



GREAT EASTERN HOLDINGS LIMITED
(INCORPORATED IN THE REPUBLIC OF SINGAPORE)
(COMPANY REGISTRATION NO. 199903008M)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Seventh Annual General Meeting ("AGM") of Great Eastern Holdings Limited (the "Company") will be held at 1 Pickering Street, #02-02 Great Eastern Centre, Singapore 048659 on Tuesday, 14 April 2026 at 3.00 p.m. to transact the following business:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2025 and the Auditor's Report thereon.
- To approve a final one-tier tax exempt dividend of 30 cents per share in respect of the financial year ended 31 December 2025.
- To re-elect the following Directors, who are retiring by rotation under Article 97 of the Company's Constitution and who, being eligible, offer themselves for re-election:
 - Mr Andrew Lee
 - Mr Ng Chee Peng
 - Mr Tam Chee Chong
- To re-elect the following Directors, who are retiring under Article 103 of the Company's Constitution and who, being eligible, offer themselves for re-election:
 - Dr Andrew Khoo
 - Mr Tan Teck Long
- To approve Directors' fees of S\$2,733,000 for the financial year ended 31 December 2025 (2024: S\$2,800,000).
- To re-appoint PricewaterhouseCoopers LLP as the Auditor of the Company and to authorise the Directors to fix its remuneration.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Resolutions, which will be proposed as Ordinary Resolutions:

- That authority be and is hereby given to the Directors of the Company to:
 - issue ordinary shares and/or Class C Non-Voting Shares of the Company whether by way of rights, bonus or otherwise; and/or
 - make or grant offers, agreements or options (collectively, "Instruments") that might or would require ordinary shares and/or Class C Non-Voting Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into ordinary shares and/or Class C Non-Voting Shares, on a *pro rata* basis to holders of ordinary shares and/or Class C Non-Voting Shares respectively, at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit; and
 - (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue ordinary shares and/or Class C Non-Voting Shares (as the case may be) in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:
 - the aggregate number of:
 - ordinary shares to be issued pursuant to this Resolution (including ordinary shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued ordinary shares (excluding ordinary shares held as treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below); and
 - Class C Non-Voting Shares to be issued pursuant to this Resolution (including Class C Non-Voting Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued Class C Non-Voting Shares (excluding Class C Non-Voting Shares held as treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
 - subject to such manner of calculation and adjustments as may be prescribed by the Singapore Exchange Securities Trading Limited (the "SGX-ST") for the purpose of determining the aggregate number of ordinary shares and/or Class C Non-Voting Shares that may be issued under sub-paragraph (1) above, the total number of issued ordinary shares (excluding ordinary shares held as treasury shares and subsidiary holdings) or Class C Non-Voting Shares (excluding Class C Non-Voting Shares held as treasury shares and subsidiary holdings) (as the case may be) shall be based on the total number of issued ordinary shares (excluding ordinary shares held as treasury shares and subsidiary holdings) or Class C Non-Voting Shares (excluding Class C Non-Voting Shares held as treasury shares and subsidiary holdings) (as the case may be), at the time this Resolution is passed, after adjusting for:
 - new ordinary shares or new Class C Non-Voting Shares (as the case may be) arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and
 - any subsequent bonus issue, consolidation or subdivision of ordinary shares or Class C Non-Voting Shares (as the case may be), and, in sub-paragraph (1) above and this sub-paragraph (2), "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST;
 - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
 - (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.
- That authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of shares as may be required to be allotted and issued pursuant to the Great Eastern Holdings Limited Scrip Dividend Scheme (as the same may be modified or altered from time to time).

By Order of the Board

JENNIFER WONG PAKSHONG

Company Secretary
Singapore
27 March 2026

EXPLANATORY NOTES

Resolutions 3(a)(i), (ii) and (iii)

Resolutions 3(a)(i), (ii) and (iii) are to re-elect Directors who are retiring by rotation under Article 97 of the Company's Constitution.

Mr Andrew Lee will, upon re-election, continue to serve as a member of the Nominating Committee and Remuneration Committee.

