

HONG LEONG FINANCE LIMITED

Co. Reg. No. 19610003D
(Incorporated in the Republic of Singapore)

Minutes of the 63rd Annual General Meeting (“**AGM**” or the “**Meeting**”) of HONG LEONG FINANCE LIMITED (“**HLF**” or the “**Company**”) held at Orchard Hotel Singapore, Ballroom 3, Level 3, 442 Orchard Road, Singapore 238879 on Thursday, 27 April 2023 at 11.00 a.m.

Present:

- Board of Directors :
- Mr Kwek Leng Beng
(Executive Chairman and Managing Director)
 - Mr Peter Chay Fook Yuen
(Lead Independent Director
Chairman of the Audit Committee,
the Remuneration Committee and
the Hong Leong Finance Share Option Scheme 2001
Committee)
 - Mr Tan Tee How
(Independent Director,
Chairman of the Board Risk Committee)
 - Ms Tan Siew San
(Independent Director,
Chairman of the Nominating Committee)
 - Mr Kevin Hangchi
(Non-executive Non-independent Director,
Chairman of the Board Sustainability Committee)
 - Mr Christian de Charnace
(Independent Director)
 - Mr Clarence Yeo
(Independent Director)
 - Mr Kwek Leng Peck
(Non-executive Non-independent Director)
 - Mr Kwek Leng Kee
(Non-executive Non-independent Director)
 - Ms Jeann Low Ngiap Jong
(Proposed Independent Director)
- Shareholders and proxies : As per attendance list
- Senior Management : As per attendance list

HONG LEONG FINANCE LIMITED

(Co. Reg. No. 196100003D)

Minutes of the 63rd Annual General Meeting held on 27 April 2023 – cont'd

- In Attendance: : Company Secretaries
Ms Joanne Yeo Swee Gim
Ms Jaslin Ng Siew Ping
- By Invitation : Auditors – KPMG LLP
Mr Ian Hong
Ms Amelia Cheah
- Independent Scrutineers – TS Tay Public
Accounting Corporation
Mr Andrew Teoh

1. COMMENCEMENT OF MEETING

- 1.1 The Chairman welcomed the shareholders to the AGM of the Company. He informed shareholders that they would be able to vote on the AGM resolutions once the AGM formally commenced and voting would close after the Question and Answer (“**Q&A**”) session.
- 1.2 The Chairman informed the Meeting that the Company had not received any questions from shareholders as at 13 April 2023, being the cut-off date for shareholders to submit questions. Shareholders would be invited to raise questions at the AGM during the Q&A session after all the resolutions had been proposed at the AGM.
- 1.3 As a quorum was present, the Chairman called the Meeting to order and introduced the members of the Board of Directors (the “**Board**”) present at the Meeting as well as Ms Jeann Low who would be proposed for appointment as an independent Director at the Meeting. The President, Mr Ang Tang Chor, the Chief Financial Officer (“**CFO**”), Ms Joan Yeo, members of the Senior Management team, the Company Secretaries and representatives of the Company’s auditors, KPMG LLP (“**KPMG**”), were also in attendance at the Meeting.

2. NOTICE

The Notice convening the Meeting (“**AGM Notice**”), which had been made available to all shareholders by electronic means via publication on the Company’s corporate website and on the website of Singapore Exchange Securities Trading Limited (“**SGX**”), was taken as read.

3. PRESENTATION BY THE CFO

- 3.1 The Chairman called upon the CFO to give a general overview of the financial performance of the Company for the financial year ended 31 December (“**FY**”) 2022 (the “**Financial Performance**”).
- 3.2 The CFO gave a presentation on the Financial Performance. A copy of her presentation slides which is annexed to these minutes as ‘**Annexure A**’ was released via SGXNet after the Meeting on 27 April 2023, and uploaded on the Company’s corporate website.
- 3.3 The Chairman thanked the CFO for her presentation.

HONG LEONG FINANCE LIMITED

(Co. Reg. No. 196100003D)

Minutes of the 63rd Annual General Meeting held on 27 April 2023 – cont'd

4. VOTING

- 4.1 The Chairman informed that all resolutions tabled at the Meeting would be voted by poll in accordance with the Listing Manual of SGX and the Company's Constitution.
- 4.2 He also informed the Meeting that he had been appointed by numerous shareholders as their proxy and would be voting on all the resolutions in accordance with their specific instructions. He would also be proposing all the resolutions put forth at the AGM.
- 4.3 The Company had appointed Trusted Services Pte Ltd as the polling agent and TS Tay Public Accounting Corporation as the independent scrutineers. The Chairman advised that the Scrutineer had supervised and verified the counting of the votes of valid proxy forms submitted by shareholders. The Scrutineer would verify the votes cast by shareholders during the AGM.
- 4.4 The Chairman informed shareholders that voting had commenced and that they could cast their votes during the AGM until three minutes after the end of the Q&A session.

