

REPL::TENDER/ ACQUISITION/ TAKEOVER/ PURCHASE OFFER::VOLUNTARY**Issuer & Securities**

Issuer/ Manager

GREAT EASTERN HOLDINGS LIMITED

Security

GREAT EASTERN HLDGS LTD - SG1I55882803 - G07

Announcement Details

Announcement Title

Voluntary Tender/ Acquisition/ Takeover/ Purchase Offer

Date & Time of Broadcast

23-Jun-2024 19:21:53

Status

Replacement

Corporate Action Reference

SG240510TENDQPR1

Submitted By (Co./ Ind. Name)

J.P. Morgan Securities Asia Private Limited / Yi Chang Lim

Designation

Associate

Percentage Sought (%)

100

Financial Year End

31/12/2023

Event Narrative

Narrative Type	Narrative Text
Offeror	Voluntary Unconditional General Offer - Dealings Disclosure and Level of Acceptances of Offer
Additional Text	Please refer to the attachment for further details.

Disbursement Details

Closing Time

00:00:00

Existing Security Details

Disbursement Type

Cash

Cash Payment Details

Offer Price

SGD 25.6

Attachments



[Voluntary Unconditional General Offer - Dealing disclosure and acceptance level 23June2024.pdf](#)

Total size =97K MB

Related Announcements

Related Announcements

[20/06/2024 19:56:23](#)

[19/06/2024 21:00:52](#)

[19/06/2024 18:42:30](#)

[18/06/2024 06:45:11](#)

[14/06/2024 19:52:40](#)

[23/05/2024 22:59:53](#)

[10/05/2024 12:30:22](#)

[10/05/2024 07:00:08](#)

VOLUNTARY UNCONDITIONAL GENERAL OFFER

by

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)

DEALINGS DISCLOSURE LEVEL OF ACCEPTANCES OF OFFER

1. INTRODUCTION

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

- (i) the offer announcement (the “**Offer Announcement**”) dated 10 May 2024 (the “**Offer Announcement Date**”), made 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 (the “**Shares**”) in the capital of Great Eastern Holdings Limited (“**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;
- (ii) the offer document dated 31 May 2024 containing the terms and conditions of the Offer (the “**Offer Document**”); and
- (iii) the announcement dated 14 June 2024, made for and on behalf of the Offeror, in relation to the Offer Price being final, the extension of the Closing Date, and level of acceptances of the Offer.

1.2 Electronic copies of the Offer Document, all announcements in relation to the Offer and any related documents are available on the website of the SGX-ST at www.sgx.com.

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

2. DEALINGS IN SHARES

Pursuant to Rule 12.1 of the Singapore Code on Take-overs and Mergers (the “Code”), J.P. Morgan wishes to announce, for and on behalf of the Offeror, that the Offeror has purchased 48,200 Shares on 21 June 2024 (the “Relevant Shares”), on the Singapore Exchange Securities Trading Limited, the details of which are set out below:

S/N	Description	
1.	Relevant Shares purchased at the consideration per Share (excluding brokerage fees, clearing fees and applicable taxes)	48,200 Shares at SGD25.60
2.	Percentage of the total number of Shares constituted by the Relevant Shares	0.01% ¹
3.	Resultant total number of Shares owned, controlled, acquired or agreed to be acquired by the Offeror and the parties acting in concert with the Offeror (“Offeror Concert Parties”) after the dealing (including valid acceptances of the Offer up to 6.00 p.m. (Singapore time) on 21 June 2024) ^{2 3}	425,602,373
4.	Percentage of the total number of Shares constituted by the resultant total number of Shares owned, controlled, acquired or agreed to be acquired by the Offeror and the Offeror Concert Parties after the dealing (including valid acceptances of the Offer up to 6.00 p.m. (Singapore time) on 21 June 2024) ^{2 3}	89.92% ¹

3. LEVEL OF ACCEPTANCES

3.1 Pursuant to Rule 28.1 of the Code, J.P. Morgan wishes to announce, for and on behalf of the Offeror that, as of 6.00 p.m. (Singapore time) on 21 June 2024, the number of Shares (a) held immediately before the Offer Announcement Date by the Offeror and the Offeror Concert Parties; (b) acquired or agreed to be acquired by the Offeror and the Offeror Concert Parties between the Offer Announcement Date and up to 6.00 p.m. (Singapore time) on 21 June 2024 (other than pursuant to valid acceptances of the Offer); and (c) for which valid acceptances of the Offer have been received, are as follows:

¹ Based on a total of 473,319,069 Shares as at the date of this Announcement and rounded to the nearest two decimal places.