Mr Ng Chee Peng will, upon re-election, continue to serve as the Lead Independent Director, the Chairman of the Nominating Committee, Remuneration Committee and GEH Group Sustainability Council, and a member of the Audit Committee. With effect from 15 April 2026, he will also serve as a member of the Executive Committee.

Mr Tam Chee Chong will, upon re-election, continue to serve as the Chairman of the Audit Committee and a member of the Executive Committee and Risk Management Committee.

Please refer to the "Board of Directors" section and the "Board Composition and Independence" section in the Corporate Governance Report in the Company's Annual Report for the financial year ended 31 December 2025 ("FY2025 Annual Report") for more information on these Directors (including information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST).

Resolutions 3(b)(i) and (ii)

Resolutions 3(b)(i) and (ii) are to re-elect Directors who are retiring under Article 103 of the Company's Constitution.

Dr Andrew Khoo will, upon re-election, continue to serve as a member of the Executive Committee, Nominating Committee and Remuneration Committee. With effect from 15 April 2026, he will serve as the Chairman of the Board, Chairman of the Executive Committee and a member of the Nominating Committee and Remuneration Committee.

Please refer to the "Board of Directors" section and the "Board Composition and Independence" section in the Corporate Governance Report in the FY2025 Annual Report for more information on Dr Andrew Khoo and Mr Tan Teck Long (including information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST).

Resolution 4

Resolution 4 is to approve the payment of Directors' fees of S\$2,733,000 for the financial year ended 31 December 2025 ("FY2025") (2024: S\$2,800,000). The decrease in Directors' fees for FY2025 is mainly attributable to a slight reduction in the number of meetings attended by Directors in FY2025.

The fee structure for non-executive Directors remains unchanged from the previous year.

Please refer to the "Remuneration of Non-executive Directors" section in the Corporate Governance Report in the FY2025 Annual Report for more information on the fee structure.

Resolution 6

Resolution 6 is to authorise the Directors of the Company from the date of the AGM until the next annual general meeting to issue ordinary shares and/or Class C Non-Voting Shares of the Company and to make or grant instruments (such as warrants or debentures) convertible into ordinary shares and/or Class C Non-Voting Shares on a *pro rata* basis to holders of ordinary shares and/or Class C Non-Voting Shares respectively, and to issue ordinary shares and/or Class C Non-Voting Shares (as the case may be) in pursuance of such instruments, up to a number not exceeding 50% of the total number of issued ordinary shares (excluding ordinary shares held as treasury shares and subsidiary holdings) or Class C Non-Voting Shares (excluding Class C Non-Voting Shares held as treasury shares and subsidiary holdings) (as the case may be).

For the purpose of determining the aggregate number of ordinary shares and/or Class C Non-Voting Shares that may be issued, the total number of issued ordinary shares (excluding ordinary shares held as treasury shares and subsidiary holdings) or Class C Non-Voting Shares (excluding Class C Non-Voting Shares held as treasury shares and subsidiary holdings) (as the case may be) shall be based on the total number of issued ordinary shares (excluding ordinary shares and subsidiary holdings) or Class C Non-Voting Shares (excluding Class C Non-Voting Shares held as treasury shares and subsidiary holdings) (as the case may be), at the time this proposed Ordinary Resolution is passed, after adjusting for (a) new ordinary shares or new Class C Non-Voting Shares (as the case may be) arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this proposed Ordinary Resolution is passed, and (b) any subsequent bonus issue, consolidation or subdivision of ordinary shares or Class C Non-Voting Shares (as the case may be). For the avoidance of doubt, any consolidation or subdivision of ordinary shares and/or Class C Non-Voting Shares will require shareholders' approval. The Directors will only issue ordinary shares and/or Class C Non-Voting Shares and instruments under this Resolution if they consider it necessary and in the interests of the Company. As at 5 March 2026, no ordinary shares and no Class C Non-Voting Shares were held as treasury shares or as subsidiary holdings.

Resolution 7

Resolution 7 is to authorise the Directors of the Company to issue shares pursuant to the Great Eastern Holdings Limited Scrip Dividend Scheme (as the same may be modified or altered from time to time) to members who, in respect of a qualifying dividend, have elected to receive scrip in lieu of the cash amount of that qualifying dividend.

