



MINUTES of the Fifty-ninth Annual General Meeting (“AGM”) of **HONG LEONG INDUSTRIES BERHAD** (“the Company”) held at the Auditorium, Ground Floor, Menara Hong Leong, No. 6, Jalan Damanlela, Bukit Damansara, 50490 Kuala Lumpur, Malaysia on Wednesday, 2 November 2022 at 10.30 a.m.

PRESENT

YBhg Datuk Kwek Leng San	- Chairman, member and proxy for members
YBhg Dato’ Dr Jim Khor Mun Wei	- Group Managing Director and member
Mr Peter Ho Kok Wai	- Director
Ms Quek Sue Yian	- Director
YBhg Datuk Noharuddin bin Nordin @ Harun	- Director
Mr Edward Chin Fook Ling	- Director
Ms Cheryl Khor Hui Peng	- Director

Members, proxies, auditors, independent scrutineer, poll administrator, management and company secretaries as per attendance list

NOTICE OF MEETING

The notice convening the meeting (“Notice”), having been circulated, was taken as read.

On behalf of the Chairman, the Company Secretary introduced the Board members and Chief Financial Officer who were present, to the meeting.

The Company Secretary informed the meeting that all resolutions set out in the Notice would be put to vote by way of a poll pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. For such purpose, the Company had appointed Propoll Solutions Sdn Bhd as Poll Administrator and Symphony Corporate Services Sdn Bhd as the Independent Scrutineer to verify the poll results.

She informed that polling would be conducted electronically using a wireless handset. It was noted that an e-voting tutorial was being played throughout the registration session prior to the commencement of the meeting.

The Chairman proceeded to the agenda of the meeting.

ORDINARY BUSINESS

(a) Audited Financial Statements For The Financial Year Ended 30 June 2022

The Audited Financial Statements together with the reports of the Directors and Auditors thereon for the financial year ended 30 June 2022 of the Group and of the Company were laid before the meeting.



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YBhg Dato' Dr Jim Khor Mum Wei, Group Managing Director, and Ms Wong Wei Fong, Company Secretary, addressed the points raised by the Minority Shareholders Watch Group via its letter dated 14 October 2022.

The Chairman also invited questions from members and proxies, and questions raised were addressed accordingly.

A summary of key matters discussed at the meeting which included discussions or explanations on the matters set out in the Agenda, substantial or pertinent comments or queries from shareholders relating to the Agenda, and responses from the Board of Directors and Management would be published on the Company's website.

**(b) Ordinary Resolution 1
- Director Fees And Directors' Other Benefits**

There being no questions raised, the meeting proceeded with the e-voting for Ordinary Resolution 1 and the following results were presented on the screen:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 1	271,901,538	99.998933	2,900	0.001067

The poll results were verified by the Scrutineer.

The Chairman declared that Ordinary Resolution 1 was duly passed as follows:

“**THAT** the payment of Director Fees of RM542,493/- for the financial year ended 30 June 2022, to be divided amongst the Directors in such manner as the Directors may determine and Directors' Other Benefits of up to an amount of RM46,000/- from the Fifty-ninth Annual General Meeting (“AGM”) to the Sixtieth AGM of the Company, be and is hereby approved.”

**(c) Ordinary Resolution 2
- Re-Election Of Mr Peter Ho Kok Wai As A Director**

There being no questions raised, the meeting proceeded with the e-voting for Ordinary Resolution 2 and the following results were presented on the screen:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 2	271,840,771	99.977136	62,167	0.022864

The poll results were verified by the Scrutineer.



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The Chairman declared that Ordinary Resolution 2 was duly passed as follows:

“**THAT** Mr Peter Ho Kok Wai, a Director who retires pursuant to Clause 113 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

(d) Ordinary Resolution 3
- Re-Appointment Of KPMG PLT As Auditors

There being no questions raised, the meeting proceeded with the e-voting for Ordinary Resolution 3 and the following results were presented on the screen:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 3	271,899,438	99.999816	500	0.000184

The poll results were verified by the Scrutineer.

