

GENERAL ANNOUNCEMENT::MINUTES OF THE 62ND ANNUAL GENERAL MEETING HELD ON 26 APRIL 2023**Issuer & Securities**

Issuer/ Manager

HONG LEONG ASIA LTD.

Securities

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Minutes of the 62nd Annual General Meeting held on 26 April 2023

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Designation

Company Secretary

Description (Please provide a detailed description of the event in the box below)

Please refer to the attachment relating to the minutes of the 62nd Annual General Meeting held on 26 April 2023.

Attachments [HLA - 62nd AGM Minutes 20230426.pdf](#)

Total size = 1047K MB

HONG LEONG ASIA LTD.

Co. Reg. No. 196300306G
(Incorporated in the Republic of Singapore)

Minutes of the Sixty-Second Annual General Meeting (“AGM” or the “Meeting”) of HONG LEONG ASIA LTD. (“HLA” or the “Company”), duly convened and held at M Hotel Singapore City Centre, Banquet Suite, Level 10, 81 Anson Road, Singapore 079908 on Wednesday, 26 April 2023 at 3.00 p.m.

Present:

- Board of Directors** :
- Mr Kwek Leng Peck - Executive Chairman
 - Mr Stephen Ho Kiam Kong - Executive Director and Chief Executive Officer (“CEO”)
 - Mr Tan Chian Khong - Lead Independent Director and Chairman of the Audit and Risk Committee
 - Ms Kwong Ka Lo @ Caroline Kwong - Independent Director and Chairman of the Nominating Committee
 - Mr Ng Sey Ming - Independent Director and Chairman of the Remuneration Committee and the Hong Leong Asia Share Option Scheme 2000 Committee
 - Ms Kwek Pei Xuan - Proposed Executive Director and Head of Sustainability and Corporate Affairs
 - Datuk Maimoonah Binte Mohamed Hussain - Proposed Independent Director
- Shareholders and proxy holders : As per the attendance list
- Management : As per the attendance list
- In Attendance : Company Secretaries
Ms Jaslin Ng Siew Ping
Ms Joanne Yeo Swee Gim
- By Invitation : Auditors – Ernst & Young LLP
Mr Chan Yew Kiang
- : Independent Scrutineers - TS Tay Public Accounting Corporation
Mr Andrew Teoh

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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 12 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. He introduced Mr Stephen Ho Kiam Kong, an Executive Director and the CEO of the Company, and the other members of the Board of Directors (the “**Board**”) present at the AGM as well as Ms Kwek Pei Xuan and Datuk Maimoonah Hussain who would be proposed for appointment as Directors at the AGM.
- 1.4 The Management team, the Company Secretaries and the representatives of the Company’s auditor, Ernst & Young LLP (“**EY**”), 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 CEO

- 3.1 The Chairman called upon the CEO to give a general overview of the Group’s business and financial performance for the financial year ended 31 December (“**FY**”) 2022 (the “**Group Performance**”).
- 3.2 The CEO gave a presentation on the Group Performance. A copy of his presentation slides which is annexed to these minutes as **Annexure A** was released *via* SGXNet after the Meeting on 26 April 2023, and uploaded on the Company’s corporate website.
- 3.3 The Chairman thanked the CEO for his presentation.

4. VOTING

- 4.1 The Chairman informed that all resolutions tabled at the Meeting would be voted by way of poll in accordance with the Listing Manual of SGX and the Company’s Constitution. 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

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with their specific instructions. He would also be proposing all the resolutions put forth at the AGM.

- 4.2 The Company had appointed Trusted Services Pte. Ltd. as the polling agent and TS Tay Public Accounting Corporation as the independent scrutineers for the poll voting.
- 4.3 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 AUDITOR'S REPORT THEREON

5.1 The Chairman informed that Resolution 1 was to receive the Directors' Statement, Audited Financial Statements and the Auditor's 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 Auditor's Report thereon be and are hereby received."

6. ORDINARY RESOLUTION 2 FIRST AND FINAL DIVIDEND

The Chairman proposed the following motion:

"That a first and final one-tier tax exempt dividend of 2 cents per ordinary share in respect of FY 2022 as recommended by the Directors be and is hereby declared for payment on 16 May 2023 to the shareholders registered on 4 May 2023."

7. ORDINARY RESOLUTION 3 DIRECTORS' FEES

The Chairman proposed the following motion:

"That the Directors' Fees of \$498,000 for FY 2022 be and are hereby approved."

