



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-Fifth Annual General Meeting (the "Meeting") of HONG LEONG FINANCE LIMITED (the "Company") will be held at Grand Copthorne Waterfront Hotel, Galleria Ballroom, Level 3, 392 Havelock Road, Singapore 169663, on Thursday, 23 April 2015 at 3.00 p.m. for the following purposes:

A) Ordinary Business:

- To receive and adopt the Directors' Report and Audited Financial Statements for the year ended 31 December ("FY") 2014 and the Auditors' Report thereon.
- To declare a final one-tier tax exempt dividend of 6 cents per share for FY 2014 ("Final Dividend").
- To approve Directors' Fees of \$777,000 for FY 2014 (FY 2013: \$511,000), Fees to the Audit Committee of \$35,000 per quarter for FY 2015 (FY 2014: \$25,000 per quarter) and Fees to the Risk Management Committee of \$60,000 per quarter for FY 2015 (FY 2014: \$45,000 per quarter).
- To re-elect the following Directors retiring by rotation in accordance with the Articles of Association of the Company and who, being eligible, offer themselves for re-election:
 - Mr Kwek Leng Peck
 - Mr Chng Beng Hua
 - Mr Raymond Lim Siang Keat
- To re-appoint the following Directors pursuant to Section 153(6) of the Companies Act, Chapter 50 to hold office from the date of the Meeting until the next Annual General Meeting ("AGM"):
 - Mr Kwek Leng Beng
 - Mr Cheng Shao Shiong @ Bertie Cheng
- To re-appoint KPMG LLP as Auditors and to authorise the Directors to fix their remuneration.

B) Special Business:

To consider and, if thought fit, to pass, with or without any modifications, the following resolutions as Ordinary Resolutions:

- That authority be and is hereby given to the Directors to:
 - issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
 - make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other Instruments convertible into shares,at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (notwithstanding the authority conferred by this Ordinary Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Ordinary Resolution was in force,

provided that:

- the aggregate number of shares to be issued pursuant to this Ordinary Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution but excluding shares which may be issued pursuant to any adjustments effected under any relevant Instrument), does not exceed 50% of the total number of issued shares in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution but excluding

shares which may be issued pursuant to any adjustments effected under any relevant Instrument) does not exceed 20% of the total number of issued shares in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

- (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("SGX-ST")) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares in the capital of the Company shall be based on the total number of issued shares in the capital of the Company at the time this Ordinary Resolution is passed, after adjusting for:
 - new shares arising from the conversion or exercise of any convertible securities or share options which are outstanding or subsisting at the time this Ordinary Resolution is passed; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
- in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (unless revoked or varied by the Company in General Meeting) the authority conferred by this Ordinary Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

- That approval be and is hereby given to the Directors to offer and grant options in accordance with the provisions of the Hong Leong Finance Share Option Scheme 2001 (the "SOS") to eligible participants under the SOS other than Parent Group Employees and Parent Group Non-Executive Directors (each as defined under the terms of the SOS) and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options granted under the SOS, provided that:
 - the aggregate number of shares to be issued pursuant to the SOS shall not exceed 15% of the total number of issued shares in the capital of the Company from time to time; and
 - the aggregate number of shares to be issued during the entire operation of the SOS (subject to adjustments, if any, made under the SOS) shall not exceed such limits or (as the case may be) sub-limits as may be prescribed in the SOS.

C) To Transact Any Other Ordinary Business

BY ORDER OF THE BOARD

Yeo Swee Gim, Joanne
Company Secretary
Singapore, 31 March 2015

Books Closure Date and Payment Date for Final Dividend

Subject to the approval of the shareholders at the Meeting for the payment of the Final Dividend, the Share Transfer Books and Register of Members of the Company will be closed on 8 May 2015. Duly completed registrable transfers received by the Company's Share Registrar, M & C Services Private Limited of 112 Robinson Road #05-01, Singapore 068902 up to 5.00 p.m. on 7 May 2015 will be registered to determine shareholders' entitlement to the Final Dividend.

The Final Dividend, if approved by the shareholders at the Meeting, will be paid on 25 May 2015.

Explanatory Notes:

- With reference to item 3 above (under the heading "Ordinary Business"), the Directors' Fees of \$777,000 for FY 2014 excludes the quarterly fees of \$25,000 and \$45,000 paid to the Audit Committee ("AC") and the Risk Management Committee ("RMC") respectively for FY 2014, which had been approved by shareholders at the 2014 AGM of the Company. The payment of the fees to the AC and RMC for FY 2015 shall be made in arrears at the end of each calendar quarter (except for the first quarter of 2015 which shall be made upon the approval by the shareholders at the Meeting).
- With reference to item 4(a) above (under the heading "Ordinary Business"), Mr Kwek Leng Peck will, upon re-election as a Director of the Company, remain as a member and also as alternate to the chairman of the Executive Committee ("Exco"), a member of the RMC and the SOS Committee.

Key information on Mr Kwek Leng Peck, who is seeking re-election as a Director of the Company under item 4(a) above (under the heading "Ordinary Business"), is found on page 18 of the Annual Report. Mr Kwek Leng Peck is a non-executive non-independent Director of the Company. Details of his share interest in the Company and its related corporations can be found on pages 58 to 62 of the Annual Report. Mr Kwek Leng Peck is also a director and shareholder of Hong Realty (Private) Limited ("HR") and Hong Leong Investment Holdings Pte. Ltd. ("HLIH"). Each of HR and HLIH hold more than 10% direct and/or deemed interest in the Company.

