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**NOTICE OF ANNUAL GENERAL MEETING
GREAT EASTERN HOLDINGS LIMITED**
(INCORPORATED IN THE REPUBLIC OF SINGAPORE)
(COMPANY REGISTRATION NO. 199903008M)

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting of Great Eastern Holdings Limited (the "Company") will be held at 1 Pickering Street #02-02, Great Eastern Centre, Singapore 048659 on Tuesday, 19 April 2016 at 3.00 pm to transact the following business:

AS ORDINARY BUSINESS

- 1 To receive and adopt the Directors' Statement and the audited Financial Statements for the financial year ended 31 December 2015 and the Auditor's Report thereon.
- 2 To approve a final one-tier tax exempt dividend of 40 cents per ordinary share and a special one-tier tax exempt dividend of 5 cents per ordinary share in respect of the financial year ended 31 December 2015.
- 3(a) To re-appoint the following Directors retiring under the respective resolutions passed at the Annual General Meeting of the Company held on 15 April 2015 pursuant to Section 153(6) of the Companies Act, Chapter 50 (which was then in force), to hold office from the date of this Annual General Meeting:
 - (i) Mr Law Song Keng
 - (ii) Mr Tan Yam Pin
- (b) To re-elect the following Director retiring by rotation under Article 91 of the Company's Constitution and, who being eligible, offers himself for re-election:
 - (i) Mr Koh Beng Seng
- (c) To re-elect the following Directors retiring under Article 97 of the Company's Constitution and, who being eligible, offer themselves for re-election:
 - (i) Mr Soon Tit Koon
 - (ii) Mr Wee Joo Yeow
- 4(a) To approve Directors' fees of S\$1,930,000 for the financial year ended 31 December 2015 (2014: S\$1,821,000).
- (b) To approve a Special Director's fee of S\$1,360,000 to Mr Norman Ip for the financial year ended 31 December 2015 (2014: S\$820,000).
- 5 To re-appoint Messrs Ernst & Young LLP as Auditor and authorise the Directors to fix its remuneration.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Resolutions, of which Resolutions 6 and 7 will be proposed as Ordinary Resolutions and Resolution 8 will be proposed as a Special Resolution:

ORDINARY RESOLUTIONS

- 6 That authority be and is hereby given to the Directors of the Company to:
 - (a) (i) issue shares of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require 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 shares, on a *pro rata* basis to shareholders of the Company, at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit; and
 - (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:
 - (1) the aggregate number of shares to be issued pursuant to this Resolution (including 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 shares of the Company excluding treasury shares (as calculated in accordance with sub-paragraph (2) below);
 - (2) (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 shares that may be issued under sub-paragraph (1) above, the total number of issued shares of the Company excluding treasury shares shall be based on the total number of issued shares of the Company excluding treasury shares at the time this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of shares;
 - (3) 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
 - (4) (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.
- 7 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.

SPECIAL RESOLUTION

- 8 That the regulations contained in the new Constitution submitted to this Meeting and, for the purpose of identification, subscribed to by the Chairman thereof, be approved and adopted as the new Constitution of the Company in substitution for, and to the exclusion of, the existing Constitution.

By Order of the Board

JENNIFER WONG PAKSHONG
Company Secretary

Singapore
28 March 2016

EXPLANATORY NOTES

Resolutions 3(a) to 3(c)

Resolutions 3(a)(i) and (ii) are to re-appoint Directors who are above 70 years old and who are retiring under the respective resolutions passed at the Annual General Meeting held on 15 April 2015 as pursuant to Section 153(6) of the Companies Act, Chapter 50 (the "Companies Act") (which was then in force), such resolutions could only permit the re-appointment of the Directors to hold office until this Meeting. If passed, Resolutions 3(a)(i) and (ii) will approve and authorise the continuation of the Directors in office from the date of this Meeting onwards without limitation in tenure, save for prevailing applicable laws, listing rules and/or regulations, including the Company's Constitution. Resolution 3(b)(i) is to re-elect a Director who is retiring by rotation under Article 91 of the Company's Constitution. Resolutions 3(c)(i) and (ii) are to re-elect Directors who are retiring under Article 97 of the Company's Constitution. There are no relationships (including immediate family relationships) between any of these Directors and the other Directors of the Company.