ORDINARY BUSINESS:

5. **ORDINARY RESOLUTION 1** **DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR FY 2022** **AND THE AUDITORS' REPORT THEREON**

- 5.1 The Chairman informed that Resolution 1 was to receive the Directors' Statement, Audited Financial Statements and the Auditors' Report thereon for FY 2022. The Annual Report 2022 of the Company ("**AR**") had been published on the Company's corporate website and on SGX website.
- 5.2 He proposed the following motion:

"That the Directors' Statement and Audited Financial Statements of the Company and its subsidiaries (the "**Group**") for FY 2022 together with the Auditors' Report thereon be and are hereby received."

6. **ORDINARY RESOLUTION 2** **FINAL DIVIDEND**

The Chairman proposed the following motion:

"That a final one-tier tax exempt dividend of 13.25 cents per share in respect of FY 2022 as recommended by the Directors be and is hereby declared for payment on 26 May 2023 to the shareholders registered on 10 May 2023."

Minutes of the 63rd Annual General Meeting held on 27 April 2023 – cont'd

7. ORDINARY RESOLUTION 3
DIRECTORS' FEES

The Chairman proposed the following motion:

“That the Directors’ Fees of \$1,366,000 for FY 2022 be and are hereby approved.”

8. ORDINARY RESOLUTIONS 4(a), 4(b) and 4(c)
RE-ELECTION OF DIRECTORS

8.1 The Chairman informed that Mr Kwek Leng Peck, Ms Tan Siew San and he himself, collectively, the “**Retiring Directors**” would retire as Directors in accordance with the Company’s Constitution at the AGM. The Retiring Directors being eligible for re-election, had offered themselves for re-election. Information on the Retiring Directors seeking re-election could be found under the sections on ‘Board of Directors’ and ‘Additional Information on Directors Seeking Re-election/Appointment’ in the AR as well as under notes 3 to 5 of the AGM Notice. The Nominating Committee (“**NC**”), with Ms Tan and himself abstaining in respect of their own re-election, had recommended the re-election of these Retiring Directors.

8.2 As mentioned under paragraph 4.2 above, the Chairman would be proposing all the resolutions put forth at the AGM. Accordingly, he proposed the following motions:

- (a) “That Mr Kwek Leng Beng who is due to retire at this Meeting, be and is hereby re-elected as a Director of the Company.”
- (b) “That Mr Kwek Leng Peck who is due to retire at this Meeting, be and is hereby re-elected as a Director of the Company.”
- (c) “That Ms Tan Siew San who is due to retire at this Meeting, be and is hereby re-elected as a Director of the Company.”

9. ORDINARY RESOLUTION 5
APPOINTMENT OF DIRECTOR

9.1 The Chairman informed that Ms Jeann Low Ngiap Jong was proposed for appointment as a Director of the Company. Information on Ms Low could be found under the sections on ‘Board of Directors’ and ‘Additional Information on Directors Seeking Re-election/Appointment’ in the AR as well as under note 6 of the AGM Notice. The NC had recommended her appointment as a Director. The Board considered Ms Low to be independent.

HONG LEONG FINANCE LIMITED

(Co. Reg. No. 196100003D)

Minutes of the 63rd Annual General Meeting held on 27 April 2023 – cont'd

9.2 The Chairman proposed the following motion:

“That Ms Jeann Low Ngiap Jong be and is hereby appointed as a Director of the Company.”

10. **ORDINARY RESOLUTION 6** **RE-APPOINTMENT OF AUDITORS**

10.1 The Chairman informed that the Audit Committee had recommended the re-appointment of KPMG as Auditors and KPMG had expressed their willingness to be re-appointed.

10.2 The Chairman proposed the following motion:

“That KPMG LLP, Public Accountants and Chartered Accountants, be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next AGM and that the Directors be authorised to fix their remuneration.”

SPECIAL BUSINESS:

11. **ORDINARY RESOLUTION 7** **AUTHORITY FOR DIRECTORS TO ISSUE SHARES AND/OR MAKE OR GRANT OFFERS, AGREEMENTS OR OPTIONS PURSUANT TO SECTION 161 OF THE COMPANIES ACT 1967 AND THE LISTING MANUAL OF SINGAPORE EXCHANGE SECURITIES TRADING LIMITED**

11.1 The Chairman informed that Resolution 7 would empower the Directors from the date of this Meeting until the next AGM to issue shares or grant Instruments that might require shares to be issued up to a number not exceeding 50% of the total number of issued shares of the Company, with a limit of 10% for any issue of shares not made on a *pro rata* basis to shareholders. This authority will expire at the next AGM, unless revoked or varied at a general meeting.

11.2 The Chairman proposed the following motion:

“That authority be and is hereby given to the Directors to:

- (a) (i) issue shares in the capital of the Company (“**shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) 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

Minutes of the 63rd Annual General Meeting held on 27 April 2023 – cont'd

- (b) (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 is in force,

provided that:

- (1) 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 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 10% of the total number of issued shares of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by 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 percentage of issued shares of the Company shall be based on the total number of issued shares of the Company at the time this Ordinary Resolution is passed, after adjusting for:
- (i) 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
- (ii) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Listing Manual of SGX-ST for the time being in force (unless such compliance has been waived by SGX-ST) and the Constitution for the time being of the Company; and
- (4) (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 annual general meeting (“**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.”