- With reference to item 4(b) above (under the heading "Ordinary Business"), Mr Chng Beng Hua will, upon re-election as a Director of the Company, remain as a member of the AC. Mr Chng is considered an independent Director of the Company.

Key information on Mr Chng is found on page 18 of the Annual Report. Mr Chng has no shareholdings in the Company and its related corporations, and has no relationships with the Company, its related corporations, its 10% shareholders or its Directors that could interfere, or be reasonably perceived to interfere, with the exercise of his independent business judgement with a view to the best interests of the Company.

- With reference to item 4(c) above (under the heading "Ordinary Business"), Mr Raymond Lim will, upon re-election as a Director of the Company, remain as a member of the Exco and RMC. Mr Lim is considered an independent Director.

Key information on Mr Lim is found on page 19 of the Annual Report. Mr Lim has no shareholdings in the Company and its related corporations, and has no relationships with the Company, its related corporations, its 10% shareholders or its Directors that could interfere, or be reasonably perceived to interfere, with the exercise of his independent business judgement with a view to the best interests of the Company.

- With reference to item 5(a) above (under the heading "Ordinary Business"), Mr Kwek Leng Beng will, upon re-appointment as a Director of the Company, remain as Chairman of the Board, chairman of the Exco, and a member of the NC and the RMC. Mr Kwek Leng Beng is an executive Director of the Company.

Key information on Mr Kwek Leng Beng is found on page 17 of the Annual Report. Mr Kwek Leng Beng is the brother of Mr Kwek Leng Joo. Details of Mr Kwek Leng Beng's share interest in the Company and its related corporations can be found on pages 58 to 62 of the Annual Report. Mr Kwek Leng Beng is also a director and shareholder of HR, HLIH and Kwek Holdings Pte Ltd, each of which hold more than 10% direct and/or deemed interest in the Company.

- With reference to item 5(b) above (under the heading "Ordinary Business"), Mr Bertie Cheng will, upon re-appointment as a Director of the Company, remain as chairman of the NC and RMC and also as a member of the Exco, RC and SOS. Mr Cheng is considered an independent Director.

Key information on Mr Cheng is found on page 18 of the Annual Report. Mr Cheng has no shareholdings in the Company and its related corporations, and has no relationships with the Company, its related corporations, its 10% shareholders or its Directors that could interfere, or be reasonably perceived to interfere, with the exercise of his independent business judgement with a view to the best interests of the Company.

- The ordinary resolution set out in item 7 above (under the heading "Special Business"), if passed, will empower the Directors of the Company from the date of the Meeting until the next AGM to issue shares whether by way of rights, bonus or otherwise and/or make or grant Instruments that might require shares to be issued up to and not exceeding 50% of the Company's total number of issued shares, with a limit of 20% of the Company's total number of issued shares

for any issue of shares not made on a *pro rata* basis to shareholders. This authority will expire at the next AGM of the Company, unless revoked or varied at a General Meeting.

- The ordinary resolution set out in item 8 above (under the heading "Special Business"), if passed, will empower the Directors to offer and grant options in accordance with the SOS to eligible participants under the SOS other than Parent Group Employees and Parent Group Non-Executive Directors (each as defined under the terms of the SOS) and to issue from time to time such number of shares in the capital of the Company pursuant to the exercise of such options under the SOS subject to such limits or sub-limits as prescribed in the SOS. (see note below on voting restrictions)

Voting restrictions pursuant to Rule 859 of the Listing Manual of the SGX-ST:

Please note that if a shareholder is eligible to participate in the SOS (other than as a director and/or employee of HLIH and its subsidiaries (but not including the Company)), he should abstain from voting at the Meeting in respect of the ordinary resolution set out in item 8 in relation to the SOS, and should not accept nominations as proxies or otherwise for voting at the Meeting, in respect of the aforesaid ordinary resolution, unless specific instructions have been given in the proxy form on how the vote is to be cast for the aforesaid resolution.

Notes:

- A member of the Company entitled to attend and vote at the Meeting may appoint not more than two proxies to attend and vote in his stead.
- A proxy need not be a member of the Company.
- The instrument appointing a proxy must be deposited at the Company Secretary's Office at 36 Robinson Road, #03-01 City House, Singapore 068877, not less than 48 hours before the time appointed for holding the Meeting.
- The Chairman of the Meeting will be exercising his rights under article 71 of the Company's articles of association ("Article 71") to call for all resolutions at the Meeting and at any adjournment thereof to be put to the vote by way of poll. Accordingly, each resolution at the Meeting will be voted on by way of a poll.

Article 71 provides that a poll may be demanded by:

- the Chairman of the Meeting; or
 - not less than two members present in person or by proxy and entitled to vote at the Meeting; or
 - a member or members present in person or by proxy and representing not less than one-twentieth of the total voting rights of all the members having the right to vote at the Meeting; or
 - a member or members present in person or by proxy and holding not less than five per cent. of the total number of paid-up shares of the Company.
- Polling will be done by way of an electronic poll voting system and shareholders present in person or represented by proxy at the Meeting will be entitled to vote on a 'one-share, one-vote' basis. The detailed procedures for the electronic poll voting will be explained at the Meeting.

Personal Data Privacy:

By submitting an instrument appointing proxy(ies) or representative to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company:

- consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- warrants that where the member discloses the personal data of the member's proxy(ies) or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) or representative(s) for the Purposes; and
- agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.