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8. ORDINARY RESOLUTIONS 4(a) AND 4(b) RE-ELECTION OF DIRECTORS

8.1 The Chairman informed that Mr Ng Sey Ming and Mr Tan Chian Khong, collectively, the “**Retiring Directors**” would retire by rotation 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 and 4 of the AGM Notice. The Nominating Committee (“**NC**”), with Mr Tan abstaining in respect of his own re-election, had recommended the re-election of these Retiring Directors.

8.2 The Chairman proposed the following motions:

- (a) “That Mr Ng Sey Ming who is due to retire at this Meeting, be and is hereby re-elected as a Director of the Company.”
- (b) “That Mr Tan Chian Khong who is due to retire at this Meeting, be and is hereby re-elected as a Director of the Company.”

9. ORDINARY RESOLUTIONS 5(a) AND 5(b) APPOINTMENT OF DIRECTORS

9.1 The Chairman informed that Ms Kwek Pei Xuan and Datuk Maimoonah Hussain were proposed for appointment as Directors of the Company. Information on the proposed Directors 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 5 and 6 of the AGM Notice. The NC had recommended their appointments as Directors of the Company.

9.2 The Board considered Datuk Maimoonah to be independent.

9.3 The Chairman proposed the following motions:

- (a) “That Ms Kwek Pei Xuan be and is hereby appointed as a Director of the Company.”
- (b) “That Datuk Maimoonah Binte Mohamed Hussain be and is hereby appointed as a Director of the Company.”

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

10.1 The Chairman informed that the Audit and Risk Committee had recommended the re-appointment of EY as Auditor of the Company and EY had expressed their willingness to be re-appointed.

10.2 The Chairman proposed the following motion:

“That Ernst & Young LLP, Public Accountants and Chartered Accountants, be and is hereby re-appointed as Auditor 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 and/or make or grant Instruments that might require shares to be issued up to a number not exceeding 50% of the Company's total number of issued shares, excluding treasury shares and subsidiary holdings, with a limit of 20% for any issue of shares not made on a *pro rata* basis to shareholders. This authority would expire at the next AGM of the Company, 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

- (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,

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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, excluding treasury shares and subsidiary holdings, 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, excluding treasury shares and subsidiary holdings, 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 shall be based on the total number of issued shares, excluding treasury shares and subsidiary holdings, 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 or vesting of share awards which are outstanding or subsisting at the time this Ordinary Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of shares;and, in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of SGX-ST;
- (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.”

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12. ORDINARY RESOLUTION 8

AUTHORITY FOR DIRECTORS TO OFFER AND GRANT OPTIONS TO ELIGIBLE PARTICIPANTS UNDER THE HONG LEONG ASIA SHARE OPTION SCHEME 2000 (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 who were eligible to participate in the SOS and 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 Asia Share Option Scheme 2000 (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 excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of SGX-ST), of the Company from time to time.”

13. ORDINARY RESOLUTION 9

RENEWAL OF SHARE PURCHASE MANDATE

13.1 The Chairman informed that the Share Purchase Mandate, which was renewed at the last AGM of the Company held on 27 April 2022, would expire at this AGM. Resolution 9 would empower the Directors to purchase or otherwise acquire issued shares of the Company from time to time. Such authority would continue in force until the next AGM of the Company, unless revoked or varied at a general meeting. The rationale and terms of the Share Purchase Mandate were set out in Annexure 1 of the Letter to Shareholders dated 28 March 2023 (“**Letter to Shareholders**”) which had also been published on the Company’s corporate website and on SGX website.

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13.2 The Chairman proposed the following motion:

“That:

(a) for the purposes of Sections 76C and 76E of the Companies Act 1967 of Singapore (the “**Companies Act**”), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares of the Company (the “**Shares**”) not exceeding in aggregate the Maximum Limit (as hereinafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

- (i) market purchase(s) on SGX-ST and/or any other stock exchange on which the Shares may for the time being be listed and quoted (“**Other Exchange**”); and/or
- (ii) off-market purchase(s) (if effected otherwise than on SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they may, in their absolute discretion, deem fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws, regulations and rules of SGX-ST or, as the case may be, Other Exchange as may for the time being be applicable, be and is hereby authorized and approved generally and unconditionally (the “**Share Purchase Mandate**”);

(b) the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earliest of:

- (i) the date on which the next AGM of the Company is held or required by law to be held;
- (ii) the date on which the authority conferred by the Share Purchase Mandate is varied or revoked in general meeting; or
- (iii) the date on which the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

