

Further Information on Directors

DR CHEONG CHOONG KONG

Current Directorships (and Appointments)

1. Great Eastern Holdings Ltd*	Director
2. OCBC Management Services Pte Ltd	Director
3. The Overseas Assurance Corporation Ltd	Director
4. Movement for the Intellectually Disabled of Singapore	Patron

* Listed company

Directorships (and Appointments) for the past 3 years

1. The Great Eastern Life Assurance Co Ltd	Director
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Academic and Professional Qualifications

Bachelor of Science (First Class Honours in Mathematics), University of Adelaide
Master of Science and Ph.D. in Mathematics and (Honorary) Doctor of Science, Australian National University, Canberra

OCBC Board Committees Served On

Chairman, Executive Committee
Member, Nominating Committee
Member, Remuneration Committee
Member, Risk Management Committee

Date of First Appointment as a Director of OCBC

Director since 1 July 1999
Vice Chairman from 26 March 2002 to 30 June 2003
Chairman since 1 July 2003

Date of Last Re-election as a Director of OCBC

17 April 2008

Independent Status

Non-executive and non-independent director

MR BOBBY CHIN

Current Directorships (and Appointments)

1. Singapore Totalisator Board	Chairman
2. Council of Presidential Advisers of the Republic of Singapore	Member
3. A V Jennings Ltd*	Director
4. Frasers Centrepoint Asset Management Ltd	Director
5. Ho Bee Investment Ltd*	Director
6. Neptune Orient Lines Ltd*	Director
7. Sembcorp Industries Ltd*	Director
8. Singapore Power Ltd	Director
9. Y C Chin Investment Pte Ltd	Director
10. Yeo Hiap Seng Ltd*	Director
11. Competition Commission of Singapore	Board Member
12. Singapore Cooperation Enterprise	Board Member
13. Singapore Labour Foundation	Board Member
14. Singapore Indian Development Association	Board Trustee

* Listed companies

Directorships (and Appointments) for the past 3 years

1. The Straits Trading Co Ltd	Chairman
2. Singapore Chinese Chamber of Commerce & Industry	Council Member
3. Singapore Management University	Board Trustee

Academic and Professional Qualifications

Bachelor of Accountancy, University of Singapore
Associate Member of the Institute of Chartered Accountants in England and Wales
Fellow CPA of the Institute

OCBC Board Committees Served On

Chairman, Audit Committee
Member, Executive Committee

Date of First Appointment as a Director of OCBC

Director since 1 October 2005

Date of Last Re-election as a Director of OCBC

17 April 2009

Independent Status

Independent director

MR DAVID CONNER

Current Directorships (and Appointments)

1. Bank of Singapore Ltd	Chairman
2. International Advisory Council for Asia, Washington University in St Louis	Chairman
3. Lion Global Investors Ltd	Chairman
4. Singapore Island Bank Ltd	Chairman
5. Asean Finance Corporation Ltd	Director
6. Dr Goh Keng Swee Scholarship Fund	Director
7. Great Eastern Holdings Ltd*	Director
8. KTB Ltd	Director
9. OCBC Al-Amin Bank Berhad	Director
10. OCBC Bank (Malaysia) Berhad	Director
11. OCBC Overseas Investments Pte. Ltd.	Director
12. Singapore Olympic Foundation	Director
13. The Overseas Assurance Corporation Ltd	Director
14. PT Bank OCBC NISP TBK*	Commissioner
15. Association of Banks in Singapore	Council Member
16. Advisory Board of Lee Kong Chian School of Business	Member
17. Asian Pacific Bankers Club	Member
18. Corporate Governance Council of MAS	Member
19. Malaysia-Singapore Business Council	Member
20. MAS Financial Sector Development Fund Advisory Committee	Member
21. The f-Next Council of Institute of Banking & Finance	Member
22. Washington University in St Louis	Board Trustee

* Listed companies

Further Information on Directors

Directorships (and Appointments) for the past 3 years

- | | |
|--|------------------------------|
| 1. International Monetary Conference | Director |
| 2. The Great Eastern Life Assurance Co Ltd | Director |
| 3. Singapore Business Federation | Council Member |
| 4. Advisory Council of the American Chamber of Commerce in Singapore | Member |
| 5. Washington University in St Louis | Ethan A H Shepley
Trustee |

