

GREAT EASTERN HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 199903008M)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Great Eastern Holdings Limited (the “**Company**”) will be held at 1 Pickering Street, #02-02 Great Eastern Centre, Singapore 048659 on 8 July 2025 at 2.00 p.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions.

All capitalised terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meaning ascribed to them in the Company’s circular to Shareholders dated 9 June 2025 (the “**Circular**”).

A. DELISTING RESOLUTION

That:

- (i) the voluntary delisting of the Company from the Official List of the SGX-ST under Rules 1307 and 1309 of the Listing Manual (the “**Delisting**”), pursuant to which the Exit Offer would be made to the Shareholders on the terms and conditions described in the Circular, be and is hereby approved; and
- (ii) the Directors and each of them be and is hereby authorised and empowered to complete and to do all such acts and things as they or he/she may consider necessary or expedient to give effect to the Delisting and/or this Delisting Resolution, with such modification thereto (if any) as they or he/she shall think fit in the interests of the Company.

IN THE EVENT THE DELISTING RESOLUTION IS NOT APPROVED AT THE EGM, THE FOLLOWING RESUMPTION OF TRADING RESOLUTIONS WILL BE PUT TO VOTE:

B. SPECIAL RESOLUTION – ADOPTION OF NEW CONSTITUTION RESOLUTION

That subject to and contingent upon the passing of the Bonus Issue Resolution:

- (i) the New Constitution, for the purpose of identification, subscribed by the Chairman thereof, be approved and adopted as the Constitution in substitution for, and to the exclusion of, the Existing Constitution; and
- (ii) the Directors and each of them be and is hereby authorised and empowered to complete and do all such acts and things and exercise such discretion as they or he/she may consider necessary or expedient to give effect to the Proposed Adoption of New Constitution and/or this Adoption of New Constitution Resolution.

C. SPECIAL RESOLUTION – BONUS ISSUE RESOLUTION

That subject to and contingent upon the passing of the Adoption of New Constitution Resolution:

- (i) the bonus issue of up to 473,319,069 Bonus Ordinary Shares and/or Class C Non-Voting Shares on the basis of one (1) Bonus Ordinary Share or one (1) Class C Non-Voting Share, at each Shareholder's election and to be credited as fully paid, for every one (1) existing Share held by such Shareholder as at the Bonus Issue Record Date, be and is hereby approved;
- (ii) the conversion of Class C Non-Voting Shares into Converted Ordinary Shares pursuant to the exercise of the Conversion Right and in accordance with the terms of the Class C Non-Voting Shares (the "**Class C Conversion**"), be and is hereby approved; and
- (iii) the Directors and each of them be and is hereby authorised and empowered to complete and do all such acts and things and exercise such discretion as they or he/she may consider necessary or expedient to give effect to the Proposed Bonus Issue, the Class C Conversion and/or this Bonus Issue Resolution.

Shareholders should note that:

- (1) if the Delisting Resolution is approved by Independent Shareholders at the EGM, the Resumption of Trading Resolutions (i.e. the Adoption of New Constitution Resolution and the Bonus Issue Resolution) will not be put to vote at the EGM; and**
- (2) the Resumption of Trading Resolutions are inter-conditional on each other. This means that if either of the Adoption of New Constitution Resolution or the Bonus Issue Resolution is not approved, neither of these resolutions will be carried out.**

By Order of the Board

Jennifer Wong Pakshong
Company Secretary

Singapore
9 June 2025

Notes:

Format of EGM

1. The EGM will be held, in a wholly physical format, at 1 Pickering Street, #02-02 Great Eastern Centre, Singapore 048659 on Tuesday, 8 July 2025 at 2.00 p.m. Shareholders, including CPFIS Investors and SRS Investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the EGM by attending the EGM in person. There will be no option for Shareholders to participate virtually.
2. Printed copies of this Notice of EGM and the accompanying Proxy Form will be sent by post to Shareholders. These documents will also be published on the Company's website at the URL <https://www.greatasteernlife.com/sg/en/about-us/investor-relations/agm-and-egm.html> and the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.

Appointment of Proxy or Proxies

3. (a) A Shareholder who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such Shareholder's instrument appointing a proxy or proxies appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.

(b) A Shareholder who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder's instrument appointing a proxy or proxies appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the instrument. "**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act. A Shareholder who wishes to appoint a proxy or proxies must complete the instrument appointing a proxy or proxies, before submitting it in the manner set out below.
4. A proxy need not be a Shareholder. A Shareholder may choose to appoint the Chairman of the EGM as his/her/its proxy.
5. The instrument appointing a proxy or proxies must be submitted to the Company in the following manner:

(a) if submitted personally or by post, be deposited with the Company c/o The Great Eastern Life Assurance Company Limited, 1 Pickering Street, #01-01 Great Eastern Centre, Singapore 048659; or

(b) if submitted electronically, be submitted via email to the Company at GEH_meetings@greatasteernlife.com,

and in each case, must be deposited or received (as the case may be) by 2.00 p.m. on 5 July 2025, being 72 hours before the time appointed for holding the EGM. Completion and submission of a Proxy Form by a Shareholder will not prevent him/her from attending and voting in person at the EGM if he/she so wishes, in place of his/her proxy.
6. CPFIS Investors and SRS Investors may:

(a) vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Agent Banks, and should contact their respective CPF Agent Banks or SRS Agent Banks if they have any queries regarding their appointment as proxies; or

(b) appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Agent Banks to submit their votes by 5.00 p.m. on 26 June 2025.

Submission of Questions

7. Shareholders, including CPFIS Investors and SRS Investors, may submit substantial and relevant questions related to the resolutions to be tabled for approval at the EGM in advance of the EGM:

(a) via email to the Company at GEH_meetings@greatasteernlife.com; or

(b) by post to the Company c/o The Great Eastern Life Assurance Company Limited, 1 Pickering Street, #01-01 Great Eastern Centre, Singapore 048659.

When submitting questions via email or by post, Shareholders should also provide the following details: (i) the Shareholder's full name (as per NRIC/passport); (ii) the Shareholder's correspondence address; and (iii) the manner in which the Shareholder holds Shares in the Company (e.g. via CDP, CPF, SRS and/or scrip), for verification purposes. All questions submitted in advance must be received by 23 June 2025.

8. The Company will address all substantial and relevant questions received from Shareholders by the 23 June 2025 deadline by publishing its responses to such questions on the Company's website at the URL <https://www.greateasternlife.com/sg/en/about-us/investor-relations/agm-and-egm.html> and the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements> at least 48 hours prior to the closing date and time for the lodgement/receipt of instruments appointing a proxy or proxies. The Company will respond to questions or follow-up questions received after the 23 June 2025 deadline either within a reasonable timeframe before the EGM, or at the EGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
9. Shareholders, including CPFIS Investors and SRS Investors, and (where applicable) duly appointed proxies and representatives can also ask the Chairman of the EGM substantial and relevant questions related to the resolutions to be tabled for approval at the EGM, at the EGM itself.

Refreshments

10. Please note that only coffee and tea will be provided at the EGM, and no food will be served.

PERSONAL DATA PRIVACY

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