



## EASTERN & ORIENTAL BERHAD

(Company No. 555-K)

(Incorporated in Malaysia under the Companies Enactment, 1917)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Eastern & Oriental Berhad ("**Company**") will be held at Ballroom C, Level 6, Hilton Kuala Lumpur Hotel, 3 Jalan Stesen Sentral, 50470 Kuala Lumpur, on Friday, 19 September 2014, at 9.30 a.m. or immediately after the conclusion or adjournment (as the case may be) of the 87<sup>th</sup> Annual General Meeting of the Company, which has been scheduled to be held at the same venue and on the same day at 9.00 a.m. or at any adjournment thereof, whichever is later, for the purpose of considering, and if thought fit, passing the following resolution, with or without any modifications:

#### ORDINARY RESOLUTION

**PROPOSED ACQUISITION OF APPROXIMATELY 135 ACRES OF FREEHOLD LAND ("LAND") FOR A CASH CONSIDERATION OF RM239,800,000 FROM SIME DARBY ELMINA DEVELOPMENT SDN BHD, AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF SIME DARBY BERHAD ("PROPOSED ACQUISITION")**

**"THAT**, approval be and is hereby given to the Company to acquire the Land from Sime Darby Elmina Development Sdn Bhd ("**Vendor**"), through its indirect wholly-owned subsidiary, Eastern & Oriental Express Sdn Bhd, for a total purchase consideration of Ringgit Malaysia Two Hundred Thirty Nine Million and Eight Hundred Thousand (RM239,800,000) in cash subject to the terms and conditions set out in the sale and purchase agreement dated 4 July 2014 ("**SPA**") including but not limited to the stated conditions precedent being fulfilled or waived (as the case may be) and the payment to the Vendor of (if any) an amount equivalent to twenty percent (20%) of the enhanced gross development value of the development on the Land;

**AND THAT**, approval be and is hereby given to the Board of Directors of the Company to give effect to the Proposed Acquisition with full power and authority:

- (a) to enter into and execute such further or other agreements, instruments, documents and deeds as the Board of Directors of the Company may from time to time deem fit, expedient or advisable for or in connection with the Proposed Acquisition;
- (b) to negotiate, approve, agree, assent and/or give effect to any conditions, variations, modifications, additions and/or amendments in respect of the Proposed Acquisition and the SPA and/or any provisions, terms and conditions thereof as may be required and/or as the Board of Directors of the Company deems fit, expedient or advisable; and
- (c) to do all such other acts, deeds and things as the Board of Directors of the Company may from time to time deem fit, expedient or advisable to implement, finalise and give full effect to the Proposed Acquisition."

By order of the Board

**EASTERN & ORIENTAL BERHAD**

**ANG HONG MAI**

Company Secretary

Kuala Lumpur

3 September 2014

#### Notes:

1. Only members registered in the Record of Depositors as at 10 September 2014 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 not more than two (2) proxies 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 Damansara, Damansara Heights, 50490 Kuala Lumpur not later than 48 hours before the time set for the meeting or at any adjournment thereof.