

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Comfort Gloves Berhad ("CGB" or "the Company") will be held at Hotel Grand Baron, No. 8, PT 7861, Jalan Bukit Larut, 34000 Taiping, Perak, on Tuesday, 18 May 2021 at 11.30 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:-

**ORDINARY RESOLUTION 1**

**PROPOSED BONUS ISSUE OF UP TO 174,132,912 FREE WARRANTS IN CGB ("WARRANT(S)") ON THE BASIS OF 3 WARRANTS FOR EVERY 10 EXISTING ORDINARY SHARES IN CGB ("CGB SHARE(S)") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED BONUS ISSUE OF WARRANTS")**

"THAT subject to the approvals of all relevant authorities and/or parties (where applicable) being obtained for the Proposed Bonus Issue of Warrants, and to the extent permitted by law and the Constitution of the Company, approval be and is hereby given to the Board to issue up to 174,132,912 Warrants on the basis of 3 Warrants for every 10 existing CGB Shares to the shareholders of the Company who are registered as a member and whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined by the Board and announced by the Company at a later date in accordance with the provisions of the deed poll constituting the Warrants to be executed by the Company ("Deed Poll");

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendments to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as consequences of any adjustments under the provisions of the Deed Poll with full power to implement and give effects to the terms and conditions of the Deed Poll, and to do all acts, deeds and things as they may deem fit and/or expedient in order to implement, finalise and give effect to the Deed Poll;

THAT the Board be and is hereby authorized to issue and allot such appropriate number of Warrants in accordance with the provisions of the Deed Poll and when required, to adjust the exercise price and/or the number of the Warrants to be issued (including, without limitation, any additional Warrant as may be required or permitted to be issued) in consequence of the adjustments pursuant to the provision of the Deed Poll;

THAT the new CGB Shares shall, upon allotment and issuance, carry the same rights in all respects with the existing CGB Shares, save and except that the new CGB Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid to the shareholders, the entitlement date of which precedes the date of allotment and issuance of the new CGB Shares;

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

THAT the proceeds arising from the exercise of the Warrants, if any, be utilised for the purposes set out in the circular to the shareholders of the Company dated 3 May 2021 ("Circular") in relation to the Proposed Bonus Issue of Warrants, and the Board be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities, where required;

AND THAT the Board be and is hereby authorised to sign and execute all documents and take all necessary steps to give effect to the Proposed Bonus Issue of Warrants with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants.

**ORDINARY RESOLUTION 2**

**PROPOSED ESTABLISHMENT AND IMPLEMENTATION OF AN EMPLOYEES' SHARE SCHEME ("ESS") OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF CGB (EXCLUDING TREASURY SHARES, IF ANY) AT ANY ONE TIME DURING THE DURATION OF THE ESS FOR ELIGIBLE EMPLOYEES AND DIRECTORS OF CGB (EXCLUDING SUBSIDIARY COMPANIES WHICH ARE DORMANT) ("PROPOSED ESS")**

"THAT, subject to the approvals being obtained from all relevant authorities and/or parties in relation to the Proposed ESS and to the extent permitted by law and the Constitution of the Company ("Constitution"), the Board of Directors of the Company be and is hereby authorised to undertake the following:-

- (i) to establish an ESS for the benefit of eligible Directors (including non-executive Directors but shall not include alternate and/or substitute Directors) and employees of the Company and its subsidiaries (excluding subsidiaries which are dormant) ("CGB Group") who meet the criteria of eligibility for participation in the Proposed ESS and to implement and administer the same in accordance with the by-laws of the Proposed ESS ("By-Laws") which is set out in Appendix II of the Circular;
- (ii) to issue and allot and/or procure the transfer of such number of new or existing CGB Shares (as adjusted or modified from time to time pursuant to the By-Laws) from time to time as may be required for the purpose of or in connection with the Proposed ESS, provided that the total number of CGB Shares be allotted and issued and/or transferred pursuant to granting of CGB Shares ("Shares Grant") and/or options to subscribe for and/or acquire CGB Shares ("ESS Options") (collectively, the "Awards") to eligible Director(s) (including non-executive Directors but shall not include alternate and/or substitute Directors) and eligible employees of CGB Group in relation to the Proposed ESS shall not exceed 15% in aggregate of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed ESS and such new CGB Shares shall, upon allotment and issuance, carry the same rights as the existing CGB Shares, save and except that the new CGB Shares would not be entitled to dividend, rights, allotments and/or other forms of distribution which may be declared, made or paid to shareholders of CGB, the entitlement date of which is prior to the date of allotment of the new CGB Shares to be issued pursuant to the exercise of the ESS Options;
- (iii) to set up a committee to implement and administer the Proposed ESS ("ESS Committee");

(iv) to make the necessary application to Bursa Malaysia Securities Berhad ("Bursa Securities") for permission to deal in and for the listing of and quotation for the new CGB Shares (as adjusted or modified from time to time pursuant to the By-Laws) that may hereafter from time to time be allotted and issued pursuant to the Proposed ESS; and

(v) to do all such acts and things, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules and regulations, or to impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESS;

AND THAT, the By-Laws which is in compliance with the Main Market Listing Requirements of Bursa Securities a draft of which is set out in Appendix II of the Circular, be and is hereby approved and adopted and the Directors of the Company be and are hereby authorised with full power to modify and/or amend the By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws relating to amendments and/or modifications and to assent to any conditions, modifications, revaluations, variations and/or amendments as may be required by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient for the Proposed ESS to be in effect."

**ORDINARY RESOLUTION 3**

**PROPOSED ALLOCATION OF AWARDS TO MR LAU JOO YONG**

THAT, subject to the passing of Ordinary Resolution 2 and the approvals of all the relevant authorities being obtained, approval be and is hereby given to the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant to Mr Lau Joo Yong, being the Group Chief Executive Officer of CGB, Awards of not more than 10% of the total Awards to be issued under the Proposed ESS, subject always to the terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws."

**ORDINARY RESOLUTION 4**

**PROPOSED ALLOCATION OF AWARDS TO MR LAU JOO PERN**

THAT, subject to the passing of Ordinary Resolution 2 and the approvals of all the relevant authorities being obtained, approval be and is hereby given to the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant to Mr Lau Joo Pern, being the Executive Director of CGB, Awards of not more than 10% of the total Awards to be issued under the Proposed ESS, subject always to the terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws."

By Order of the Board

**CHAN EOI LENG**  
(SSM PC NO. 202008003055)  
(MAICSA 7030866)  
Company Secretary

Perak  
3 May 2021

**Notes:**

1. A member of the Company entitled to attend and vote at the above meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy must be of full age. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
2. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
3. 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. Where an exempt authorised nominee appoints more than one (1) proxy in respect of each Omnibus Account, the appointment shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.  
  
All duly completed forms of proxy must be deposited at the Share Registrar of the Company at 11th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
5. In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her proxy. Provided Always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).
6. Only a depositor whose name appears on the Record of Depositors as at 10 May 2021 shall be entitled to participate in the said meeting or appoint proxies to attend and/or vote on his/her behalf.