

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in doubt as to what action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.**

**If you have sold or transferred all of your registered holding of ordinary shares in the Company please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.**

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**EIH PLC**  
**(Registered in the Isle of Man with no. 118297C)**

**NOTICE OF ANNUAL GENERAL MEETING**

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Notice of the Annual General Meeting of EIH PLC to be held at Third Floor, St George's Court, Upper Church Street, Douglas, Isle of Man on 28th June 2010 at 2.30 p.m. is set out at the end of this document and the recommendation of the directors is set out on page 5.

To be valid, any instrument appointing a proxy must be received by the Company Secretary at the registered office of EIH PLC, 15-19 Athol Street, Douglas, Isle of Man IM1 1LB as soon as possible but in any event so as to arrive no later than 2.30 p.m. on 26th June 2010.

**EIH PLC**  
**(Registered in the Isle of Man with no. 118297C)**

**Directors**

Rhys Cathan Davies \*  
Brett Lance Miller \*  
Ramanan Raghavendran \*

**Registered Office**

15-19 Athol Street  
Douglas  
Isle of Man IM1 1LB

\* non-executive Directors

4 June 2010

*To holders of ordinary shares of £0.01 each in EIH PLC*

Dear Shareholder

This letter gives details of the business to be transacted at the 2010 Annual General Meeting of EIH PLC (the "**Company**").

**Annual General Meeting**

Notice of the Annual General Meeting is given on page 6.

Resolutions 1 to 4 set out in the Notice deal with the ordinary business to be transacted at the meeting. Further explanation in relation to resolution 6 is set out below.

**Resolutions 2 to 4 - re-election of directors (ordinary resolutions)**

The Articles of Association of the Company require each of the directors to retire at the conclusion of the Annual General Meeting because they have been appointed as directors by the board of directors since the conclusion of the previous Annual General Meeting of the Company. Resolutions 2 to 4 proposes their re-election as directors. Brief biographies of the directors are set out below.

**Rhys Cathan Davies**

Rhys is a General Partner of Damille Partners, which he established in October 2008 with Brett Miller (with each holding a 50 per cent. partnership interest). Rhys also presently serves as Executive Chairman of China Growth Opportunities Limited, an AIM quoted Guernsey registered investment company in which Damille Partners holds a 10.2 per cent. interest.

Rhys has been an investor in public and private companies since 1 October 1998. Rhys previously worked as an analyst and fund manager at Schroder Investment Management Limited, from 1 April 1994 until 30 September 1998. Prior to joining Schroders, Rhys worked for The Boston Consulting Group.

Rhys is also a Special Partner (non-executive) at Vitruvian Partners LLP, a London-based, midmarket focused, private equity firm, and also serves as a Director (non-executive) of Hallwood Investments Limited, a family investment office, and as the Investment Director (non-executive) of OSP Limited, a Guernsey registered investment company, formerly known as Osprey Smaller Companies Income Fund Limited and listed on the Main Market of the London Stock Exchange.

Rhys is a director of Damille Investments Limited.

Rhys holds the CFA designation, as well as degrees from the University of Wales, Cardiff, and Imperial College of Science, Technology and Medicine, London.

### **Brett Lance Miller**

Brett is a General Partner of Damille Partners, which he established in October 2008 with Rhys Davies (with each holding a 50 per cent. partnership interest). Brett also presently serves as Executive Director of China Growth Opportunities Limited, an AIM quoted Guernsey registered investment company in which Damille Partners holds a 10.2 per cent. interest.

Brett also serves as a Non-Executive Director of West China Cement Limited, an AIM quoted cement producer based in China, and is also a Non-Executive Director of Stakeholders' Momentum Investment Trust PLC, listed on the official list and admitted to trading on the Main Market of the London Stock Exchange, and Pactolus Hungarian Property PLC, an AIM quoted property fund, as well as serving as the Non-Executive Chairman of Globo PLC, an AIM quoted IT services provider.

Until its sale to Astaire Securities in July 2009, Brett served as the Managing Director and keyshareholder of Ruegg & Co Limited, a London-based corporate finance boutique.

Brett is a director of Damille Investments Limited.

Brett graduated from the University of the Witwatersrand (South Africa) with a bachelors degree majoring in law and economics and additionally holds a law degree from the London School of Economics (after having relocated to the United Kingdom in 1988). He joined Nabarro Nathanson, a London based law firm, in September 1993 where he qualified as a solicitor and practised until December 1997.

### **Ramanan Raghavendran**

Prior to co-founding Kubera, he was responsible for leading the successful cross-border investing efforts at TH Lee Putnam Ventures (THLPV) as a Senior Partner. He was formerly a Senior Partner at Insight Venture Partners where he invested in business process outsourcing and enterprise software companies, including cross-border investing via Connect Capital, an Insight affiliate. Prior to joining Insight, he was a senior member of the investment team at General Atlantic where he initiated the Internet-related investment effort and also led sector efforts in technology services and enterprise

software. Ramanan began his career at McKinsey & Company.

Ramanan holds a BSc in Finance from the University of Pennsylvania's Wharton School and a BSE in Computer Science from the University of Pennsylvania's Moore School of Engineering.

### **Resolution 6 – replacement of investment policy**

The initial Investment Policy of the Company was written in connection with its admission to AIM in the Company's admission document and no longer reflects the phase in the investment-divestment cycle in which the Company is operating. The Board does not intend to make any further investments.

The initially stated investment policy and criteria of the Company were generally only to be varied by way of ordinary resolution of the Shareholders. Accordingly, Shareholders are being asked to approve by ordinary resolution at the AGM a change in the Investment Policy such that the new policy is as follows:

“The Company shall not make any new investments, save for commitments already entered into. The Company will actively manage its investments and seek to realise such investments in a managed way at an appropriate time, returning proceeds to Shareholders as soon as practicable.