(c) in this Ordinary Resolution:

“Average Closing Price” means the average of the closing market prices of a Share for the five consecutive market days on which the Shares are transacted on SGX-ST or, as the case may be, Other Exchange immediately preceding the date of market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted in accordance with the listing rules of SGX-ST for any corporate

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action which occurs during the relevant five-day period and the day on which the purchase is made;

“date of the making of the offer” means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the purchase price (which shall not be more than the Maximum Price) for each Share, and the relevant terms of the equal access scheme for effecting the off-market purchase;

“Maximum Limit” means that number of issued Shares representing 10% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of SGX-ST)) as at the date of the passing of this Ordinary Resolution; and

“Maximum Price” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties (if applicable), commission, applicable goods and services tax and other related expenses (if applicable)) which shall not exceed:

- (i) in the case of a market purchase of a Share, 105% of the Average Closing Price of the Shares; and
 - (ii) in the case of an off-market purchase of a Share pursuant to an equal access scheme, 110% of the Average Closing Price of the Shares; and
- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.”

**14. ORDINARY RESOLUTION 10
RENEWAL OF SHAREHOLDERS’ MANDATE FOR INTERESTED PERSON
TRANSACTIONS (“IPT”)**

14.1 The Chairman informed that the IPT Mandate, which was last renewed at the Company’s AGM in 2022, would expire at this AGM. The IPT Mandate, if approved, would continue in force until the next AGM of the Company, unless revoked or varied at a general meeting. Information relating to the IPT Mandate had been set out in Annexures 2 and 3 of the Letter to Shareholders.

14.2 The Chairman further informed that the Directors, CEO and those companies under the Hong Leong Investment Holdings Pte Ltd group that held shares in the Company as well as the controlling shareholders of the Company and their associates had abstained from voting on Resolution 10.

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14.3 The Chairman proposed the following motion:

“That:

- (a) approval be and is hereby given for the purpose of Chapter 9 of the Listing Manual of SGX-ST, for the Company, its subsidiaries and its associated companies that are not listed on SGX-ST, or an approved exchange, over which the Company, its subsidiaries and/or its interested person(s), have control, or any of them, to enter into any of the transactions falling within the category of Interested Person Transactions, particulars of which are set out in the Letter to Shareholders dated 28 March 2023 (the “**Letter to Shareholders**”) with any party who is of the class or classes of Interested Persons described in the Letter to Shareholders; provided that such transactions are entered into in accordance with the review procedures for Interested Person Transactions as set out in the Letter to Shareholders, and that such approval (the “**IPT Mandate**”), shall unless revoked or varied by the Company in general meeting, continue in force until the next AGM of the Company; and
- (b) the Directors and each of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Ordinary Resolution.

15. Q&A SESSION

As all 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:

- 15.1 A shareholder noted that based on the Company’s balance sheets as at 31 December 2022 on pages 90 and 91 of the AR, the Group was in a net cash position of \$142,865,000. He enquired whether it would be possible for the Company to consider offsetting the said cash balance against some of the Group’s liabilities, specifically to pay down the outstanding loans and borrowings. In view of rising interest rates, he was of the view it would be in the Group’s interest to repay the outstanding loans soonest possible. He also enquired the reasons for the lower loan interest rates in RMB as compared to USD set out on page 165 of the AR.

The Chairman explained that interest rates in China are lower than those in the United States (“**US**”) as the Chinese government has set lower interest rates to stimulate the economy. He also explained that the Group’s cash and short-term deposits of \$1 billion were mainly held by Guangxi Yuchai Machinery Company Limited (“**Yuchai**”). The remaining funds of the Group would be mainly used for working capital and investment purposes.

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- 15.1.1 The shareholder commended the CEO for giving a good presentation on the Group Performance. The CEO's presentation indicated that Yuchai is investing in new energy solutions, he believed Yuchai's future would be brighter. In view thereof, he asked whether HLA would consider increasing its shareholding interest in Yuchai so that it could consolidate more of Yuchai's results.

The Chairman replied that the Group had over the years increased its stake in China Yuchai International Limited ("CYI"), the holding company of Yuchai, from the initial stake of 21% to more than 44% currently. As CYI is listed on the US stock exchange, the Company would need to be mindful of prevailing laws and rules when considering further increases in its CYI stake. The CEO added that although Yuchai is doing well with the right initiatives in developing new energy solutions, it is still in the development stage and there are uncertainties and risks ahead.

