New ESOS on the Main Market of Bursa Securities.

## **2.8 Modification or variation to the Proposed New ESOS**

Subject to the New ESOS By-Laws and compliance with the Listing Requirements and approvals of any other relevant regulatory authorities being obtained (if required), all or any part of the New ESOS By-Laws may be added to, amended, modified or deleted by a resolution of the Board upon recommendation of the New ESOS Committee from time to time provided that:

- (i) no such addition, amendment, modification or deletion will be made which would adversely affect the rights which would have accrued to any Grantee without the prior approval of that Grantee; and
- (ii) no such addition, amendment, modification or deletion will be made to the advantage of the Grantee without the prior approval of the shareholders of the Company at a general meeting.

### **3. USE OF PROCEEDS**

The proceeds to be received by the Company arising from the exercise of the Options will depend on the actual number of Options exercised and the Option Price, both which can only be determined as and when the Options are offered and subsequently exercised. As such, the exact amount of proceeds to be received cannot be determined at this juncture.

Nonetheless, the Company intends to use all proceeds received from the exercise of the Options for the Group's working capital purposes within 3 months of the date such proceeds are received by the Company.

### **4. RATIONALE FOR THE PROPOSED NEW ESOS**

The ESOS 2008/2018 will expire on 1 August 2018. In this regard, the Proposed New ESOS will allow the Company to establish a new ESOS as a continuation of the Group's total remuneration package to motivate, reward and retain the Eligible Employees.

The Proposed New ESOS is intended to:

- (i) provide the Group with the flexibility to determine the most appropriate instrument or combination of instruments to be awarded to the Eligible Employees as part of the Group's efforts to motivate, reward and retain the Eligible Employees who have contributed to the growth and performance of the Group and whose services are vital to its continued growth and profitability;
- (ii) instil in the Eligible Employees a greater sense of ownership and belonging so as to motivate them towards strategic business objectives;
- (iii) increase the level of commitment, dedication and loyalty of the Eligible Employees by rewarding them with an equity stake in the Company; and
- (iv) make the total remuneration package more competitive in order to attract prospective high calibre employees.

## 5. EFFECTS OF THE PROPOSED NEW ESOS

For illustration purposes, where applicable in this Section 5, the pro forma effects of the Proposed New ESOS are illustrated based on the following scenarios:

**Minimum Scenario** : Assuming none of the 2,164,400 treasury shares are resold and none of the 3,154,860 options under the ESOS 2008/2018 which are outstanding (“**Outstanding Options**”) as at 31 October 2017, being the latest practicable date before the date of this announcement (“**LPD**”), are exercised

**Maximum Scenario** : Assuming all the 2,164,400 treasury shares are resold in the open market and all the Outstanding Options are exercised

### 5.1 Share capital

The Proposed New ESOS is not expected to have any immediate effect on the issued share capital of the Company until such time the Options are exercised. The issued share capital of the Company will increase progressively depending on the number of new Shares to be issued upon the exercise of Options under the Proposed New ESOS.

For illustration purposes, the pro forma effect of the Proposed New ESOS on the issued share capital of the Company is as follows:

	Minimum Scenario		Maximum Scenario	
	No. of Shares (‘000)	Share capital (RM ‘000)	No. of Shares (‘000)	Share capital (RM ‘000)
Existing as at the LPD	1,256,639	637,867	1,256,639	637,867
Assuming full exercise of the Outstanding Options	-	-	3,155	<sup>(1)</sup> 10,884
	1,256,639	637,867	1,259,794	648,751
New Shares to be issued assuming full exercise of the Options to be offered under the Proposed New ESOS <sup>(2)</sup>	100,014	<sup>(3)</sup> 582,082	100,546	<sup>(3)</sup> 585,178
<b>Enlarged issued share capital</b>	<b>1,356,653</b>	<b>1,219,949</b>	<b>1,360,340</b>	<b>1,233,929</b>

Notes:

- (1) Calculated based on the average exercise price of the Outstanding Options of RM3.45 each.
- (2) Calculated based on 10% of the total number of Shares outstanding (excluding treasury shares under the Minimum Scenario) and after deducting a total of about 24.3 million options offered under the ESOS 2008/2018 (other than options which have lapsed) and a total of about 1.2 million new Shares awarded under the ESGP 2016/2026.
- (3) Assuming the Option Price is determined, for illustration purposes only, based on a discount of 10% to the 5-day volume-weighted average market price of the Shares as traded on the Main Market of Bursa Securities up to and including the LPD of RM6.46.

