

REPL::TENDER/ ACQUISITION/ TAKEOVER/ PURCHASE OFFER::VOLUNTARY

Issuer & Securities

Issuer/ Manager

GREAT EASTERN HOLDINGS LIMITED

Security

GREAT EASTERN HLDGS LTD - SG1155882803 - G07

Announcement Details

Announcement Title

Voluntary Tender/ Acquisition/ Takeover/ Purchase Offer

Date & Time of Broadcast

03-Jul-2024 20:35:26

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 - Reminder Notice / Dealings Disclosure / 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 -
Reminder Dealing disclosure and acceptance level 3July2024.pdf](#)

Total size = 107K MB

Related Announcements

Related Announcements

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[26/06/2024 20:27:39](#)

[25/06/2024 22:38:05](#)

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[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)

REMINDER NOTICE 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 (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 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. REMINDER TO SHAREHOLDERS OF GEH

J.P. Morgan wishes to remind Shareholders, for and on behalf of the Offeror, of the following:

- (i) The Offer Price of **SGD25.60 for each Offer Share is final** and the Offeror does not intend to revise the Offer Price.
- (ii) The Offer will close at 5.30 p.m. (Singapore time) on 12 July 2024 (the “**Final Closing Date**”). Shareholders who wish to tender all or part of their Offer Shares should sign and submit their Relevant Acceptance Form(s) and all other relevant documents as soon as possible so as to reach the Offeror not later than 5.30 p.m. (Singapore time) on 12 July 2024, **as there will be no extension of the Offer beyond the Final Closing Date.**

3. PROCEDURES FOR ACCEPTANCE AND SETTLEMENT

3.1 **Shareholders who have accepted the Offer.** Shareholders who have validly accepted the Offer prior to the date of this Announcement are not required to take any action in relation to the Offer.

3.2 **Shareholders who have not accepted the Offer.** Shareholders who wish to accept the Offer but have not done so should complete, sign and submit their Relevant Acceptance Form(s) and all other relevant documents as soon as possible so as to reach the Offeror **not later than 5.30 p.m. (Singapore time) on 12 July 2024 (being the Final Closing Date).**

- (i) if you hold Offer Shares deposited with CDP, please ensure that you complete and return the Form of Acceptance and Authorisation (“**FAA**”):
 - (a) **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
 - (b) **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
- (ii) if you hold Offer Shares in scrip form, please ensure that you complete and return the Form of Acceptance and Transfer (“**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:
 - (a) **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
 - (b) **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 12 July 2024 (being the Final Closing Date). 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.

3.3 **Procedures for acceptance.** 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).

3.4 **CPFIS and SRS Investors.** CPFIS Investors and SRS Investors should note the following deadlines by which they should reply to their respective CPF Agent Banks and SRS Agent Banks (as the case may be) should they wish to accept the Offer:

(i) Deadline for CPFIS Investors and SRS Investors whose CPF Agent Bank and/or SRS Agent Bank (as the case may be) is Oversea-Chinese Banking Corporation Limited: **no later than 5.30 p.m. (Singapore time) on 9 July 2024.**

(ii) Deadline for CPFIS Investors and SRS Investors whose CPF Agent Bank and/or SRS Agent Bank (as the case may be) is United Overseas Bank Limited: **no later than 5.30 p.m. (Singapore time) on 9 July 2024¹.**

CPFIS Investors and SRS Investors whose CPF Agent Bank and/or SRS Agent Bank (as the case may be) are not set out above should refer to the relevant notifications (if applicable) sent to them by their respective CPF Agent Banks and SRS Agent Banks (as the case may be) for information on the deadline for their instructions should they wish to accept the Offer. CPFIS Investors and SRS Investors are also advised to consult their respective CPF Agent Banks and SRS Agent Banks (as the case may be) should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors and SRS Investors should seek independent professional advice.

3.5 **Payment of Offer Price.** Under the Singapore Code on Take-overs and Mergers (the “Code”), the Offeror is required to make payment of the Offer Price to each Accepting Shareholder within seven Business Days after the date of receipt by the Offeror of valid acceptances and all other relevant documents from such Accepting Shareholder. However, the Offeror will endeavour to make payment within five Business Days after the date of receipt of such valid acceptances and relevant documents from each Accepting Shareholder.

4. DEALINGS IN SHARES

Pursuant to Rule 12.1 of the Code, J.P. Morgan wishes to announce, for and on behalf of the Offeror, that the Offeror has purchased 16,900 Shares on 3 July 2024 (the “Relevant Shares”), on the Singapore Exchange Securities Trading Limited, the details of which are set out below:

¹ Based on information provided to the Offeror by United Overseas Bank Limited.

S/N	Description	
1.	Relevant Shares purchased at the consideration per Share (excluding brokerage fees, clearing fees and applicable taxes)	16,900 Shares at SGD25.60
2.	Percentage of the total number of Shares constituted by the Relevant Shares	n.m. ²
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 3 July 2024) ^{3 4}	431,389,005
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 3 July 2024) ^{3 4}	91.14% ⁵

5. LEVEL OF ACCEPTANCES

J.P. Morgan wishes to announce, for and on behalf of the Offeror that, as of 6.00 p.m. (Singapore time) on 3 July 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 3 July 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:

	Number of Shares	% ⁵
Shares held immediately before the Offer Announcement Date by:		
(i) the Offeror	418,586,759	88.44
(ii) the Offeror Concert Parties	1,080,711 ⁶	0.23

² Not meaningful.

³ 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. Based on the latest information available to the Offeror as at 6.00 p.m. (Singapore time) on 3 July 2024, and acceptances of the Offer by the Offeror Concert Parties may be pending verification.

⁴ Based on a total of 473,319,069 Shares as at the date of this Announcement and rounded to the nearest two decimal places.

⁵ 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.

Shares acquired or agreed to be acquired between the Offer Announcement Date and up to 6.00 p.m. (Singapore time) on 3 July 2024 (other than pursuant to valid acceptances of the Offer) by:		
(i) the Offeror	1,796,500	0.38
(ii) the Offeror Concert Parties	-	-
Valid acceptances of the Offer as at 6.00 p.m. (Singapore time) on 3 July 2024 received from:		
(i) Shareholders (other than the Offeror Concert Parties) ⁴	9,925,035	2.10
(ii) the Offeror Concert Parties ⁴	126,120	0.03
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 3 July 2024 ⁴	430,434,414 ³	90.94
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 3 July 2024 ⁴	431,389,005 ³	91.14

6. RESULTANT SHAREHOLDING

As at 6.00 p.m. (Singapore time) on 3 July 2024:

- (i) the total number of Shares owned, controlled, acquired or agreed to be acquired by **the Offeror**⁴ (including valid acceptances of the Offer) amount to an aggregate of 430,434,414 Shares³, representing approximately 90.94 per cent.⁵ 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**⁴ (including valid acceptances of the Offer) amount to an aggregate of 431,389,005 Shares³, representing approximately 91.14 per cent.⁵ of the total number of Shares.

7. 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

3 July 2024

Singapore