

GREAT EASTERN HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 199903008M)

**VOLUNTARY UNCONDITIONAL GENERAL OFFER BY J.P. MORGAN SECURITIES ASIA
PRIVATE LIMITED FOR AND ON BEHALF OF OVERSEA-CHINESE BANKING
CORPORATION LIMITED**

CLOSE OF OFFER

1. INTRODUCTION

The Board of Directors (the "**Board**" or "**Directors**") of Great Eastern Holdings Limited (the "**Company**") refers to:

- (a) the announcement (the "**Offer Announcement**") dated 10 May 2024 made by J.P. Morgan Securities Asia Private Limited ("**J.P. Morgan**"), for and on behalf of Oversea-Chinese Banking Corporation Limited (the "**Offeror**"), in relation to the voluntary unconditional general offer (the "**Offer**") by the Offeror for all the issued ordinary shares ("**Shares**") in the capital of the Company, other than those Shares already owned or agreed to be acquired by the Offeror or its subsidiaries;
- (b) the offer document dated 31 May 2024 containing the terms and conditions of the Offer (the "**Offer Document**") and its related documents issued by J.P. Morgan, for and on behalf of the Offeror;
- (c) the offeree circular (the "**Offeree Circular**") dated 14 June 2024 containing, *inter alia*, the recommendation of the Independent Directors and the advice of Ernst & Young Corporate Finance Pte Ltd, the independent financial adviser to the Independent Directors (the "**IFA**") in respect of the Offer issued by the Company to the shareholders of the Company (the "**Shareholders**");
- (d) the announcement dated 25 June 2024 (the "**Update on Free Float Announcement**") made by the Company in relation to, *inter alia*, the percentage of the total number of issued Shares held in public hands having fallen to below 10%; and
- (e) the announcement dated 12 July 2024 (the "**Close of Offer Announcement**") made by J.P. Morgan, for and on behalf of the Offeror, in relation to, *inter alia*, the close of the Offer.

Unless otherwise defined, all capitalised terms not defined herein shall have the same meanings ascribed to them in the Offer Document.

2. CLOSE OF OFFER

As stated in the Close of Offer Announcement:

- (a) the Offer has closed at 5.30 p.m. (Singapore time) on 12 July 2024 (the "**Closing Date**"). Accordingly, the Offer is no longer open for acceptance and any acceptances received after the Closing Date will be rejected. However, Shareholders who have not accepted the Offer can still require the Offeror to acquire their Shares at the Offer Price pursuant to Section 215(3) of the Companies Act. Please refer to paragraph 5 of the Close of Offer Announcement for more details; and
- (b) as at 5.30 p.m. (Singapore time) on 12 July 2024, the total number of Shares owned, controlled, acquired or agreed to be acquired by the Offeror¹ (including valid acceptances of the Offer) amount to an aggregate of 441,696,966 Shares², representing approximately 93.32%³ of the total number of Shares.

3. SUSPENSION OF TRADING OF SHARES

- 3.1 As stated in the Update on Free Float Announcement, as at 6.00 p.m. (Singapore time) on 25 June 2024, the percentage of the total number of issued Shares held in public hands has fallen to below 10%. Pursuant to Rule 1303(1) of the Listing Manual, the SGX-ST will suspend trading of the Shares at the close of the Offer.
- 3.2 **As the Offer has closed at 5.30 p.m. (Singapore time) on 12 July 2024, pursuant to the rules of the Listing Manual, trading of the Shares will be suspended with effect from 9.00 a.m. (Singapore time) on 15 July 2024, being the market day after the Closing Date.**
- 3.3 The Board will assess the situation following the close of the Offer and evaluate the options and courses of action available to the Company, with a view towards complying with the requirements of the Listing Manual. Announcement will be made on SGXNET in the event of any material developments.

4. STATUS OF THE SERIES 001 NOTES

As at the date of this Announcement, the S\$500,000,000 3.928 per cent. subordinated notes due 2039 first callable in 2034 (the "**Series 001 Notes**") issued by The Great Eastern Life Assurance Company Limited ("**GEL**") pursuant to the S\$2,000,000,000 Euro Medium Term Note Programme established by the Company and GEL remain listed on the SGX-ST.

¹ Based on the latest information available to the Offeror as at 5.30 p.m. (Singapore time) on 12 July 2024, and acceptances of the Offer by the Offeror Concert Parties are pending verification.

² This excludes the Offeror's deemed interest in 56,900 Shares held by its subsidiary, BOS Trustee Limited, as trustee of The SOME Trust for 49,900 Shares and as trustee of The Kudzu 2022 Trust for 7,000 Shares.

³ Based on a total of 473,319,069 Shares as at the date of this Announcement and rounded to the nearest two decimal places.

5. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including any Director who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Offer Announcement, the Offer Document and the Close of Offer Announcement) or obtained from the Offeror, the sole responsibility of the Directors has been to ensure through reasonable enquiries that such information is accurately and correctly extracted from such sources and/or reflected or reproduced in this Announcement in its proper form and context.

By Order of the Board

Jennifer Wong Pakshong
Company Secretary
12 July 2024