Minutes of the 63rd Annual General Meeting held on 27 April 2023 – cont'd

12. ORDINARY RESOLUTION 8

AUTHORITY FOR DIRECTORS TO OFFER AND GRANT OPTIONS TO ELIGIBLE PARTICIPANTS UNDER THE HONG LEONG FINANCE SHARE OPTION SCHEME 2001 (THE “SOS”) OTHER THAN PARENT GROUP EMPLOYEES AND PARENT GROUP NON-EXECUTIVE DIRECTORS AND TO ISSUE SHARES IN ACCORDANCE WITH THE PROVISIONS OF THE SOS

- 12.1 The Chairman informed that Resolution 8 would empower the Directors to offer and grant options to eligible participants under the SOS other than Parent Group Employees and Parent Group Non-Executive Directors and to issue shares in the Company pursuant to the exercise of such options subject to such limits as prescribed in the SOS.
- 12.2 The Chairman reminded Shareholders on the voting restrictions pursuant to Rule 859 of the Listing Manual of SGX. Shareholders eligible to participate in the SOS, who were not Parent Group Employees or Parent Group Non-Executive Directors, must not vote on this resolution unless they were acting as proxies for Shareholders who did not have any personal interest in this resolution and who had given specific instructions on how their votes were to be cast.
- 12.3 The Chairman proposed the following motion:

“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 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 of the Company from time to time.”

13. Q&A SESSION

As all the Resolutions had been proposed, the Chairman proceeded to take questions from the shareholders and/or their proxies. A summary of the questions and answers is set out below:

- 13.1 A shareholder thanked the Chairman and the Board for holding the AGM in a physical format this year. He congratulated Management for the sterling performance for FY 2022 achieved amidst a challenging business landscape.
- 13.1.1 Noting that HLF was rated as ‘top 1000 World Banks’, ‘top 100 Asean Banks’ and ‘Best Performing Bank’ in Singapore, he would like to know if HLF is considered as a bank. In the wake of inflation and rising interest rate fluctuations, he noted that some banks are experiencing a liquidity squeeze and even risk of collapse in some countries. He anticipated that the economic environment would remain challenging for 2023 and in this regard, he would like to know what safeguards the Company have put in place against a liquidity squeeze. He also enquired on the Company’s gearing ratio.

Minutes of the 63rd Annual General Meeting held on 27 April 2023 – cont'd

Additionally, given that the majority of HLF's customer base is retail, he would like to know what measures HLF has put in place to ensure that it would not experience a run and that its customers would continue to stay on.

13.1.2 In response to the shareholder's first question, the Chairman said that HLF is not a bank, and that the rankings were done by independent third parties.

13.1.3 Responding to the second question, the CFO said that customer deposits formed the Company's major source of funds. As at the end of 2022, the Company did not have any outstanding bank borrowings. Whilst the Company could tap on customers' deposits, it has credit lines with various bankers on standby to support short-term liquidity needs if required.

The Company also maintains a well-diversified liquid asset portfolio comprising fixed income government securities as well as money market placements. The Company's gearing ratio is low. As presented earlier, the Company has met its funding requirements from customer deposits and shareholders' funds, each making up 85% and 14% respectively of the source of funds.

13.1.4 With regard to the risk of a bank run, the Chairman said that financial institutions in Singapore, including the Company, are regulated by the Monetary Authority of Singapore ("**MAS**") and there are regulatory requirements that the Company is required to comply with and rigorous supervision by the MAS to mitigate such risk. With retail customer deposits as the major source of funding, the Company strives to serve customer needs and continue to build and maintain good relationships with its customers.

13.2 A shareholder referred to page 90 of the AR and queried the reason for the substantial increase in the non-performing loans ("**NPLs**") for the building and construction industry from \$15.4 million to \$129.3 million. Referring also to the latest round of property cooling measures announced by the Government earlier that day, which included an increase in additional buyer's stamp duties payable for second and third properties purchased by Singapore citizens and permanent residents, she would also like to know the impact that these measures would have on HLF's business going forward.

13.2.1 The Chairman said that the Company's NPLs were largely collateralised. He assured shareholders that the loan portfolio was closely monitored by Management. As for the impact of the latest round of cooling measures on the Company's business, he believed that the cooling measures would affect all banks and financial institutions. However, he opined that it would be too premature at this stage to comment on the impact to HLF. Management would continue to exercise prudence in its lending to customers.

13.3. A shareholder would like to know whether the increase in net interest income was due to an increase in interest rates, and if so, whether the rise in interest rates was expected to continue in the current year. He also noted that HLF's share price had been underperforming and is currently trading at around \$2.50 per share, well below its net asset value ("**NAV**") of \$4.55 per share. He asked if the Board had any initiatives that could help to enhance shareholders' value with a view to bringing the share price up, for example, by paying out a higher dividend.

