



## General Announcement

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**Submitted**

### Company Information

Main Market Company	
New Announcement	
Submitting Investment Bank/Advisor (if applicable)	
Submitting Secretarial Firm (if applicable)	
* Company name	HONG LEONG BANK BERHAD
* Stock name	HLBANK
* Stock code	5819
* Contact person	Ms Christine Moh Suat Moi
* Designation	Company Secretary
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Type \* **Announcement**

Subject \*: **NOTICE OF SIXTY-EIGHTH 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 Bank Berhad (the "Bank") writes to inform that the Sixty-Eighth Annual General Meeting ("AGM") of the Bank will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Tuesday, 27 October 2009 at 11.00 a.m. in order to approve the resolutions set out in the notice of AGM as attached.

This announcement is dated 2 October 2009.

#### Announcement Details :-

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

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

Ⓜ HLB (amended 1) 2-10-09.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:**



**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Sixty-eighth Annual General Meeting of Hong Leong Bank Berhad ("Bank") will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Tuesday, 27 October 2009 at 11.00 a.m. in order:

- 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.
- To declare a final dividend of 15 sen per share less income tax of 25% for the financial year ended 30 June 2009 as recommended by the Board of Directors of the Bank. **(Resolution 1)**
- To approve the payment of Directors' fees of RM550,000 for the year ended 30 June 2009 (RM520,000), to be divided amongst the Directors in such manner as the Directors may determine. **(Resolution 2)**
- To re-elect the following retiring Directors:-
  - Mr Chew Peng Cheng **(Resolution 3)**
  - Ms Yvonne Chan **(Resolution 4)**
  - YBhg Dato' Mohamed Nazim bin Abdul Razak. **(Resolution 5)**
- To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Bank and authorise the Directors to fix their remuneration. **(Resolution 6)**

**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 Bank, 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 Bank for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Bank." **(Resolution 7)**

**7. Proposed Shareholders' Mandate on Recurrent Related Party Transactions of a Revenue or Trading Nature with Hong Leong Company (Malaysia) Berhad ("HLCM") and Persons Connected with HLCM**

"THAT approval be and is hereby given for the Bank and/or its 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 2.3(A) and (B) of the Bank's Circular to Shareholders dated 5 October 2009 ("the Circular") with HLCM and persons connected with HLCM, 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 Bank's opinion, detrimental to the minority shareholders; AND THAT the Directors of the Bank 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:

- the conclusion of the next Annual General Meeting ("AGM") of the Bank at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- the expiration of the period within which the next AGM of the Bank 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
- revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier." **(Resolution 8)**

**8. 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 Bank and/or its 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 2.3(C) of the Bank'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 Bank's opinion, detrimental to the minority shareholders; AND THAT the Directors of the Bank 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:

- the conclusion of the next Annual General Meeting ("AGM") of the Bank at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- the expiration of the period within which the next AGM of the Bank 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
- revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier." **(Resolution 9)**

**9. Proposed Renewal Of The Authority For The Purchase Of Own Shares By The Bank**

"THAT subject to the Companies Act, 1965 (the "Act"), rules, regulations and orders made pursuant to the Act, provisions of the Bank's Memorandum and Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Main Market Listing Requirements") and any other relevant authority, the Directors of the Bank be and are hereby authorised to make purchases of ordinary shares of RM1.00 each in the Bank's issued and paid-up share capital on Bursa Securities subject further to the following:-

- the maximum number of shares which may be purchased and/or held by the Bank shall be equivalent to ten per centum (10%) of the issued and paid-up share capital of the Bank ("Shares") for the time being;
- the maximum fund to be allocated by the Bank for the purpose of purchasing the Shares shall not exceed the retained profits and/or the share premium account of the Bank, as of 30 June 2009, the audited retained profits and share premium of the Bank were RM2,136.1 million and RM639.7 million respectively; and
- the authority conferred by the resolution as set out in paragraphs (a) and (b) above will commence immediately upon passing of this ordinary resolution and will expire at the conclusion of the next Annual General Meeting ("AGM") of the Bank, unless earlier revoked or varied by ordinary resolution of the shareholders of the Bank in a general meeting or the expiration of the period within which the next AGM after that date is required to be held, whichever occurs first and, in any event, in accordance with the provisions of the Main Market Listing Requirements or any other relevant authority;

