

Voluntary Unconditional General Offer

for and on behalf of



Oversea-Chinese Banking Corporation Limited

(Incorporated in the Republic of Singapore)
(Company Registration No. 193200032W)

*to acquire all the issued ordinary shares in the
capital of*



Great Eastern Holdings Limited

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

*other than those shares already owned or agreed
to be acquired by the Offeror or its subsidiaries*

by

J.P.Morgan

J.P. Morgan Securities Asia Private Limited

(Incorporated in the Republic of Singapore)
(Company Registration No. 197300590K)



Offer Price to shareholders of Great Eastern Holdings Limited

\$25.60 IN CASH

For each Offer Share

CLOSING DATE

Acceptances should be received by **5.30 p.m.**
(Singapore time) on 28 June 2024 (or such
later date as may be announced from time to
time by or on behalf of the Offeror).

About the Offer

As at the Latest Practicable Date, Oversea-Chinese Banking Corporation Limited (the "Offeror") owns approximately 88.44 per cent. of the issued ordinary shares ("Shares") in the capital of Great Eastern Holdings Limited ("GEH"). The Offer is for the remaining 11.56 per cent. of Shares not already owned or agreed to be acquired by the Offeror as at the date of the Offer.

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

If you wish to accept the Offer

1. If your Offer Shares are deposited with CDP

(Please use Form of Acceptance and Authorisation, or FAA, sent with this Notification)

By Post

Complete and return the FAA to:

Oversea-Chinese Banking Corporation Limited c/o The Central Depository (Pte) Limited,
Robinson Road Post Office,
P.O. Box 1984,
Singapore 903934

*(*in the enclosed pre-addressed envelope at your own risk)*

Electronically

Complete and return the FAA via the SGX-ST's Investor Portal at:

investors.sgx.com (in respect of individual and joint-alt account holders only)

2. If your Offer Shares are in scrip form

(Please use Form of Acceptance and Transfer for Offer Shares, or FAT, sent with this Notification)

By Post

Complete and return the FAT to:

Oversea-Chinese Banking Corporation Limited c/o Boardroom Corporate & Advisory Services Pte. Ltd.,
1 Harbourfront Avenue,
Keppel Bay Tower, #14-07,
Singapore 098632

*(*in the enclosed pre-addressed envelope at your own risk)*

By Hand

Complete and return the FAT to:

Oversea-Chinese Banking Corporation Limited c/o Boardroom Corporate & Advisory Services Pte. Ltd.,
1 Harbourfront Avenue,
Keppel Bay Tower, #14-07,
Singapore 098632

The forms should arrive no later than 5.30 p.m. on 28 June 2024 (or such later date as may be announced from time to time by or on behalf of the Offeror). Proof of posting is not proof of receipt by OCBC at the above addresses.

If delivered by post, please use the pre-addressed envelope enclosed, which is pre-paid for posting in Singapore only. If posting from outside Singapore, it is your responsibility to affix adequate postage.

3. If you are a CPFIS Investor and/or SRS Investor

You should receive further information on how to accept the Offer from your respective CPF Agent Banks and SRS Agent Banks. Please contact your respective CPF Agent Bank and SRS Agent Bank (as the case may be).

No action is required if you do not wish to accept the Offer.

The Offeror intends to seek a delisting of GEH from the SGX-ST if it holds 90 per cent. or more of the Shares at the close of the Offer.

Shareholders **who do not accept the Offer** should note that in the event:

- (i) GEH is delisted from the SGX-ST, such Shareholders will continue to hold their Shares and remain shareholders of GEH, but will not be able to trade such Shares on the SGX-ST; and
- (ii) the trading of the Shares on the SGX-ST is suspended pursuant to Rules 724, 1105 or 1303(1) of the Listing Manual, such Shareholders will continue to hold their Shares and remain shareholders of GEH but, pursuant to Rule 729 of the Listing Manual, will not be able to transfer such Shares without the prior approval of the SGX-ST.

Important Notice

The information in this Notification is a summary of the Offer and is qualified by, and should be read in conjunction with, the full information contained in the Offer Document. In the event of any inconsistency or conflict between the terms of this Notification and the Offer Document, the terms set out in the Offer Document shall prevail.