13.3.1 The Chairman said that the share price was beyond the control of the Board and that this would be dictated by the share market. As regard interest rates

HONG LEONG FINANCE LIMITED

(Co. Reg. No. 196100003D)

Minutes of the 63rd Annual General Meeting held on 27 April 2023 – cont'd

fluctuations, he said that Management would monitor closely. He added that global economy continues to be challenging but the Company would strive its best to maintain and improve its performance year on year.

13.4. A shareholder asked if the Company's net interest margin and NPLs were comparable to those of the banks.

13.4.1 In response, the President said that the Company faces stiff competition from the banks. However, the Company tries its best to offer attractive rates for its customers, both depositors and borrowers. As such, the net interest margins could be lower than the banks. The Company would continue to reduce operating costs and compete for deposits at reasonable rates to fund its loan portfolio.

13.4.2 He added that the Company's NPLs remained stable. The increase in NPLs was attributed to one loan account which was secured with collateral. He was confident that the loan would be repaid with the proceeds from the sale of the collateral, and this would bring down the NPLs going forward.

13.5. A shareholder congratulated the Board and Management for the Company's good performance for FY 2022. However, as pointed out by another shareholder earlier, the Company's share price had been trading at a discount to its NAV of \$4.55. He referred to a recent article in The Business Times which suggested to the Board to consider selling HLF to another financial group, or merging with one of the local banks to realise its net worth. He asked if the Board had any thoughts on that suggestion.

13.5.1 The Chairman responded that the Company had, over the years, established a niche market serving the small and medium-sized enterprises and it had been doing very well in the market. Although its share price continued to trade below its NAV value, he believed that the Company would continue to perform well. Therefore, he did not believe that it would be in the interest of the Company to sell to or merge with a bank.

14. **POLLING**

14.1 As all the items of the agenda in the AGM Notice had been dealt with, the Chairman reminded the shareholders to cast their votes on the Resolutions, if not already done so.

14.2 Voting on the Resolutions closed three minutes from the end of the Q&A session and the poll voting results, duly verified, were set out below:

HONG LEONG FINANCE LIMITED

(Co. Reg. No. 196100003D)

Minutes of the 63rd Annual General Meeting held on 27 April 2023 – cont'd

Ordinary Business – Ordinary Resolutions					
Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<u>Resolution 1</u> Receipt of the Directors' Statement and Audited Financial Statements together with the Auditors' Report thereon	233,247,035	233,225,635	99.99	21,400	0.01
<u>Resolution 2</u> Declaration of a Final Dividend	233,035,703	233,014,303	99.99	21,400	0.01
<u>Resolution 3</u> Approval of Directors' Fees	232,928,539	232,864,569	99.97	63,970	0.03
<u>Resolution 4(a)</u> Re-election of Mr Kwek Leng Beng as Director	227,409,600	226,019,267	99.39	1,390,333	0.61
<u>Resolution 4(b)</u> Re-election of Mr Kwek Leng Peck as Director	232,350,008	232,228,054	99.95	121,954	0.05
<u>Resolution 4(c)</u> Re-election of Ms Tan Siew San as Director	232,849,467	232,779,609	99.97	69,858	0.03
<u>Resolution 5</u> Appointment of Ms Jeann Low Ngiap Jong as Director	232,826,467	232,733,929	99.96	92,538	0.04

HONG LEONG FINANCE LIMITED

(Co. Reg. No. 196100003D)

Minutes of the 63rd Annual General Meeting held on 27 April 2023 – cont'd

Ordinary Business – Ordinary Resolutions (cont'd)					
Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<u>Resolution 6</u> Re-appointment of KPMG LLP as Auditors	231,532,367	230,746,349	99.66	786,018	0.34
Special Business – Ordinary Resolutions					
<u>Resolution 7</u> Authority for Directors to issue shares and/or make or grant offers, agreements or options pursuant to Section 161 of the Companies Act 1967 and the Listing Manual of SGX	232,985,667	232,165,690	99.65	819,977	0.35
<u>Resolution 8</u> Authority for Directors to offer and grant options to eligible participants under the Hong Leong Finance Share Option Scheme 2001 (the “SOS”) other than Parent Group Employees and Parent Group Non-Executive Directors and to issue shares in accordance with the provisions of the SOS	226,719,441	221,334,704	97.62	5,384,737	2.38

14.3 Based on the poll voting results, the Chairman declared each of all the Ordinary Resolutions tabled at the Meeting carried by a majority vote.

HONG LEONG FINANCE LIMITED

(Co. Reg. No. 196100003D)

Minutes of the 63rd Annual General Meeting held on 27 April 2023 – cont'd

15. CONCLUSION

The Chairman, on behalf of the Board, thanked the shareholders for their attendance at the AGM and support for the Company. He declared the Meeting closed at 11.40 a.m.

