



OVERSEA-CHINESE BANKING CORPORATION LIMITED

(Incorporated in Singapore)

(Company Registration Number: 193200032W)

**ACQUISITION OF 1.25% SHAREHOLDING IN GREAT EASTERN HOLDINGS LIMITED BY
OVERSEA-CHINESE BANKING CORPORATION LIMITED**

1. Introduction

Oversea-Chinese Banking Corporation Limited ("**OCBC Bank**") wishes to announce that OCBC Bank has entered into a conditional agreement (the "**Acquisition Agreement**") with UOB Kay Hian Private Limited (the "**Vendor**") pursuant to which the Vendor has agreed to sell and OCBC Bank has agreed to purchase an aggregate of 5,912,135 ordinary shares ("**Sale Shares**") of S\$0.50 each in the capital of Great Eastern Holdings Limited ("**GEH**"), on the basis of 2.3424 new OCBC Shares (as defined below) for each Sale Share ("**Share Exchange Ratio**").

As at the date of this Announcement, OCBC Bank holds approximately 81.1% of GEH. Upon the completion of the acquisition of the Sale Shares ("**Acquisition**"), OCBC Bank will hold approximately 82.3% of GEH.

Unless otherwise stated, the expression "**new OCBC Shares**" means the new ordinary shares of OCBC Bank of S\$0.50 each in the capital of OCBC Bank, which on issue will be converted into ordinary stock units of S\$0.50 each in the capital of OCBC Bank ("**OCBC Stock Units**").

2. The Acquisition

The Acquisition is entered into on a willing buyer, willing seller basis, and the Share Exchange Ratio takes into consideration the share exchange ratio offered to GEH shareholders pursuant to OCBC Bank's voluntary offer for GEH shares in 2004, after adjusting for the one-for-five rights issue of OCBC Bank which was completed in July 2005 and the sub-division of each ordinary share of par value S\$1.00 into two ordinary shares of par value S\$0.50 each in the capital of OCBC Bank which became effective on 5 August 2005.

3. Key terms of the Acquisition

The Vendor has agreed to sell and OCBC Bank has agreed to purchase the Sale Shares, representing approximately 1.25% of the issued share capital of GEH, on the basis of 2.3424 new OCBC Shares for each Sale Share. The Vendor will receive 13,848,585 new OCBC Shares, representing approximately 0.4% of the issued ordinary share capital of OCBC Bank following the completion of the Acquisition.

The Sale Shares are acquired with all rights attached thereto as at the date of the Acquisition Agreement, including the right to the interim dividend ("GEH Dividend") declared by GEH on 8 August 2005. The new OCBC Shares, when issued pursuant to the Acquisition will rank *pari passu* in all respects with the issued OCBC Stock Units including the right to the interim dividend ("OCBC Dividend") declared by OCBC Bank on 10 August 2005.

The Acquisition Agreement is conditional upon Singapore Exchange Securities Trading Limited ("SGX-ST") having granted its approval in-principle for the listing and quotation of the new OCBC Shares that will be issued pursuant to the Acquisition Agreement, on the Official List of the SGX-ST.

4. Market Prices and Impact of Acquisition

Based on the volume-weighted average of the transacted prices of S\$14.70 per GEH share on 11 August 2005, the implied issue price of new OCBC Shares is approximately S\$6.28 per OCBC Share as compared to the volume-weighted average of the transacted prices of S\$6.27 per OCBC Share on 11 August 2005. Based on the implied issue price of S\$6.28 for each new OCBC Share, the aggregate value of the consideration for the Acquisition is approximately S\$86.9 million.

The Acquisition is not expected to have a material effect on the net tangible assets or earnings per share of OCBC Bank or OCBC Bank and its subsidiaries for the current financial year.

5. Further Information

An application will be made by OCBC Bank to the SGX-ST for the listing and quotation of the new OCBC Shares that will be issued pursuant to or in connection with the Acquisition Agreement, on the Official List of the SGX-ST.

6. Interests

None of the Directors or substantial shareholders of OCBC Bank has any interest, direct or indirect, in the Acquisition, other than by reason of being such a Director or substantial shareholder.

Issued by
OVERSEA-CHINESE BANKING CORPORATION LIMITED

Peter Yeoh
Secretary
11 August 2005