

PRICING SUPPLEMENT



HONG LEONG INVESTMENT BANK BERHAD
(Registration No. 197001000928 (10209-W))
(Incorporated in Malaysia)

Tranche No. 3

Issue of RM100,000,000.00
nominal amount of Green Subordinated Notes

pursuant to the

Multi-Currency Subordinated Notes Programme of up to RM1.0 billion (or its equivalent in
other currencies) in nominal value

Principal Adviser/Lead Arranger/Lead Manager



HONG LEONG INVESTMENT BANK BERHAD
(Registration No. 197001000928 (10209-W))
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The date of this Pricing Supplement is 6 June 2024

This document is issued to give details of an issue of subordinated notes (the “**Subordinated Notes**”) by Hong Leong Investment Bank Berhad (the “**Issuer**”) pursuant to the Multi-Currency Subordinated Notes Programme of up to RM1.0 billion (or its equivalent of other currencies) in nominal value of 25 years from the first Issue Date (the “**Multi-Currency Subordinated Notes Programme**”).

This Pricing Supplement is to be read in conjunction with the terms and conditions of the Subordinated Notes (“**Conditions**”) set out in the trust deed dated 15 October 2014 and supplemental trust deed dated 10 May 2024 made between the Issuer and **PACIFIC TRUSTEES BERHAD** (Registration No. 199401031319 (317001-A)), which is made a part hereof as if set forth herein and all documents incorporated by reference therein (collectively, the “**Trust Deed**”). The Trust Deed is available for viewing during normal business hours at the business office of the Trustee at A-11-8, 11th Floor, Megan Avenue 1, No.189 Jalan Tun Razak, Off Persiaran Hampshire, 50400 Kuala Lumpur.

Unless otherwise defined in this Pricing Supplement, capitalised terms used herein have the same meaning as in the Conditions. In case of any conflict between the terms of the Pricing Supplement and the Conditions, the terms set forth in this Pricing Supplement shall govern.

The establishment of the Multi-Currency Subordinated Notes Programme and the issuance of this tranche of Subordinated Notes have been duly authorised by the Issuer by way of the resolutions of its board of directors dated 28 October 2013, 22 April 2014, 25 January 2019 and 26 January 2024.

The Issuer hereby acknowledges that it has authorised Hong Leong Investment Bank Berhad (Registration No. 197001000928 (10209-W)) as the Lead Manager for the Multi-Currency Subordinated Notes Programme to circulate or distribute this Pricing Supplement on their behalf in respect of or in connection with the proposed offer or invitation to subscribe for and issue of the Subordinated Notes **only to prospective investors who fall within the ambit of the Selling Restriction** (defined below) for the purpose of the sale of this tranche of Subordinated Notes described herein pursuant to the Multi-Currency Subordinated Notes Programme and that no further evidence of authorisation is required.

The Selling Restriction for the Subordinated Notes is as follows:

(a) Selling Restrictions at issuance for unrated RM denominated Subordinated Notes

The unrated RM denominated Subordinated Notes may only be offered, sold, transferred or otherwise disposed directly or indirectly, to a person falling within any of the categories of persons or in the circumstances specified under:

- (i) Paragraph 1 (a), (b) or (d) of Part I of Schedule 5, Schedule 6 and Schedule 7; read together with
- (ii) Schedule 9 (or Section 257(3))

of the CMSA as amended from time to time, and such other selling restrictions as may be applicable outside Malaysia.

(b) Selling Restrictions after issuance for RM denominated Subordinated Notes

The unrated RM denominated, Subordinated Notes may only be offered, sold, transferred or otherwise disposed directly or indirectly, to a person falling within any of the categories of persons or in the circumstances specified under:

- (i) Paragraph 1 (a), (b) or (d) of Part I of Schedule 5 and Schedule 6 (or Section 229(1)(b)); read together with
- (ii) Schedule 9 (or Section 257(3))

of the CMSA as amended from time to time, and such other selling restrictions as may be applicable outside Malaysia.

This Pricing Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the Subordinated Notes or the distribution of this Pricing Supplement in any jurisdiction where such action is required.

THERE ARE RESTRICTIONS ON THE DISTRIBUTION OF THIS PRICING SUPPLEMENT AND THE OFFERING OR SALE OF THE SUBORDINATED NOTES IN MALAYSIA. PERSONS INTO WHOSE POSSESSION THIS PRICING SUPPLEMENT COMES INTO ARE REQUIRED BY THE ISSUER, THE LEAD ARRANGER AND THE LEAD MANAGER TO INFORM THEMSELVES ABOUT AND TO OBSERVE SUCH RESTRICTIONS.