- 15.1.2 With strong roots in China, Malaysia and Singapore *via* its businesses in Yuchai, Tasek Corporation Berhad and the Building Materials Singapore operations respectively, the shareholder said the Company could do more to create public awareness of its profile as a leading SGX listed Company with an established integrated building materials business and its push for new technology to attract more investors. In view that the Company has quite a conservative dividend payout ratio of 27% based on a dividend payment of 2 cents per share for FY 2022, he suggested that it could consider increasing its dividend rate to better reflect the Company's value, which in turn could increase the Company's share price that was currently trading at half of its net asset value ("NAV") of \$1.21 per share.

The Chairman concurred with his comment and said that the Company would work towards improving its visibility in the market *via* investors' engagements. As regards the dividend rate for FY 2022, the Chairman explained that the Group had recorded a lower profit for FY 2022. Demand and performance were affected by the continued impact of the COVID-19 pandemic. The Board had, however, recommended a similar dividend rate as FY 2021. Should the Group's performance improve, the Board would, amongst other factors based on the Company's dividend policy, consider increasing the dividend rate.

- 15.2 A shareholder thanked the CEO for the comprehensive presentation. He referred the Board and Management to page 11 of the Letter to Shareholders which showed that the NAV per share of the Group and the Company were 120.67 cents and 33.56 cents, respectively while the Company's shares were currently trading at around 68 cents per share. He enquired (i) the reason for the big difference, (ii) whether the share price should be compared with the NAV of the Group or of the Company, and (iii) whether the share price was trading at a discount or premium.

As requested by the Chairman, Ms Low Xiao Ting, the Deputy Chief Financial Officer replied that the Group's NAV per share was computed based on the Group's consolidated financials. This amount was much higher than the NAV per share at the Company level. The share price should be compared against the Group's NAV and therefore, it was trading at a discount currently.

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15.2.1 The shareholder raised another question relating to Resolution 9 – Renewal of the Share Purchase Mandate. He would like to know how many shares were bought back by the Company in the past few years.

The Chairman replied that the Company had not bought back any shares thus far and that the Company had been conserving its cash for working capital and investment purposes.

16. POLLING

16.1 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.

16.2 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:

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 (%)
Ordinary Business – Ordinary Resolutions					
Resolution 1 Receipt of the Directors' Statement and Audited Financial Statements together with the Auditor's Report thereon	600,201,186	600,016,586	99.97	184,600	0.03
Resolution 2 Declaration of a First and Final Dividend	600,727,904	600,715,404	100.00	12,500	0.00

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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 (%)
Ordinary Business – Ordinary Resolutions (Cont'd)					
<u>Resolution 3</u> Approval of Directors' Fees	600,727,904	600,514,604	99.96	213,300	0.04
<u>Resolution 4(a)</u> Re-election of Mr Ng Sey Ming as Director	600,713,904	589,262,584	98.09	11,451,320	1.91
<u>Resolution 4(b)</u> Re-election of Mr Tan Chian Khong as Director	600,713,904	585,412,432	97.45	15,301,472	2.55
<u>Resolution 5(a)</u> Appointment of Ms Kwek Pei Xuan as Director	600,520,104	600,022,904	99.92	497,200	0.08
<u>Resolution 5(b)</u> Appointment of Datuk Maimoonah Binte Mohamed Hussain as Director	600,714,104	600,450,804	99.96	263,300	0.04
<u>Resolution 6</u> Re-appointment of Ernst & Young LLP as Auditor	600,709,104	600,567,804	99.98	141,300	0.02

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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 (%)
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	600,727,904	589,298,084	98.10	11,429,820	1.90
<u>Resolution 8</u> Authority for Directors to offer and grant options to eligible participants under the Hong Leong Asia Share Scheme 2000 (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	591,510,904	576,115,132	97.40	15,395,772	2.60

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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 (%)
Special Business – Ordinary Resolutions (Cont'd)					
Resolution 9 Renewal of Share Purchase Mandate	600,714,104	600,701,604	100.00	12,500	0.00
Resolution 10 Renewal of IPT Mandate for Interested Person Transactions	28,674,247	28,654,747	99.93	19,500	0.07

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

17. 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 4.10 p.m.

Read and signed as correct

(Signed by Mr Kwek Leng Peck)

Chairman



HONG LEONG ASIA LTD.

