



EASTERN & ORIENTAL BERHAD

(Company No. 555-K)

(Incorporated in Malaysia under the Companies Enactment, 1917)

NOTICE OF EXTRAORDINARY GENERAL MEETING 1

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting 1 of Eastern & Oriental Berhad (“**E&O**” or “**Company**”) will be held at Ballroom 1, 1st Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia, on Thursday, 27 September 2012 at 10.30 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Eighty-Fifth Annual General Meeting of the Company which will be held at the same venue and on the same day at 10.00 a.m., whichever is later, for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED RENEWAL OF GENERAL MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

“THAT:

- (i) pursuant to paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the general mandate for recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries (“**E&O Group**”) (“**Recurrent Transactions**”) given by the stockholders of the Company on 30 September 2011 be and is hereby renewed and approval be and is hereby given to E&O Group to continue to enter into and to give effect to the Recurrent Transactions with the related parties as set out in Section 2.5 of the circular to stockholders dated 4 September 2012 being transactions carried out in the ordinary course of business of the E&O Group on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority stockholders of the Company;
- (ii) disclosure of the breakdown of the aggregate value of the Recurrent Transactions conducted during a financial year based on the following information will be made in the Company’s Annual Report for the said financial year:
 - (a) the type of the recurrent related party transactions made; and
 - (b) the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with E&O Group;
- (iii) the approval hereby given shall continue to be in force until:
 - (a) the conclusion of the next annual general meeting (“**AGM**”) of the Company following the general meeting at which the general mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
 - (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to section 143(2) of the Companies Act, 1965); or
 - (c) revoked or varied by resolution passed by the stockholders in general meeting,whichever is the earliest;

AND THAT authority be and is hereby given to the Directors of the Company to do such acts and things (including, without limitation, executing all such documents as may be required) to enter into and to give effect to the Recurrent Transactions authorised by this ordinary resolution.”

**SPECIAL RESOLUTION
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

“**THAT** the amendments to the Articles of Association of the Company as set out in Appendix I of the circular to stockholders dated 4 September 2012 be and is hereby approved.”

**ORDINARY RESOLUTION 2
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

“**THAT**, subject always to the Companies Act, 1965, the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and all other relevant applicable laws, regulations and guidelines and the approvals of all relevant authorities, the approval granted by the stockholders of the Company at the Extraordinary General Meeting of the Company held on 30 September 2011, authorising the Company to purchase and/or hold such amount of ordinary stock units of RM1.00 each (“**Stock Units**”) in the Company (“**Proposed Share Buy-Back**”) as may be determined by the Directors from time to time through Bursa Securities be and is hereby renewed, provided that:

- (i) the aggregate number of Stock Units which may be purchased and/or held by the Company pursuant to this resolution shall not exceed ten percent (10%) of the issued and paid-up ordinary stock units of the Company at the time of purchase; and
- (ii) the maximum funds to be allocated by the Company for the purpose of the Proposed Share Buy-Back shall not exceed the Company’s retained profits and share premium account balance.

THAT the Directors of the Company be and are hereby authorised to deal with the Stock Units so purchased in their absolute discretion in any of the following manners:

- (i) cancel all the Stock Units so purchased; and/or
- (ii) retain the Stock Units so purchased as treasury stock units for distribution as dividend to the stockholders and/or resell on the market of Bursa Securities; and/or
- (iii) retain part thereof as treasury stock units and cancel the remainder;

AND THAT such authority shall commence immediately upon the passing of this resolution, until the conclusion of the next Annual General Meeting (“**AGM**”) of the Company or the expiry of the period within which the next AGM is required by law to be held unless earlier revoked or varied by ordinary resolution of the stockholders of the Company in general meeting;

AND FURTHER THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary and/or enter into any and all agreements and arrangements with any party or parties to implement, finalise and give full effect to the Proposed Share Buy-Back with full power to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own Stock Units.”

By Order of the Board

ANG HONG MAI
Company Secretary

Kuala Lumpur
4 September 2012

NOTE:-

1. Only members registered in the Record of Depositors as at 18 September 2012 shall be eligible to attend this meeting or to appoint proxy or proxies to attend and vote in his stead.
2. A member of the Company entitled to attend and vote at this 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.
3. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary stock units of the Company standing to the credit of the said securities account.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary stock units in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation either under its common seal or under the hand of an officer or attorney duly authorised in writing.
6. The instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, shall be deposited at the Registered Office of the Company at Level 3A (Annexe), Menara Milenium, 8 Jalan Damanlela, Damansara Heights, 50490 Kuala Lumpur, Malaysia not later than 48 hours before the time set for the meeting or at any adjournment thereof.