



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-ninth Annual General Meeting of Hong Leong Industries Berhad ("the Company") will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Tuesday, 16 October 2012 at 12.00 noon in order:

1. To lay before the meeting the audited financial statements together with the reports of the Directors and Auditors thereon for the financial year ended 30 June 2012.
2. To approve the payment of Director fees of RM430,000/- for the financial year ended 30 June 2012 (2011 : RM360,000/-), 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 Datuk Kwek Leng San **(Resolution 2)**
 - (b) YBhg Dato' Ahmad Johari bin Tun Abdul Razak **(Resolution 3)**
 - (c) Dr Zaha Rina binti Zahari. **(Resolution 4)**
4. To pass the following motion as an Ordinary Resolution:

"THAT YM Raja Dato' Seri Abdul Aziz bin Raja Salim, a Director who retires in compliance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting."**(Resolution 5)**
5. To re-appoint Messrs KPMG as Auditors of the Company and authorise the Directors to fix their remuneration. **(Resolution 6)**

SPECIAL BUSINESS

As 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 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 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 Company."**(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 Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as disclosed in Section 2.3(A) of Part A of the Circular to Shareholders dated 24 September 2012 with HLCM and persons connected with HLCM ("Hong Leong Group") provided that:

- (i) such transactions are undertaken in the ordinary course of business, on commercial terms which are not more favourable to the Hong Leong Group than those generally available to and/or from the public, where applicable, and are not, in the Company's opinion, detrimental to the minority shareholders; and
- (ii) such approval, unless revoked or varied by the Company in a general meeting, shall continue in force until the conclusion of the next Annual General Meeting of the Company;

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."**(Resolution 8)**

8. Proposed Shareholders' Mandate On Recurrent Related Party Transactions Of A Revenue Or Trading Nature With Hong Bee Hardware Company, Sdn Berhad ("Hong Bee Hardware") And Hong Bee Motors Sdn Bhd ("Hong Bee Motors")

Proposed ordinary motion is the same as Ordinary Resolution 8 above except that (a) the recurrent related party transactions are as disclosed in Section 2.3(B) of Part A of the Circular to Shareholders dated 24 September 2012; and (b) the Related Party is "Hong Bee Hardware and Hong Bee Motors". **(Resolution 9)**

9. Proposed Shareholders' Mandate On Recurrent Related Party Transactions Of A Revenue Or Trading Nature With Sykat Motor Singa Sdn Bhd ("Sykt Motor Singa") And Sing Heng Motor Trading Sdn Bhd ("Sing Heng Motor")

Proposed ordinary motion is the same as Ordinary Resolution 8 above except that (a) the recurrent related party transactions are as disclosed in Section 2.3(B) of Part A of the Circular to Shareholders dated 24 September 2012; and (b) the Related Party is "Sykt Motor Singa and Sing Heng Motor". **(Resolution 10)**

10. Proposed Shareholders' Mandate On Recurrent Related Party Transactions Of A Revenue Or Trading Nature With Yamaha Motor Co., Ltd ("YMC") And Its Subsidiaries

Proposed ordinary motion is the same as Ordinary Resolution 8 above except that (a) the recurrent related party transactions are as disclosed in Section 2.3(B) of Part A of the Circular to Shareholders dated 24 September 2012; and (b) the Related Party is "YMC and its subsidiaries". **(Resolution 11)**

11. 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

Proposed ordinary motion is the same as Ordinary Resolution 8 above except that (a) the recurrent related party transactions are as disclosed in Section 2.3(B) of Part A of the Circular to Shareholders dated 24 September 2012; and (b) the Related Party is "HLIH and persons connected with HLIH". **(Resolution 12)**

12. Proposed Termination Of The Existing Executive Share Option Scheme

"THAT subject to the passing of Resolution 14 below, approval be and is hereby given for the Company to terminate the executive share option scheme of the Company which was established in year 2006 ("Proposed Termination"); AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed Termination with full power to assent to any condition, modification, variation and/or amendment in any manner as may be required by the relevant authorities and to do all such acts and things as they may consider necessary or expedient in relation to the Proposed Termination."**(Resolution 13)**

13. Proposed Establishment Of A New Executive Share Option Scheme Of Up To Ten Percent (10%) Of The Issued And Paid-Up Ordinary Share Capital (Excluding Treasury Shares) Of The Company

"THAT subject to the passing of Resolution 13 above and the requisite approvals being obtained, the Directors of the Company be and are hereby authorised:

- (i) to establish and administer an executive share option scheme ("Scheme") for the benefit of eligible executives and/or Directors of the Company and its subsidiaries ("Eligible Executives"), under which offers of options will be granted to such Eligible Executives to subscribe for/purchase ordinary shares of RM0.50 each ("Shares") in the Company in accordance with the provisions of the Bye-Laws referred to in the Circular to Shareholders dated 24 September 2012 ("Bye-Laws");
- (ii) from time to time to issue and allot such number of new Shares (unless otherwise adjusted) ("New Shares") and/or to transfer existing Shares ("Transferred Shares") to Eligible Executives pursuant to their exercise of the options under the Scheme, provided that the aggregate number of New Shares and/or Transferred Shares does not exceed 10% of the total issued and paid-up ordinary share capital (excluding treasury shares) of the Company at any point in time during the existence of the Scheme and that the New Shares shall, upon issuance and allotment, rank pari passu in all respects with the existing issued and paid-up ordinary share capital of the Company, except that the New Shares will not rank for any dividend, right, entitlement or distribution ("Rights") in respect of which the record date precedes the allotment date of the New Shares; and for Transferred Shares, such shares shall be transferred together with all Rights in respect of which the record date is on or after the transfer date; and such New Shares and Transferred Shares will be subject to all the provisions of the Articles of Association of the Company relating to transfer, transmission and otherwise;
- (iii) to make the necessary applications to Bursa Malaysia Securities Berhad and to take whatever necessary actions at the appropriate time or times for permission to deal in and for listing of and quotation for the New Shares which may from time to time be issued and allotted pursuant to the Scheme; and
- (iv) to modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Bye-Laws, to assent to any condition, modification, variation and/or amendment that may be required by the relevant authorities, and to do all such acts and enter into all such transactions, arrangements, agreements or undertakings, impose such terms and conditions or delegate such part of their powers as may be necessary or expedient in order to give full effect to the Scheme."**(Resolution 14)**

14. Proposed Grant Of Options To YBhg Dato' You Kok Seng

"THAT subject to the passing of Resolutions 13 and 14 above, authority be and is hereby given to the Directors of the Company, from time to time, to offer and to grant to YBhg Dato' You Kok Seng, the Group Managing Director of the Company, options to subscribe for/purchase such number of ordinary shares of RM0.50 each in the Company (unless otherwise adjusted) under the executive share option scheme of the Company ("Scheme") as they shall deem fit PROVIDED THAT not more than ten percent (10%) of the Maximum Aggregate, the "Maximum Aggregate" being defined in the Bye-Laws of the Scheme as an amount equivalent to ten percent (10%) of the issued and paid-up ordinary share capital (excluding treasury shares) of the Company at any one time, are allotted to him if he, either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the issued and paid-up ordinary share capital (excluding treasury shares) of the Company subject always to such terms and conditions and/or any adjustment which may be made in accordance with the provisions of the Bye-Laws of the Scheme."**(Resolution 15)**

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

By Order of the Board

Joanne Leong Wei Yin
Company Secretary

Kuala Lumpur
24 September 2012

Notes

1. For the purpose of determining members' eligibility to attend this meeting, only members whose names appear in the Record of Depositors as at 9 October 2012 shall be entitled to attend this meeting or appoint proxy(ies) to attend and vote on their behalf.
2. Save for a member who is an exempt authorised nominee, a member entitled to attend and vote at this 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 Company and the provision of Section 149(1) (b) of the Companies Act, 1965 shall not apply to the Company. A member who is an authorised nominee may appoint not more than two proxies in respect of each securities account it holds.
3. A member who is an exempt authorised nominee for multiple beneficial owners in a securities account ("Omnibus Account") may appoint any number of proxies in respect of the Omnibus Account.
4. The Form of Proxy must be deposited at the Registered Office of the Company at Level 9, 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.

Explanatory Notes On Special Business

1. Authority To Directors To Issue Shares

The proposed ordinary resolution, 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 does not exceed 10% of the issued capital of the Company 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 Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 18 October 2011 and which will lapse at the conclusion of the Forty-ninth Annual General Meeting.

The Renewed Mandate will enable the Directors to take swift action in case of, *inter alia*, a need for corporate exercises or in the event business opportunities or other circumstances arise which involve the issue of new shares, and to avoid delay and cost in convening general meetings to approve such issue of shares.

2. Proposed Shareholders' Mandate On Recurrent Related Party Transactions Of A Revenue Or Trading Nature ("Proposed Shareholders' Mandate")

The proposed ordinary resolutions, if passed, will empower the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the HLI Group, 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 and/or from 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 24 September 2012 which is despatched together with the Company's Annual Report.

3. Executive Share Option Scheme

a. Proposed Termination Of The Existing Executive Share Option Scheme ("Existing ESOS")

The proposed ordinary resolution, if passed, will allow the Company to terminate the Existing ESOS prior to its expiry ("Proposed Termination").

b. Proposed Establishment Of A New Executive Share Option Scheme ("ESOS") Of Up To Ten Percent (10%) Of The Issued And Paid-Up Ordinary Share Capital (Excluding Treasury Shares) Of The Company

The proposed ordinary resolution, if passed, will allow the Company to establish a new ESOS ("Proposed New ESOS") for the benefit of eligible executives and/or Directors of the Company and its subsidiaries ("Eligible Executives") and to provide an opportunity for Eligible Executives to participate in the equity of the Company, and from time to time, to issue and allot such number of new ordinary shares of RM0.50 each in the Company (unless otherwise adjusted) and/or to transfer existing ordinary shares of RM0.50 each in the Company to Eligible Executives pursuant to their exercise of the options under the Proposed New ESOS.

c. Proposed Grant Of Options To YBhg Dato' You Kok Seng

The proposed ordinary resolution, if passed, will allow the Directors of the Company to offer and to grant to YBhg Dato' You Kok Seng, options to subscribe for/purchase such number of ordinary shares of RM0.50 each in the Company (unless otherwise adjusted) under the Proposed New ESOS as the Directors of the Company shall deem fit.

Detailed information on the Proposed Termination, Proposed New ESOS and proposed grant of options to YBhg Dato' You Kok Seng is set out in the Circular to Shareholders dated 24 September 2012 which is despatched together with the Company's Annual Report.