The views of the directors of GEH who are considered independent for the purposes of the Offer ("Independent Directors") and the independent financial adviser to the Independent Directors on the Offer will be made available to you in due course. You may wish to consider their views before taking action in relation to the Offer.

Responsibility Statement

The Offeror Directors (including any director who may have delegated detailed supervision of the preparation of this Notification) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Notification are fair and accurate and that there are no other material facts not contained in this Notification, the omission of which would make any statement in this Notification 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 directors of the Offeror 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 Notification in its proper form and context.

For more help

If you have any questions about the offer or require any assistance, please contact:

J.P. Morgan Securities Asia Private Limited
Telephone: +65 6882 2621

VOLUNTARY UNCONDITIONAL GENERAL OFFER

by

J.P.Morgan

J.P. Morgan Securities Asia Private Limited

(Incorporated in the Republic of Singapore)

(Company Registration No. 197300590K)

for and on behalf of



Oversea-Chinese Banking Corporation Limited

(Incorporated in the Republic of Singapore)

(Company Registration No. 193200032W)

for

Great Eastern Holdings Limited

(Incorporated in the Republic of Singapore)

(Company Registration No. 199903008M)

31 May 2024

To: The Shareholders of Great Eastern Holdings Limited

Dear Shareholders

NOTIFICATION OF ELECTRONIC DISSEMINATION OF OFFER DOCUMENT AND RELATED DOCUMENTS

1. INTRODUCTION

1.1 J.P. Morgan Securities Asia Private Limited ("**J.P. Morgan**") refers to:

1.1.1 the offer announcement (the "**Offer Announcement**") released on 10 May 2024 (the "**Announcement Date**") for and on behalf of Oversea-Chinese Banking Corporation Limited (the "**Offeror**"), in relation to the voluntary unconditional general offer (the "**Offer**") for all the issued ordinary shares ("**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 ("**Offer Shares**"); and

1.1.2 the offer document (the "**Offer Document**") and its related documents issued the date hereof by J.P. Morgan for and on behalf of the Offeror, in relation to the Offer, in accordance with Rule 15 of the Code.

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

2. ELECTRONIC DISSEMINATION OF OFFER DOCUMENT

2.1 J.P. Morgan has today issued the Offer Document and its related documents for and on behalf of the Offeror. Pursuant to the Securities Industry Council's Public Statement on the Further Extension of Temporary Measure to Allow for Electronic Dissemination of Rights Issue and Take-Over Documents on 29 June 2021, the Offeror has opted to electronically disseminate the Offer Document. Accordingly, please note that no printed copies of the Offer Document will be despatched to shareholders of GEH ("**Shareholders**").

2.2 The electronic version of the Offer Document is located on the SGXNET announcement page of GEH. To access the electronic version of the Offer Document and its related documents:

2.2.1 you may directly access GEH's announcement page on the website of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") by scanning the following QR code:



2.2.2 you may also access the website of the SGX-ST at www.sgx.com and select the section "**Securities**", select "**Company Information**" and then "**Company Announcements**" from the drop-down menu list and type the name of the Company: "**Great Eastern Holdings Limited**" in the box titled "**Filter by Company/ Security Name**". "**Great Eastern Holdings Limited**" will appear as a drop-down item below the filter box.

Thereafter, please select the announcement dated 31 May 2024 titled "Electronic dissemination of Offer Document". The Offer Document and its related documents can be accessed by clicking on the link under the section titled "Attachments" at the bottom of the announcement.

2.3 Printed copies of this Notification sent to you are accompanied by:

2.3.1 (if you hold Offer Shares deposited with The Central Depository (Pte) Limited ("**CDP**") a Form of Acceptance and Authorisation for Offer Shares ("**FAA**") or (if you hold Offer Shares in scrip form) a Form of Acceptance and Transfer for Offer Shares ("**FAT**" and together with the FAA, the "**Relevant Acceptance Forms**"); and

2.3.2 a pre-addressed envelope, which is pre-paid for posting in Singapore only. It is your responsibility to affix adequate postage on the said envelope if posting from outside of Singapore.

If your Offer Shares are deposited with CDP and you do not receive the FAA, you may obtain a copy of the FAA, upon production of satisfactory evidence that you are a Shareholder, from CDP by submitting a request to CDP via phone (+65 6535 7511) during their operating hours or email services (asksgx@sgx.com). Electronic copies of the Relevant Acceptance Forms may also be obtained on the website of the SGX-ST at www.sgx.com.

