



## General Announcement

Form Version 7 (Enhanced)

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Company Information	
Main Market Company	
New Announcement	
Submitting Investment Bank/Advisor (if applicable)	CIMB INVESTMENT BANK BERHAD
Submitting Secretarial Firm (if applicable)	
* Company name	HONG LEONG BANK BERHAD
* Stock name	HLBANK
* Stock code	5819
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* Designation	ASSISTANT MANAGER
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Type \* Announcement  
 Subject \*: HONG LEONG BANK BERHAD (%HLBB+)  
 NOTICE OF EXTRAORDINARY GENERAL MEETING (%EGM+)

**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)

Announcement Details :-  
 (This field is for the details of the announcement, if applicable)

On behalf of HLBB's Board of Directors, CIMB Investment Bank Berhad wishes to announce that an EGM of HLBB will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Monday, 23 August 2010 at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the resolutions set out in the enclosed Notice of EGM.

**This announcement is dated 29 July 2010.**

Attachment(s):- (please attach the attachments here)  
 Notice of EGM.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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of Hong Leong Bank Berhad (“**HLBB**” or “**the Bank**”) will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Monday, 23 August 2010 at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

### **ORDINARY RESOLUTION 1**

#### **PROPOSED ACQUISITION BY HLBB OF THE ENTIRE ASSETS AND LIABILITIES OF EON CAPITAL BERHAD (“EON CAP”) (“PROPOSED ACQUISITION”)**

“**THAT** subject to the approvals of all relevant regulatory authorities and parties (where required) being obtained, approval be and is hereby given for the Bank to acquire the entire assets and liabilities of EON Cap, for an aggregate cash consideration equivalent to RM5,060,423,743.60 in accordance with the salient terms and conditions set out in the letter of offer dated 1 April 2010, Circular to shareholders of the Bank dated 30 July 2010 and all supplemental letters issued by the Bank relating thereto;

**AND THAT** in order to implement, complete and give full effect to the Proposed Acquisition, approval be and is hereby given for the Board of Directors of the Bank (“**Board**”) to do or to procure to be done all such acts, deeds and things and to execute, sign and deliver on behalf of the Bank, all such documents and enter into any arrangements, agreements and/or undertaking with any party or parties, as they may deem fit, necessary, expedient and/or appropriate to implement, finalise and/or give full effect to and complete the Proposed Acquisition, with full powers to assent to any term, condition, modification, variation and/or amendment as may be agreed to/required by any relevant regulatory authority or as a consequence of any such requirement or as the Board shall in its absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the Proposed Acquisition and in the best interest of the Bank.”

### **ORDINARY RESOLUTION 2**

#### **PROPOSED RENOUNCEABLE RIGHTS ISSUE OF ORDINARY SHARES OF RM1.00 EACH IN HLBB (“HLBB SHARES”) (“RIGHTS SHARES”) TO RAISE GROSS PROCEEDS OF APPROXIMATELY RM1,600 MILLION (“PROPOSED RIGHTS ISSUE”)**

“**THAT** subject to the passing of Ordinary Resolution 1, and the approvals of all relevant regulatory authorities and parties (where required) being obtained, approval be and is hereby given to the Board to allot, by way of a renounceable rights issue, such number of Rights Shares to raise gross proceeds of approximately RM1,600 million, to the shareholders of the Bank whose names appear in the Record of Depositors of the Bank as at the close of business on an entitlement date to be determined and announced by the Board, or their renounee(s) to be credited as fully paid-up upon full payment, on an entitlement basis and at an issue price to be determined and announced by the Board;

**THAT** the Board be and is hereby empowered and authorised to deal with any fractional entitlement that may arise from the Proposed Rights Issue in such manner as the Board shall in its absolute discretion deem fit or expedient and in the best interest of the Bank;

**THAT** the Rights Shares shall, upon allotment, rank *pari passu* in all respects with the then existing HLBB Shares except that the Rights Shares will not be entitled to any dividends, rights, allotments and/or other distributions, in respect of which the entitlement date is before the allotment date of the Rights Shares;

**THAT** any Rights Shares which are not taken up or validly taken up shall be made available for excess applications in such manner as the Board shall determine in a fair and equitable manner;

**THAT** approval be and is hereby given for the Bank to utilise the proceeds of the Proposed Rights Issue for the purposes as set out in the Circular to shareholders of the Bank dated 30 July 2010, and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board shall in its absolute discretion deem fit, necessary, expedient and/or appropriate and in the best interest of the Bank;

**AND THAT** in order to implement, complete and give full effect to the Proposed Rights Issue, approval be and is hereby given to the Board to do or to procure to be done all such acts, deeds and things and to execute, sign and deliver on behalf of the Bank, all such documents and enter into any arrangements, agreements and/or undertaking with any parties, as they may deem fit, necessary, expedient and/or appropriate to implement, finalise, and/or give full effect to complete the Proposed Rights Issue, with full powers to assent to any term, condition, modification, variation and/or amendment as may be agreed to/required by any relevant regulatory authority or as a consequence of any such requirements or as the Board shall in its absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the Proposed Rights Issue and in the best interest of the Bank.”

#### **BY ORDER OF THE BOARD**

Christine Moh Suat Moi  
(MAICSA No. 7005095)  
Secretary

Kuala Lumpur  
30 July 2010

#### **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 may but need not 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 authorised nominee may appoint not more than two proxies in respect of each securities account it holds.*
2. *The Form of Proxy must be duly executed and deposited at the registered office of HLBB at Level 8, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur not less than 48 hours before the time and date for holding the meeting or adjourned meeting.*