



EASTERN & ORIENTAL BERHAD

(Company No. 555-K)

(Incorporated in Malaysia under the Companies Enactment, 1917)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighty-Eighth Annual General Meeting of Eastern & Oriental Berhad will be held at Ballroom 3, 1st Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Tuesday, 29 September 2015 at 3.00 p.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2015 together with the Reports of the Directors and Auditors thereon. **Please refer to Explanatory Note 1**
2. To approve a first and final dividend of one (1) treasury stock unit for every fifty (50) existing ordinary stock units of RM1.00 each held in the Company in respect of the financial year ended 31 March 2015. **(Resolution 1)**
3. To approve the payment of Directors' fees of RM910,000.00 in respect of the financial year ended 31 March 2015. **(Resolution 2)**
4. To re-elect the following Directors who retire by rotation in accordance with Article 98 of the Company's Articles of Association:
 - (a) Mr Chan Kok Leong **(Resolution 3)**
 - (b) Tan Sri Dato' Seri Mohd Bakke bin Salleh **(Resolution 4)**
 - (c) Tan Sri Dato' Seri Abd Wahab bin Maskan **(Resolution 5)**
5. To re-appoint Ms Tan Kar Leng @ Chen Kar Leng as Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company pursuant to Section 129(6) of the Companies Act, 1965. **(Resolution 6)**
6. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions:

7. **Retention of Dato' Azizan bin Abd Rahman as Independent Director** **(Resolution 8)**

"THAT Dato' Azizan bin Abd Rahman be retained as an Independent Non-Executive Director of the Company in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012."
8. **Retention of Datuk Vijeyaratnam a/l V. Thamocharan Pillay as Independent Director** **(Resolution 9)**

"THAT Datuk Vijeyaratnam a/l V. Thamocharan Pillay be retained as an Independent Non-Executive Director of the Company in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012."

9. **Authority to allot and issue shares pursuant to Section 132D of the Companies Act, 1965** (Resolution 10)

“THAT, subject always to the Companies Act, 1965, the Articles of Association of the Company and approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue ordinary stock units in the Company (“Stock Units”) from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of Stock Units issued pursuant to this resolution does not exceed ten percent (10%) of the total issued capital of the Company and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

10. **Proposed Renewal of General Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature** (Resolution 11)

“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 19 September 2014 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 28 August 2015 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.”

11. Proposed Share Buy-Back

(Resolution 12)

“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 Company be and is hereby authorised 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 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.”

12. To transact any other business for which due notice shall have been given in accordance with the Articles of Association of the Company and the Companies Act, 1965.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN that, subject to the approval of the stockholders, a first and final dividend of one (1) treasury stock unit for every fifty (50) existing ordinary stock units of RM1.00 each held in the Company in respect of the financial year ended 31 March 2015, will be credited into the entitled depositors' securities accounts on 27 October 2015 to stockholders whose names appear on the Record of Depositors at the close of business on 6 October 2015.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- (a) securities transferred into the Depositors' Securities Account before 4.00 p.m. on 6 October 2015 in respect of transfers; and
- (b) securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

ANG HONG MAI
Company Secretary

Kuala Lumpur
28 August 2015

NOTES:

1. Only members registered in the Record of Depositors as at 18 September 2015 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 Damanlela, Damansara Heights, 50490 Kuala Lumpur not later than 48 hours before the time set for the meeting or at any adjournment thereof.

EXPLANATORY NOTE 1 ON AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

Item 1 of the Agenda is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require the audited financial statements to be formally approved by the stockholders. As such, this item is not put forward for voting.

