

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Hong Leong Financial Group Berhad ("Company") will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Tuesday, 29 September 2015 at 12.00 p.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications the following motion:

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF NEW ORDINARY SHARES OF RM1.00 EACH IN THE COMPANY TO RAISE GROSS PROCEEDS OF UP TO RM1.1 BILLION ("PROPOSED RIGHTS ISSUE")

"THAT subject to the approvals of all relevant regulatory authorities being obtained, approval be and is hereby given to the Board of Directors of the Company ("Board") to provisionally issue and allot, by way of a renounceable rights issue, such number of new ordinary shares of RM1.00 each in the Company ("HLFG Shares") ("Rights Shares") to raise gross proceeds of up to RM1.1 billion, to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board ("Entitled Shareholders"), and/ or their renounee(s) and/ or transferee(s) (if applicable), to be credited as fully paid-up upon full payment, on an entitlement basis and at an issue price to be determined and announced later by the Board;

THAT any Rights Shares which are not subscribed or validly subscribed shall be made available for excess applications by the other Entitled Shareholders and/ or their renounee(s) and/ or transferee(s) (if applicable) in a fair and equitable manner on a basis to be determined and announced later by the Board;

THAT the Board be and is hereby empowered and authorised to deal with any fractional entitlements that may arise from the Proposed Rights Issue in such manner as the Board shall in its absolute discretion deem fit or expedient and in the best interest of the Company;

THAT the Rights Shares shall, upon allotment and issue, rank *pari passu* in all respects with the then existing HLFG Shares in issue, save and except that they will not be entitled to any dividends, rights, allotments and/ or other distributions, in respect of which the entitlement date is prior to the date of allotment of the Rights Shares;

THAT approval be and is hereby given for the Company to utilise the proceeds of the Proposed Rights Issue for the purposes as set out in the circular to shareholders of the Company dated 14 September 2015, and the Board be and is hereby authorised with full powers to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Board shall in its absolute discretion deem fit, necessary, expedient and/ or appropriate and in the best interest of the Company;

AND THAT in order to implement, complete and give full effect to the Proposed Rights Issue, approval be and is hereby given to the Board to do or to procure to be done all such acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents and enter into any arrangements, agreements and/ or undertakings with any parties, as they may deem fit, necessary, expedient and/ or appropriate to implement, finalise, and/ or give full effect to complete the Proposed Rights Issue, with full powers to assent to any term, condition, modification, variation and/ or amendment as may be agreed with/ required by any relevant regulatory authority or as a consequence of any such requirements or as the Board shall in its absolute discretion deem fit, necessary, expedient and/ or appropriate in connection with the Proposed Rights Issue and in the best interest of the Company."

By Order of the Board

CHRISTINE MOH SUAT MOI
(MAICSA 7005095)
Group Company Secretary

Kuala Lumpur
14 September 2015

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 22 September 2015 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 the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions 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 (2) proxies in respect of each securities account it holds. A member who is an exempt authorised nominee for multiple beneficial owners in one securities account ("Omnibus Account") may appoint any number of proxies in respect of the Omnibus Account.
3. Where two (2) or more proxies are appointed, the proportions of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, failing which the appointments shall be invalid.
4. The Form of Proxy must be deposited at the Registered Office of the Company at Level 8, 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.