



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting of Great Eastern Holdings Limited (the "Company") will be held at 1 Pickering Street #02-02, Great Eastern Centre, Singapore 048659 on Wednesday, 17 April 2013 at 3.00 pm to transact the following business:

AS ORDINARY BUSINESS

- 1 To receive and adopt the Directors' Report and the audited Financial Statements for the financial year ended 31 December 2012.
- 2 To approve a final tax exempt (one-tier) dividend of 27 cents per ordinary share and a special tax exempt (one-tier) dividend of 27 cents per ordinary share in respect of the financial year ended 31 December 2012.
- 3 (a) To re-appoint pursuant to Section 153(6) of the Companies Act, Chapter 50, the following Directors, to hold office from the date of this Annual General Meeting until the next Annual General Meeting:

- (i) Dr Cheong Choong Kong
- (ii) Mr Tan Yam Pin

Note: Mr Tan Yam Pin will, upon his re-appointment as a Director, remain as Chairman of the Audit Committee and is considered an independent member of the Audit Committee.

Mr Lee Seng Wee will be retiring under Section 153 of the Companies Act, Chapter 50 but will not be offering himself for re-appointment.

- (b) To re-elect the following Directors retiring by rotation under Article 91 of the Company's Articles of Association and, who being eligible, offer themselves for re-election:

- (i) Mr Norman Ip
- (ii) Mr Lee Chien Shih

Note: Mr Norman Ip will, upon his re-election as a Director, remain as a member of the Audit Committee and is considered an independent member of the Audit Committee.

- (c) To re-elect Mr Law Song Keng retiring under Article 97 of the Company's Articles of Association and, who being eligible, offers himself for re-election.

Note: Mr Law Song Keng will, upon his re-election as a Director, remain as a member of the Audit Committee and is considered an independent member of the Audit Committee.

- 4 To approve Directors' fees of \$1,905,000 for the financial year ended 31 December 2012 (2011: \$1,995,000).
- 5 To re-appoint Messrs Ernst & Young LLP as Auditor and authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS

- 6 To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution to empower the Directors to issue shares in 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 the limit specified therein from the date of this Annual General Meeting up to the next Annual General Meeting.

Mandate to issue shares

That authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- (ii) 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,

on a *pro rata* basis to shareholders of the Company, at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit; and

- (b) (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:

- (1) 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 in the capital of the Company excluding treasury shares (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation and adjustments as may be prescribed by the Singapore Exchange Securities Trading Limited ("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 in the capital of the Company excluding treasury shares shall be based on the total number of issued shares in the capital of the Company excluding treasury shares at the time this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) 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 Articles of Association for the time being of the Company; and
- (4) (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.

- 7 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.

- 8 To transact any other ordinary business.

By Order of the Board

JENNIFER WONG PAKSHONG

Secretary

Singapore, 27 March 2013

EXPLANATORY NOTES

Ordinary Resolution in item 6

The Ordinary Resolution set out in item 6 authorises the Directors of the Company from the date of the forthcoming Annual General Meeting until the next Annual General Meeting to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares on a *pro rata* basis to shareholders of the Company, and to issue shares in pursuance of such instruments, up to a number not exceeding 50% of the total number of issued shares in the capital of the Company excluding treasury shares. For the purpose of determining the aggregate number of shares that may be issued, the total number of issued shares in the capital of the Company excluding treasury shares shall be based on the total number of issued shares in the capital of the Company excluding treasury shares 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 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 in the capital of the Company will require shareholders' approval. The Directors will only issue shares under this Resolution if they consider it necessary and in the interests of the Company.

Ordinary Resolution in item 7

The Ordinary Resolution set out in item 7 authorises 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.

Note: A member of the Company entitled to attend and vote at the above Meeting may appoint a proxy to attend and vote on his behalf. Such proxy need not be a member of the Company. The instrument appointing a proxy must be deposited at the Company's registered office at 1 Pickering Street #16-01, Great Eastern Centre, Singapore 048659 not less than 48 hours before the time fixed for holding the Meeting.

BOOKS CLOSURE DATE AND PAYMENT DATE FOR DIVIDENDS

Subject to the approval of the shareholders to the final and special tax exempt (one-tier) dividends at the Annual General Meeting, the Share Transfer Books and Register of Members of the Company will be closed on 26 April 2013 for the purpose of determining the entitlement of shareholders to the recommended final tax exempt (one-tier) dividend of 27 cents per ordinary share and special tax exempt (one-tier) dividend of 27 cents per ordinary share. Fully completed registrable transfers of shares received by the Company's Share Registrar, M & C Services Pte Ltd at 112 Robinson Road #05-01, Singapore 068902 up to 5.00 pm on 25 April 2013 will be registered to determine shareholders' entitlements to the proposed dividends. Subject to the aforesaid, Members whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at 5.00 pm on 25 April 2013 will be entitled to the proposed dividends.

The final and special tax exempt (one-tier) dividends, if approved by shareholders, will be paid on 9 May 2013.