OVERSEA-CHINESE BANKING CORPORATION LIMITED

(Incorporated in Singapore)
(Company Reg. No: 193200032W)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Oversea-Chinese Banking Corporation Limited (the "**Bank**") will be held at Orchard Hotel Singapore, Level 3, 442 Orchard Road, Singapore 238879 on Thursday, 24 April 2014 at 3.00 p.m. (or as soon thereafter following the conclusion or adjournment of the Seventy-Seventh Annual General Meeting of the Bank to be held at 2.30 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following Resolutions, which will be proposed as Ordinary Resolutions:

Ordinary Resolution 1

The Proposed Renewal of the Share Purchase Mandate

THAT:

(a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**"), the exercise by the Directors of the Bank of all the powers of the Bank to purchase or otherwise acquire issued ordinary shares in the capital of the Bank ("**Ordinary Shares**") not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

(i) market purchase(s) on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and/or any other stock exchange on which the Ordinary Shares may for the time being be listed and quoted ("**Other Exchange**"); and/or

(ii) off-market purchase(s) (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be, Other Exchange as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");

(b) unless varied or revoked by the Bank in general meeting, the authority conferred on the Directors of the Bank pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:

(i) the date on which the next Annual General Meeting of the Bank is held;

(ii) the date by which the next Annual General Meeting of the Bank is required by law to be held; and

(iii) the date on which purchases and acquisitions of Ordinary Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

(c) in this Resolution:

"**Average Closing Price**" means the average of the last dealt prices of an Ordinary Share for the five consecutive market days on which the Ordinary Shares are transacted on the SGX-ST or, as the case may be, Other Exchange immediately preceding the date of market purchase by the Bank or, as the case may be, the date of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted in accordance with the listing rules of the SGX-ST for any corporate action which occurs after the relevant five-day period;

"**date of the making of the offer**" means the date on which the Bank announces its intention to make an offer for the purchase or acquisition of Ordinary Shares from holders of Ordinary Shares, stating therein the purchase price (which shall not be more than the Maximum Price) for each Ordinary Share and the relevant terms of the equal access scheme for effecting the off-market purchase;

"**Maximum Limit**" means that number of Ordinary Shares representing 5% of the issued Ordinary Shares as at the date of the passing of this Resolution (excluding any Ordinary Shares which are held as treasury shares as at that date); and

"**Maximum Price**" in relation to an Ordinary Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

(i) in the case of a market purchase of an Ordinary Share, 105% of the Average Closing Price of the Ordinary Shares; and

(ii) in the case of an off-market purchase of an Ordinary Share pursuant to an equal access scheme, 110% of the Average Closing Price of the Ordinary Shares; and

(d) the Directors of the Bank and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

Ordinary Resolution 2

The Proposed Extension of, and Alterations to, the OCBC Employee Share Purchase Plan

THAT:

(a) pursuant to Rule 20.1 of the rules of the OCBC Employee Share Purchase Plan (the "**Plan**"), the extension of the duration of the Plan for a period of 10 years from 19 May 2014 up to 18 May 2024 (both dates inclusive) be and is hereby approved;

(b) the Amended and Restated Rules of the OCBC Employee Share Purchase Plan set out in the Appendix to the Circular to Shareholders dated 4 April 2014 (the "**Circular**"), incorporating the alterations to the Plan as described in the Circular, be and are hereby approved and adopted in substitution for, and to the exclusion of, the existing Rules of the Plan; and

(c) authority be and is hereby given to the Directors of the Bank to grant rights to acquire ordinary shares in the capital of the Bank in accordance with the provisions of the Rules of the Plan (as altered) and to 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 rights to acquire ordinary shares under the Plan (as altered), provided that the aggregate number of new ordinary shares to be issued pursuant to the Plan (as altered) and the OCBC Share Option Scheme 2001 shall not exceed 5% of the total number of issued ordinary shares in the capital of the Bank excluding treasury shares from time to time.

PETER YEOH
Secretary

Singapore
4 April 2014

Notes:

1. A Shareholder of the Bank entitled to attend and vote at the above Meeting is entitled to appoint a proxy to attend and vote on his behalf. Such proxy need not be a Shareholder of the Bank.

2. The instrument appointing a proxy must be deposited at the Share Registration Office of the Bank, M & C Services Private Limited, 112 Robinson Road #05-01, Singapore 068902, not less than 48 hours before the time set for the holding of the Meeting. The sending of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the Meeting if he finds that he is able to do so. In such event, the relevant Proxy Forms will be deemed to be revoked.

3. The Bank intends to use its internal sources of funds to finance its purchase or acquisition of Ordinary Shares. The amount of financing required for the Bank to purchase or acquire its Ordinary Shares, and the impact on the Bank's financial position, cannot be ascertained as at the date of this Notice as these will depend on whether the Ordinary Shares are purchased or acquired out of capital or profits of the Bank, the number of Ordinary Shares purchased or acquired, the price at which such Ordinary Shares were purchased or acquired and whether the Ordinary Shares purchased or acquired are held in treasury or cancelled.

Based on the existing issued Ordinary Shares of the Bank as at 5 March 2014 (the "**Latest Practicable Date**"), the purchase by the Bank of 5% of its issued Ordinary Shares (disregarding the Ordinary Shares held in treasury) will result in the purchase or acquisition of 171,700,324 Ordinary Shares.

Assuming that the Bank purchases or acquires the 171,700,324 Ordinary Shares at the Maximum Price, the maximum amount of funds required is approximately:

(a) (in the case of market purchases of Ordinary Shares) S$1,715.29 million based on S$9.99 for one Ordinary Share (being the price equivalent to 5% above the Average Closing Price of the Ordinary Shares traded on the SGX-ST for the five consecutive market days immediately preceding the Latest Practicable Date); and

(b) (in the case of off-market purchases of Ordinary Shares) S$1,797.70 million based on S$10.47 for one Ordinary Share (being the price equivalent to 10% above the Average Closing Price of the Ordinary Shares traded on the SGX-ST for the five consecutive market days immediately preceding the Latest Practicable Date).

The financial effects of the purchase or acquisition of such Ordinary Shares by the Bank pursuant to the proposed Share Purchase Mandate on the audited financial accounts of the Bank and its subsidiaries for the financial year ended 31 December 2013 based on these assumptions are set out in paragraph 2.7 of the Bank's Circular to Shareholders dated 4 April 2014.