62nd ANNUAL GENERAL MEETING CEO'S REVIEW

26 APRIL 2023 | MR. STEPHEN HO, CEO

2022 FINANCIALS

	FY 2022	FY 2021	Change (%)
Revenue (S\$'000)	3,881,141	4,932,589	(21.3%)
Net Profit (S\$'000)	102,592	119,431	(14.1%)
Net Profit Excluding Discontinued Operation (S\$'000)	102,917	118,743	(13.3%)
PATMI (S\$'000)	54,538	60,121	(9.3%)
Earnings Per Share (Cent)	7.29	8.04	(9.3%)
Dividends Per Share (Cent)	2.00	2.00	-
Net Cash Flow Generated from Operating Activities (S\$'000)	37,649	130,666	(71.2%)
	31 Dec 2022	31 Dec 2021	Change (%)
Net Debt ¹ / Equity Ratio	(0.16)	(0.37)	(56.8%)
Net Debt ² / Equity Ratio	1.81	1.98	(8.6%)

¹ Net Debt is defined as Loans and Borrowings, less Cash and Deposits. The Group is in a Net Cash position of S\$143M (31 Dec 2021: S\$342M)

² Net Debt is defined as Trade and Other Liabilities and Loans and Borrowings, less Cash and Deposits and does not include Trade and Other Receivables. Including Trade and Other Receivables, the Group is in a Net Cash Position of S\$33M (31 Dec 2021: Net Debt Position of S\$106M)



KEY SEGMENT RESULTS

	Unless specified, figures are in S\$'000	FY 2022	FY 2021	Change (%)
Powertrain Solutions*	Volume (Units)	321,256	456,791	(29.7%)
	Revenue	3,263,272	4,428,830	(26.3%)
	Profit After Tax	66,991	85,687	(21.8%)
Building Materials	Revenue	585,417	471,130	24.3%
	Profit After Tax	45,626	28,179	61.9%
Rigid Packaging	Revenue	25,747	30,171	(14.7%)
	Profit/(Loss) After Tax	8,228	(974)	(944.8%)
Corporate and Others	Revenue	6,705	2,458	172.8%
	(Loss)/Profit After Tax	(17,928)	5,851	(406.4%)

* Formerly known as Diesel Engines



KEY HIGHLIGHTS OF CASH FLOW

	FY 2022 (S\$'000)	FY 2021 (S\$'000)
Operating Cash Flow before Working Capital Changes	343,032	334,790
Net Cash Flow Generated from Operating Activities	37,649	130,666
(Less)/Add:		
Capital Expenditure (PPE, Right-of-Use Assets and Intangible Assets)	(149,980)	(200,672)
Purchase of Other Investments	-	(12,651)
Net Cash Inflow from Disposal of Associate, PPE, Right-of-Use Assets, Assets classified as held-for-sale and Other Investments	15,353	12,088
Contribution by Non-Controlling Interests	10,913	-
Additional Investment in Associates and Joint Ventures	(1,072)	(71,822)
Dividends Received from Associate, Joint Ventures and Other investments	8,729	1,531
Dividends Paid to Shareholders of the Company	(14,958)	(7,478)
Dividends Paid to Non-Controlling Interests of Subsidiaries	(33,419)	(94,144)
Net Proceeds from Shares Issue	39	48
Net Increase from Borrowings	19,065	58,307
Net Release of Deposits with Banks	29,386	5,999
Interest Paid, Net	(4,075)	(3,651)
Repayment of Obligations under Lease Liabilities	(12,905)	(11,426)
Net Cash Flow	(95,275)	(193,205)
Free Cash Flow	(112,331)	(70,006)



KEY BUSINESS UPDATES

Business Segment

Business Updates

Powertrain Solutions

- Yuchai sold 321,256 engine units in FY 2022, a decrease of 29.7% YoY. This was mainly attributable to the on-road truck and bus segments as demand were affected by the COVID-19 outbreaks and frequent city lockdowns. The rate of decline in volumes sold moderated in the second half of 2022.
- Margins had gradually improved in the new National VI engines with sales mix changes and price increases as well as costs reduction efforts. Further margin improvements can be achieved when output volume start to increase.
- Ongoing initiatives to develop New Energy powertrains such as e-CVT power-split hybrid powertrain, integrated electric drive axle powertrain and hydrogen fuel cell systems and hydrogen powered engines.