Academic and Professional Qualifications

Bachelor of Arts, Washington University, St Louis, Missouri
Master of Business Administration, Columbia University, New York

OCBC Board Committees Served On

Member, Executive Committee
Member, Risk Management Committee

Date of First Appointment as a Director of OCBC

Director since 15 April 2002

Date of Last Re-election as a Director of OCBC

16 April 2010

Independent Status

Executive director

MRS FANG AI LIAN

Current Directorships (and Appointments)

- | | |
|--|-----------|
| 1. Board of Directors for Tax Academy of Singapore | Chairman |
| 2. Charity Council | Chairman |
| 3. Great Eastern Holdings Ltd Group* | Chairman |
| 4. Home Nursing Foundation | President |
| 5. Banyan Tree Holdings Ltd* | Director |
| 6. MediaCorp Pte Ltd | Director |
| 7. Metro Holdings Ltd* | Director |
| 8. Singapore Telecommunications Ltd* | Director |
| 9. Zender-Fang Associates Pte Ltd | Director |
| 10. Board of Trustees of the Singapore Business Federation | Member |
| 11. Board of Trustees of the Singapore University of Technology and Design | Member |
| 12. Governing Board of the Duke-NUS Graduate Medical School Singapore | Member |

* Listed companies

Directorships (and Appointments) for the past 3 years

- | | |
|---------------------------------------|--------------|
| 1. Ernst & Young | Chairman |
| 2. Breast Cancer Foundation | President |
| 3. International Enterprise Singapore | Board Member |
| 4. Public Utilities Board | Board Member |

Academic and Professional Qualifications

Fellow of the Institute of Chartered Accountants in England and Wales

OCBC Board Committees Served On

Chairman, Nominating Committee
Chairman, Remuneration Committee

Date of First Appointment as a Director of OCBC

Director since 1 November 2008

Date of Election as a Director of OCBC

17 April 2009

Independent Status

Independent director

MR LAI TECK POH

Current Directorships (and Appointments)

- | | |
|--------------------------------|--------------|
| 1. OCBC Al-Amin Bank Berhad | Director |
| 2. OCBC Bank (Malaysia) Berhad | Director |
| 3. United Engineers Ltd* | Director |
| 4. WBL Corporation Ltd* | Director |
| 5. PT Bank OCBC NISP TBK* | Commissioner |

* Listed companies

Directorships (and Appointments) for the past 3 years

- | | |
|----------------------------------|--------------------|
| 1. Asean Finance Corporation Ltd | Alternate Director |
| 2. Asfinco Singapore Ltd | Alternate Director |
| 3. Competition Appeal Board | Member |

Academic and Professional Qualifications

Bachelor of Arts (Honours), University of Singapore

OCBC Board Committees Served On

Member, Nominating Committee
Member, Risk Management Committee

Date of First Appointment as a Director of OCBC

Director since 1 June 2010

Independent Status

Non-executive and non-independent director

MR LEE SENG WEE**Current Directorships (and Appointments)**

1. Board of Trustees of the Temasek Trust	Chairman
2. Great Eastern Holdings Ltd*	Director
3. Lee Foundation, Singapore	Director
4. Lee Rubber Group Companies	Director
5. The Overseas Assurance Corporation Ltd	Director

* Listed company

Directorships (and Appointments) for the past 3 years

1. GIC Real Estate Pte Ltd	Director
2. The Great Eastern Life Assurance Co Ltd	Director

Academic and Professional Qualifications

Bachelor of Applied Science (Engineering), University of Toronto
Master of Business Administration, University of Western Ontario

