

## Announcement

- (1) **APPLICATION OF SCRIP DIVIDEND SCHEME TO THE FINAL DIVIDEND FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016**
- (2) **NOTICE OF BOOKS CLOSURE**

**Singapore, 17 February 2017** - In its release today of the Full Year/Fourth Quarter results, United Overseas Bank Limited (the “**Bank**” or “**UOB**”) announced that its Scrip Dividend Scheme (the “**Scheme**”) will be applied to the final one-tier tax-exempt dividend of 35 cents per ordinary share (“**Share**”) for the financial year ended 31 December 2016 (the “**FY16 Final Dividend**”). The dividend is subject to the approval of Shareholders at the Annual General Meeting of the Bank to be held on 20 April 2017. Unless otherwise defined herein, capitalised terms herein shall have the same meaning as in the UOB Scrip Dividend Scheme Statement.

The Scheme provides holders of fully-paid ordinary shares in the Bank (“**Shareholders**”) the option to receive the FY16 Final Dividend in cash and/or new Shares, in respect of the Shares held by them as at 5.00 p.m. on 28 April 2017 (the “**Books Closure Date**”).

**Participation in the Scheme is optional. Shareholders who wish to receive the FY16 Final Dividend wholly in CASH need not take any action PROVIDED they have not previously made permanent elections to receive new Shares in lieu of cash. Shareholders who have previously made permanent elections under the Scheme (and which have not been cancelled or deemed cancelled) will receive new Shares in lieu of cash if they do not take any action.**

### 1. APPLICATION OF THE SCHEME TO THE FY16 FINAL DIVIDEND

#### 1.1 Eligibility

All Shareholders entitled to the FY16 Final Dividend will be eligible to participate in the Scheme, subject to the following.

(i) Banking Act

To the extent that participation in the Scheme in relation to the FY16 Final Dividend would result in any Shareholder, whether alone or together with his associates (as defined under the Banking Act, Chapter 19 of Singapore (the “**Banking Act**”), holding or controlling Shares in excess of any of the shareholding limits applicable to the Bank and the Shares as prescribed in the Banking Act, such Shareholders may not participate in the Scheme without first obtaining the approval of the Minister for Finance.

(ii) Overseas Shareholders

Shareholders with registered addresses outside Singapore (“**Overseas Shareholders**”) who have not provided the Bank c/o the Bank’s Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd (the “**Bank’s Share Registrar**”) or (as the case may be) The Central Depository (Pte) Limited (“**CDP**”) with addresses in Singapore for the service of notices and documents latest **by 5.00 p.m. on 20 April 2017** (being not later than five market days prior to Books Closure Date) will not be eligible to participate in the Scheme.

Where a Shareholder gives notice to the Bank's Share Registrar or, if the Shareholder is a depositor, to CDP, of a change of his registered address for the service of notices and documents from an address within Singapore to an address outside Singapore, he shall thereupon be considered an Overseas Shareholder. **Any permanent election given by him shall be deemed to have been cancelled if his registered address as at Books Closure Date is outside Singapore.**

**Overseas Shareholders who wish to be eligible to participate in the Scheme must provide an address in Singapore for the service of notices and documents by notifying the Bank's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623, or, if the Overseas Shareholder is a Depositor, the CDP at 9 Buona Vista Drive, 01-19/20, The Metropolis, Singapore 138588 not later than 5.00 p.m. on 20 April 2017.**

A Shareholder's participation in the Scheme is subject to the requirement that it will not result in a breach by the Shareholder of any restriction on such Shareholder's holding of Shares which may be imposed by any statute, law or regulation in force in Singapore or any other relevant jurisdiction or by the Constitution of the Bank.

## 1.2 Notices of Election

Notices of election are expected to be despatched to eligible Shareholders on or about 12 May 2017.

Eligible Shareholders may elect to participate in the Scheme in respect of **all or part only** of their holding of Shares or to make a permanent election to participate in respect of **all (and not part only)** of their holding of Shares. **Permanent election is NOT available to any Shareholder who elects to receive Shares in respect of part only of his holding of Shares.** The available options will be stated in the Notices of Election.

## 1.3 Permanent Elections (for ALL Shares ONLY)

Shareholders who have previously made permanent elections under the Scheme (and whose permanent elections have not been cancelled or deemed cancelled) will receive new Shares in lieu of the cash amount of the FY16 Final Dividend. **They will receive Scrip Dividend Entitlement Advice instead of Notices of Election.**

Where an eligible Shareholder chooses to make or has previously made a permanent election, the permanent election will be effective for all future qualifying dividends unless and until a notice of cancellation in the prescribed form is received by the Bank's Share Registrar or (as the case may be) CDP.