Read and signed as correct

(Signed by Mr Kwek Leng Beng)

Chairman



HONG LEONG FINANCE

Annexure A

63rd Annual General Meeting Performance Highlights 2022 27 April 2023

SME Specialist since 1961



Contents

- I. Financial Performance 2022
- II. Balance Sheet Position
- III. Customer Loans and Deposits
- IV. Composition of Loans
- V. Sources of Fund
- VI. Distribution of Dividends



Financial Performance 2022

	2022	2021	Y-o-Y
	(\$m)	(\$m)	(%)
Net interest income	242.2	178.0	36.1
Non interest income	16.5	11.4	44.2
Operating income	258.7	189.4	36.6
Operating expenses	(98.8)	(87.4)	13.1
Operating profit before allowances	159.9	102.0	56.7
Allowances	(2.8)	(0.1)	>100
Income tax expense	(26.2)	(17.1)	53.2
Net attributable profit	130.9	84.8	54.3

EPS: 29.21 cents (2021: 18.95 cents)



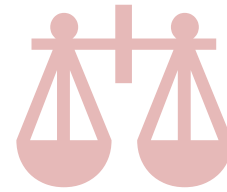
Record net profit at \$130.9m, up 54.3% y-o-y, on the back of expanded NIM at 1.8% driven by strong loan growth and uplift of loan & asset yields outpacing higher cost of deposit. CIR improved 8% to 38%.



HONG LEONG FINANCE

Balance Sheet Position

	Dec 2022 (\$b)	Dec 2021 (\$b)	Y-o-Y (%)
Total Assets	14.3	13.0	10.2
Total Liabilities	12.2	11.0	11.3
Net Assets	2.1	2.0	4.0
Total Equity	2.1	2.0	4.0