EXPLANATORY NOTES ON SPECIAL BUSINESS

Resolution 8 – Retention of Dato' Azizan bin Abd Rahman as Independent Director

Dato' Azizan was appointed to the Board as an Independent Non-Executive Director/Chairman of the Company on 6 November 2003. As at the date of the notice of the Eighty-Eighth Annual General Meeting, he had served the Company for more than nine (9) years. The Board has assessed his ability to continue to bring independent viewpoints and objective judgment to Board deliberations and decision making; and in the capacity as Chairman, his ability to additionally moderate deliberations in a non-partisan manner and, where required, provide that incisive analysis to guide the overall decision-making process. Having undertaken the assessment, the Board is convinced of Dato' Azizan's independence and recommends that Dato' Azizan be retained as an Independent Non-Executive Director of the Company. In addition, having served the Company for more than nine (9) years, he has proven to have a very good understanding of the Company's businesses and the Board believes that there are significant advantages to be gained here in promoting continuity, mindful also of Dato' Azizan's vast experience gained from other fields of business and the best practices of which he is able to bring to the Board to enhance its oversight of management. Specifically on the issue of continuity, during his tenure, the Company has embarked on a three (3)-year Business Plan which charts the Group's direction for 2014-2016 with an emphasis on developing the long-term sustainability of the Group. The Board believes that the long-serving Independent Directors who have the insight and knowledge of the Company's three (3)-year Business Plan from its inception, should as far as possible be retained to see through with its implementation. Therefore, the Board recommends that Dato' Azizan be retained as an Independent Non-Executive Director of the Company.

At the last annual general meeting held in 2014, the stockholders of the Company had approved the retention of Dato' Azizan bin Abd Rahman as an Independent Non-Executive Director of the Company.

Resolution 9 – Retention of Datuk Vijeyaratnam a/l V. Thamothearam Pillay as Independent Director

Datuk Vijeyaratnam was appointed to the Board as an Independent Non-Executive Director of the Company on 28 July 2003. As at the date of the notice of the Eighty-Eighth Annual General Meeting, he had served the Company for more than nine (9) years. The Board has also assessed his independence and is confident of its findings that Datuk Vijeyaratnam not only meets the requisite criteria as an independent director, but has continually demonstrated, in the course of Board deliberations, such independence. Having served the Company for more than nine (9) years, he has proven to have a good understanding of the Company's businesses enabling him to provide independent views and judgment in the best interest of the Company. The Board is also mindful of Datuk Vijeyaratnam's extensive experience in the areas of finance and corporate advisory, and his contributions to Board deliberations in these respects have been substantial. Further, during his tenure, the Company has embarked on a three (3)-year Business Plan which charts the Group's direction for 2014-2016 with an emphasis on developing the long-term sustainability of the Group. As a matter of continuity, the Board believes there are significant advantages to be gained from the long-serving Independent Directors who possess tremendous insight and knowledge of the Company's three (3)-year Business Plan from its inception and the Group's general affairs. Therefore, the Board recommends that Datuk Vijeyaratnam be retained as an Independent Non-Executive Director of the Company.

At the last annual general meeting held in 2014, the stockholders of the Company had approved the retention of Datuk Vijeyaratnam a/l V. Thamothearam Pillay as an Independent Non-Executive Director of the Company.

Resolution 10 – Authority pursuant to Section 132D of the Companies Act, 1965

The proposed resolution 10, if passed, will empower the Directors to allot and issue new ordinary stock units in the Company up to an amount not exceeding in total 10% of the issued capital of the Company, subject to compliance with the relevant regulatory requirements. This approval is sought to avoid any delay and cost in convening a general meeting for such issuance of stock units. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company. The general mandate had also been sought for in the last Annual General Meeting of the Company. There were no stock units issued and no proceeds raised from the previous mandate.

The renewal of the general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of stock units, for purpose of funding future investment project(s), working capital and/or acquisitions.

Resolution 11 – Proposed Renewal of General Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature

The proposed resolution 11, if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, particulars of which are set out in the Company's circular to stockholders dated 28 August 2015 despatched together with the Company's 2015 Annual Report. This authority, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting of the Company.

Resolution 12 – Proposed Share Buy-Back

The proposed resolution 12, if passed, will enable the Company to purchase its own stock units through Bursa Securities of up to ten percent (10%) of the issued and paid-up ordinary stock units of the Company at any point in time, particulars of which are set out in the Company's circular to stockholders dated 28 August 2015 despatched together with the Company's 2015 Annual Report. This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company.