## 5.2 Substantial shareholders' shareholdings

The Proposed New ESOS is not expected to have any immediate effect on the shareholdings of the substantial shareholders of the Company until such time the Options are exercised. Any effect on the shareholdings of the substantial shareholders of the Company will depend on the actual number of Options exercised by the Grantees.

For illustration purposes, the pro forma effects of the Proposed New ESOS on the shareholdings of the substantial shareholders of the Company are as follows:

Minimum Scenario	As at the LPD				Assuming full exercise of the Options to be offered under the Proposed New ESOS			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(1)%
Substantial shareholders	('000)		('000)		('000)		('000)	
Employees Provident Fund Board	68,948	5.5	-	-	68,948	5.1	-	-
Tan Sri Dr Lim Wee Chai	368,822	29.4	(2)88,206	7.0	(5)368,822	27.2	(2)88,206	6.5
Puan Sri Tong Siew Bee	3,606	0.3	(3)453,422	36.1	(5)3,606	0.3	(3)453,422	33.5
Lim Hooi Sin	20,282	1.6	(4)436,736	34.8	(5)20,282	1.5	(4)436,736	32.2
Lim Jin Feng	11	*	(4)436,736	34.8	(5)11	*	(4)436,736	32.2
Firstway United Corp	64,308	5.1	-	-	64,308	4.7	-	-

Notes:

\* Less than 0.1%.

(1) Excluding 2,164,400 Shares which are held as treasury shares by the Company.

(2) Deemed interested through the direct interests of Puan Sri Tong Siew Bee, Lim Hooi Sin, Lim Jin Feng and Firstway United Corp in the Company.



- (3) Deemed interested through the direct interests of Tan Sri Dr Lim Wee Chai, Lim Hooi Sin, Lim Jin Feng and Firstway United Corp in the Company.
- (4) Deemed interested through the direct interests of Tan Sri Dr Lim Wee Chai, Puan Sri Tong Siew Bee and Firstway United Corp in the Company.
- (5) For illustration purposes, no allocation of Options has been made to the major shareholders of the Company who are also directors or employees of the Group as the allocations to them under the Proposed New ESOS has not been determined at this juncture.

Maximum Scenario	As at the LPD				(I) Assuming resale of the treasury shares and full exercise of the Outstanding Options				(II) After (I) and assuming full exercise of the Options to be offered under the Proposed New ESOS			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Substantial shareholders	('000)		('000)		('000)		('000)		('000)		('000)	
Employees Provident Fund Board	68,948	5.5	-	-	68,948	5.5	-	-	68,948	5.1	-	-
Tan Sri Dr Lim Wee Chai	368,822	29.4	(2)88,206	7.0	368,915	29.3	(2)88,222	7.0	(5)368,915	27.1	(2)88,222	6.5
Puan Sri Tong Siew Bee	3,606	0.3	(3)453,422	36.1	3,615	0.3	(3)453,521	36.0	(5)3,615	0.3	(3)453,521	33.3
Lim Hooi Sin	20,282	1.6	(4)436,736	34.8	20,282	1.6	(4)436,838	34.7	(5)20,282	1.5	(4)436,838	32.1
Lim Jin Feng	11	*	(4)436,736	34.8	17	*	(4)436,838	34.7	(5)17	*	(4)436,838	32.1
Firstway United Corp	64,308	5.1	-	-	64,308	5.1	-	-	64,308	4.7	-	-

Notes:

\* Less than 0.1%.

(1) Excluding 2,164,400 Shares which are held as treasury shares by the Company.

(2) Deemed interested through the direct interests of Puan Sri Tong Siew Bee, Lim Hooi Sin, Lim Jin Feng and Firstway United Corp in the Company.

