

Notice of Meeting

Oversea-Chinese Banking Corporation Limited (Incorporated in Singapore)

Notice is hereby given that the Sixty-Sixth Annual General Meeting of Oversea-Chinese Banking Corporation Limited (the "Company") will be held at 65 Chulia Street, #50-00 OCBC Centre, Singapore 049513, on Wednesday, 14 May 2003 at 11.00 a.m. to transact the following business:

- 1 To receive and consider the audited Accounts for the year ended 31 December 2002 and the reports of the Directors and Auditors thereon.
- 2 (a) To pass the following resolutions under section 153(6) of the Companies Act, Cap. 50:
 - (i) That pursuant to section 153(6) of the Companies Act, Cap. 50, Mr Lee Seng Wee be and is hereby re-appointed as a Director of the Company to hold such office from the date of this annual general meeting until the next annual general meeting of the Company.
 - (ii) That pursuant to section 153(6) of the Companies Act, Cap. 50, Mr Michael Wong Pakshong be and is hereby re-appointed as a Director of the Company to hold such office from the date of this annual general meeting until the next annual general meeting of the Company.
- (b) To elect Directors retiring by rotation:
 - (i) Tan Sri Dato Nasruddin Bin Bahari
 - (ii) Mr Wong Nang Jang
 - (iii) Mr Patrick Yeoh Khwai Hoh
- (c) To elect Dr Lee Tih Shih, a Director retiring under the provisions of Article 111 of the Company's Articles of Association.
- 3 To approve the amounts proposed to be transferred to Reserves.
- 4 To declare a dividend.
- 5 To approve Directors' Fees of S\$559,000 for 2002 (2001 - S\$567,000).
- 6 To appoint Auditors and fix their remuneration.
- 7 As Special Business
To consider and, if thought fit, to pass the following Resolutions with or without amendments as ordinary resolutions:

Ordinary Resolutions

- (a) That the Directors of the Company be and are hereby authorised, pursuant to section 161 of the Companies Act, Cap. 50, to issue shares of any class in the Company at any time upon such terms and conditions and for such purposes as the Directors may deem fit, PROVIDED ALWAYS that the aggregate number of shares to be issued pursuant to this Resolution shall not exceed ten per cent of the total issued share capital of the Company for the time being.
 - (b) That the Directors of the Company be and are hereby authorised, pursuant to section 161 of the Companies Act, Cap. 50, to allot and issue from time to time such number of ordinary shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the OCBC Executives' Share Option Scheme 1994, approved by Ordinary Resolution No. 1 passed at the Extraordinary General Meeting of the Company on 11 June 1994 (the "1994 Scheme"), PROVIDED ALWAYS that the aggregate number of ordinary shares to be issued pursuant to the 1994 Scheme shall not exceed five per cent of the total issued ordinary share capital of the Company from time to time and that the aggregate number of ordinary shares to be issued to any Executive under the 1994 Scheme shall not, subject to such adjustments as may be made in accordance with the 1994 Scheme, exceed 25 per cent of the aggregate number of ordinary shares which may be issued by the Company (including any ordinary shares which may be issued pursuant to adjustments, if any, made under the 1994 Scheme) pursuant to the exercise of options under the 1994 Scheme.
 - (c) That the Directors of the Company be and are hereby authorised, pursuant to section 161 of the Companies Act, Cap. 50, to offer and grant options in accordance with the provisions of the OCBC Share Option Scheme 2001, approved by Ordinary Resolution passed at the Extraordinary General Meeting of the Company on 17 May 2001 (the "2001 Scheme"), and to allot and issue from time to time such number of ordinary shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the 2001 Scheme, PROVIDED ALWAYS that the aggregate number of ordinary shares to be issued pursuant to the 2001 Scheme shall not exceed ten per cent of the total issued ordinary share capital of the Company from time to time.
 - (d) That contingent upon any of the ordinary shares in the Company being issued and being credited as fully paid, the same be and shall hereby be converted into stock units transferable in amounts and multiples of S\$1.00 each.
- 8 To transact any other ordinary business.

By order of the Board,

Peter Yeoh
Secretary

Singapore
11 April 2003

Dear Members

We set out below a statement regarding the effect of the resolutions under the heading "Special Business" in the Notice of the forthcoming Annual General Meeting, namely –

The Ordinary Resolution set out as Item 7(a), if passed, will allow the Directors of the Company from the date of that meeting until the next annual general meeting to issue or agree to issue shares of any class in the Company up to an amount not exceeding in total ten per cent of the total issued share capital of the Company for the time being. The Directors would only issue further shares under this Resolution where they consider this necessary and in the interests of the Company.

The Ordinary Resolution set out as Item 7(b) authorises the Directors to allot and issue ordinary shares pursuant to the exercise of options granted under the OCBC Executives' Share Option Scheme 1994 which was approved at the Extraordinary General Meeting of the Company on 11 June 1994 (the "1994 Scheme"). A copy of the Regulations of the 1994 Scheme is available for inspection during normal office hours at the Company's registered office by Members.

The Ordinary Resolution set out as Item 7(c) authorises the Directors to offer and grant options in accordance with the provisions of the OCBC Share Option Scheme 2001 which was approved at the Extraordinary General Meeting of the Company on 17 May 2001 (the "2001 Scheme") and to allot and issue ordinary shares thereunder. A copy of the Regulations of the 2001 Scheme is available for inspection during normal office hours at the Company's registered office by Members.

The Ordinary Resolution set out as Item 7(d) is merely procedural allowing for the conversion of fully paid ordinary shares into stock units.

By order of the Board,

Peter Yeoh
Secretary

Singapore
11 April 2003