CPFIS Investors and SRS Investors should receive further information on how to accept the Offer from their respective CPF Agent Banks and SRS Agent Banks (as the case may be) directly.

3. PROCEDURES FOR ACCEPTANCE

3.1 If you wish to accept the Offer in respect of all or part of your Offer Shares, please take the following steps:

3.1.1 if you hold Offer Shares deposited with CDP, please ensure that you complete and return the FAA:

- (i) **by post**, in the enclosed pre-addressed envelope at your own risk, to Oversea-Chinese Banking Corporation Limited c/o The Central Depository (Pte) Limited, Robinson Road Post Office, P.O. Box 1984, Singapore 903934; or
- (ii) **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

3.1.2 if you hold Offer Shares in scrip form, please ensure that you complete and return the FAT, together with the share certificate(s), other document(s) of title and/or other relevant document(s) required by the Offeror and/or the Receiving Agent relating to the Offer Shares in respect of which you wish to accept the Offer:

- (i) **by hand**, to Oversea-Chinese Banking Corporation Limited c/o Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632; or
- (ii) **by post**, in the enclosed pre-addressed envelope at your own risk, to Oversea-Chinese Banking Corporation Limited c/o Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632,

in each case so as to arrive not later than 5.30 p.m. (Singapore time) on 28 June 2024 (or such later date(s) as may be announced from time to time by or on behalf of the Offeror). If the completed and signed Relevant Acceptance Form(s) are delivered by post to the Offeror, please use the pre-addressed envelope which is enclosed with the Relevant Acceptance Form(s), which is pre-paid for posting in Singapore only. It is your responsibility to affix adequate postage on the said envelope if posting from outside of Singapore. Proof of posting is not proof of receipt by the Offeror at the above addresses. Settlement of the Offer Price for such Offer Shares cannot be made until all relevant documents have been properly completed and delivered.

3.2 The procedures for acceptance of the Offer are also set out in Appendix 2 to the Offer Document and in the accompanying FAA and/or FAT (as applicable).

3.3 CPFIS Investors and SRS Investors should receive further information on how to accept the Offer from their respective CPF Agent Banks and SRS Agent Banks (as the case may be) directly.

4. LISTING STATUS AND NON-ACCEPTANCE OF THE OFFER

The Offeror intends to seek a delisting of GEH from the SGX-ST if the Free Float Requirement is not met. The Offeror does not intend to support any action or take any steps to maintain the listing status of GEH in the event the Free Float Requirement is not met and the trading of the Shares on the SGX-ST is suspended pursuant to Rules 724, 1105 or 1303(1) of the Listing Manual. In addition, the Offeror reserves the right to seek a voluntary delisting of GEH from the SGX-ST pursuant to Rules 1307 and 1309 of the Listing Manual.

Shareholders who do not accept the Offer should note that in the event:

4.1.1 GEH is delisted from the SGX-ST, such Shareholders will continue to hold their Shares and remain shareholders of GEH but will not be able to trade such Shares on the SGX-ST; and

4.1.2 the trading of the Shares on the SGX-ST is suspended pursuant to Rules 724, 1105 or 1303(1) of the Listing Manual, such Shareholders will continue to hold their Shares and remain shareholders of GEH but, pursuant to Rule 729 of the Listing Manual, will not be able to transfer such Shares without the prior approval of the SGX-ST.

5. GENERAL

The views of the directors of GEH who are considered independent for the purposes of the Offer (“**Independent Directors**”) and the independent financial adviser to the Independent Directors on the Offer will be made available to you in due course. You may wish to consider their views before taking action in relation to the Offer.

If you are in any doubt about the Offer or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

6. OVERSEAS SHAREHOLDERS

This Notification does not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful. The Offer is not being proposed in any jurisdiction in which the introduction or implementation of the Offer would not be in compliance with the laws of such jurisdiction.

The Offer will be made solely by the Offer Document and the Relevant Acceptance Forms accompanying the Offer Document, which contains the full terms and conditions of the Offer, including details of how the Offer may be accepted. The Offer is to be made to all Shareholders by the Offer Document being disseminated to Shareholders on the website of the SGX-ST at www.sgx.com.

