



**EASTERN & ORIENTAL BERHAD**

(Company No. 555-K)

(Incorporated in Malaysia under the Companies Enactment, 1917)

**NOTICE OF EXTRAORDINARY GENERAL MEETING 2**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting 2 (**%EGM 2+**) of Eastern & Oriental Berhad (**%E&O+or %Company+**) will be held at Ballroom 1, 1<sup>st</sup> Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000, Kuala Lumpur, Malaysia, on Thursday, 27 September 2012, at 10.35 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Extraordinary General Meeting 1 of the Company which will be held at the same venue and on the same day at 10.30 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 INCREASE IN AUTHORISED SHARE CAPITAL**

**%THAT** the authorised share capital of the Company be and is hereby increased from Ringgit Malaysia One Billion Two Hundred Million (RM1,200,000,000.00) divided into 1,200,000,000 ordinary stock units of RM1.00 each to Ringgit Malaysia Two Billion (RM2,000,000,000.00) divided into 2,000,000,000 ordinary stock units of RM1.00 each.+

**ORDINARY RESOLUTION 2**

**PROPOSED ESTABLISHMENT OF A LONG-TERM STOCK INCENTIVE PLAN**

**%THAT** subject to passing of Ordinary Resolution 1 and the approval of all the relevant authorities, including but not limited to the approval of Bursa Malaysia Securities Berhad (**%Bursa Securities+**), the Board of Directors of the Company be and is hereby authorised to:

- (1) establish, implement and administer a long-term stock incentive plan to be known as **%Eastern & Oriental Berhad Long-Term Stock Incentive Plan, 2012+ (%Proposed LTIP+or %Scheme+)** for the benefit of eligible employees and Executive Directors of the Company and its subsidiaries (excluding subsidiaries which are dormant), in accordance with the provisions of the proposed By-Laws of the Scheme as set out in **Appendix I** of the Circular to stockholders of the Company dated 12 September 2012 (**%Circular+**) and to give full effect to the Scheme;
- (2) do all such acts and things and to enter into all transactions, arrangements, agreements, deeds or undertakings and to make rules and regulations, or impose such terms and conditions or delegate part or all of its powers, as may be necessary or expedient in order to give full effect to the Scheme, including but not limited to:
  - (a) making awards and satisfying awards made under the Scheme via any one or any combination of the following methods:
    - (i) the issuance of new ordinary stock units of RM1.00 each in the Company (**%E&O Stock Units+**);
    - (ii) acquisition of existing E&O Stock Units from the open market; and/or
    - (iii) cash payment;

- (b) allotting and issuing such number of new E&O Stock Units from time to time as may be required pursuant to the award and vesting exercise of E&O Stock Units under the Scheme provided that the total number of E&O Stock Units to be, (i) so allotted and issued, and (ii) acquired from the open market, for purposes of the Proposed LTIP, shall not exceed in aggregate ten percent (10.0%) of the total issued and paid-up ordinary stock units of the Company at any point in time or any other limit prescribed by the relevant authorities and that such new E&O Stock Units will upon allotment and issue, rank *pari passu* in all respects with the existing issued E&O Stock Units save and except that the new E&O Stock Units shall not be entitled to any dividends, rights, allotments and/or other distributions declared, made or paid to the stockholders of the Company if the record date thereof precedes the relevant date of allotment of the new E&O Stock Units;
- (c) establishing a trust (~~%Trust+~~) to be administered by a trustee in accordance with the terms of an applicable trust deed, to facilitate the implementation of the Proposed LTIP including to provide the requisite financial and other assistance to the Trust to enable the Trust to satisfy all awards made under the Proposed LTIP, where required by the laws for the time being or for purposes of expediency;
- (d) making the necessary applications to Bursa Securities for the listing of and quotation for the new E&O Stock Units which may from time to time be allotted and issued pursuant to the Scheme; and
- (e) modifying and/or amending the Scheme from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments and to do all such acts, deeds and things and to execute, sign and deliver, for and on behalf of the Company, all such documents as may be necessary to give full effect to the Scheme with full power to assent to any conditions, variations, modifications and/or amendments as the Board of Directors of the Company may deem fit or expedient and/or are imposed/agreed to by the relevant authorities;

**AND THAT** the proposed By-Laws of the Scheme as set out in **Appendix I** of the Circular be and are hereby approved.+

**ORDINARY RESOLUTION 3  
PROPOSED ALLOCATION OF E&O STOCK UNITS TO CHAN KOK LEONG**

~~%THAT~~ subject to the passing of Ordinary Resolutions 1 and 2 above, the Board of Directors of the Company be and is hereby authorised, at any time and from time to time for the duration of the Scheme, to award and vest unto Mr. Chan Kok Leong, the Deputy Managing Director of the Company, such number of E&O Stock Units in accordance with the terms and conditions of the Scheme PROVIDED THAT not more than ten percent (10.0%) of the E&O Stock Units available under the Scheme shall be awarded and vested in Mr. Chan Kok Leong and/or persons connected with him (if any), if he and/or persons connected with him (if any) hold(s) twenty percent (20.0%) or more of the issued and paid-up ordinary stock units of E&O.+

**ORDINARY RESOLUTION 4  
PROPOSED ALLOCATION OF E&O STOCK UNITS TO KOK MENG CHOW**

THAT subject to the passing of Ordinary Resolutions 1 and 2 above, the Board of Directors of the Company be and is hereby authorised, at any time and from time to time for the duration of the Scheme, to award and vest unto Mdm. Kok Meng Chow, the Finance Director of the Company, such number of E&O Stock Units in accordance with the terms and conditions of the Scheme PROVIDED THAT not more than ten percent (10.0%) of the E&O Stock Units available under the Scheme shall be awarded and vested in Mdm. Kok Meng Chow and/or persons connected with her (if any), if she and/or persons connected with her (if any) hold(s) twenty percent (20.0%) or more of the issued and paid-up ordinary stock units of E&O.+

By order of the Board  
**EASTERN & ORIENTAL BERHAD**

**ANG HONG MAI**  
Company Secretary

Kuala Lumpur  
12 September 2012

**Notes:**

- 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 forty-eight (48) hours before the time set for the meeting or at any adjournment thereof.*