



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 ("**E&O**" or the "**Company**") will be held at Banquet Hall, Level 1, TPC Kuala Lumpur (formerly known as Kuala Lumpur Golf & Country Club), No.10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur on Monday, 7 August 2017 at 10.00 am, or at any adjournment thereof, for the purpose of considering, and if thought fit, passing the following resolution, with or without any modifications:-

ORDINARY RESOLUTION

PROPOSED DISPOSAL BY TANJUNG PINANG DEVELOPMENT SDN BHD ("TPD"), A 78.78% OWNED SUBSIDIARY OF E&O, OF 20% OF A DEVELOPMENT LAND IN SERI TANJUNG PINANG PHASE 2A ("STP2A DEVELOPMENT LAND"), WHICH IS UNDERGOING A RECLAMATION PROCESS, MEASURING APPROXIMATELY 1,445,325.11 SQUARE FEET ("SQ FT"), TOGETHER WITH THE AGREED INFRASTRUCTURE (BEING INFRASTRUCTURE TO BE CONSTRUCTED BY E&O IN ACCORDANCE WITH THE TERMS OF THE SALE AND PURCHASE AGREEMENT DATED 30 MARCH 2017 ("SPA")), TO KUMPULAN WANG PERSARAAN (DIPERBADANKAN) ("KWAP") FOR A CASH CONSIDERATION OF RM766,022,310.42 ("PROPOSED LAND DISPOSAL")

"THAT, subject to all approvals being obtained from the relevant regulatory authorities and parties (if required), and the conditions precedent in the SPA for the Proposed Land Disposal being fulfilled or waived (as the case may be), approval be and is hereby given to TPD, a 78.78% owned subsidiary of E&O, to dispose 20% of the STP2A Development Land, which is undergoing a reclamation process, measuring approximately 1,445,325.11 sq ft, together with the Agreed Infrastructure to KWAP for a cash consideration of RM766,022,310.42, subject to the terms and conditions set out in the SPA;

THAT, the proceeds from the Proposed Land Disposal will be utilised for such purposes as set out in Section 4 of the circular to stockholders of E&O dated 20 July 2017 ("**Circular**") and the Board of Directors of the Company and/or TPD ("**Boards**") be authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Boards may deem fit, necessary or expedient, subject to the approval of the relevant authorities (if required);

AND THAT, in order to implement, complete and give full effect to the Proposed Land Disposal, approval be and is hereby given to the Boards with full power and authority, for and on behalf of the Company and/or TPD:-

- (i) to enter into and execute such further or other agreements, arrangements, undertakings, instruments, documents and/or deeds with any party or parties as the Boards may from time to time deem fit, expedient or advisable for, or in connection with the Proposed Land Disposal;
- (ii) to negotiate, approve, agree, assent and/or give effect to any conditions, variations, modifications, additions and/or amendments in respect of the Proposed Land Disposal and the SPA (including other documents in relation thereto) and/or any provisions, terms and conditions thereof as may be agreed to/required by any relevant regulatory authorities or as a consequent of any such requirements and/or as the Boards deem fit, expedient or advisable; and
- (iii) to do all such other acts, deeds, and things as the Boards may from time to time deem fit, necessary, expedient or advisable to implement, finalise and give full effect to the Proposed Land Disposal and in the best interest of the Company and/or TPD."

By Order of the Board of Directors of E&O

ANG HONG MAI

Company Secretary

Kuala Lumpur

20 July 2017

Notes:-

1. Only members entered in the Record of Depositors as at 28 July 2017 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 (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 E&O 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.