For the avoidance of doubt, the Offer is open to all Shareholders, including those to whom the Relevant Acceptance Forms have not been, or will not be, sent.

The availability of the Offer to 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, all Overseas Shareholders should inform themselves about, and observe, any applicable legal requirements in their own jurisdictions. The **Appendix** to this Notification also sets out additional information for Overseas Shareholders for certain jurisdictions. Further details in relation to Overseas Shareholders will be contained in the Offer Document.

7. RESPONSIBILITY STATEMENT

The Offeror Directors (including any director who may have delegated detailed supervision of the preparation of this Notification) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Notification are fair and accurate and that there are no other material facts not contained in this Notification, the omission of which would make any statement in this Notification 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 Notification in its proper form and context.

Issued by
J.P. Morgan Securities Asia Private Limited

For and on behalf of
Oversea-Chinese Banking Corporation Limited

31 May 2024

APPENDIX – ADDITIONAL INFORMATION FOR OVERSEAS SHAREHOLDERS

1. AUSTRALIA

GEH's Australian Shareholders should be aware that the Australian takeover rules will not apply to this Offer. As this Offer concerns two companies listed on the SGX-ST, the Offer will be subject to the relevant laws and regulations of Singapore. Australian Shareholders should also be aware that the tax treatment of this offer will be different to that which can be expected in an Australian takeover. Australian Shareholders are encouraged to obtain independent tax advice.

2. UNITED STATES

The Offer is being made for the securities of a company incorporated in Singapore with limited liability and is subject to Singapore disclosure requirements, which are different from those of the United States. The financial information included in the Offer Document has been prepared in accordance with Singapore Financial Reporting Standards (International) (SFRS(I)) and thus may not be comparable to financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

The Offer will be made in the United States pursuant to the applicable U.S. tender offer rules or certain available exemptions or exceptions therefrom and otherwise in accordance with the requirements of the laws of Singapore. Accordingly, the Offer will be subject to Singapore disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under U.S. domestic tender offer procedures and law.

The receipt of cash pursuant to the Offer by a U.S. holder of Shares may be a taxable transaction for U.S. federal income tax purposes and under applicable state and local, as well as foreign and other tax laws. Shareholders are urged to consult their independent professional advisor immediately regarding the tax consequences of acceptance of the Offer.

U.S. holders of Shares may encounter difficulty enforcing their rights and any claims arising out of the U.S. federal securities laws, as the Offeror and GEH are located in a country outside the United States and some or all of their officers and directors may be residents of a country other than the United States. U.S. holders of Shares may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, U.S. holders of Shares may encounter difficulty compelling a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment.

Pursuant to Rule 14e-5(b) of the U.S. Exchange Act, the Offeror hereby discloses that it or its affiliates, or its nominees, or their respective brokers (acting as agents) may from time to time make certain purchases of, or arrangements to purchase, Shares outside of the United States, other than pursuant to the Offer, before or during the period in which the Offer remains open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices, provided that any such purchase or arrangement complies with applicable law and is made outside the United States. Any information about such purchases will be reported to the SGX-ST and, to the extent made public by the SGX-ST, will be available on the website of the SGX-ST at www.sgx.com.

This Notification, the Offer Document (including the Relevant Acceptance Forms) and any related documents have not been reviewed by any federal or state securities commission or regulatory authority in the United States, nor has any such commission or authority passed upon the accuracy or adequacy of this Notification, the Offer Document (including the Relevant Acceptance Forms) and any related documents. Any representation to the contrary is unlawful and may be a criminal offence.

3. HONG KONG

This Notification and the Offer Document does not constitute an offer to sell nor a solicitation of an offer to buy any securities. Neither this Notification, the Offer Document nor anything referred to therein forms the basis for any contract or commitment whatsoever. For the avoidance of doubt, this Notification, the Offer Document and anything referred to therein shall not be deemed to be an offer of securities made pursuant to a prospectus for the purposes of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong nor shall it constitute an advertisement, invitation or document containing an invitation to the public to enter into or offer to enter into an agreement to acquire, dispose of, subscribe for or underwrite securities for the purposes of the Securities and Futures Ordinance (Cap. 571) of Hong Kong.