Shareholder returns are expected to be delivered by way of return of capital on their shares, whether by dividend, repurchase, tender or otherwise”.

The Board is of the view that the New Investment Policy is in the best interests of the Shareholders.

### **Resolution 7**

It is proposed in terms of resolution 7 that the Company be given the flexibility to purchase shares in the capital of the Company on market. The authority, if granted, will expire at the next annual general meeting or eighteen months following the passing of the authorising resolution.

### **Action to be taken**

You are asked to complete the attached Form of Proxy and return it, together with any power of attorney or other authority under which it is signed or a notarially certified or office copy thereof, to the Company Secretary at the Company's registered office, 15-19 Athol Street, Douglas, Isle of Man IM1 1LB, so as to arrive no later than 48 hours before the time of the Annual General Meeting.

Completion of the Form of Proxy does not prevent a member from attending and voting in person.

### **Location of meeting**

The Annual General Meeting will be held at Third Floor, St George's Court, Upper Church Street, Douglas, Isle of Man.

**Recommendation**

The Board believes that the resolutions to be put to the Annual General Meeting are in the best interests of the shareholders as a whole and, accordingly, recommends that the shareholders vote in favour of the resolutions.

Yours faithfully

Rhys Cathan Davies

**Chairman**

**NOTICE OF ANNUAL GENERAL MEETING**  
**EIH PLC**  
**(Registered in the Isle of Man with no. 118297C)**

**NOTICE** is hereby given that the Annual General Meeting of EIH PLC (the "**Company**") will be held at Third Floor, St George's Court, Upper Church Street, Douglas, Isle of Man on 28th June 2010 at 2.30 p.m. for the transaction of the following business:

**ORDINARY BUSINESS**

As ordinary business to consider and, if thought fit, to pass the following resolutions, all of which will be proposed as ordinary resolutions:

1. That the Company's annual accounts for the year ended 31 December 2009, together with the directors' report and the auditors' report on those accounts, be received and adopted.
2. That Rhys Cathan Davies, who was appointed by the board of directors of the Company pursuant to Article 87 of the Company's Articles of Association, be re-elected as a director.
3. That Brett Lance Miller, who was appointed by the board of directors of the Company pursuant to Article 87 of the Company's Articles of Association, be re-elected as a Director.
4. That Ramanan Raghavendran, who was appointed by the Board the board of directors of the Company pursuant to Article 87 of the Company's Articles of Association, be re-elected as a Director.

**SPECIAL BUSINESS**

As special business to consider and, if thought fit, to pass the following resolutions, numbers 5 and 6 of which will be proposed as ordinary resolutions, and number 7 will be proposed as a special resolution:

5. That KPMG Audit LLC be re-appointed as auditors to the Company until the conclusion of the next Annual General Meeting of the Company and the directors be authorised to fix the auditors' remuneration.
6. That the investment policy of the Company be replaced by the following:-

"The Company shall not make any new investments, save for commitments already entered into. The Company will actively manage its investments and seek to realise such investments in a managed way at an appropriate time, returning proceeds to Shareholders as soon as practicable.

Shareholder returns are expected to be delivered by way of return of capital on their shares, whether by dividend, repurchase, tender or otherwise."

7. To authorise the Company generally for the purposes of Section 13 of the Companies Act 1992 to make market purchases (as defined in Section 13(2) of the said Act) of ordinary shares of £0.01 each in the capital of the Company (“**Shares**”) provided that:
- (a) the maximum number of Shares hereby authorised to be acquired is 14.99 per cent. of the Shares in issue as at 28th June 2010;
  - (b) the minimum price that may be paid for each Share is £0.01 (nominal value);
  - (c) the maximum price that may be paid for each Share is an amount equal to 105% per cent. of the average of the middle market quotation for a Share as derived from the Daily Official List of London Stock Exchange plc for the five business days immediately preceding the day on which the Shares are contracted to be purchased;
  - (d) the authority hereby conferred shall (unless previously renewed or revoked) expire no later than the earlier of eighteen months following the passing of this resolution and the conclusion of the next annual general meeting of the Company; and
  - (e) the Company may make a contract to acquire its Shares under the authority conferred prior to the expiry of such authority, which will or may be executed wholly or partly after such authority, and may purchase its Shares in pursuance of any such contract.

BY ORDER OF THE BOARD

Andrew James Baker  
Company Secretary

Date: 4th June 2010

Registered Office: 15-19 Athol Street, Douglas, Isle of Man IM1 1LB

**Notes:**

- (i) A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (ii) To have the right to attend and vote at the meeting you must hold ordinary shares in the Company and your name must be entered on the share register of the Company in accordance with note iv below.

- (iii) A Form of Proxy is enclosed for your use. To be valid, the Form of Proxy (and any power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) must be received by the Company Secretary at the Company's registered office, 15-19 Athol Street, Douglas, Isle of Man IM1 1LB as soon as possible but, in any event, no later than 2.30 p.m. on 26th June 2010. Completion and return of a Form of Proxy will not preclude a member from attending and voting at the meeting or at any adjournment thereof in person if he or she wishes to do so.
  
- (iv) The time by which a person must be entered on the register of members in order to have the right to attend or vote at the meeting is 2.30 p.m. on 26 June 2010. If the meeting is adjourned, the time by which a person must be entered on the register of members in order to have the right to attend or vote at the adjourned meeting is 48 hours before the date fixed for the adjourned meeting. Changes to entries on the register of members after such times shall be disregarded in determining the rights of any person to attend or vote at the meeting.