



## General Announcement

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### Company Information

Main Market Company

New Announcement

Submitting Investment

Bank/Advisor (if applicable)

Submitting Secretarial Firm (if applicable)

* Company name	HONG LEONG FINANCIAL GROUP BERHAD
* Stock name	HLFG
* Stock code	1082
* Contact person	Ms Christine Moh Suat Moi
* Designation	Company Secretary
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Type \*

Announcement

Subject \*:

NOTICE OF FORTIETH ANNUAL GENERAL MEETING

**Note: If the announcement is a long announcement, please summarize the announcement in the contents and enter the details of the announcement in the Announcement Details or attached the full details of the announcement as attachment.**

#### Contents \*:-

*(This field is to be used for the summary of the announcement)*

Hong Leong Financial Group Berhad (the "Company") writes to inform that the Fortieth Annual General Meeting ("AGM") of the Company will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Wednesday, 28 October 2009 at 2.30 p.m. in order to approve the resolutions as set out in the notice of AGM as attached.

This announcement is dated 5 October 2009.

#### Announcement Details :-

*(This field is for the details of the announcement, if applicable)*

Attachment(s):- (please attach the attachments here)

[20091005172845.pdf](#)

**Tables Section - This section is to be used to create and insert tables. Please make the appropriate reference to the table(s) in the Contents of the Announcement:**

[https://bursalink.bursamalaysia.com/link/hlfg/plc\\_local.nsf/adca2b6c8485b2fd482...](https://bursalink.bursamalaysia.com/link/hlfg/plc_local.nsf/adca2b6c8485b2fd482...) 05/10/2009



**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Fortieth Annual General Meeting of Hong Leong Financial Group Berhad ("Company") will be held at The Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Wednesday, 28 October 2009 at 2.30 p.m. in order:

1. To lay before the meeting the audited financial statements together with the reports of the Directors and Auditors thereon for the year ended 30 June 2009.
2. To approve the payment of Directors' fees of RM20,000 for the year ended 30 June 2009, to be divided amongst the Directors in such manner as the Directors may determine. (Resolution 1)
3. To re-elect the following retiring Directors:-  
(a) YBhg Tan Sd Quak Leng Chan (Resolution 2)  
(b) Dr Poh Soon Sim (Resolution 3)
4. To pass the following motions as Ordinary Resolutions:-  
(a) "THAT YBhg Dato' Haji Kamaruzaman bin Mohammed, a Director who retires in compliance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the conclusion of the next Annual General Meeting." (Resolution 4)  
(b) "THAT YBhg General (Rb) Tan Sri (D) Mohamed Hashim bin Mohd Ali, a Director who retires in compliance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the conclusion of the next Annual General Meeting." (Resolution 5)  
(c) "THAT YBhg Tan Sd Dato' Seri Khairi Ahmad bin Sulaiman, a Director who retires in compliance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the conclusion of the next Annual General Meeting." (Resolution 6)
5. To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and authorise the Directors to fix their remuneration. (Resolution 7)

**SPECIAL BUSINESS**

As a special business, to consider and, if thought fit, pass the following motions as Ordinary Resolutions:-