## 1.4 Take-over Code

The attention of Shareholders is drawn to Rule 14 of the Singapore Code on Take-overs and Mergers. In particular, a Shareholder should note that he may be under an obligation to make a take-over offer for the Bank if:

- (i) he acquires, by participating in the Scheme in relation to any dividend to which the Scheme applies, whether at one time or different times, new Shares which (together with Shares held or acquired by him or persons acting in concert with

him) carry 30% or more of the voting rights of the Bank; or

- (ii) he, together with persons acting in concert with him, holds not less than 30% but not more than 50% of the voting rights of the Bank, and either alone or together with persons acting in concert with him, acquires additional new Shares by participating in the Scheme or otherwise acquires additional Shares that would increase his percentage of the voting rights of the Bank by more than 1% in any period of 6 months.

## 1.5 Issue Price

For the purposes of the application of the Scheme to the FY16 Final Dividend, the price at which each new Share is to be issued (the “**Issue Price**”) will be set at a 10% discount to the average of the last dealt prices of the Share during the price determination period between **26 April 2017 and 28 April 2017** (both dates inclusive) (being the period commencing on the date on which the Shares are first traded on an ex-dividend basis and ending on the Books Closure Date).

The Bank will announce the Issue Price on **2 May 2017**.

## 1.6 Fractional Entitlements

Where the number of new Shares which may be issued to a participating Shareholder under the Scheme includes a fraction but is not less than one (1), the number of new Shares to be issued will be rounded up to the nearest whole number if the fraction is 0.5 or more, and rounded down to the nearest whole number if the fraction is less than 0.5 and the fraction will be disregarded. No cash will be paid on such disregarded fraction of a share.

Where less than one (1) new Share is to be issued to a participating Shareholder under the Scheme, such participating Shareholder will not, regardless of whether he has elected to do so, receive any new Share, but will instead be paid his dividend in cash. This would be the case even if he has made a permanent election previously.

## 2. NOTICE OF BOOKS CLOSURE DATE AND DIVIDEND PAYMENT DATE

**NOTICE IS HEREBY GIVEN** that the Transfer Books and Register of Members of the Bank will be closed from **5.00 p.m. on 28 April 2017** up to (and including) 2 May 2017 for the purpose of determining the entitlements of Shareholders to the FY16 Final Dividend.

Duly completed registrable transfers received by the Bank's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623 up to 5.00 p.m. on 28 April 2017 will be registered before entitlements to the FY16 Final Dividend are determined. Shareholders whose securities accounts with CDP are credited with Shares as at 5.00 p.m. on 28 April 2017 will rank for the FY16 Final Dividend.

The FY16 Final Dividend will be paid on 13 June 2017 (the “**Dividend Payment Date**”). The new Shares are expected to be listed on 14 June 2017.

### Important Indicative Dates and Events

Shareholders should take note of the following important dates and events. All references to dates and times below are to Singapore dates and times. In the event of a change, the Bank will announce such change through an SGXNET announcement.

<u>Indicative Dates</u>	<u>Event</u>
5.00 p.m. on 20 April 2017 (Thursday)	Last day for Overseas Shareholders to provide Singapore addresses
25 April 2017 (Tuesday)	Last day on which Shares quoted “cum-dividend”
26 April 2017 (Wednesday)	First day on which Shares quoted “ex-dividend”
26 April 2017 (Wednesday) to 28 April 2017 (Friday) (both dates inclusive)	Period for determining the Issue Price
5.00 p.m. on 28 April 2017 (Friday) up to (and including) 2 May 2017 (Tuesday)	Books Closure Date
2 May 2017 (Tuesday)	Announcement of Issue Price
On or about 12 May 2017 (Friday)	Despatch of Notices of Election and Scrip Dividend Entitlement Advices
25 May 2017 (Thursday)	Last day for eligible Shareholders to submit Notices of Election and Notices of Cancellation
13 June 2017 (Tuesday)	Dividend Payment Date (for cash and new Shares)
14 June 2017 (Wednesday)	New Shares to be credited to Securities Account of Depositors and listed on the SGX-ST

Joyce Sia  
Company Secretary