



Oversea-Chinese Banking Corporation Limited
(Incorporated in the Republic of Singapore)
(Company Registration No. 193200032W)

DESPATCH OF FORM 58 AND NOTIFICATION LETTER

1. INTRODUCTION

1.1 Oversea-Chinese Banking Corporation Limited (the "**Offeror**") refers to:

- (i) the offer announcement (the "**Offer Announcement**") dated 10 May 2024 (the "**Offer Announcement Date**") by J.P. Morgan Securities Asia Private Limited ("**J.P. Morgan**") for and on behalf of the Offeror, in relation to the voluntary unconditional general offer (the "**Offer**") for all the issued ordinary shares (the "**Shares**") in the capital of Great Eastern Holdings Limited (the "**Company**" or "**GEH**") as at the date of the Offer, other than those Shares already owned or agreed to be acquired by the Offeror or its subsidiaries (the "**Offer Shares**");
- (ii) the offer document dated 31 May 2024 containing the terms and conditions of the Offer (the "**Offer Document**"); and
- (iii) the announcement by J.P. Morgan for and on behalf of the Offeror dated 12 July 2024 in relation to the close of the Offer.

All capitalised terms used and not defined herein shall have the same meanings given to them in the Offer Document.

2. SECTION 215(3) OF THE COMPANIES ACT

2.1 Section 215(3). As the Offeror holds 90 per cent. or more of the total number of Shares pursuant to the Offer, Shareholders who have not accepted the Offer (the "**Non-Assenting Shareholders**") will have a right, under and subject to Section 215(3) of the Companies Act (the "**S215(3) Right**"), to require the Offeror to acquire their Offer Shares which have not been tendered in acceptance of the Offer (the "**Exercise Shares**"). Such Non-Assenting Shareholders may, within three months from the date of the Form 58 (as defined below), exercise their S215(3) Right to require the Offeror to acquire their Exercise Shares and the Offeror shall be entitled and bound to acquire those Exercise Shares on the same terms as those offered under the Offer.

2.2 No Encumbrances. Where a Non-Assenting Shareholder elects to exercise the S215(3) Right, the Exercise Shares in respect of which the S215(3) Right has been exercised will be acquired at the Offer Price (or “**Exercise Price**”) of S\$25.60 for each Exercise Share:

- (i) fully paid;
- (ii) free from any Encumbrances; and
- (iii) together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date (being 10 May 2024) and thereafter attaching thereto, including but not limited to the right to receive and retain all Distributions (if any) declared, paid or made by GEH in respect of the Exercise Shares on or after the Offer Announcement Date.

Accordingly, in the event any Distribution is or has been declared, paid or made by GEH in respect of the Exercise Shares on or after the Offer Announcement Date to a Shareholder who validly exercises the S215(3) Right (“**Exercising Shareholder**”), the Exercise Price for each Exercise Share which is payable to the Exercising Shareholder shall be reduced by an amount which is equal to the amount of such Distribution if the Exercise Shares are not transferred to the Offeror prior to the record date for such Distribution and the Offeror is not entitled to receive the Distribution in respect of the Exercise Shares.

3. DESPATCH OF FORM 58 AND NOTIFICATION LETTER

3.1 Despatch. The Offeror wishes to announce that, in connection with the S215(3) Right, that it has on 23 July 2024, despatched to the Non-Assenting Shareholders:

- (i) a Notice to Non-Assenting Shareholder in the form prescribed under the Companies Act (the “**Form 58**”);
- (ii) a hardcopy notification letter (the “**Notification Letter**”) setting out details of the S215(3) Right;
- (iii) where applicable, (for Non-Assenting Shareholders holding Exercise Shares deposited with The Central Depository (Pte) Limited (“**CDP**”) a Form of Exercise and Authorisation for Exercise Shares (“**FEA**”) or (for Non-Assenting Shareholders holding in scrip form) a Form of Exercise and Transfer for Exercise Shares (“**FET**” and together with the FEA, the “**Relevant Exercise Forms**”); and
- (iv) a pre-addressed envelope, which is pre-paid for posting in Singapore only. It is the responsibility of Non-Assenting Shareholders to affix adequate postage on the said envelope if posting from outside of Singapore.

3.2 Electronic copies of the Form 58, Notification Letter and Relevant Exercise Forms may also be obtained on the SGXNET announcement page of the Offeror and GEH.

4. PROCEDURES FOR EXERCISE OF S215(3) RIGHT AND EXPIRY DATE

- 4.1** The procedures for exercise of the S215(3) Right are set out in the Notification Letter and in the Relevant Exercise Forms (as applicable).
- 4.2** Non-Assenting Shareholders are to note that the S215(3) Right will lapse at **5.30 p.m. (Singapore time) on 23 October 2024 (“Expiry Date”)**. Non-Assenting Shareholders who wish to exercise the S215(3) may do so by submitting the completed FEA in electronic form via the SGX-ST’s Investor Portal at investors.sgx.com (in respect of individual and joint-alt account holders only) and/or completing and returning the FEA and/or the FET (as the case may be) before the Expiry Date in accordance with the instructions in the Notification Letter and the Relevant Exercise Forms.
- 4.3 CPFIS and SRS Investors.** CPFIS Investors and/or SRS Investors, should consult their respective CPF Agent Banks and SRS Agent Banks (as the case may be) for further information on how to exercise their S215(3) Right.
- 4.4 Overseas Shareholders.** The Form 58, Notification Letter, Relevant Exercise Forms and/or any related documents do not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful. Where there are potential restrictions on sending the Form 58, Notification Letter, Relevant Exercise Forms and/or any related documents to any overseas jurisdictions, the Offeror reserves the right not to send the Form 58, Notification Letter, Relevant Exercise Forms and/or any related documents to such overseas jurisdictions. Shareholders whose addresses are outside Singapore as shown in the Register or, as the case may be, in the records of CDP (collectively, “**Overseas Shareholders**”) may be affected by the laws of the relevant overseas jurisdictions. Accordingly, Overseas Shareholders should inform themselves about, and observe, any applicable legal requirements in their own jurisdictions.

5. GENERAL

Non-Assenting Shareholders who are in doubt about any of the matters referred to in this Announcement, the Form 58, Notification Letter, Relevant Exercise Forms and/or any related documents should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

6. RESPONSIBILITY STATEMENT

The Offeror 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 full responsibility.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from GEH, the sole responsibility of the Offeror 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.

Issued by

Oversea-Chinese Banking Corporation Limited

23 July 2024

Any inquiries relating to the exercise of the S215(3) Right should be directed during office hours to:

J.P. Morgan Securities Asia Private Limited

88 Market Street

#30-00

Singapore 048948

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