- (3) Deemed interested through the direct interests of Tan Sri Dr Lim Wee Chai, Lim Hooi Sin, Lim Jin Feng and Firstway United Corp in the Company.
- (4) Deemed interested through the direct interests of Tan Sri Dr Lim Wee Chai, Puan Sri Tong Siew Bee and Firstway United Corp in the Company.
- (5) For illustration purposes, no allocation of Options has been made to the major shareholders of the Company who are also directors or employees of the Group as the allocations to them under the Proposed New ESOS has not been determined at this juncture.

### **5.3 Net assets and gearing**

Save for the potential impact of the Malaysian Financial Reporting Standard (“**MFRS**”) 2 on share-based payment as described in Section 5.4 of this announcement, the Proposed New ESOS is not expected to have any immediate effect on the net assets, net assets per Share and gearing of the Group until such time new Shares are issued upon exercise of the Options under the Proposed New ESOS, if any. Any effects will depend on the actual number of Options exercised and the Option Price.

### **5.4 Earnings and earnings per Share**

The Proposed New ESOS is not expected to have any immediate effect on the earnings and earnings per Share (“**EPS**”) of the Group. However, in accordance with MFRS 2, the cost arising from the offering of the Options is required to be measured at the Date of Offer based on the fair value of the Options offered and recognised as an expense over the vesting period of the Options.

The potential effects of the Proposed New ESOS on the earnings and EPS of the Group in the future, as a consequence of the recognition of the expense, cannot be determined at this juncture as the effects will depend on the fair value of the Options, which is calculated after taking into consideration factors such as:

- (i) the actual number of Shares comprised in Options offered and vested; and
- (ii) the Option Price.

However, it is important to note that the potential cost of the offering the Options does not represent a cash outflow as it is only an accounting treatment which will affect the future earnings of the Group. The New ESOS Committee will take into consideration the potential impact on the Group’s earnings and EPS in making and offer of Options to the Eligible Employees.

### **5.5 Convertible securities**

As at the LPD, save for the Outstanding Options, Top Glove does not have any convertible securities in issue.

The Proposed New ESOS will not have any effect on the terms and conditions of the Outstanding Options.

## **6. APPROVALS REQUIRED**

The Proposed New ESOS is subject to approvals being obtained from the following:

- (i) Bursa Securities for the listing of and quotation for such number of new Shares, representing up to 10% of total number of issued Shares (excluding treasury shares), to be issued upon exercise of the Options under the Proposed New ESOS on the Main Market of Bursa Securities;
- (ii) the shareholders of Top Glove at an extraordinary general meeting to be convened; and
- (iii) other relevant authorities or parties, if required.

The Proposed New ESOS is not conditional upon any other proposals undertaken by the Company.

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

Tan Sri Dr Lim Wee Chai, Puan Sri Tong Siew Bee and Lim Hooi Sin, who are the major shareholders and executive directors of the Company, together with the other executive directors of the Company, namely Lee Kim Meow and Lim Cheong Guan (collectively, the “**Interested Directors**”), by virtue of their eligibility to participate in the Proposed New ESOS, are deemed interested to the extent of their respective allocations as well as allocations to persons connected with them (if any) under the Proposed New ESOS. Puan Sri Tong Siew Bee is the spouse of Tan Sri Dr Lim Wee Chai, while Lim Hooi Sin is the brother of Tan Sri Dr Lim Wee Chai.

Lim Jin Feng, who is a major shareholder of the Company and the son of Tan Sri Dr Lim Wee Chai and Puan Sri Tong Siew Bee, is also an employee of the Group. By virtue of his eligibility to participate in the Proposed New ESOS, he is deemed interested in his allocation as well as allocations to persons connected with him under the Proposed New ESOS.

Lew Sin Chiang, the spouse of Tong Siew San, who in turn is the sister of Puan Sri Tong Siew Bee, is an employee of the Group. By virtue of his eligibility to participate in the Proposed New ESOS, he is deemed interested in his allocation as well as allocations to persons connected with him under the Proposed New ESOS.