OCBC Board Committees Served On

Member, Executive Committee
Member, Nominating Committee

Date of First Appointment as a Director of OCBC

Director since 25 February 1966
Chairman from 1 August 1995 to 30 June 2003

Date of Last Re-appointment as a Director of OCBC

16 April 2010

Independent Status

Independent from management and business relationships

DR LEE TIH SHIH**Current Directorships (and Appointments)**

1. Lee Foundation, Singapore	Director
2. Selat (Pte) Ltd	Director
3. Singapore Investments (Pte) Ltd	Director
4. Lee Rubber Co (Pte) Ltd	Alternate Director
5. Duke-NUS Graduate Medical School (Singapore)/ Duke University Medical School (USA)/ Singapore General Hospital	Employee

Directorships (and Appointments) for the past 3 years

1. Fraser & Neave Ltd	Director
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Academic and Professional Qualifications

MBA with Distinction, Imperial College, London
MD and Ph.D., Yale University, New Haven
Fellow, Royal College of Physicians (Canada)

OCBC Board Committee Served On

Member, Remuneration Committee

Date of First Appointment as a Director of OCBC

Director since 4 April 2003

Date of Last Re-election as a Director of OCBC

17 April 2008

Independent Status

Independent from management and business relationships

MR COLM MCCARTHY**Current Directorships (and Appointments)**

1. Bank of Singapore Ltd	Director
2. The Irish Chamber of Commerce Singapore	Director
3. Wheelock Properties (S) Ltd*	Director
4. Irish Business Association	Council Member

* Listed company

Directorships (and Appointments) for the past 3 years

1. Bank of America Ltd, Hong Kong	Chairman
2. Bank of America Singapore Ltd	Chairman
3. Bank of America Securities Japan	Director

Academic and Professional Qualifications

Bachelor of Commerce (Second Class Honours) and
Master of Business Studies (First Class Honours), University College Dublin

OCBC Board Committees Served On

Member, Audit Committee
Member, Risk Management Committee

Date of First Appointment as a Director of OCBC

Director since 1 November 2008

Date of Election as a Director of OCBC

17 April 2009

Independent Status

Independent director

Further Information on Directors

PROFESSOR NEO BOON SIONG

Current Directorships (and Appointments)

1. Nanyang Business School, Nanyang Technological University	Employee
2. J. Lauritzen Singapore Pte Ltd	Director
3. Keppel Offshore & Marine Ltd	Director
4. k1 Ventures Ltd*	Director

* Listed company

Directorships (and Appointments) for the past 3 years

1. Asia Competitiveness Institute of the Lee Kuan Yew School of Public Policy in National University of Singapore	Director/Employee
2. English Xchange Pte Ltd	Director
3. Great Eastern Holdings Ltd	Director
4. The Great Eastern Life Assurance Co Ltd	Director
5. The Overseas Assurance Corporation Ltd	Director
6. Goods and Services Tax Board of Review	Member
7. Income Tax Board of Review	Member
8. Securities Industry Council	Member

Academic and Professional Qualifications

Bachelor of Accountancy (Honours), National University of Singapore
Master of Business Administration and Ph.D., University of Pittsburgh

OCBC Board Committees Served On

Member, Audit Committee
Member, Nominating Committee
Member, Remuneration Committee

Date of First Appointment as a Director of OCBC

Director since 1 January 2005

Date of Last Re-election as a Director of OCBC

16 April 2010

Independent Status

Independent director

MR PRAMUKTI SURJAUDAJA

Current Directorships (and Appointments)

1. Indonesian Overseas Alumni	Chairman
2. PT Bank OCBC NISP TBK*	Chairman
3. Financial Institutions at the Association of Indonesian Indigenous Entrepreneurs	Deputy Chairman
4. Parahyangan Catholic University	Advisor
5. International and East Asia Council of Insead	Council Member
6. President University	Trustee

* Listed company

Directorships (and Appointments) for the past 3 years

1. PT Bank OCBC NISP TBK	CEO
2. Indonesian Chamber of Commerce and Industry	Board Member
3. Indonesian Private Banks Association	Board Member

Academic and Professional Qualifications

Bachelor of Science (Finance & Banking), San Francisco State University
Master of Business Administration (Banking), Golden Gate University, San Francisco

Participant in Special Programs in International Relations, International University of Japan

OCBC Board Committee Served On

Member, Risk Management Committee

Date of First Appointment as a Director of OCBC

Director since 1 June 2005

Date of Last Re-election as a Director of OCBC

17 April 2009

Independent Status

Not independent director

MR PATRICK YEOH

Current Directorships (and Appointments)