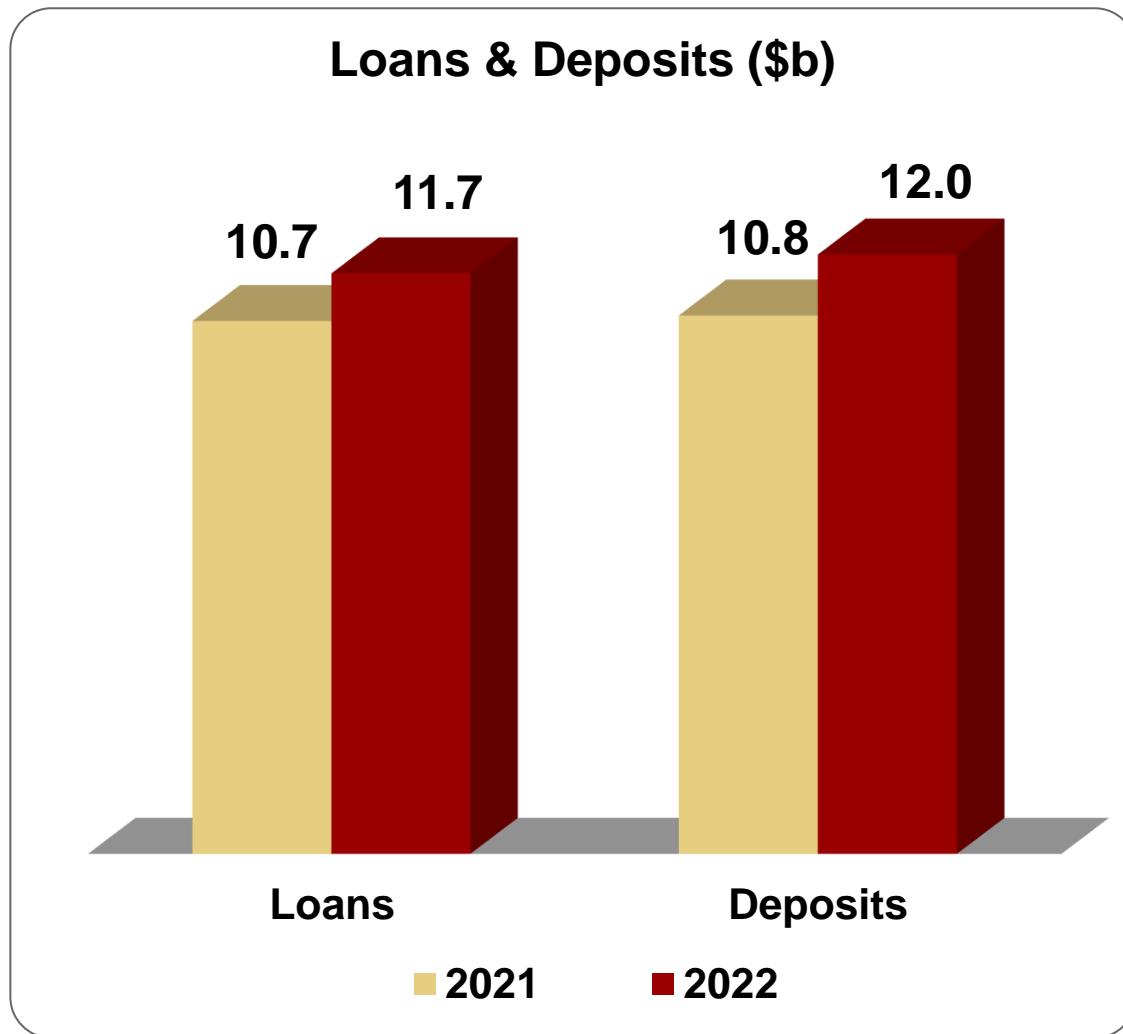


Balance Sheet remain resilient supported by strong capital and liquidity buffers; Capital Adequacy Ratio(CAR:16.1%) and Minimum Liquid Asset Ratio(MLA:19.5%) well above regulatory requirements;

Net assets value per share at \$4.55 (Dec 2021: \$4.38);



Customer Loans and Deposits



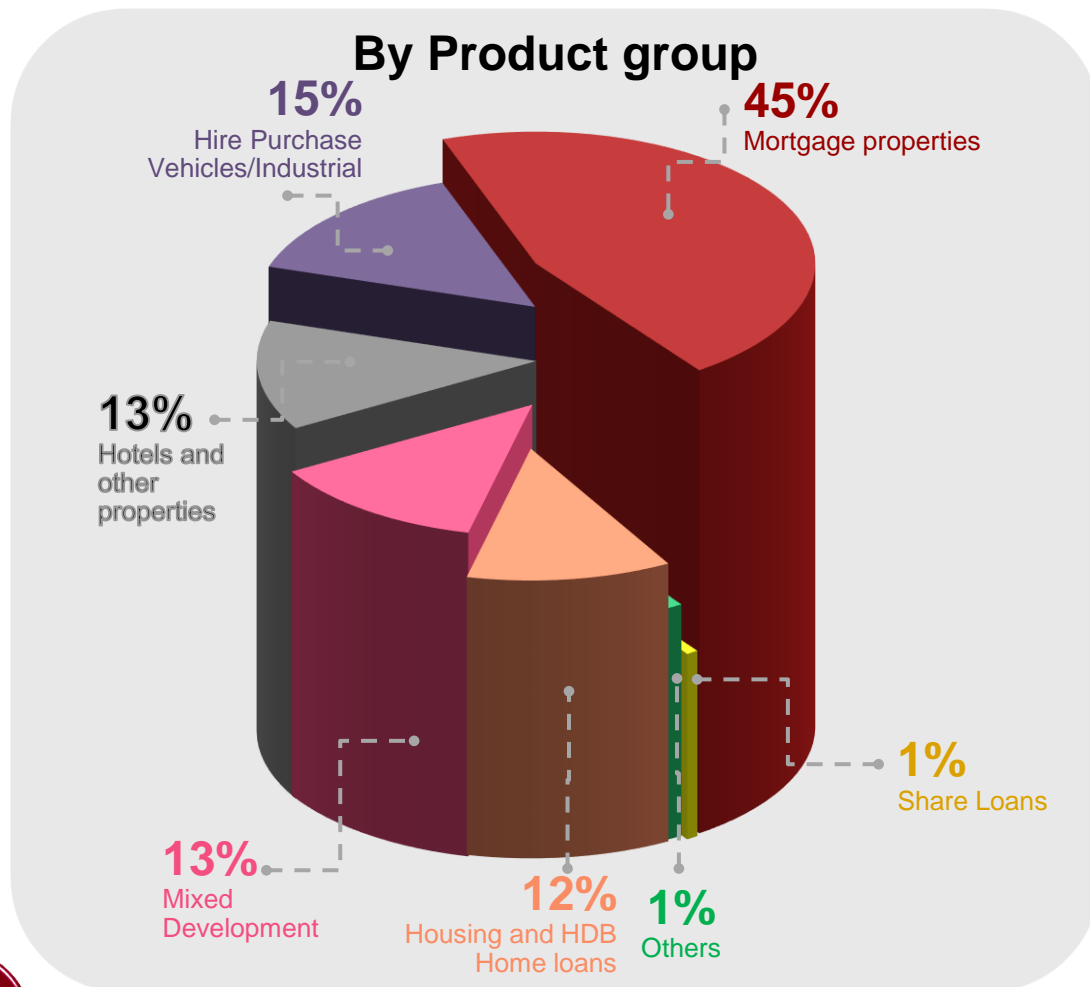
Total loans rose by 8.9% on broad based business growth

Total deposits base increased by 11.3% to support net funding and liquidity requirements