SPECIFIC FINAL TERMS

- 1. Issuer : **HONG LEONG INVESTMENT BANK BERHAD**
(Registration No. 197001000928 (10209-W)).
- 2. Tranche Number : 3.
- 3. Nominal value : RM100,000,000.00.
- 4. Issue Price : RM100,000,000.00.
- 5. Specified Denominations: : RM1,000.00 and integral multiples of RM1,000.00.
(this means the minimum integral amount in which transfers can be made)
- 6. Issue Date : 13 June 2024

7. Tenure of Subordinated Notes to be issued : 10 Non Call 5.
8. Maturity Date : 13 June 2034
9. Callable (with first call date) : Callable on the 5th anniversary date from the Issue Date and on every coupon payment date thereafter with the first call date on 13 June 2029.
10. Yield : 4.11% per annum.

The yield is calculated as at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.
11. Coupon/Interest Rate : 4.11% per annum.
12. Coupon/Interest payment frequency : Semi-annual.
13. Details of utilisation of proceeds : The proceeds from the issuance of the Green Subordinated Notes shall be utilised in accordance to the Issuer's Green Bond Framework.
14. Subordinated Notes to be included in consolidated capital level of Hong Leong Financial Group Berhad group (i.e. Consolidated Recognition Option) : Not applicable.
15. Rating : AA₁ by RAM Rating Services Berhad.
16. Sustainability-Linked / Green / Social / Sustainability Subordinated Notes : Green Subordinated Notes.
17. Applicable Sustainability-Linked / Green / Social / Sustainability Principles : The Green Subordinated Notes shall be in compliance with the following principles and standards:-
 1. Green Bond Principles issued by the International Capital Market Association; and
 2. ASEAN Green Bond Standards issued by the ASEAN Capital Markets Forum.

18. Other Conditions : Please refer to the Information Memorandum dated 17 May 2024 for the other terms and conditions applicable to the Subordinated Notes.

CONFLICT-OF-INTEREST SITUATIONS AND APPROPRIATE MITIGATING MEASURES

There may be a potential conflict-of-interest situation arising from the tasking of Hong Leong Investment Bank Berhad as the Principal Adviser, Lead Arranger and Lead Manager as well as the Facility Agent for the Multi-Currency Subordinated Notes Programme in view that both the Issuer and Hong Leong Investment Bank are the same entity.

Notwithstanding the above, Hong Leong Investment Bank Berhad as the Principal Adviser, Lead Arranger, Lead Manager and Facility Agent of the Multi-Currency Subordinated Notes Programme has considered the factors involved and believes the objectivity and independence in carrying out its role has been and/or will be maintained at all times for the following reasons:

- the advisory work will be carried out by the Debt Capital Markets' team, which functions as an independent business unit in accordance with high professional standards;
- the conduct of Hong Leong Investment Bank Berhad is regulated by BNM and the SC and governed by the FSA and CMSA and Hong Leong Investment Bank Berhad has put in place its own internal controls and checks;
- Hong Leong Investment Bank Berhad is a licensed investment bank and has been tasked by the Issuer as the Principal Adviser, Lead Arranger, Lead Manager and Facility Agent under the Multi-Currency Subordinated Notes Programme in the ordinary course of its business. Such tasks are governed by various agreement(s) and/or document(s) which set out the rights, duties and obligations of Hong Leong Investment Bank Berhad acting in such capacities; and

In order to further mitigate or address any such potential conflict of interest, the following measures have been/will be taken:

- the potential conflict of interest situation has been brought to the attention of the Board and hence the Board is fully aware of the same. The Board has acknowledged and confirmed that having considered the above situation, the Board is agreeable to proceed with the implementation of the Multi-Currency Subordinated Notes Programme based on the present arrangement and terms;
- the potential conflict of interest situation is hereby disclosed by the Issuer to prospective subscribers;
- the appointment of Messrs Adnan Sundra & Low as an external independent solicitor to conduct a legal due diligence inquiry on the Issuer;
- the Subordinated Notes will be issued by way of direct/private placement on a best

effort basis or a bought deal basis or book running on a best effort basis, all without prospectus whereby pricing of the Subordinated Notes will be market driven; and

- the Issuer and Hong Leong Investment Bank Berhad as the Principal Adviser, Lead Arranger, Lead Manager and Facility Agent have requested Pacific Trustees Berhad, in its capacity as the trustee for the Subordinated Notes to be present in due diligence meetings from time to time as observers to note and/or to address any concerns in their role acting on behalf of the subscribers of the Subordinated Notes, to enhance the credibility, professionalism and transparency of the due diligence exercise from the inception of the Multi-Currency Subordinated Notes Programme.

PURPOSE OF FINAL TERMS

This Pricing Supplement comprise the final terms required for the issue of the tranche of Subordinated Notes described herein pursuant to the Subordinated Notes.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement. The Issuer confirms that having made all enquiries as were reasonable, the information contained in this Pricing Supplement is in accordance with the facts prevailing on and is not false, misleading or contain any material omission as at the date of this Pricing Supplement.

Signed for and on behalf of
HONG LEONG INVESTMENT BANK BERHAD
(Registration No. 197001000928 (10209-W))

By:
Duly authorised