As such, the Interested Directors have abstained and will continue to abstain from deliberating and voting at all relevant Board meetings in relation to their respective allocations as well as allocations to persons connected with them (if any) under the Proposed New ESOS. The Interested Directors, Lim Jin Feng and Lew Sin Chiang will also abstain and ensure that persons connected with them (if any) will abstain from voting, in respect of their interests in Top Glove, on the resolutions pertaining to their respective allocations as well as allocations to persons connected with them (if any) under the Proposed New ESOS at an extraordinary general meeting to be convened.

Save as disclosed above, none of the other directors and major shareholders of Top Glove and persons connected with them have any interest in the Proposed New ESOS.

**8. DIRECTORS’ STATEMENT**

The Board, having considered all aspects of the Proposed New ESOS (including the rationale for and effects of the Proposed New ESOS), is of the opinion that the Proposed New ESOS is in the best interest of the Company.

**9. ADVISER**

HLIB has been appointed by Top Glove as the Adviser for the Proposed New ESOS.

**10. EXPECTED TIME FRAME FOR APPLICATION TO THE RELEVANT AUTHORITIES AND COMPLETION**

Barring any unforeseen circumstances, the application to Bursa Securities is expected to be made within 2 months from the date of this announcement. Subject to all approvals being obtained, the Proposed New ESOS is expected to be established in the second quarter of 2018.

This announcement is dated 9 November 2017.

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**INFORMATION ON THE ESOS 2008/2018 AND THE ESGP 2016/2026**


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**1. ESOS 2008/2018**

A summary of the salient features of the ESOS 2008/2018 is set out below:

Implementation date	:	1 August 2008		
Duration of the scheme	:	10 years		
Expiry date	:	1 August 2018		
Eligibility	:	The eligibility for participation in the ESOS 2008/2018 is determined at the discretion of the committee appointed by the Board to administer the ESOS 2008/2018, but includes any employee or executive director of the Group (excluding dormant subsidiaries) who has been confirmed in the employment of the Group and has served for at least 1 year before the date of an offer		
Maximum number of Shares that may be issued under the ESOS 2008/2018	:	Such number of Shares representing 15% of the total number of issued Shares (excluding treasury shares) at any one time		
Number of options offered under the ESOS 2008/2018	:	<b>As at the LPD</b>	<b>Employees of the Group including executive directors</b>	<b>Executive directors</b>
			('000)	('000)
		No. of options offered and accepted	27,892	4,256
		No. of options exercised	21,107	3,599
		No. of options lapsed	3,630	-
		No. of Outstanding Options	3,155	657
Maximum allocation to directors and senior management	:	50% of the total number of Shares available under the ESOS 2008/2018		
Actual options offered to directors and senior management since commencement of the ESOS 2008/2018	:	As at the LPD, options representing 26.1% of the total number of Shares available under the ESOS 2008/2018 have been offered to the directors and senior management of the Group since the commencement of the ESOS 2008/2018		

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**INFORMATION ON THE ESOS 2008/2018 AND THE ESGP 2016/2026 (Cont'd)**


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**2. ESGP 2016/2026**

A summary of the salient features of the ESGP 2016/2026 is set out below:

Implementation date	:	12 January 2016		
Duration of the scheme	:	10 years		
Expiry date	:	11 January 2026		
Eligibility	:	The eligibility for participation in the ESGP 2016/2026 is determined at the discretion of the committee appointed by the Board to administer the ESGP 2016/2026, but includes any employee or executive director of the Group (excluding dormant subsidiaries) who fulfils all the eligibility criteria set out in the by-laws governing the ESGP 2016/2026		
Maximum number of Shares that may be issued under the ESGP 2016/2026	:	Such number of Shares representing 10% of the total number of issued Shares (excluding treasury shares) at any one time		
Number of options granted under the ESGP 2016/2026	:	<b>As at the LPD</b>	<b>Employees of the Group including executive directors</b>	<b>Executive directors</b>
			('000)	('000)
		No. of Shares awarded under the ESGP 2016/2026	1,171	65
Maximum allocation to directors and senior management	:	75% of the total number of Shares available under the ESGP 2016/2026		
Actual Shares awarded to directors and senior management since commencement of the ESGP 2016/2026	:	As at the LPD, Shares representing 15.2% of the total number of Shares available under the ESGP 2016/2026 have been awarded to the directors and senior management of the Group since the commencement of the ESGP 2016/2026		