1. Tuan Sing Holdings Ltd*	Chairman
2. Accuron Technologies Ltd	Director
3. M1 Ltd*	Director
4. Nuri Holdings (S) Pte Ltd	Advisor
5. The EDB Society	Advisor

* Listed companies

Directorships (and Appointments) for the past 3 years

1. Green Tire Co Ltd (formerly known as GITI Tire Co Ltd, Bermuda)	Deputy Chairman
2. GITI Tire Co Ltd	Deputy Chairman
3. Shanghai GT Courtyard Cultural Investments Co Ltd (aka "Three on the Bund Ltd")	Director
4. Times Publishing Ltd	Director

Academic and Professional Qualifications

Bachelor of Science (Honours), University of Malaya (Singapore)

OCBC Board Committees Served On

Chairman, Risk Management Committee
Member, Executive Committee

Date of First Appointment as a Director of OCBC

Director since 9 July 2001

Date of Last Re-appointment as a Director of OCBC

16 April 2010

Independent Status

Independent director

on a *pro rata* basis to shareholders of the Bank, at any time and upon such terms and conditions and for such purposes 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:

- (i) this Resolution 8(a); and
- (ii) Resolution 8(b) below, if passed,

(including ordinary shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution 8(a) and/or Resolution 8(b), as the case may be) shall not exceed 50 per cent. of the total number of issued ordinary shares in the capital of the Bank excluding treasury shares (as calculated in accordance with paragraph (2) below) (the "50% Limit");

- (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 total number of issued ordinary shares in the capital of the Bank excluding treasury shares shall be based on the total number of issued ordinary shares in the capital of the Bank excluding treasury shares 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 bonus issue, 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.

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

- (I) make or grant 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, otherwise than on a *pro rata* basis to shareholders of the Bank, 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 in pursuance of Instruments made or granted pursuant to this Resolution does not exceed 20 per cent. of the total number of issued ordinary shares in the capital of the Bank excluding treasury shares (as calculated in accordance with paragraph (3) below);

- (2) the aggregate number of ordinary shares to be issued pursuant to:

- (i) this Resolution 8(b); and
- (ii) Resolution 8(a) above, if passed,

(including ordinary shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution 8(b) and/or Resolution 8(a), as the case may be) shall not exceed the 50% Limit;

Notice of Annual General Meeting

OVERSEA-CHINESE BANKING CORPORATION LIMITED (Incorporated in Singapore)
Company Registration Number: 193200032W

- (3) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of ordinary shares that may be issued under paragraph (1) above, the total number of issued ordinary shares in the capital of the Bank excluding treasury shares shall be based on the total number of issued ordinary shares in the capital of the Bank excluding treasury shares 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 bonus issue, consolidation or subdivision of ordinary shares;
- (4) 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
- (5) (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.

9 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 the 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 excluding treasury shares from time to time.

10 That authority be and is hereby given to the Directors of the Bank to allot and issue from time to time such number of ordinary shares as may be required to be allotted and issued pursuant to the Oversea-Chinese Banking Corporation Limited Scrip Dividend Scheme.

11 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 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 to be issued,

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 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.

PETER YEOH
Secretary

Singapore
28 March 2011

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.

OVERSEA-CHINESE BANKING CORPORATION LIMITED (Incorporated in Singapore)
Company Registration Number: 193200032W

Dear Members

We set out below a statement regarding the effect of the resolutions under item 6(b) and under "Special Business" in items 8(a), 8(b), 9, 10 and 11 of the Notice of the forthcoming Annual General Meeting, namely –

The Ordinary Resolution set out in item 6(b) authorises the Directors of the Bank to issue ordinary shares in the capital of the Bank to certain non-executive Directors as part of their remuneration for the financial year ended 31 December 2010 ("FY 2010"). A non-executive Director of the Bank is only eligible for the award of ordinary shares if he has served a full annual term, that is, from 1 January to 31 December of the year preceding the award. The non-executive Directors who are eligible for, and will receive, the award of ordinary shares as part of their remuneration for FY 2010 are Mr Bobby Chin Yoke Choong, Mrs Fang Ai Lian, Mr Lee Seng Wee, Dr Lee Tih Shih, Mr Colm Martin McCarthy, Professor Neo Boon Siong, Mr Pramukti Surjaudaja and Mr Patrick Yeoh Khwai Hoh.