Please refer to the "Board Composition and Independence" section in the Corporate Governance Report and the "Further Information on Directors" section on pages 44 and 188 respectively in the Annual Report 2015 for more information on these Directors (including information, if any, on the relationships between these Directors and the Company or its 10% shareholders).

Resolution 4(b)

Resolution 4(b) is to authorise the payment of S\$1,360,000 as a Special Director's fee to Mr Norman Ip who continued to serve as Acting Group CEO for ten months in FY2015 from 1 January 2015 to 1 November 2015 until Mr Khor Hock Seng was appointed as Group CEO on 2 November 2015.

Resolution 6

Resolution 6 is to authorise the Directors of the Company from the date of the forthcoming Annual General Meeting until the next Annual General Meeting to issue shares of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares on a *pro rata* basis to shareholders of the Company, and to issue shares in pursuance of such instruments, up to a number not exceeding 50% of the total number of issued shares of the Company excluding treasury shares. For the purpose of determining the aggregate number of shares that may be issued, the total number of issued shares of the Company excluding treasury shares shall be based on the total number of issued shares of the Company excluding treasury shares at the time this proposed Ordinary Resolution is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this proposed Ordinary Resolution is passed, and (b) any subsequent bonus issue, consolidation or subdivision of shares. For the avoidance of doubt, any consolidation or subdivision of shares in the capital of the Company will require shareholders' approval. The Directors will only issue shares under this Resolution if they consider it necessary and in the interests of the Company.

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 to members who, in respect of a qualifying dividend, have elected to receive scrip in lieu of the cash amount of that qualifying dividend.

Resolution 8

Resolution 8 is to adopt a new Constitution following the wide-ranging changes to the Companies Act introduced pursuant to the Companies (Amendment) Act 2014 (the "Amendment Act"). The new Constitution will consist of the memorandum and articles of association of the Company which were in force immediately before 3 January 2016, and incorporate amendments to (*inter alia*) take into account the changes to the Companies Act introduced pursuant to the Amendment Act. Resolution 8 will be proposed as a Special Resolution. Please refer to the Letter to Shareholders dated 28 March 2016 for more details.

Notes:

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
 - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Meeting, 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 form of proxy 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 form of proxy.
- "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.

2. A proxy need not be a member of the Company.

3. The instrument appointing a proxy or proxies (a form is enclosed) must be deposited with the Company, c/o The Great Eastern Life Assurance Company Limited, 1 Pickering Street #13-01, Great Eastern Centre, Singapore 048659, not less than 48 hours before the time set for holding the Meeting.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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.

BOOKS CLOSURE DATE AND PAYMENT DATE FOR DIVIDENDS

Subject to the approval of the shareholders to the final and special one-tier tax exempt dividends at the Annual General Meeting, the Share Transfer Books and Register of Members of the Company will be closed on 26 April 2016 for the purpose of determining the entitlement of shareholders to the recommended final one-tier tax exempt dividend of 40 cents per ordinary share and special one-tier tax exempt dividend of 5 cents per ordinary share. Fully completed registrable transfers of shares received by the Company's Share Registrar, M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902 up to 5.00 pm on 25 April 2016 will be registered to determine shareholders' entitlements to the proposed dividends. Subject to the aforesaid, Members whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at 5.00 pm on 25 April 2016 will be entitled to the proposed dividends.

The final and special one-tier tax exempt dividends, if approved by shareholders, will be paid on 9 May 2016.

NON-CUMULATIVE NON-CONVERTIBLE CLASS A AND CLASS B PREFERENCE SHARES

The voting rights of the Class A and Class B Preference Shares are set out in the Constitution of the Company. No Class A or Class B Preference Shares are currently in issue.