

GREAT EASTERN HOLDINGS LIMITED
(INCORPORATED IN THE REPUBLIC OF SINGAPORE)
(COMPANY REGISTRATION NO. 199903008M)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fourth Annual General Meeting (“AGM”) of Great Eastern Holdings Limited (the “Company”) will be held at 1 Pickering Street, #02-02 Great Eastern Centre, Singapore 048659 on Friday, 21 April 2023 at 3.00 p.m. (Singapore time) to transact the following business:

AS ORDINARY BUSINESS

- To receive and adopt the Directors’ Statement and the audited Financial Statements for the financial year ended 31 December 2022 and the Auditor’s Report thereon.
- To approve a final one-tier tax exempt dividend of 55 cents per ordinary share in respect of the financial year ended 31 December 2022.
- To re-elect the following Directors, who are retiring by rotation under Article 97 of the Company’s Constitution and who, being eligible, offer themselves for re-election:
 - Mr Lee Fook Sun
 - Mr Soon Tit Koon
 - Mrs Teoh Lian Ee

Mr Thean Nam Yew will also be retiring by rotation under Article 97 of the Company’s Constitution at the AGM but will not be offering himself for re-election.
- To approve Directors’ fees of S\$2,457,000 for the financial year ended 31 December 2022 (2021: S\$2,517,000).
- To re-appoint PricewaterhouseCoopers LLP as the Auditor of the Company and to authorise the Directors to fix its remuneration.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Resolutions, which will be proposed as Ordinary Resolutions:

- That authority be and is hereby given to the Directors of the Company to:
 - issue shares of the Company (“shares”) whether by way of rights, bonus or otherwise; and/or
 - 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, at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit; and
 - (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:
 - 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 (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of ordinary shares to be issued other than on a *pro rata* basis to shareholders of the Company (including ordinary shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 10% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
 - (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 (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
 - new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and
 - any subsequent bonus issue, consolidation or subdivision of shares,and, in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;
 - 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
 - (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.
- 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.

By Order of the Board

JENNIFER WONG PAKSHONG
Company Secretary

Singapore
30 March 2023

EXPLANATORY NOTES

Resolutions 3(i), (ii) and (iii)

Resolutions 3(i), (ii) and (iii) are to re-elect Directors who are retiring by rotation under Article 97 of the Company’s Constitution.

Mr Lee Fook Sun will, upon re-election, continue to serve as Chairman of the Nominating Committee and the Remuneration Committee, and a Member of the Executive Committee.

Mr Soon Tit Koon will, upon re-election, continue to serve as Chairman of the Sustainability Committee and a Member of the Risk Management Committee.

Mrs Teoh Lian Ee will, upon re-election, continue to serve as a Member of the Audit Committee and the Sustainability Committee.

Please refer to the “Board of Directors” section and the “Board Composition and Independence” section in the Corporate Governance Report in the Company’s Annual Report for the financial year ended 31 December 2022 (“FY2022 Annual Report”) for information on these Directors (including information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST).

Resolution 6

Resolution 6 is to authorise the Directors of the Company from the date of the AGM 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, 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 and subsidiary holdings), with a sub-limit of 10% for issues other than on a *pro rata* basis to shareholders of the Company.

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 and subsidiary holdings) shall be based on the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) 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 were issued and 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 of the Company will require shareholders’ approval. The Directors will only issue shares and instruments under this Resolution if they consider it necessary and in the interests of the Company. As at 1 March 2023, the Company had no treasury shares and no subsidiary holdings.

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.

Notes:

- The AGM will be held, in a wholly physical format, at 1 Pickering Street, #02-02 Great Eastern Centre, Singapore 048659 on Friday, 21 April 2023 at 3.00 p.m. (Singapore time), pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. **There will be no option for shareholders to participate virtually.** This Notice and the accompanying proxy form will be sent to members by electronic means via publication on the Company’s website at the URL <https://www.greasternlife.com/sg/en/about-us/investor-relations/agg-and-egm.html> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. For convenience, printed copies of these documents will also be sent by post to members.
- Arrangements relating to attendance at the AGM by shareholders, including Central Provident Fund (“CPF”) and Supplementary Retirement Scheme (“SRS”) investors, submission of questions to the Chairman of the Meeting by shareholders, including CPF and SRS investors, in advance of, or at, the AGM, addressing of substantial and relevant questions in advance of, or at, the AGM and voting at the AGM by shareholders, including CPF and SRS investors, or (where applicable) duly appointed proxy(ies), are set out in the accompanying Company’s announcement dated 30 March 2023. This announcement may be accessed at the Company’s website at the URL <https://www.greasternlife.com/sg/en/about-us/investor-relations/agg-and-egm.html> and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member’s instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
 - A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, 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 instrument appointing a proxy(ies) 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 instrument.

“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act 1967.

A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.

CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 11 April 2023 (Singapore time).
- A proxy need not be a member of the Company.
- The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
 - if submitted by post, be deposited with the Company, c/o The Great Eastern Life Assurance Company Limited, 1 Pickering Street, #01-01 Great Eastern Centre, Singapore 048659; or
 - if submitted electronically, be submitted via email to the Company at GEH_AGM@greasternlife.com,in either case, by **3.00 p.m. on 18 April 2023 (Singapore time)**, being 72 hours before the time appointed for holding the AGM.
- The FY2022 Annual Report may be accessed at the Company’s website at the URL <https://www.greasternlife.com/sg/en/about-us/investor-relations/annual-reports.html> by clicking on the image for “FY2022 Annual Report” and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Members may request for printed copies of the FY2022 Annual Report by completing and submitting the Request Form accompanying the printed copies of this Notice and the proxy form sent by post to members.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 of the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.

RECORD DATE AND PAYMENT DATE FOR FINAL DIVIDEND

Subject to the approval of members to the final one-tier tax exempt dividend at the AGM, the Share Transfer Books and Register of Members of the Company will be closed on 28 April 2023 for the purpose of determining the entitlement of members to the recommended final one-tier tax exempt dividend of 55 cents per ordinary share. Duly 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 p.m. on 27 April 2023 will be registered to determine members’ entitlements to the proposed dividend. Subject to the aforesaid, members whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on 27 April 2023 will be entitled to the proposed dividend.

The final one-tier tax exempt dividend, if approved by members, will be paid on 8 May 2023.