It is proposed that, for FY 2010, 6,000 ordinary shares be issued to each non-executive Director named above (2009: 6,000 ordinary shares). The proposed award of ordinary shares is in addition to the Directors' fees in cash to be proposed under item 6(a).

Dr Cheong Choong Kong, non-executive Director and Chairman of the Bank, has declined to accept any award of remuneration shares for FY 2010.

The issue of ordinary shares under item 6(b) will be made pursuant to Article 140 of the Articles of Association of the Bank by way of the issue of bonus shares for which no consideration is payable. Such ordinary shares will, upon issue, rank *pari passu* with the existing ordinary shares in the capital of the Bank. The Singapore Exchange Securities Trading Limited (the "SGX-ST") has given approval in-principle for the listing and quotation of such ordinary shares. Such approval is subject to (a) compliance with the SGX-ST's listing requirements, and (b) shareholders' approval at the Annual General Meeting to be convened. The SGX-ST's approval in-principle is not to be taken as an indication of the merits of the proposed issue, such ordinary shares, the Bank and/or its subsidiaries.

The non-executive Directors who will each, subject to Shareholders' approval, be awarded 6,000 ordinary shares as part of their remuneration for FY 2010, will abstain from voting in respect of, and will procure their associates to abstain from voting in respect of, the Ordinary Resolution set out in item 6(b), being the Ordinary Resolution relating to the proposed issue of ordinary shares to each of them respectively to be proposed at the forthcoming Annual General Meeting.

Special Business

The Ordinary Resolutions set out in items 8(a) and 8(b) authorise the Directors of the Bank to issue ordinary shares in the capital of the Bank and/or to make or grant instruments (such as warrants or debentures) convertible into ordinary shares ("Instruments").

The Ordinary Resolution set out in item 8(a) authorises the Directors of the Bank from the date of the forthcoming Annual General Meeting until the next Annual General Meeting to issue ordinary shares in the capital of the Bank and to make or grant Instruments, and to issue ordinary shares in pursuance of such Instruments, on a *pro rata* basis to shareholders of the Bank, provided that the aggregate number of ordinary shares to be issued pursuant to both this Ordinary Resolution and the Ordinary Resolution set out in item 8(b) shall not exceed fifty per cent. (50%) of the total number of issued ordinary shares in the capital of the Bank excluding treasury shares (the "50% Limit").

The Ordinary Resolution set out in item 8(b) authorises the Directors of the Bank from the date of the forthcoming Annual General Meeting until the next Annual General Meeting to make or grant Instruments, and to issue ordinary shares in pursuance of such Instruments, other than on a *pro rata* basis to shareholders of the Bank, provided that (1) the aggregate number of ordinary shares to be issued pursuant to this Ordinary Resolution shall not exceed twenty per cent. (20%) of the total number of issued ordinary shares in the capital of the Bank excluding treasury shares, and (2) the aggregate number of ordinary shares to be issued pursuant to both this Ordinary Resolution and the Ordinary Resolution set out in item 8(a) shall not exceed the 50% Limit.

On 13 January 2011, the Basel Committee on Banking Supervision issued recommendations on the minimum requirements for ensuring that all classes of capital instruments fully absorb losses at the point of non-viability before taxpayers are exposed to loss. Under these recommendations, (unless already required by law) the terms and conditions of all non-common Tier 1 and Tier 2 instruments to be issued by the Bank would have to contain a provision which requires such instruments, at the option of the relevant authority, to either be written off or converted into common equity upon the occurrence of a trigger event. The Bank anticipates that similar recommendations may be introduced and/or legislated in Singapore. The authority conferred by the Ordinary Resolution set out in item 8(b) is being proposed so as to give the Bank the flexibility to accommodate these recommendations, to the extent of the 20% sub-limit described above, in the event of any issue of non-common Tier 1 or Tier 2 instruments by the Bank. The Bank does not intend to use the authority conferred by this Ordinary Resolution for any other purpose.

