

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

ELECTRONIC DISSEMINATION OF CIRCULAR TO SHAREHOLDERS IN RELATION TO:

- (1) **THE PROPOSED VOLUNTARY DELISTING OF GREAT EASTERN HOLDINGS LIMITED (THE "COMPANY") PURSUANT TO RULES 1307 AND 1309 OF THE LISTING MANUAL OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED ("SGX-ST");**
 - (2) **THE PROPOSED ADOPTION BY THE COMPANY OF A NEW CONSTITUTION; AND**
 - (3) **THE PROPOSED BONUS ISSUE BY THE COMPANY 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, FOR EVERY ONE (1) EXISTING SHARE HELD BY SUCH SHAREHOLDER AS AT THE BONUS ISSUE RECORD DATE.**
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1. INTRODUCTION

- 1.1 The board of directors (the "**Board**" or "**Directors**") of the Company wishes to refer shareholders of the Company (the "**Shareholders**") to:
- (a) the joint announcement made by the Company and Oversea-Chinese Banking Corporation Limited (the "**Offeror**") on 6 June 2025 in relation to:
 - (i) the proposed voluntary delisting of the Company (the "**Delisting**") from the Official List of the SGX-ST and the conditional exit offer (the "**Exit Offer**") to be made by the Offeror to acquire all the issued ordinary shares in the capital of the Company (the "**Shares**") as at the date of the Exit Offer, other than those Shares already owned or agreed to be acquired by the Offeror or its subsidiaries;
 - (ii) the proposed adoption by the Company of a new constitution of the Company to, *inter alia*, permit the issuance by the Company of a new class of non-listed, non-voting convertible preference shares in the capital of the Company (the "**Class C Non-Voting Shares**") and set out the rights and restrictions attached to the Class C Non-Voting Shares (the "**Proposed Adoption of New Constitution**"); and
 - (iii) the proposed bonus issue (the "**Proposed Bonus Issue**") of up to 473,319,069 Shares (the "**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 record date to be announced by the Company; and

- (b) the announcement dated 9 June 2025 made for and on behalf of the Offeror in relation to the electronic dissemination of the formal exit offer letter dated 9 June 2025 containing the terms and conditions of the Exit Offer (the "**Exit Offer Letter**") and the despatch of the notification containing the address and instructions for the electronic retrieval of the Exit Offer Letter and the Relevant Acceptance Forms.

- 1.2 Unless otherwise defined, all capitalised terms not defined herein shall have the same meanings ascribed to them in the Circular (as defined below).

2. ELECTRONIC DISSEMINATION OF CIRCULAR AND DESPATCH OF NOTIFICATION TO SHAREHOLDERS

- 2.1 The Board would like to inform Shareholders that the Company has issued a circular dated 9 June 2025 (the "**Circular**") relating to the Delisting, the Resumption of Trading (as defined in the Circular), the Proposed Adoption of New Constitution and the Proposed Bonus Issue (collectively the "**Proposed Transactions**") containing, *inter alia*: (a) further information regarding the Proposed Transactions, (b) the letter from Ernst & Young Corporate Finance Pte Ltd (the "**IFA Letter**"), the independent financial adviser (the "**IFA**") to the Directors who are considered independent for the purposes of the Exit Offer (the "**Independent Directors**"), (c) the recommendation of the Independent Directors in respect of the Exit Offer, (d) the recommendation of the Directors in respect of the Proposed Adoption of New Constitution and the Proposed Bonus Issue, and (e) the notice (the "**Notice of EGM**") of the extraordinary general meeting to be convened by the Company to seek the approval of the Shareholders for the resolutions to approve the Proposed Transactions (the "**EGM**").
- 2.2 Pursuant to the Securities Industry Council's Public Statement on the Further Extension of the Temporary Measure to Allow for Electronic Despatch of Take-over Documents under the Singapore Code on Take-overs and Mergers on 29 June 2021, the Company has opted to electronically disseminate the Circular. **Accordingly, please note that no printed copies of the Circular will be despatched to Shareholders.**
- 2.3 In connection with the electronic dissemination of the Circular, a notification regarding the electronic dissemination of the Circular ("**Notification**") containing addresses and instructions for the electronic retrieval of the Circular will be despatched to Shareholders on 16 June 2025, together with copies of the Notice of EGM and the proxy form in respect of the EGM (the "**Proxy Form**").
- 2.4 The electronic copies of the Notification, the Circular, the Notice of EGM and the Proxy Form are available on the Company's announcement page on the website of the SGX-ST ("**SGXNET**") at <https://www.sgx.com> and on the Company's website at <https://www.greateasternlife.com/sg/en/about-us/investor-relations/regulatory-announcement.html>. Alternatively, you may directly access the page on SGXNET by scanning the following QR code:



2.5 Shareholders may also obtain printed copies of the Circular, during normal business hours and up to the Closing Date (being 5.30 p.m. on 22 July 2025), from the Company c/o The Great Eastern Life Assurance Company Limited, at its office located at 1 Pickering Street, #01-01 Great Eastern Centre, Singapore 048659, or by submitting a request to the Company by email (GEH_meetings@greateasternlife.com).

2.6 **Shareholders should read the Exit Offer Letter, the Circular and the IFA Letter (as set out in Appendix I to the Circular) carefully and consider the advice of the IFA and the recommendation of the Independent Directors in respect of the Exit Offer, and the recommendation of the Directors in respect of the Proposed Adoption of New Constitution and the Proposed Bonus Issue, as set out in the Circular before deciding whether or not to vote in favour of the Proposed Transactions or to accept the Exit Offer. Shareholders who are in any doubt about the Exit Offer or the Proposed Transactions or as to the action they should take should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.**

3. **NOTICE OF EGM AND VOTING AT THE EGM**

3.1 The Directors would also like to refer Shareholders to the Notice of EGM dated 9 June 2025.

3.2 As stated in the Notice of EGM, please note that the EGM will be held on 8 July 2025 at 2.00 p.m. (Singapore time) at 1 Pickering Street, #02-02 Great Eastern Centre, Singapore 048659.

3.3 If a Shareholder is unable to attend the EGM and wishes to appoint a proxy to attend and vote on his/her/its behalf, he/she/it should complete, sign and submit the Proxy Form to the Company in accordance with the instructions printed thereon.

Specifically, the Proxy Form 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@greateasternlife.com,

and in each case, must be deposited or received (as the case may be) by 2.00 p.m. (Singapore time) 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.

Please refer to Section 14 of the Circular for further information on the action to be taken by Shareholders in respect of the EGM.

4. RESPONSIBILITY STATEMENT

The Directors (including any who may have delegated detailed supervision of the preparation of this Announcement) collectively and individually accept full responsibility for the accuracy of the information given in this Announcement (other than the information in the Exit Offer Letter and any information relating to or opinions expressed by the Offeror) and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, the facts stated and opinions expressed in this Announcement are fair and accurate, and the Directors are not aware of any facts the omission of which would make any statement in this Announcement misleading.

Where information in this Announcement has been extracted from published or otherwise publicly available sources (including, without limitation, the Exit Offer Letter) or obtained from a named source (including, without limitation, the Offeror), the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Announcement in its proper form and context.

Issued by
GREAT EASTERN HOLDINGS LIMITED

9 June 2025