AND THAT the Directors of the Bank be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the Shares;

AND the Directors of the Bank be and are hereby authorised to deal with any Shares so purchased and any existing treasury shares ("the Said Shares") in the following manner:-

- cancel the Said Shares;
- retain the Said Shares as treasury shares;
- retain part of the Said Shares as treasury shares and cancel the remainder;
- distribute all or part of the Said Shares as dividends to shareholders, and/or resell on Bursa Securities and/or cancel all or part of them.

or in any other manner as may be prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Main Market Listing Requirements and any other relevant authority for the time being in force AND THAT the authority to deal with the Said Shares shall continue to be valid until all the Said Shares have been dealt with by the Directors of the Bank." **(Resolution 10)**

- To consider any other business of which due notice shall have been given.

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

NOTICE IS ALSO HEREBY GIVEN THAT the final dividend of 15 sen per share less income tax of 25% for the financial year ended 30 June 2009, if approved by the shareholders, at the 68th Annual General Meeting, will be paid on 17 November 2009 to depositors whose names appear in the Record of Depositors on 3 November 2009. A depositor shall qualify for entitlement to the final dividend only in respect of:

- shares transferred into the depositor's securities account before 4.00 p.m. on 3 November 2009 in respect of ordinary transfers; and
- shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board  
CHRISTINE MOH SUAT MOI (MAICSA No. 7005095)  
Secretary

Kuala Lumpur  
5 October 2009

**NOTES:**

- 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 who is not deemed to be a member of the Bank and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Bank. A member who is an authorized nominee may appoint not more than two proxies in respect of each securities account he holds.
- The Form of Proxy must be deposited at the Registered Office of the Bank at Level 8, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur not less than 48 hours before the time and date of the meeting or adjourned meeting.

**SPECIAL BUSINESS**

- Ordinary Resolution 7 On Authority To Directors To Issue Shares**  
The Proposed Ordinary Resolution, if passed, will give renewed mandate to the Directors of the Bank to issue ordinary shares of the Bank 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 Bank for the time being ("Renewed Mandate"). The Renewed Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Bank.  
As at the date of this Notice, no new shares in the Bank were issued to the Directors at the last Annual General Meeting held on 29 October 2008 and which will lapse at the conclusion of the Sixty-Eighth Annual General Meeting.  
The Renewed Mandate will enable the Directors to take swift action in case of a need for corporate exercises or in the event business opportunities arise which involve the issue of new shares and to avoid delay and cost in convening general meetings to approve such issue of shares.
- Ordinary Resolutions 8 & 9 On Recurrent Related Party Transactions Of A Revenue Or Trading Nature**  
The Proposed Ordinary Resolutions, if passed, will empower the Bank and its subsidiaries ("HLB Group") to enter into recurrent related party transactions of a revenue or trading nature which are necessary for HLB Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on terms which are not more favourable to the related parties than those generally available to the public and are not, in the Bank's opinion, detrimental to the minority shareholders of the Bank.  
Detailed information on the Proposed Shareholders' Mandate is set out in the Circular to Shareholders dated 5 October 2009 which is dispatched together with the Bank's 2009 Annual Report.
- Ordinary Resolution 10 On Proposed Renewal Of The Authority For The Purchase Of Own Shares By The Bank**  
The Proposed Ordinary Resolution, if passed, will empower the Directors to exercise the power of the Bank to purchase its own shares ("Proposed Share Buy-Back") by selling the financial resources not immediately required. The Proposed Share Buy-Back may have a positive impact on the market price of the Bank's shares. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Bank. Please refer to the Share Buy-Back Statement dated 5 October 2009 which is dispatched together with the Bank's 2009 Annual Report for further information.