6. **Authority To Directors To Issue Shares**  
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to issue shares in the Company, at any time and from time to time, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of such shares on the Bursa Malaysia Securities Exchange and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." (Resolution 8)
7. **Proposed Shareholders' Mandate on Recurrent Related Party Transactions of a Revenue or Trading Nature with Hong Leong Company (Malaysia) Berhad ("HLGM") and Persons Connected with HLGM**  
"THAT approval be and is hereby given for the Company and/or its subsidiaries (including Hong Leong Bank Berhad and HLGM Capital Berhad and their respective subsidiaries) to enter into any of the transactions falling within the types of recurrent related party transactions of a revenue or trading nature as disclosed in Section 2.2(a) and (c) of the Company's Circular to Shareholders dated 5 October 2009 ("the Circular") with HLGM and persons connected with HLGM, as set out in Appendix II of the Circular provided that such transactions are undertaken in the ordinary course of business, on arm's length basis and on commercial terms which are not more favourable to the related party than those generally available to and/or from the public and are not, in the Company's opinion, detrimental to the minority shareholders; AND THAT the Directors of the Company be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this ordinary resolution.  
AND THAT such approval shall continue to be in force until:  
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or  
(b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or  
(c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier." (Resolution 9)
8. **Proposed Shareholders' Mandate on Recurrent Related Party Transactions of a Revenue or Trading Nature with Tower Real Estate Investment Trust ("Tower REIT")**  
"THAT approval be and is hereby given for the Company and/or its subsidiaries (including Hong Leong Bank Berhad and HLGM Capital Berhad and their respective subsidiaries) to enter into any of the transactions falling within the types of recurrent related party transactions of a revenue or trading nature as disclosed in Section 2.2(b) of the Company's Circular to Shareholders dated 5 October 2009 ("the Circular") with Tower REIT and persons connected with Tower REIT, as set out in Section 2.2 of the Circular provided that such transactions are undertaken in the ordinary course of business, on arm's length basis and on commercial terms which are not more favourable to the related party than those generally available to and/or from the public and are not, in the Company's opinion, detrimental to the minority shareholders; AND THAT the Directors of the Company be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this ordinary resolution.  
AND THAT such approval shall continue to be in force until:  
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or  
(b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or  
(c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier." (Resolution 10)
9. **Proposed Shareholders' Mandate on Recurrent Related Party Transactions of a Revenue or Trading Nature with Hong Leong Investment Holdings Pte Ltd ("HLIH") and Persons Connected with HLIH**  
"THAT approval be and is hereby given for the Company and/or its subsidiaries (including Hong Leong Bank Berhad and HLGM Capital Berhad and their respective subsidiaries) to enter into any of the transactions falling within the types of recurrent related party transactions of a revenue or trading nature as disclosed in Section 2.2(d) of the Company's Circular to Shareholders dated 5 October 2009 ("the Circular") with HLIH and persons connected with HLIH, as set out in Section 2.2 of the Circular provided that such transactions are undertaken in the ordinary course of business, on arm's length basis and on commercial terms which are not more favourable to the related party than those generally available to and/or from the public and are not, in the Company's opinion, detrimental to the minority shareholders; AND THAT the Directors of the Company be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this ordinary resolution.  
AND THAT such approval shall continue to be in force until:  
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or  
(b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or  
(c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier." (Resolution 11)
10. To consider any other business of which due notice shall have been given.

By Order of the Board  
CHRISTINE MOH SUAY MOI (MAICSA No. 7006098)  
Secretary

Kuala Lumpur  
6 October 2009

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a director of the Company and the person of Section 142(b) of the Companies Act, 1965 shall not apply to the Company. A member who has authorised another may appoint not more than two proxies in respect of each securities account he holds.
2. The Form of Proxy must be deposited at the Registered Office of the Company at Level 8, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur not less than 48 hours before the time of the meeting or adjourned meeting.

**SPECIAL RESOLUTIONS**

1. **Ordinary Resolutions 1 to 7 On Authority To Directors To Issue Shares**  
The proposed Ordinary Resolutions, if passed, will give a renewed mandate to the Directors of the Company to issue ordinary shares of the Company from time to time provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of such shares on the Bursa Malaysia Securities Exchange at the conclusion of the next Annual General Meeting (AGM) of the Company.  
All the shares of this notice, on issue shares in the Company were issued pursuant to the resolution granted to the Directors at the last AGM held on 20 October 2009 and which will lapse at the conclusion of the present AGM.  
The Renewed Mandate will enable the Directors in the event of a need for corporate finances or if the need arises to approve, execute and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this ordinary resolution.
2. **Ordinary Resolutions 8 to 11 On Recurrent Related Party Transactions of a Revenue or Trading Nature**  
The proposed Ordinary Resolutions, if passed, will empower the Company and its subsidiaries (including Hong Leong Bank Berhad and HLGM Capital Berhad and their respective subsidiaries) to enter into recurrent related party transactions of a revenue or trading nature which are not more favourable to the related party than those generally available to the public and are not, in the Company's opinion, detrimental to the minority shareholders of the Company.  
Detailed information on the Proposed Shareholders' Mandate is set out in the Circular to Shareholders dated 5 October 2009 which is attached together with the Company's 2009 Annual Report.