

OVERSEA-CHINESE BANKING CORPORATION LIMITED

(Incorporated in the Republic of Singapore)

PROPOSED PLACEMENT OF UP TO 150 MILLION NEW CLASS G PREFERENCE SHARES OF S\$0.01 EACH IN THE CAPITAL OF OVERSEA-CHINESE BANKING CORPORATION LIMITED

Oversea-Chinese Banking Corporation Limited (the "**Bank**") is pleased to announce that the Board of Directors of the Bank has proposed to issue up to 150 million new non-cumulative non-convertible Class G preference shares of S\$0.01 each (the "**New Class G Preference Shares**") in the capital of the Bank. The New Class G Preference Shares will be issued at a price of S\$1.0027 in cash for each New Class G Preference Share, or such price as may be determined by the Directors of the Bank for each investor, taking into consideration all relevant factors, including the number of New Class G Preference Shares to be purchased by each such investor. In addition, the New Class G Preference Shares will be issued upon the terms and subject to the conditions of placement agreements dated 25 July 2003 (the "**Placement Agreements**") made between the Bank and OCBC Securities Private Limited and Deutsche Bank AG, Singapore Branch respectively (the "**Placement Agents**"), each Placement Agent has agreed to use its reasonable endeavours to procure subscribers for the New Class G Preference Shares on a "best efforts" basis. The Placement Agents will not be underwriting the placement of the New Class G Preference Shares.

The Placement is conditional upon, *inter alia*, approval in-principle being granted by the Singapore Exchange Securities Trading Limited ("**SGX-ST**") for the admission of the New Class G Preference Shares to the Official List of the SGX-ST and for the dealing in and quotation of the New Class G Preference Shares.

As at the date of this Announcement, the issued and paid-up share capital of the Bank is S\$1,293,871,864 divided into 1,291,363,555 ordinary stock units of S\$1.00 each ("**Stock Units**"), 5,000,000 non-cumulative non-convertible Class E preference shares of S\$0.01 each ("**Class E Preference Shares**") and 245,830,884 non-cumulative non-convertible Class G preference shares of S\$0.01 each ("**Class G Preference Shares**"). The New Class G Preference Shares represent approximately 0.12 per cent. of the issued and paid-up share capital of the Bank as at the date of this Announcement and will, upon allotment and issue, rank *pari passu* in all respects with the Class G Preference Shares existing as at the date of their issue.

Assuming 150 million New Class G Preference Shares are allotted and issued pursuant to the Placement, the issue of the New Class G Preference Shares will increase the issued and paid-up share capital of the Bank from S\$1,293,871,864 divided into 1,291,363,555 Stock Units, 5,000,000 Class E Preference Shares and 245,830,884 Class G Preference Shares to S\$1,295,371,864 divided into 1,291,363,555 Stock Units, 5,000,000 Class E Preference Shares and 395,830,884 Class G Preference Shares.

The net proceeds from the issue of the New Class G Preference Shares, will amount to approximately S\$150.1 million. The issue of New Class G Preference Share will strengthen the Bank's capital base in preparation for future expansion and growth and pave the way for the Bank to manage its capital structure more efficiently and where possible utilise its Section 44 Income Tax franking credits through the dividends payable under the Class G Preference Shares.

None of the Directors and substantial shareholders of the Bank have any interest, direct or indirect, in the Placement.

By Order of the Board

Peter Yeoh
Secretary

Singapore, 26 July 2003