



## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary 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 Thursday, 14 October 2010 immediately upon the conclusion of the 47th Annual General Meeting of the Company to be held at 11.30 a.m. on the same day, for the purpose of considering and, if thought fit, passing with or without modifications, the following motions:

### ORDINARY RESOLUTION 1

#### **- 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 (excluding Malaysian Pacific Industries Berhad and 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 22 September 2010 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."

### ORDINARY RESOLUTION 2

#### **- 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 1 above except that (a) the recurrent related party transactions are as disclosed in Section 2.3(B) of Part A of the Company's Circular to Shareholders dated 22 September 2010; and (b) the Related Party is "Hong Bee Hardware and Hong Bee Motors".

### ORDINARY RESOLUTION 3

#### **- PROPOSED SHAREHOLDERS' MANDATE ON RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH SYRIKAT 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 1 above except that (a) the recurrent related party transactions are as disclosed in Section 2.3(B) of Part A of the Company's Circular to Shareholders dated 22 September 2010; and (b) the Related Party is "Sykt Motor Singa and Sing Heng Motor".

### ORDINARY RESOLUTION 4

#### **- 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 1 above except that (a) the recurrent related party transactions are as disclosed in Section 2.3(B) of Part A of the Company's Circular to Shareholders dated 22 September 2010; and (b) the Related Party is "YMC and its subsidiaries".

### ORDINARY RESOLUTION 5

#### **- 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 1 above except that (a) the recurrent related party transactions are as disclosed in Section 2.3(B) of Part A of the Company's Circular to Shareholders dated 22 September 2010; and (b) the Related Party is "HLIH and persons connected with HLIH".

### ORDINARY RESOLUTION 6

#### **- PROPOSED RENEWAL OF THE AUTHORITY FOR THE PURCHASE OF OWN SHARES BY THE COMPANY**

"THAT subject to the Companies Act, 1965 ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authority, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares of RM0.50 each in the Company's issued and paid-up ordinary share capital on Bursa Securities subject further to the following:

- (a) the maximum number of shares which may be purchased and/or held by the Company shall be equivalent to ten per centum (10%) of the issued and paid-up ordinary share capital of the Company ("Shares") for the time being;
- (b) the maximum fund to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the retained profits and/or the share premium account of the Company. As of 30 June 2010, the audited retained profits and share premium of the Company were RM42.6 million and RM586.9 million respectively; and
- (c) 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 Company, unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting or the expiration of the period within which the next AGM after that date is required by law to be held, whichever occurs first and, in any event, in accordance with the provisions of the Main Market Listing Requirements of Bursa Securities or any other relevant authority;

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

- (i) cancel the Said Shares;
- (ii) retain the Said Shares as treasury shares;
- (iii) retain part of the Said Shares as treasury shares and cancel the remainder;
- (iv) 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 of Bursa Securities 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 Company."

By Order of the Board

Joanne Leong Wei Yin  
Company Secretary

Kuala Lumpur  
22 September 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 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.
2. 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 of the meeting or adjourned meeting.