Some Key Developments:

- ❖ Joint venture with Beijing Yuchai Xingshunda New Energy Technology Co., Ltd., to accelerate the development, manufacture and sale of fuel cell powertrain systems as well as core fuel cell power system components for the Beijing, Tianjin and Hebei markets (Mar 2022).
- ❖ An upgraded Yuchai S04220-61 series of engines became the first Chinese engines certified by the UN R49.07 Euro VI E stage emission standard (Apr 2022).
- ❖ Yuchai's new energy solutions subsidiary, Yuchai Xin-Lan New Energy Power Technology Co., Ltd., developed and integrated a 3.5 tonne electric drive axle into an EV light duty bus from Guangxi Shenlong for the Nanning bus market (Sep 2022).



KEY BUSINESS UPDATES

Business Segment

Business Updates

Building Materials

- Demand for concrete and related products in Singapore rebounded as many construction projects restarted in 2022. In Malaysia, industry conditions remained challenging due to higher input, electricity and energy costs, coupled with tight credit conditions in the construction sector.
- Order books for Precast and Ready-Mix Concrete business in Singapore remain strong.
- In Malaysia, Tasek (integrated cement plant and ready-mix concrete) continues to work on operational improvements and cost discipline to counter the industry's tough conditions.
- Digitalisation of business processes and automation continues.

Some Key Developments:

- ❖ Completion of the Group's Integrated Construction and Prefabrication Hub manufacturing facility in December 2022 enabling the Precast division to be substantially automated and continue to position itself as a leading player in Singapore.
- ❖ The Group's RMC Ecosystem Batching Plant will commence operations at Jurong Port in the first half of 2023, which will enable the Ready-Mix Concrete unit to optimise supply chain efficiencies while enabling a greener footprint operationally.



2022 AWARDS & ACCOLADES



Photo Credit: Singapore Corporate Awards 2022

From Left to Right: Caroline Kwong (Non-Executive and Independent Director), Stephen Ho (Executive Director and Chief Executive Director) and Ng Sey Ming (Non-Executive and Independent Director)

- Awarded “**Best Managed Board**” (Silver Award, S\$300 million to less than S\$1 billion market capitalization category, “Mid-cap”) by Singapore Corporate Awards 2022
- Awarded “**Best Annual Report**” (Bronze Award, Mid-cap) by Singapore Corporate Awards 2022
- Awarded “**Best Traditional Annual Report**” (Gold, Manufacturing & Distributing Category) at 2022 International Annual Report Competition Awards
- Named “**Grand Award Winner**” (Best in Singapore) at 2022 International Annual Report Competition Awards
- Named **Asia’s 200 leading public-listed companies** on the inaugural Nikkei-FT Statista Asia Pacific Climate Leaders list



SUSTAINABILITY

At HLA, our vision is to develop and deliver sustainable and innovative urban solutions for cities of the future.

In pursuit of this vision, we are committed to integrating sustainability into our business strategy. Empowering our people and driving innovation in low carbon and circular solutions for the built environment and transport sectors are crucial focus areas of our strategy.

Achieving our vision will not be easy. It will require investment, concerted effort and time, but it is an imperative for HLA given the global and local sustainability contexts facing our businesses.

We are committed to achieving the following focus Sustainable Development Goals throughout our operations and in our strategy:



DRIVING INNOVATION FOR A LOW-CARBON AND CIRCULAR ECONOMY

EMPOWERING OUR PEOPLE AND COMMUNITIES

BUILDING RESILIENCE FOR THE LONG-TERM

KEY 2022 INITIATIVES

- *CYI/GYMCL* - Supplied new energy buses equipped with Yuchai's range extenders to Macau SAR
- *CYI/GYMCL* - China's largest displacement and highest horsepower hydrogen engine, YCK16H, successfully ignited
- *BMU, Singapore* - Rolled out Singapore's first two 12 cubic metre ready-mix concrete trucks
- *BMU, Singapore* - Completed construction of the Group's Integrated Construction and Prefabrication Hub manufacturing facility at Pulau Punggol Barat
- *BMU, Singapore* - Refreshed Vision Statement and kicked off rebranding projects for key building materials businesses
- *HLA* - Signed up as a Green Pledge Advocate to support Singapore's 2030 Green Plan
- *CYI/GYMCL* - S04220-61 engine series became the first Chinese engines to obtain UN R49.07 Euro VI E stage emission standard certification
- *BMU, Singapore* - Obtained the Champion Award in Eco-Manufacturing certification for implementing lower environmental impact manufacturing practices within its production processes at one operational site





THANK YOU

HONG LEONG ASIA LTD.

16 Raffles Quay
#26-00 Hong Leong Building
Singapore 048581

T: +65 6220 8411
F: +65 6222 0087
www.hlasia.com.sg

