

Notice Of Annual General Meeting

OVERSEA-CHINESE BANKING CORPORATION LIMITED (Incorporated in Singapore)

Co. Registration No. 193200032W

Notice is hereby given that the Seventieth Annual General Meeting of Oversea-Chinese Banking Corporation Limited ("the Bank") will be held at Raffles City Convention Centre, Level 4, Canning Room, 2 Stamford Road, Singapore 178882, on Thursday, 19 April 2007 at 2.30 p.m. to transact the following business:

- 1 To receive and consider the audited Accounts for the financial year ended 31 December 2006 and the reports of the Directors and Auditors thereon.
- 2 (a) To re-appoint the following Directors, each of whom will retire under Section 153(6) of the Companies Act, Cap. 50, to hold office from the date of this Annual General Meeting until the next Annual General Meeting:
 - (i) Mr Lee Seng Wee
 - (ii) Mr Michael Wong Pakshong
- (b) To elect Directors retiring by rotation:
 - (i) Mr David Philbrick Conner
 - (ii) Mr Giam Chin Toon
 - (iii) Dr Tsao Yuan
 - (iv) Col (Ret) David Wong Cheong Fook
- 3 To approve a final tax-exempt dividend of 12 cents per ordinary share, in respect of the financial year ended 31 December 2006.
- 4 To approve the remuneration of the non-executive Directors of the Bank for the financial year ended 31 December 2006 comprising the following:
 - (a) Directors' Fees of S\$1,019,000 (2005 - S\$909,000).
 - (b) 4,800 ordinary shares in the capital of the Bank for each non-executive Director of the Bank (2005 - 4,800 ordinary shares), and for this purpose to pass the following Resolution with or without amendments as an ordinary resolution:

That:

- (i) pursuant to Article 140 of the Articles of Association of the Bank, the Directors of the Bank be and are hereby authorised to allot and issue an aggregate of 52,800 ordinary shares in the capital of the Bank (the "Remuneration Shares") as bonus shares for which no consideration is payable, to The Central Depository (Pte) Limited for the account of:
 - (1) Mr Michael Wong Pakshong (or for the account of such depository agent as he may direct) in respect of 4,800 Remuneration Shares;
 - (2) Mr Bobby Chin Yoke Choong (or for the account of such depository agent as he may direct) in respect of 4,800 Remuneration Shares;
 - (3) Mr Giam Chin Toon (or for the account of such depository agent as he may direct) in respect of 4,800 Remuneration Shares;
 - (4) Mr Lee Seng Wee (or for the account of such depository agent as he may direct) in respect of 4,800 Remuneration Shares;
 - (5) Dr Lee Tih Shih (or for the account of such depository agent as he may direct) in respect of 4,800 Remuneration Shares;
 - (6) Tan Sri Dato Nasruddin Bin Bahari (or for the account of such depository agent as he may direct) in respect of 4,800 Remuneration Shares;
 - (7) Professor Neo Boon Siong (or for the account of such depository agent as he may direct) in respect of 4,800 Remuneration Shares;
 - (8) Dr Tsao Yuan (or for the account of such depository agent as she may direct) in respect of 4,800 Remuneration Shares;
 - (9) Col (Ret) David Wong Cheong Fook (or for the account of such depository agent as he may direct) in respect of 4,800 Remuneration Shares;
 - (10) Mr Wong Nang Jang (or for the account of such depository agent as he may direct) in respect of 4,800 Remuneration Shares; and
 - (11) Mr Patrick Yeoh Khwai Hoh (or for the account of such depository agent as he may direct) in respect of 4,800 Remuneration Shares,

as payment in part of their respective non-executive Directors' remuneration for the financial year ended 31 December 2006, the Remuneration Shares to rank in all respects *pari passu* with the existing ordinary shares; and

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- (ii) any Director of the Bank or the Secretary be authorised to do all things necessary or desirable to give effect to the above.