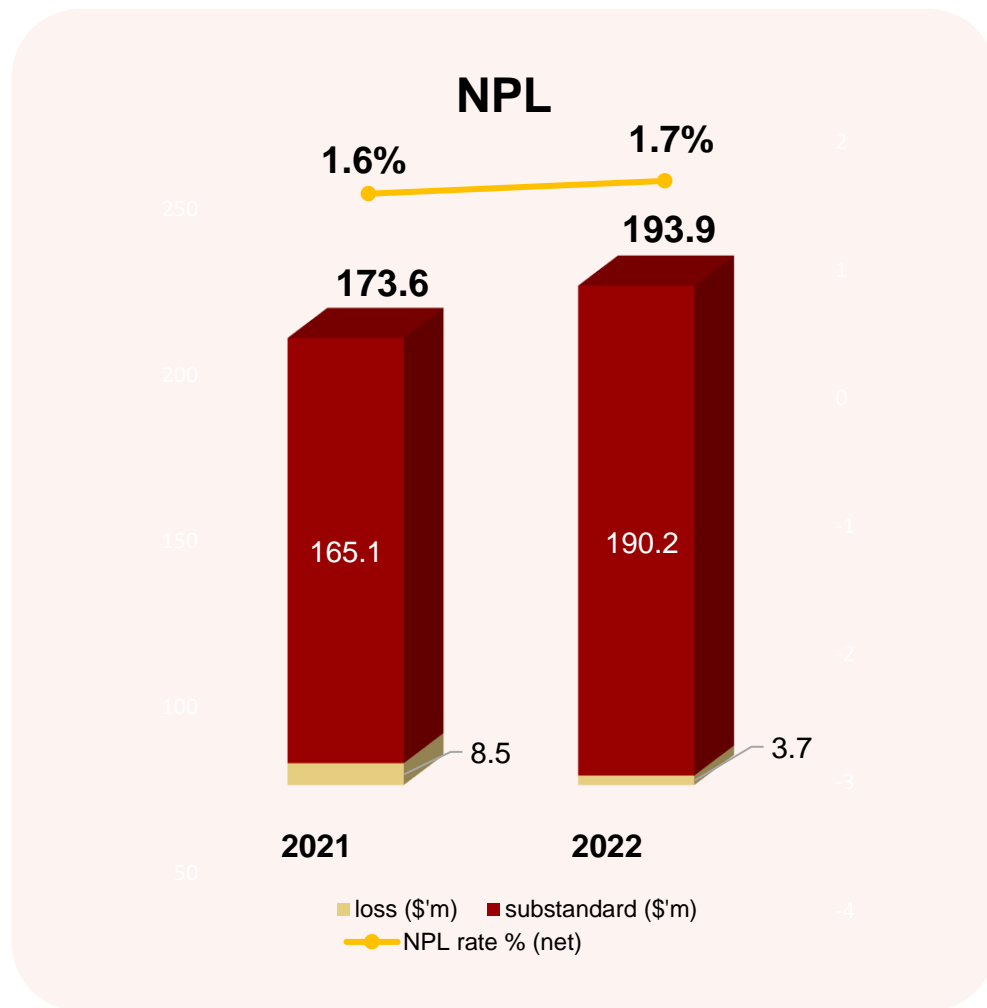


Composition of Loans

- ❖ Key pillars of business remain strong
- ❖ Loan portfolios largely collateralized



NPL ratio at 1.7%, of which secured NPL at 98.1%.

