

IMPORTANT:**Alternative Arrangements for Adjourned Twenty-First Annual General Meeting (the "Adjourned AGM")**

- The Adjourned AGM of Great Eastern Holdings Limited (the "**Company**") is being convened, and will be held, by electronic means 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. Printed copies of the Notice of Adjourned AGM will not be sent to members. Instead, the Notice of Adjourned AGM 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/aggm-and-egm.html>. The Notice of Adjourned AGM will also be made available on the Singapore Exchange Securities Trading Limited's ("**SGX-ST**") website at the URL <https://www.sgx.com/securities/company-announcements>.
- Alternative arrangements relating to attendance at the Adjourned AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the Adjourned AGM, addressing of substantial and relevant questions at the Adjourned AGM and voting by appointing the Chairman of the Meeting as proxy at the Adjourned AGM, are set out in the accompanying Company's announcement dated 27 April 2020. This announcement may be accessed at the Company's website at the URL <https://www.greasternlife.com/sg/en/about-us/investor-relations/aggm-and-egm.html>, and will also be made available on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.
- Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the Adjourned AGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Adjourned AGM if such member wishes to exercise his/her/its voting rights at the Adjourned AGM.**
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the Meeting as a member's proxy to attend, speak and vote on his/her/its behalf at the Adjourned AGM.**

Central Provident Fund ("CPF") or Supplementary Retirement Scheme ("SRS") Investors

- CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 pm on 30 April 2020.

Personal Data

- By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of Adjourned AGM dated 27 April 2020.

PROXY FORM

ADJOURNED ANNUAL GENERAL MEETING

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

I/We, _____

NRIC/Passport/Company Registration No.: _____

of _____

being a member/members of Great Eastern Holdings Limited (the "**Company**"), hereby appoint the Chairman of the Meeting as my/our proxy to attend, speak and vote for me/us on my/our behalf at the adjourned Twenty-First Annual General Meeting of the Company (the "**Adjourned AGM**") to be convened and held by way of electronic means on Thursday, 14 May 2020 at 3.00 p.m. (Singapore time) and at any adjournment thereof.

I/We have indicated with an "X" or with the number of shares in the appropriate box against each item below how I/we wish the Chairman of the Meeting as my/our proxy to vote, or to abstain from voting.

No.	Ordinary Resolutions:	For	Against	Abstain
ORDINARY BUSINESS				
1	Adoption of Directors' Statement, 2019 audited Financial Statements and Auditor's Report			
2	Approval of a final one-tier tax exempt dividend of 50 cents per ordinary share			
3(i)	Re-election of Mr Koh Beng Seng			
3(ii)	Re-election of Mr Law Song Keng			
3(iii)	Re-election of Mr Soon Tit Koon			
3(iv)	Re-election of Mr Thean Nam Yew			
4	Approval of Directors' fees of S\$2,181,000			
5	Appointment of PricewaterhouseCoopers LLP as the new Auditor in place of the retiring Auditor, Ernst & Young LLP, and authorisation for Directors to fix its remuneration			
SPECIAL BUSINESS				
6	Authority for Directors to allot and issue shares and make or grant instruments convertible into shares			
7	Authority for Directors to allot and issue shares pursuant to the Great Eastern Holdings Limited Scrip Dividend Scheme			

Note: Voting will be conducted by poll. If you wish the Chairman of the Meeting as your proxy to cast all your votes "**For**" or "**Against**" a resolution, please indicate with an "X" in the "**For**" or "**Against**" box provided in respect of that resolution. Alternatively, please indicate the number of votes "**For**" or "**Against**" in the "**For**" or "**Against**" box provided in respect of that resolution. If you wish the Chairman of the Meeting as your proxy to abstain from voting on a resolution, please indicate with an "X" in the "**Abstain**" box provided in respect of that resolution. Alternatively, please indicate the number of shares that the Chairman of the Meeting as your proxy is directed to abstain from voting in the "**Abstain**" box provided in respect of that resolution. **In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy for that resolution will be treated as invalid.**

Dated this _____ day of _____ 2020

Total Number of Shares held

 Signature(s) of Member(s) or Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF.

NOTES TO PROXY FORM:

1. **Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the Adjourned AGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Adjourned AGM if such member wishes to exercise his/her/its voting rights at the Adjourned AGM.** This proxy form may be accessed at the Company's website at the URL <https://www.greateasternlife.com/sg/en/about-us/investor-relations/aggm-and-egm.html>, and will also be made available on the Singapore Exchange Securities Trading Limited's website at the URL <https://www.sgx.com/securities/company-announcements>. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
2. The proxy form appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
 - (a) 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
 - (b) if submitted electronically, be submitted via email to the Company at GEH_AGM@greateasternlife.com, in either case, by **3.00 p.m. on 11 May 2020**, being 72 hours before the time for holding the Adjourned AGM.A member who wishes to submit a proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.
3. The Chairman of the Meeting, as proxy, need not be a member of the Company.
4. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of shares. If you have shares registered in your name in the Register of Members (maintained by or on behalf of the Company), you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this proxy form shall be deemed to relate to all the shares held by you.

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5. The proxy form appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the proxy form appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its seal or under the hand of a director or an officer or attorney duly authorised.
6. Where a proxy form appointing the Chairman of the Meeting as proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the proxy form appointing the Chairman of the Meeting as proxy is submitted by post, be lodged with the proxy form or, if the proxy form appointing the Chairman of the Meeting as proxy is submitted electronically via email, be emailed with the proxy form, failing which the proxy form may be treated as invalid.
7. The Company shall be entitled to, and will, treat any valid proxy form appointing the Chairman of the Meeting or other person(s) as proxy(ies) which was delivered by a member to the Company before 13 April 2020 as a valid proxy form appointing the Chairman of the Meeting as the member's proxy to attend, speak and vote at the Adjourned AGM if:
 - (a) the member had indicated how he/she/it wished to vote for or vote against or abstain from voting on each resolution; and
 - (b) the member has not withdrawn the appointment.
8. A member may withdraw a proxy form appointing the Chairman of the Meeting or other person(s) as proxy(ies) by sending an email to the Company at GEH_AGM@greateasternlife.com to notify the Company of the withdrawal, by 3.00 p.m. on 11 May 2020, being 72 hours before the time for holding the Adjourned AGM.
9. Submission by a member of a valid proxy form appointing the Chairman of the Meeting as proxy by 3.00 p.m. on 11 May 2020, being 72 hours before the time for holding the Adjourned AGM, will supersede any previous proxy form appointing a proxy(ies) submitted by that member.
10. The Company shall be entitled to reject the proxy form appointing or treated as appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the proxy form appointing or treated as appointing the Chairman of the Meeting as proxy (including any related attachment). In addition, in the case of members whose shares are entered against their names in the Depository Register, the Company may reject any proxy form appointing or treated as appointing the Chairman of the Meeting as proxy lodged or submitted if such members are not shown to have shares entered against their names in the Depository Register as at 3.00 p.m. on 11 May 2020, being 72 hours before the time appointed for holding the Adjourned AGM as certified by The Central Depository (Pte) Limited to the Company.

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Proxy Form

Postage
will be paid by
addressee.
For posting in
Singapore only.

**BUSINESS REPLY SERVICE
PERMIT NO. 01008**



THE COMPANY SECRETARY
Great Eastern Holdings Limited
c/o The Great Eastern Life Assurance Company Limited
1 Pickering Street
#01-01 Great Eastern Centre
Singapore 048659

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