

# Proxy Form

Oversea-Chinese Banking Corporation Limited (Incorporated In Singapore)  
Company Registration Number: 193200032W

**IMPORTANT:**

1. If you have purchased Ordinary Shares using your CPF funds or hold non-cumulative non-convertible preference shares in the capital of the Bank, this Annual Report is forwarded to you for your information only and this Proxy Form is not valid for use by you.
2. CPF investors who wish to attend the Annual General Meeting as observers must submit their requests through their CPF Approved Nominees within the time frame specified. Any voting instructions must also be submitted to their CPF Approved Nominees within the time frame specified to enable them to vote on the CPF investor's behalf.

I/We, \_\_\_\_\_

of \_\_\_\_\_

being a shareholder/shareholders of the abovenamed Bank, hereby appoint

| Name | Address | NRIC/Passport No | Proportion of Shareholdings (%) |
|------|---------|------------------|---------------------------------|
|      |         |                  |                                 |

and/or (delete as appropriate)

|  |  |  |  |
|--|--|--|--|
|  |  |  |  |
|--|--|--|--|

as my/our proxy/proxies to attend and to vote for me/us on my/our behalf and, if necessary, to demand a poll, at the Annual General Meeting of the Bank to be held at Raffles City Convention Centre, Level 4, 2 Stamford Road, Singapore 178882, on Friday, 16 April 2010 at 2.30 p.m. and at any adjournment thereof.

I/We have indicated with an "X" in the appropriate box against such item how I/we wish my/our proxy/proxies to vote. If no specific direction as to voting is given or in the event of any item arising not summarised below, my/our proxy/proxies may vote or abstain at the discretion of my/our proxy/proxies.

| No.   | Ordinary Resolutions                                                                                                                                                                | For | Against |
|-------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|---------|
| 1     | Adoption of Reports and Accounts                                                                                                                                                    |     |         |
| 2 (a) | Re-appointment of Mr Lee Seng Wee                                                                                                                                                   |     |         |
| 2 (b) | Re-appointment of Mr Patrick Yeoh Khwai Hoh                                                                                                                                         |     |         |
| 3 (a) | Re-election of Mr David Philbrick Conner                                                                                                                                            |     |         |
| 3 (b) | Re-election of Professor Neo Boon Siong                                                                                                                                             |     |         |
| 4     | Approval of final one-tier tax exempt dividend                                                                                                                                      |     |         |
| 5 (a) | Approval of amount proposed as Directors' Fees in cash                                                                                                                              |     |         |
| 5 (b) | Approval of allotment and issue of ordinary shares to certain non-executive Directors                                                                                               |     |         |
| 6     | Appointment of Auditors and fixing their remuneration                                                                                                                               |     |         |
| 7     | Authority to allot and issue ordinary shares on a <i>pro rata</i> basis                                                                                                             |     |         |
| 8     | Authority to grant options and/or rights to subscribe for ordinary shares and allot and issue ordinary shares (OCBC Share Option Scheme 2001 and OCBC Employee Share Purchase Plan) |     |         |
| 9     | Authority to allot and issue ordinary shares pursuant to OCBC Scrip Dividend Scheme                                                                                                 |     |         |
| 10    | Authority to allot and issue preference/non-voting shares                                                                                                                           |     |         |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2010.

\_\_\_\_\_  
Signature(s) of Shareholder(s) or Common Seal

|                                      |
|--------------------------------------|
| Total Number of Ordinary Shares Held |
|                                      |

**IMPORTANT: PLEASE READ NOTES OVERLEAF**

NOTES:

1. Please insert the total number of ordinary shares ("Shares") held by you. If you have Shares entered against your name in the Depository Register (as defined in section 130A of the Companies Act, Cap. 50 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. An ordinary shareholder ("Shareholder") of the Bank entitled to attend and vote at a meeting of the Bank is entitled to appoint one or two proxies to attend and vote on his behalf. Such proxy need not be a Shareholder of the Bank.
3. Where a Shareholder appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy.
4. 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 Annual General Meeting. The sending of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the Annual General Meeting if he finds that he is able to do so. In such event, the relevant Proxy Forms will be deemed to be revoked.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of a director or an officer or attorney duly authorised.
6. A corporation which is a Shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Annual General Meeting, in accordance with section 179 of the Companies Act, Cap. 50 of Singapore.
7. The Bank shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of a Shareholder whose Shares are entered in the Depository Register, the Bank may reject any instrument appointing a proxy or proxies lodged if the Shareholder, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Bank.

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**Oversea-Chinese Banking Corporation Limited**  
c/o M & C Services Private Limited  
138 Robinson Road #17-00  
The Corporate Office  
Singapore 068906

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