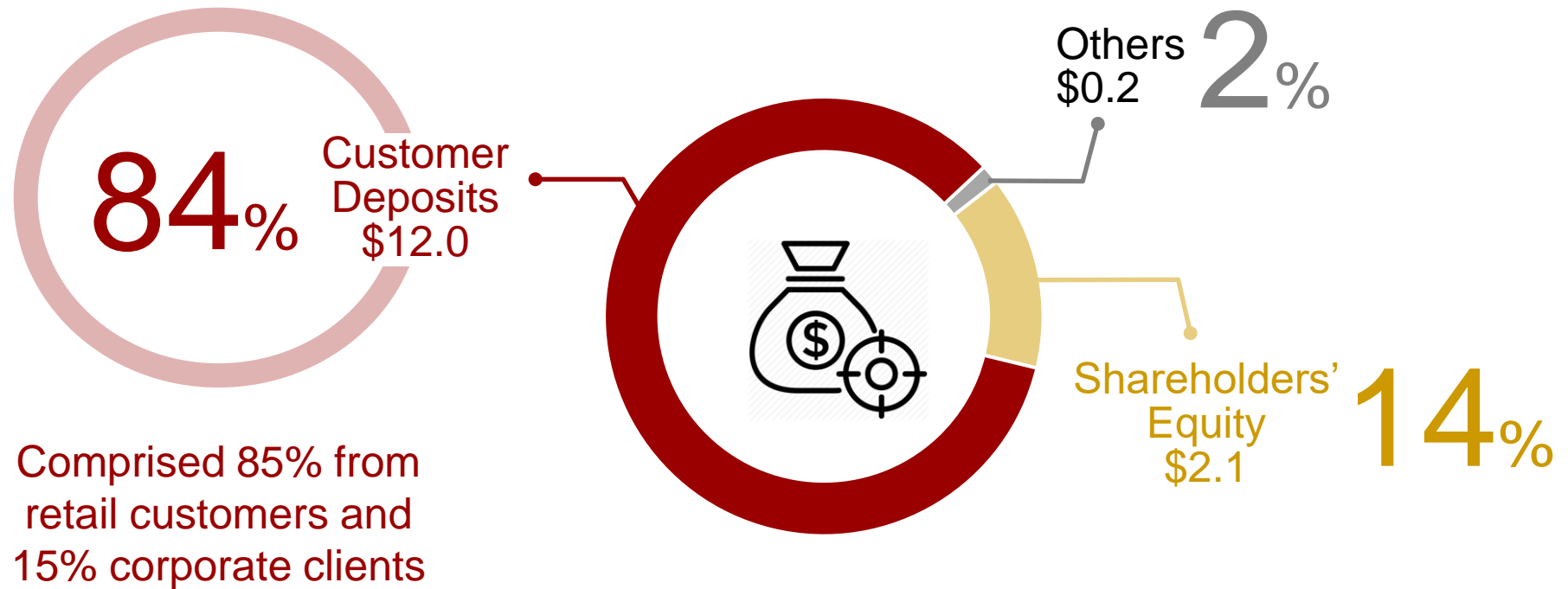


HONG LEONG FINANCE

Sources of Fund

Stable and well-diversified customer deposit base and enhanced shareholders' equity

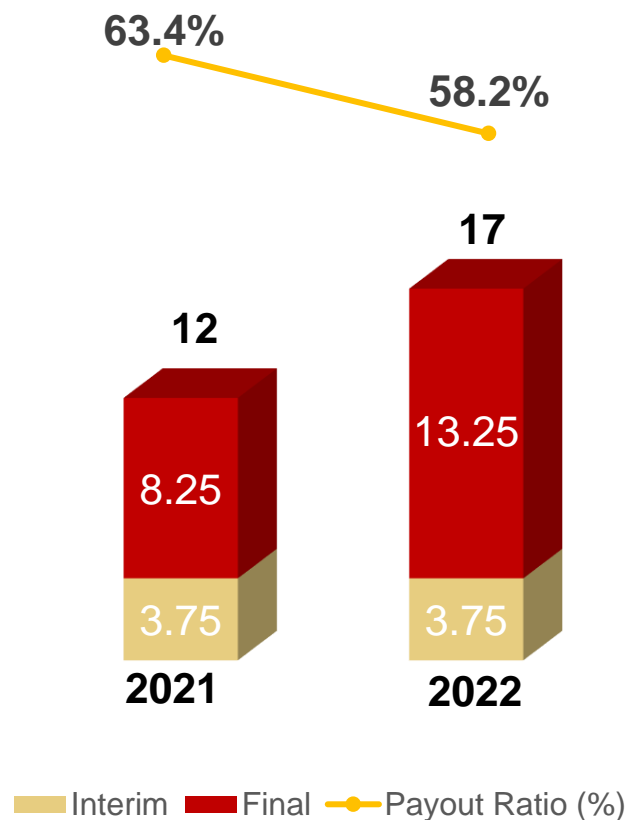
(\$b)



HONG LEONG FINANCE

Distribution of Dividends

(Dividends per share in cents)



8 Sep 2021
Interim dividend of 3.75 cents per share of \$16.8m

27 May 2022
Final dividend of 8.25 cents per share of \$37.0m

1 Sep 2022
Interim dividend of 3.75 cents per share of \$16.8m

26 May 2023
Proposed final dividend of 13.25 cents per share approximately \$59.4m



HONG LEONG FINANCE

AWARDS AND ACCOLADES 2022

TOP 1000
WORLD BANKS

TOP 100
ASEAN BANKS

**BEST-
PERFORMING**
BANK IN
SINGAPORE

The Banker

**MARKET
LEADERS**
IN SINGAPORE

NOTABLE RANKING
IN CORPORATE
BANKING & SME
BANKING

Euromoney

**ASEAN
FINANCE
COMPANY
OF THE YEAR**

Asian Banking & Finance

**TOP ASEAN
ASSET CLASS**
PUBLICLY LISTED
COMPANIES

Asian Development Bank and
Association of Southeast Asian
Nations Capital Markets Forum

TOP 80
SINGAPORE
GOVERNANCE
AND TRANSPARENCY
INDEX

NUS Business School's Centre for
Governance and Sustainability
and The Business Times



TOP 100
SINGAPOREAN
BRANDS

Brand Finance

EXCELLENCE
IN SEARCH
MARKETING
(BRONZE)

Marketing-Interactive



2021 AWARDS

Top 1000 World Banks
The Banker

Top 100 ASEAN Banks
The Banker

**Best-Performing Bank
in Singapore**
The Banker

Asean Finance Company
Asian Banking & Finance

Top 100 Singaporean Brands
Brand Finance

**Excellence in Search Marketing
(Finalist)**
Marketing-Interactive



Thank you!



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