Notes:

Format of Meeting

- The AGM will be held, in a wholly physical format, at 1 Pickering Street, #02-02 Great Eastern Centre, Singapore 048659 on Tuesday, 14 April 2026 at 3.00 p.m. Where applicable, shareholders, including CPF and SRS investors, and duly appointed proxies and representatives will be able to ask questions and vote at the AGM by attending the AGM in person. **There will be no option for shareholders to participate virtually.** Printed copies of this Notice and the accompanying proxy form will be sent by post to members. These documents will also be published on the Company's website at the URL <https://www.greasternlife.com/sg/en/about-us/investor-relations/aggm-and-egm.html> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Appointment of Proxy(ies)

- (a) A member (being a holder of ordinary shares of the Company) who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM in respect of the ordinary shares held by him/her/it. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
(b) A member (being a holder of ordinary shares of the Company) who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM in respect of the ordinary shares held by it, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two 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 1967.

A member (being a holder of ordinary shares of the Company) who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below. The instrument appointing a proxy(ies) is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by a holder of Class C Non-Voting Shares of the Company in respect of those shares.

- A proxy need not be a member of the Company. A member (being a holder of ordinary shares of the Company) may choose to appoint the Chairman of the Meeting as his/her/its proxy.

- The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:

- 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
- if submitted electronically, be submitted via email to the Company at GEH_meetings@greasternlife.com, and in each case, must be deposited or received (as the case may be) by **3.00 p.m. on 11 April 2026**, being 72 hours before the time appointed for holding the AGM.

- CPF and SRS investors may:

- vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
- appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 4 April 2026.

Submission of Questions

- Shareholders, including CPF and SRS investors, may submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM:

- via email to the Company at GEH_meetings@greasternlife.com; or
- 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 identification purposes.
All questions submitted in advance must be received by 4 April 2026.

- The Company will address all substantial and relevant questions received from shareholders by the 4 April 2026 deadline by publishing its responses to such questions on the Company's website at the URL <https://www.greasternlife.com/sg/en/about-us/investor-relations/aggm-and-egm.html> and the SGX 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(ies). The Company will respond to questions or follow-up questions received after the 4 April 2026 deadline either within a reasonable timeframe before the AGM, or at the AGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
- Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives can also ask the Chairman of the Meeting substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, at the AGM itself.

Access to FY2025 Annual Report

The FY2025 Annual Report may be accessed at the Company's website at the URL <https://www.greasternlife.com/sg/en/about-us/investor-relations/annual-reports.html> by clicking on the image for the "FY2025 Annual Report". The FY2025 Annual Report may also be accessed at the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. A member who wishes to request for a printed copy of the FY2025 Annual Report may do so by completing and submitting the request form sent to the member by post together with printed copies of this Notice and the accompanying proxy form by 4 April 2026.

Refreshments

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

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member'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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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 member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), 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 or service providers) 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.

STATEMENT PURSUANT TO SECTION 64A OF THE COMPANIES ACT 1967

Except as provided below, holders of Class C Non-Voting Shares of the Company ("Class C Shareholders") shall not be entitled to vote at general meetings of the Company. In particular, Class C Shareholders will not be able to vote their Class C Non-Voting Shares at the AGM.

The Class C Shareholders shall be entitled to attend class meetings of the Class C Shareholders. Every Class C Shareholder who is present in person at such class meetings shall have on a show of hands one vote and on a poll one vote for every Class C Non-Voting Share of which he/she/it is the holder.

The Class C Shareholders shall have the right to receive notice of, attend and speak at any general meeting of the Company and to be counted for the purposes of a quorum at such general meeting. Every Class C Shareholder who is present in person at such general meeting shall have the right to vote and shall have on a show of hands one vote and on a poll one vote for every Class C Non-Voting Share of which he/she/it is the holder if (but only if): (i) the resolution in question varies or abrogates the rights attached to the Class C Non-Voting Shares; (ii) the resolution in question is for the winding-up of the Company; or (iii) as required by the Companies Act 1967.