

CONDITIONAL EXIT OFFER

in connection with the Proposed Voluntary Delisting of Great Eastern Holdings Limited

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)

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 already owned
or agreed to be acquired by the Offeror or its subsidiaries

LAPSE OF EXIT OFFER

1. INTRODUCTION

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

- 1.1.1 the joint announcement (the “**Joint Announcement**”) released on 6 June 2025 by Great Eastern Holdings Limited (the “**Company**” or “**GEH**”) and Oversea-Chinese Banking Corporation Limited (the “**Offeror**”) in connection with, *inter alia*, (i) the proposed voluntary delisting (the “**Delisting**”) of the Company from the Official List of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) pursuant to Rules 1307 and 1309 of the SGX-ST Listing Manual; and (ii) the conditional exit offer (the “**Exit Offer**”) by the Offeror for all the issued ordinary shares (“**Shares**”) in the capital of the Company as at the date of the Exit Offer, other than those Shares already owned or agreed to be acquired by the Offeror or its subsidiaries (“**Offer Shares**”);
- 1.1.2 the exit offer letter dated 9 June 2025 (the “**Exit Offer Letter**”) issued by J.P. Morgan for and on behalf of the Offeror, in relation to the Exit Offer;
- 1.1.3 the circular (the “**Offeree Circular**”) dated 9 June 2025 issued by the Company to its shareholders (“**Shareholders**”) in relation to, *inter alia*, the Delisting;

- 1.1.4 the announcement dated 9 June 2025, made by J.P. Morgan for and on behalf of the Offeror, in relation to the electronic dissemination of the Exit Offer Letter;
 - 1.1.5 the announcement dated 16 June 2025, made by J.P. Morgan for and on behalf of the Offeror, in relation to the despatch of the Relevant Acceptance Forms; and
 - 1.1.6 the announcement released by the Company on 8 July 2025, in relation to the results of the extraordinary general meeting (“**EGM**”) of the Company held on 8 July 2025 (the “**EGM Announcement**”).
- 1.2 All capitalised terms used and not defined herein shall have the same meanings given to them in the Exit Offer Letter.

2. LAPSE OF EXIT OFFER

2.1 Condition to the Exit Offer

As stated in the Exit Offer Letter, the Delisting and Exit Offer are conditional upon the resolution to approve the Delisting (the “**Delisting Resolution**”) being approved by a majority of at least 75 per cent. of the total number of issued Shares (excluding treasury shares and subsidiary holdings) held by Independent Shareholders present and voting, on a poll, either in person or by proxy at the EGM.

2.2 Lapse of Exit Offer

As set out in the EGM Announcement, the Delisting Resolution was not passed by the Independent Shareholders at the EGM on 8 July 2025.

Accordingly, the condition to the Exit Offer has not been satisfied and as a result (i) the Delisting will not proceed and the Company will remain listed on the SGX-ST; and (ii) the Exit Offer has lapsed with effect from the date of this Announcement.

3. RETURN OF ACCEPTANCES

3.1 For Shareholders who are Depositors

CDP will return the aggregate number of Offer Shares in respect of which such Shareholders have accepted the Exit Offer and tendered for acceptance under the Exit Offer to the “Free Balance” of such Shareholders’ Securities Account as soon as possible but in any event within 14 days from the date hereof (being the date of the lapse of the Exit Offer).

3.2 For Shareholders who are not Depositors

The FAT, share certificate(s) and/or any other accompanying document(s) will be returned to such Shareholders by ordinary post to the address stated in the FAT or if none is stated, to such Shareholders (or in the case of joint accepting Shareholders, to the one first named in the Register) by ordinary post at the relevant address maintained in the Register, at such Shareholders’ own risk as soon as possible but in any event within 14 days from the date hereof (being the date of the lapse of the Exit Offer).

4. 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 the Company, 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

8 July 2025

Any inquiries relating to the Exit Offer should be directed during office hours to:

J.P. Morgan Securities Asia Private Limited

Tel: (65) 6882 2621