In relation to the Ordinary Resolutions set out in items 8(a) and 8(b), and for the purpose of determining the aggregate number of ordinary shares that may be issued pursuant to each such Ordinary Resolution, the total number of issued ordinary shares in the capital of the Bank excluding treasury shares shall be based on the total number of issued ordinary shares in the capital of the Bank excluding treasury shares at the time each such Ordinary Resolution is passed, after adjusting for (a) 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 each such Ordinary Resolution is passed, and (b) any subsequent

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bonus issue, consolidation or subdivision of ordinary shares. For the avoidance of doubt, any consolidation or subdivision of ordinary shares in the capital of the Bank will require Shareholders' approval.

The Directors will only issue ordinary shares and/or Instruments under these Ordinary Resolutions if they consider it necessary and in the interests of the Bank.

The Ordinary Resolution set out in item 9 authorises the Directors to offer and grant options in accordance with the provisions of the OCBC Share Option Scheme 2001 (the "2001 Scheme") and/or to grant rights to subscribe for ordinary shares in accordance with the provisions of the OCBC Employee Share Purchase Plan (the "Plan"), and to allot and issue ordinary shares under the 2001 Scheme and the Plan. Although the Rules of the 2001 Scheme provide that the aggregate number of new ordinary shares which may be issued pursuant to the 2001 Scheme shall not exceed 10 per cent. of the total number of issued ordinary shares in the capital of the Bank from time to time, and the Rules of the Plan provide that the aggregate number of new ordinary shares which may be issued pursuant to the Plan, when aggregated with the aggregate number of new ordinary shares which may be issued pursuant to the 2001 Scheme, shall not exceed 15 per cent. of the total number of issued ordinary shares in the capital of the Bank from time to time, the Ordinary Resolution set out in item 9 provides for a lower limit, namely, that the aggregate number of new ordinary shares which may be issued pursuant to the 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 excluding treasury shares from time to time, as the Bank does not anticipate that it will require a higher limit before the next Annual General Meeting.

The Ordinary Resolution set out in item 10 authorises the Directors of the Bank to issue ordinary shares pursuant to the Oversea-Chinese Banking Corporation 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.

The Ordinary Resolution set out in item 11 authorises the Directors of the Bank from the date of the forthcoming Annual General Meeting until the next Annual General Meeting to 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 and/or to make or grant offers, agreements or options that might or would require such preference shares to be issued. The Directors will only issue such preference shares under this Ordinary Resolution if they consider it necessary and in the interests of the Bank.

PETER YEOH
Secretary

Singapore
28 March 2011

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, _____

NRIC/Passport No. _____ of _____

being a shareholder/shareholders of Oversea-Chinese Banking Corporation Limited (the "Bank"), hereby appoint

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

and/or (delete as appropriate)

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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 Mandarin Orchard Singapore, Level 6, 333 Orchard Road, Singapore 238867, on Friday, 15 April 2011 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 Dr Cheong Choong Kong		
3 (b)	Re-election of Dr Lee Tih Shih		
3 (c)	Re-election of Mr Pramukti Surjaudaja		
4	Re-election of Mr Lai Teck Poh		
5	Approval of final one-tier tax exempt dividend		
6 (a)	Approval of amount proposed as Directors' Fees in cash		
6 (b)	Approval of allotment and issue of ordinary shares to certain non-executive Directors		
7	Appointment of Auditors and fixing their remuneration		
8 (a)	Authority to allot and issue ordinary shares on a <i>pro rata</i> basis		
8 (b)	Authority to make or grant instruments that might or would require ordinary shares to be issued on a non <i>pro rata</i> basis		
9	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)		
10	Authority to allot and issue ordinary shares pursuant to OCBC Scrip Dividend Scheme		
11	Authority to allot and issue preference shares		

Dated this _____ day of _____ 2011.

