EASTERN HOLDINGS LTD.
(Incorporated in the Republic of Singapore)
(Company Registration Number: 198105390C)

NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms in this Notice of Extraordinary General Meeting which are not defined herein shall have the same meanings ascribed to them in the Company's circular dated 16 December 2015.

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of **EASTERN HOLDINGS LTD.** (the "**Company**") will be held at TKP Conference Centre Raffles Place, Hall 1, 55 Market Street, #09-02, Singapore 048941 **on 8 January 2016 at 11:00 a.m.** for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution, to be passed in accordance with the requirements of the Listing Manual of the SGX-ST:

That:

(a) the voluntary delisting of the Company from the Official List of the SGX-ST under Rules 1307 and 1309 of the Listing Manual of the SGX-ST ("**Delisting Proposal**"), pursuant to which the Offeror will make the Exit Offer to the Shareholders on the basis of S$0.425 in cash per each Share and the terms and conditions set out in the Circular, be and is hereby approved; and

(b) the Directors and each of them be and are authorised and empowered to complete and do all such acts and things as such Director may consider necessary or expedient to give effect to the Delisting Proposal and/or this Resolution with such modifications thereto (if any) as they or he shall deem fit in the interests of the Company.

By Order of the Board

LUM KUM KUEN
Executive Director
Singapore

16 December 2015

Notes:

1. A Member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.

2. Subject to the proposed amendments to Section 181 of the Companies Act pursuant to the Companies (Amendment) Act 2014 taking effect seventy-two (72) hours before the time set for the Extraordinary General Meeting, a member of a company having a share capital who is a relevant intermediary (as defined in the Companies (Amendment) Act 2014) may appoint more than 2 proxies in relation to a meeting to exercise all or any of his rights to attend and to speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified). In such an event, the relevant intermediary shall submit a list of its proxies together with the information required in this proxy form to the Company.

3. If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.

4. Subject to the proposed amendments to Section 178 of the Companies Act pursuant to the Companies (Amendment) Act 2014 taking effect seventy-two (72) hours before the time set for the Extraordinary General Meeting, the instrument appointment a proxy must be deposited at the registered office of the Company at **1100 Lower Delta Road, #02-01 EPL Building, Singapore 169206** not less than **seventy-two (72)** hours before the time set for the Extraordinary General Meeting. In the event that the proposed amendments to Section 178 of the Companies Act pursuant to the Companies (Amendment) Act 2014 do not take effect seventy-two (72) hours before the time set for the Extraordinary General Meeting, the instrument appointing a proxy must be deposited at the registered office of the Company at **1100 Lower Delta Road, #02-01 EPL Building, Singapore 169206** not less than **forty-eight (48)** hours before the time set for the Extraordinary General Meeting.

5. By attending the Extraordinary General Meeting and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a Member (i) consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Member discloses the personal data of the Member's proxy(ies) and/or representative(s) to the Company (or its agents), the Member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Member's breach of warranty.