5 To appoint Auditors and fix their remuneration.

6 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 authority be and is hereby given to the Directors of the Bank to:

- (I) (i) issue ordinary shares in the capital of the Bank ("ordinary 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 ordinary 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 ordinary shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (II) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue ordinary 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 ordinary shares to be issued pursuant to this Resolution (including ordinary shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent. of the issued ordinary shares in the capital of the Bank (as calculated in accordance with paragraph (2) below), of which the aggregate number of ordinary shares to be issued other than on a *pro rata* basis to shareholders of the Bank (including ordinary shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20 per cent. of the issued ordinary shares in the capital of the Bank (as calculated in accordance with 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 ordinary shares that may be issued under paragraph (1) above, the percentage of issued ordinary shares shall be based on the number of issued ordinary shares in the capital of the Bank at the time this Resolution is passed, after adjusting for:
 - (i) new ordinary 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 consolidation or subdivision of ordinary shares;
- (3) in exercising the authority conferred by this Resolution, the Bank 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 Bank; and
- (4) (unless revoked or varied by the Bank in General Meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Bank or the date by which the next Annual General Meeting of the Bank is required by law to be held, whichever is the earlier.

(b) That authority be and is hereby given to the Directors of the Bank to:

- (I) offer and grant options in accordance with the provisions of the OCBC Share Option Scheme 2001 (the "2001 Scheme") and/or grant rights to subscribe for ordinary shares in accordance with the provisions of the OCBC Employee Share Purchase Plan (the "Plan"); and
- (II) allot and issue from time to time such number of ordinary shares in the capital of the Bank as may be required to be issued pursuant to the exercise of options under the 2001 Scheme and/or such number of ordinary shares in the capital of the Bank as may be required to be issued pursuant to the exercise of rights to subscribe for ordinary shares under the Plan,

provided that the aggregate number of new ordinary shares to be issued pursuant to 2001 Scheme and the Plan shall not exceed 5 per cent. of the total number of issued ordinary shares in the capital of the Bank from time to time.

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(c) That:

(I) authority be and is hereby given to the Directors of the Bank to:

- (i) allot and issue preference shares referred to in Articles 7A, 7B, 7C, 7D, 7E, 7F, 7G, 7H, 7I, 7J, 7K, 7L and 7M of the Articles of Association of the Bank, other preference shares or non-voting shares in the capital of the Bank whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options that might or would require preference shares referred to in sub-paragraph (i) above or non-voting shares to be issued, not being ordinary shares to which the authority referred to in Resolution 6(a) above relates,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit, and (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue preference shares referred to in sub-paragraph (i) above or non-voting shares in pursuance of any offers, agreements or options made or granted by the Directors while this Resolution was in force; and

- (II) (unless revoked or varied by the Bank in General Meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Bank or the date by which the next Annual General Meeting of the Bank is required by law to be held, whichever is the earlier.

By order of the Board

PETER YEOH
Secretary

Singapore
26 March 2007

Notes:

A member of the Bank entitled to attend and vote at the above Meeting may appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a member of the Bank. The instrument appointing a proxy or proxies must be deposited at the Share Registration Office of the Bank at M&C Services Private Limited, 138 Robinson Road #17-00, The Corporate Office, Singapore 068906 not less than 48 hours before the time set for holding the Meeting.

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CLOSURE OF BOOKS

Notice is hereby given that, subject to Shareholders' approval at the Annual General Meeting of the Bank to be held on 19 April 2007 of the payment of the final tax-exempt dividend of 12 cents for each ordinary share, in respect of the financial year ended 31 December 2006, the Transfer Books and the Register of Shareholders of the Bank will be closed from 3 May 2007 to 4 May 2007 (both dates inclusive) for the purpose of determining the entitlement of Shareholders to the final tax-exempt dividend of 12 cents for each ordinary share held.

Duly completed registrable transfers of ordinary shares received by the Bank's Share Registrar, M & C Services Private Limited, 138 Robinson Road #17-00, The Corporate Office, Singapore 068906 up to 5.00 p.m. on 2 May 2007 will be registered in order to determine the entitlement of Shareholders to the final dividend. Shareholders whose Securities Accounts with The Central Depository (Pte) Limited are credited with ordinary shares as at 5.00 p.m. on 2 May 2007 will be entitled to the final dividend.

The final dividend, if approved by Shareholders, will be paid on 18 May 2007.