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

IMPORTANT: PLEASE READ NOTES OVERLEAF

Total Number of Ordinary Shares Held

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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Request for Chinese Annual Report

OVERSEA-CHINESE BANKING CORPORATION LIMITED (Incorporated in Singapore)
Company Registration Number: 193200032W

Please send *me/us a Chinese version of the OCBC Bank 2010 Annual Report.

Name:	<input type="text"/>
Unit No.:	<input type="text"/>
Block No.:	<input type="text"/>
Building Name:	<input type="text"/>
Street Name:	<input type="text"/>
Postal Code:	<input type="text"/>
Country:	<input type="text"/>

* Please delete where appropriate

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The Company Secretary
Oversea-Chinese Banking Corporation Limited
65 Chulia Street #08-00,
OCBC Centre
Singapore 049513

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Corporate Profile

OCBC Bank is the longest established Singapore bank, formed in 1932 from the merger of three local banks, the oldest of which was founded in 1912. It is now the second largest financial services group in Southeast Asia by assets and one of the world's most highly-rated banks, with an Aa1 rating from Moody's.

OCBC Bank and its subsidiaries offer a broad array of specialist financial services, ranging from consumer, corporate, investment, private and transaction banking to treasury, insurance, asset management and stockbroking services.

OCBC Bank's key markets are Singapore, Malaysia, Indonesia and Greater China. It has a network of over 500 branches and representative offices in 15 countries and territories, including more than 400 branches and offices in Indonesia that are operated by its subsidiary, Bank OCBC NISP.

OCBC Bank's insurance subsidiary, Great Eastern Holdings, is the largest insurance group in Singapore and Malaysia by assets. Its asset management subsidiary, Lion Global Investors, is one of the largest private sector asset management companies in Southeast Asia. Private banking services are provided by subsidiary Bank of Singapore, which has been ranked among the top five global private banks in Asia.

For more information, please visit www.ocbc.com

Corporate Information

BOARD OF DIRECTORS

Dr Cheong Choong Kong
Chairman

Mr Bobby Chin
Mr David Conner
Mrs Fang Ai Lian
Mr Lai Teck Poh
Mr Lee Seng Wee
Dr Lee Tih Shih
Mr Colm McCarthy
Professor Neo Boon Siong
Mr Pramukti Surjaudaja
Mr Patrick Yeoh

NOMINATING COMMITTEE

Mrs Fang Ai Lian
Chairman

Dr Cheong Choong Kong
Mr Lai Teck Poh
Mr Lee Seng Wee
Professor Neo Boon Siong

EXECUTIVE COMMITTEE

Dr Cheong Choong Kong
Chairman

Mr Bobby Chin
Mr David Conner
Mr Lee Seng Wee
Mr Patrick Yeoh

AUDIT COMMITTEE

Mr Bobby Chin
Chairman

Mr Colm McCarthy
Professor Neo Boon Siong

REMUNERATION COMMITTEE

Mrs Fang Ai Lian
Chairman

Dr Cheong Choong Kong
Dr Lee Tih Shih
Professor Neo Boon Siong

RISK MANAGEMENT COMMITTEE

Mr Patrick Yeoh
Chairman

Dr Cheong Choong Kong
Mr David Conner
Mr Lai Teck Poh
Mr Colm McCarthy
Mr Pramukti Surjaudaja

SECRETARY

Mr Peter Yeoh

REGISTERED OFFICE

65 Chulia Street
#09-00 OCBC Centre
Singapore 049513
Tel: (65) 6318 7222 (Main Line)
Fax: (65) 6533 7955
Email: ContactUs@ocbc.com
Website: www.ocbc.com

SHARE REGISTRATION OFFICE

M & C Services Private Limited
138 Robinson Road #17-00
The Corporate Office
Singapore 068906
Tel: (65) 6228 0505

AUDITORS

KPMG LLP
16 Raffles Quay #22-00
Hong Leong Building
Singapore 048581
Tel: (65) 6213 3388

PARTNER IN CHARGE OF THE AUDIT

Mr Ong Pang Thye
(Year of Appointment: 2006)



Oversea-Chinese Banking Corporation Limited
(Incorporated in Singapore)

Company Registration Number: 193200032W