



## EASTERN & ORIENTAL BERHAD

(Company No. 555-K)  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting (“EGM”) of Eastern & Oriental Berhad (“E&O” or the “Company”) will be held at the Ballroom 3, 1st Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000, Kuala Lumpur, Malaysia on Tuesday, 3 September 2019 at 10:00 a.m. for the purpose of considering and if thought fit, passing with or without modification, the following resolution:-

#### ORDINARY RESOLUTION

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF NEW ORDINARY STOCKS IN THE COMPANY (“E&O STOCK(S)” OR “STOCK(S)”) (“RIGHTS STOCKS”) TOGETHER WITH FREE DETACHABLE WARRANTS (“WARRANTS C”) TO THE ENTITLED STOCKHOLDERS OF THE COMPANY (“ENTITLED STOCKHOLDERS”) AT AN ISSUE PRICE AND BASIS TO BE DETERMINED AND ANNOUNCED LATER TO RAISE AN INDICATIVE GROSS PROCEEDS OF UP TO RM232.79 MILLION (“PROPOSED RIGHTS ISSUE WITH WARRANTS”)**

“THAT, subject to the approval of all relevant regulatory authorities or parties being obtained (if required), including but not limited to the approval-in-principle of Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for the Rights Stocks and the Warrants C to be issued and the new Stocks to be issued pursuant to the conversion of the Warrants C, the Board of Directors of the Company (“Board”) be and is hereby authorised to:

- (i) provisionally allot and issue by way of a renounceable rights issue up to 381,734,246 Rights Stocks together with up to 190,867,123 Warrants C to the Entitled Stockholders whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined by the Board (“Entitlement Date”), and/or their renounee(s), on such basis of entitlement and at such issue price to be determined by the Board and on such other terms and conditions and in such manner as the Board may determine.
- (ii) enter into and execute the deed poll constituting the Warrants C (“Deed Poll”) and to do all acts, deeds and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll, wherein each Warrant C will carry the rights to subscribe, subject to any adjustment in accordance with the Deed Poll to be executed, at any time during the “Exercise Period” as defined in the Deed Poll, for 1 new Stock at an exercise price to be determined by the Board at a later date, and finalise and give full effect to the Deed Poll and all provisions and adjustments contained therein;
- (iii) allot and issue such number of additional Warrants C pursuant to adjustments as provided under the Deed Poll (“Additional Warrants C”) and to adjust from time to time the exercise price of the Warrants C as a consequence of the adjustments under the provisions of the Deed Poll and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Securities and any other relevant authorities or parties (if required);
- (iv) allot and issue such number of new Stocks credited as fully paid-up to the holders of the Warrants C upon the exercise of the relevant Warrants C to subscribe for new Stocks during the tenure of the Warrants C, and such further new Stocks as may be required or permitted to be issued pursuant to the exercise of the Additional Warrants C and such adjustments in accordance with the provisions of the Deed Poll; and
- (v) enter into any underwriting agreement(s) for the underwriting of any part of the Proposed Rights Issue with Warrants and all other documents, agreements and/or arrangements in connection with the underwriting of the Proposed Rights Issue with Warrants with such parties and upon such terms and conditions as the Board may deem fit;

THAT any Rights Stocks which are not validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renounee(s) shall be made available for excess applications in such manner and to such persons (“Excess Applicants”) as the Board shall determine at its absolute discretion;

THAT the Rights Stocks, Warrants C and new Stocks to be issued pursuant to the exercise of the Warrants C shall be listed on the Main Market of Bursa Securities;

THAT the proceeds of the Proposed Rights Issue with Warrants be utilised for the purposes as set out in the Circular to shareholders of the Company dated 16 August 2019 and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the interests of the Company, subject (where required) to the approval of the relevant authorities;

THAT the Board be and is hereby further authorised to deal with any fractional entitlements of the Warrants C that may arise from the Proposed Rights Issue with Warrants, in a fair and equitable manner as it shall in its absolute discretion deem fit and expedient, and to be in the interests of the Company;

THAT the Company shall allot and issue such number of additional Warrants C pursuant to the adjustments under the Deed Poll and to adjust from time to time the exercise price of the Warrants C as a consequence of the adjustments under the provisions in the Deed Poll and/or to effect such modifications, variations and/or amendments as may be imposed/required/permitted by the Bursa Securities and any other relevant authorities or parties or otherwise;

THAT the Rights Stocks shall, upon allotment, issuance and (where applicable) full payment, rank *pari passu* in all respects with the then existing issued stocks, save and except that the holders of such Rights Stocks shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the stockholders of the Company, the entitlement date of which is prior to the date of allotment of the Rights Stocks;

THAT the Company shall allot and issue such appropriate number of new Stocks arising from the exercise by the holders of the Warrants C in accordance with the provisions of the Deed Poll pursuant to the exercise of the Warrants C and the exercise of any Additional Warrants C, and all new Stocks to be issued pursuant thereto shall, upon allotment and issuance and (where applicable) full payment, rank *pari passu* in all respects with the existing Stocks, save and except that the new Stocks will not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment of the new Stocks;

THAT the Board be and is hereby authorised to take all such necessary steps and do all acts, deeds and things and execute, sign, deliver and cause to be delivered on behalf of the Company all such transactions, arrangements, agreements and/or documents as may be necessary or expedient in order to implement, give effect to and complete the Proposed Rights Issue with Warrants with full powers to assent to any condition, modification, variation and/or amendment to the terms of the Proposed Rights Issue with Warrants as the Board may deem fit, necessary and/or expedient in the interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the said conditions, modifications, variations and/or amendments and to take all steps as it considers necessary in connection with the Proposed Rights Issue with Warrants, in order to implement and give full effect to the Proposed Rights Issue with Warrants;

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Rights Stocks, Warrants C, Additional Warrants C and new Stocks to be issued pursuant to or in connection with the Proposed Rights Issue with Warrants have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue with Warrants.”

#### By Order of the Board

**WONG YAH YEE (MAICSA 7040513)**

Company Secretary

Petaling Jaya  
16 August 2019

#### Notes:-

1. Only members registered in the Record of Depositors as at 26 August 2019 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. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her stockholdings to be represented by each proxy. 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 (1) 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 office of the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 59200 Kuala Lumpur not later than forty-eight (48) hours before the time set for the meeting or at any adjournment thereof.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, the resolution set out in this Notice of Extraordinary General Meeting will be put to vote by poll.