The Chairman declared that Ordinary Resolution 3 was duly passed as follows:

“**THAT** KPMG PLT be and are hereby re-appointed as Auditors of the Company for the financial year ending 30 June 2023 and to hold office until the conclusion of the next Annual General Meeting at a fee to be determined by the Directors.”

SPECIAL BUSINESS

(a) Ordinary Resolution 4
- Authority To Directors To Allot Shares
- Waiver Of Pre-Emptive Rights Over New Ordinary Shares (“Shares”) Or Other Convertible Securities In The Company Under Section 85(1) Of The Companies Act 2016 (“Act”) Read Together With Clause 50 Of The Company’s Constitution

There being no questions raised, the meeting proceeded with the e-voting for Ordinary Resolution 4 and the following results were presented on the screen:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 4	261,697,438	96.247347	10,203,500	3.752653

The poll results were verified by the Scrutineer.

The Chairman declared that Ordinary Resolution 4 was duly passed as follows:



“**THAT** subject to the Act, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) [“MMLR”], the Company’s Constitution and approval of the relevant governmental regulatory authorities, if required, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act to issue and allot new Shares in the Company, grant rights to subscribe for Shares in the Company, convert any security into Shares in the Company, or allot Shares under an agreement or option or offer 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, to any persons who are not caught by Paragraph 6.04(c) of the MMLR provided that the aggregate number of Shares issued and allotted, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution does not exceed 10% of the total number of issued Shares (excluding treasury Shares) 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 allotted on Bursa Securities and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT in connection with the above, pursuant to Section 85(1) of the Act read together with Clause 50 of the Company’s Constitution, the shareholders of the Company do hereby waive their pre-emptive rights over all new Shares, options over or grants of new Shares or any other convertible securities in the Company and/or any new Shares to be issued pursuant to such options, grants or other convertible securities, such new Shares when issued, to rank pari passu with the existing Shares in the Company.”

(b) Ordinary Resolution 5

- Proposed Renewal Of Shareholders’ Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature With Hong Leong Company (Malaysia) Berhad (“HLCM”), GuoLine Capital Assets Limited (“GCA”) And Persons Connected With Them

The meeting noted that persons or corporations as stated on pages 11 to 12 of the Circular to Shareholders dated 4 October 2022 in relation to the proposed shareholders’ mandate on recurrent related party transactions had abstained from voting in respect of their shareholdings on the resolution in which they had interests in.

There being no questions raised, the meeting proceeded with the e-voting for Ordinary Resolution 5 and the following results were presented on the screen:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 5	27,433,468	99.991981	2,200	0.008019

The poll results were verified by the Scrutineer.



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The Chairman declared that Ordinary Resolution 5 was duly passed as follows:

“**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 set out in Section 2.3(A) of the Circular to Shareholders dated 4 October 2022 with HLCM, GCA and persons connected with them (“Hong Leong Group”) provided that 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 THAT such approval shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“Act”) (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised 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.”

(c) **Ordinary Resolution 6**

- Proposed Renewal Of Shareholders’ Mandate For 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”)

The meeting noted that persons or corporations as stated on pages 11 to 12 of the Circular to Shareholders dated 4 October 2022 in relation to the proposed shareholders’ mandate on recurrent related party transactions had abstained from voting in respect of their shareholdings on the resolution in which they had interests in.

There being no questions raised, the meeting proceeded with the e-voting for Ordinary Resolution 6 and the following results were presented on the screen:

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Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 6	269,639,102	99.999184	2,200	0.000816

The poll results were verified by the Scrutineer.