² This excludes the Offeror’s deemed interest in 56,900 Shares held by its subsidiary, BOS Trustee Limited, as trustee of The SOME Trust for 49,900 Shares and as trustee of The Kudzu 2022 Trust for 7,000 Shares.

³ Based on the latest information available to the Offeror as at **6.00 p.m. (Singapore time) on 21 June 2024**, and acceptances of the Offer by the Offeror Concert Parties are pending verification. Please refer to paragraph 3.2 of this Announcement for further details.

	Number of Shares	% ¹
Shares held immediately before the Offer Announcement Date by:		
(i) the Offeror	418,586,759 ²	88.44
(ii) the Offeror Concert Parties	1,080,711 ⁴	0.23
Shares acquired or agreed to be acquired between the Offer Announcement Date and up to 6.00 p.m. (Singapore time) on 21 June 2024 (other than pursuant to valid acceptances of the Offer) by:		
(i) the Offeror	1,483,900	0.31
(ii) the Offeror Concert Parties ³	-	-
Valid acceptances of the Offer as at 6.00 p.m. (Singapore time) on 21 June 2024 received from:		
(i) Shareholders (other than the Offeror Concert Parties) ³	4,451,003	0.94
(ii) the Offeror Concert Parties ³	911,751	0.19
Shares owned, controlled, acquired or agreed to be acquired by the Offeror (including valid acceptances of the Offer) as at 6.00 p.m. (Singapore time) on 21 June 2024 ³	425,433,413 ²	89.88
Shares owned, controlled, acquired or agreed to be acquired by the Offeror and the Offeror Concert Parties (including valid acceptances of the Offer) as at 6.00 p.m. (Singapore time) on 21 June 2024 ³	425,602,373 ²	89.92

3.2 The number of acceptances in this Announcement is based on the latest information available to the Offeror as at **6.00 p.m. (Singapore time) on 21 June 2024**. However, the Offeror is pending verification from certain of its Offeror Concert Parties (the “**Relevant Offeror Concert Parties**”) set out in the table in paragraph 1 of Appendix 5 to the Offer Document holding in aggregate 785,631 Shares as to whether they **have validly accepted the Offer**. Therefore, as a matter of prudence, the Offeror has assumed that the Relevant Offeror Concert Parties have validly accepted the Offer in respect of the 785,631 Shares. If none of the Relevant Offeror Concert Parties have validly accepted the Offer, then the number of valid acceptances of the Offer as at 6.00 p.m. (Singapore time) on 21 June 2024 received from the Offeror Concert

⁴ This includes the holdings of the Offeror Concert Parties which have been disclosed to the Offeror subsequent to the Offer Announcement Date, particulars of which are set out in the Offer Document.

Parties would be 126,120 Shares, and the number of Shares owned, controlled, acquired or agreed to be acquired by the Offeror and the Offeror Concert Parties (including valid acceptances of the Offer) as at 6.00 p.m. (Singapore time) on 21 June 2024 would be 426,388,004 representing approximately 90.08 per cent. of the total number of Shares.

4. RESULTANT SHAREHOLDING

As at 6.00 p.m. (Singapore time) on 21 June 2024³:

- (i) the total number of Shares owned, controlled, acquired or agreed to be acquired by **the Offeror** (including valid acceptances of the Offer) amount to an aggregate of 425,433,413 Shares², representing approximately 89.88 per cent.¹ of the total number of Shares; and
- (ii) the total number of Shares owned, controlled, acquired or agreed to be acquired by **the Offeror and the Offeror Concert Parties**³ (including valid acceptances of the Offer) amount to an aggregate of 425,602,373 Shares², representing approximately 89.92 per cent.¹ of the total number of Shares.

5. 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
J.P. Morgan Securities Asia Private Limited

For and on behalf of
Oversea-Chinese Banking Corporation Limited

23 June 2024
Singapore