The Chairman declared that Ordinary Resolution 6 was duly passed as follows:

“**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 set out in Section 2.3(B) of the Circular to Shareholders dated 4 October 2022 with Hong Bee Hardware and Hong Bee Motors provided that such transactions are undertaken in the ordinary course of business, on commercial terms which are not more favourable to Hong Bee Hardware and Hong Bee Motors 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 THAT such approval shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“Act”) (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised 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.”

(d) Ordinary Resolution 7

- Proposed Renewal Of Shareholders’ Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature With Yamaha Motor Co., Ltd (“YMC”) And Its Subsidiaries

The meeting noted that persons or corporations as stated on pages 11 to 12 of the Circular to Shareholders dated 4 October 2022 in relation to the proposed shareholders’ mandate on recurrent related party transactions had abstained from voting in respect of their shareholdings on the resolution in which they had interests in.



There being no questions raised, the meeting proceeded with the e-voting for Ordinary Resolution 7 and the following results were presented on the screen:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 7	271,899,738	99.999706	800	0.000294

The poll results were verified by the Scrutineer.

The Chairman declared that Ordinary Resolution 7 was duly passed as follows:

“**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 set out in Section 2.3(B) of the Circular to Shareholders dated 4 October 2022 with YMC and its subsidiaries (“YMC Group”) provided that such transactions are undertaken in the ordinary course of business, on commercial terms which are not more favourable to the YMC 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 THAT such approval shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“Act”) (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised 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.”

(e) Ordinary Resolution 8

- Proposed Renewal Of Shareholders’ Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature With Hong Leong Investment Holdings Pte. Ltd. (“HLIH”) And Persons Connected With HLIH

The meeting noted that persons or corporations as stated on pages 11 to 12 of the Circular to Shareholders dated 4 October 2022 in relation to the proposed shareholders’ mandate on recurrent related party transactions had abstained from voting in respect of their shareholdings on the resolution in which they had interests in.



There being no questions raised, the meeting proceeded with the e-voting for Ordinary Resolution 8 and the following results were presented on the screen:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 8	271,899,638	99.999559	1,200	0.000441

The poll results were verified by the Scrutineer.

The Chairman declared that Ordinary Resolution 8 was duly passed as follows:

“**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 set out in Section 2.3(B) of the Circular to Shareholders dated 4 October 2022 with HLIH and persons connected with HLIH (“HLIH Group”) provided that such transactions are undertaken in the ordinary course of business, on commercial terms which are not more favourable to the HLIH 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 THAT such approval shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“Act”) (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised 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.”

(f) Ordinary Resolution 9

- Waiver Of Pre-Emptive Rights Over New Ordinary Shares (“Shares”) Or Other Convertible Securities In The Company Under Section 85(1) Of The Companies Act 2016 (“Act”) Read Together With Clause 50 Of The Company’s Constitution

The meeting noted that YBhg Dato’ Dr Jim Khor Mun Wei, the Group Managing Director of the Company had abstained from voting in respect of his shareholdings on the resolution in which he had interests in.



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There being no questions raised, the meeting proceeded with the e-voting for Ordinary Resolution 9 and the following results were presented on the screen:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 9	269,469,723	99.104428	2,435,103	0.895571

The poll results were verified by the Scrutineer.

The Chairman declared that Resolution 9 was duly passed as follows:

“**THAT** further to the approval of the shareholders obtained on 3 November 2021 for the establishment of a new executive share scheme of the Company (“ESS”), and pursuant to Section 85(1) of the Act read together with Clause 50 of the Company’s Constitution, the shareholders do hereby waive their pre-emptive rights over all options and/or grants offered or to be offered pursuant to the ESS and/or any new Shares to be issued pursuant to the exercise of such options by and/or the vesting of such grants in the eligible executives including the Group Managing Director of the Company, such new Shares, when issued, to rank pari passu with the existing Shares.”

CLOSE OF MEETING

There being no other business, the Chairman declared the meeting closed after a vote of thanks had been accorded to him.

Read and signed as correct

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Chairman
Kuala Lumpur