



OVERSEA-CHINESE BANKING CORPORATION LIMITED

(Incorporated in Singapore)

(Company Registration No. 193200032W)

ANNUAL GENERAL MEETING TO BE HELD ON 18 MAY 2020

1. **Background.** Oversea-Chinese Banking Corporation Limited (“OCBC” or the “Bank”) refers to:
 - (a) its announcement of 3 April 2020 stating that the Annual General Meeting (“AGM”) originally scheduled for 30 April 2020 would be deferred to a future date to be determined pending legislative amendments to facilitate the holding of the AGM and after the necessary arrangements have been put in place in order to adopt the recommended measures for conducting meetings and implement the safe distancing measures put in place by the Ministry of Health;
 - (b) its announcement of 13 April 2020 on the automatic time extension of 60 days provided by SGX Regco and ACRA to issuers with financial year-ends on or before 31 March 2020 to hold their annual general meetings;
 - (c) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means; and
 - (d) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “Order”) which was gazetted on 13 April 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies.
 2. **Date, time and conduct of AGM.** OCBC is pleased to announce that pursuant to the Order, its AGM will be convened and held by way of electronic means, on **Monday, 18 May 2020 at 2.00 p.m.** (Singapore time).
 3. **Notice of AGM and proxy form.** The Notice of AGM and proxy form will be sent to shareholders solely by electronic means via publication on our corporate website and will also be made available on the SGX website¹. Printed copies of these documents will not be sent to shareholders.
 4. **No personal attendance at AGM.** Due to the current Covid-19 restriction orders in Singapore, **shareholders will not be able to attend the AGM in person.**
 5. **Alternative arrangements for participation at the AGM.** Shareholders may participate at the AGM by:
 - (a) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream;
 - (b) submitting questions in advance of the AGM; and/or
 - (c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM.
- Details of the steps for pre-registration, pre-submission of questions and voting at the AGM are set out in the Appendix to this announcement.
6. **Persons who hold shares through relevant intermediaries.** Persons who hold OCBC shares through relevant intermediaries (as defined in section 181 of the Companies Act, Chapter 50), including CPF and SRS investors, and who wish to participate in the AGM by:

¹ The Notice of AGM and proxy form may be accessed on our corporate website at the URL <https://www.ocbc.com/group/investors/annual-reports.html> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

- (a) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream;
- (b) submitting questions in advance of the AGM; and/or
- (c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM,

should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

7. **2019 Annual Report and Letter to Shareholders.** The 2019 Annual Report (and updated shareholding statistics as at 2 April 2020) and the Letter to Shareholders dated 26 April 2020 (in relation to the proposed change of auditors and the proposed renewal of the share purchase mandate) have been published on our corporate website, and may be accessed as follows:

- (a) the 2019 Annual Report (and updated shareholding statistics as at 2 April 2020) may be accessed at the URL <https://www.ocbc.com/group/investors/annual-reports.html> by clicking on the links for “2019 Annual Report - English” or “2019 Annual Report – Chinese” (as appropriate) and “Shareholding Statistics as at 2 April 2020 (updates to pages 280 and 281 of 2019 Annual Report)” respectively; and
- (b) the Letter to Shareholders dated 26 April 2020 may be accessed at the URL <https://www.ocbc.com/group/investors/annual-reports.html> by clicking on the link for “Letter to Shareholders dated 26 April 2020”.

8. **Record and payment dates for final dividend.** The Transfer Books and Register of Members of the Bank will be closed from 5.00 p.m. on 26 May 2020 up to (and including) 27 May 2020 for the purpose of determining members’ entitlements to the final one-tier tax exempt dividend for the financial year ended 31 December 2019 (the “**FY19 Final Dividend**”) of 28 cents for every ordinary share held, subject to the approval of members at the AGM to be held and convened on 18 May 2020. Duly completed registrable transfers of ordinary shares received by the Bank’s Share Registrar, M & C Services Private Limited, 112 Robinson Road #05-01, Singapore 068902 up to 5.00 p.m. on 26 May 2020 will be registered before entitlements to the FY19 Final Dividend are determined. Members whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares as at 5.00 p.m. on 26 May 2020 will rank for the FY19 Final Dividend. The FY19 Final Dividend, if so approved by members, will be paid on 5 June 2020.

9. **Key dates/deadlines.** In summary, the key dates/deadlines which shareholders should take note of are set out in the table below:

Key dates	Actions
From 9.00 a.m. on 26 April 2020 (Sunday)	Shareholders may begin to pre-register at https://www.ocbc.com/group/investors/annual-reports.html for live audio-visual webcast/live audio-only stream of the AGM proceedings.
5.00 p.m. on 5 May 2020 (Tuesday)	Deadline for CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.
2.00 p.m. on 15 May 2020 (Friday)	Deadline for shareholders to: <ul style="list-style-type: none"> • pre-register for live audio-visual webcast/live audio-only stream of the AGM proceedings; • submit questions in advance; and • submit proxy forms.
By 2.00 p.m. on 16 May 2020 (Saturday)	Individuals or corporates whose status as shareholders <u>cannot be verified</u> will receive an email informing them of this.

	Such individuals or corporates may contact our Share Registrar, M & C Services Private Limited, at GPC@mncsingapore.com , or alternatively at +65 6228 0505 or +65 6228 0517 between 9.00 a.m. and 7.00 p.m. on 16 and 17 May 2020 or between 9.00 a.m. and 12.00 p.m. on 18 May 2020 if they have any questions.
By 12.00 p.m. on 17 May 2020 (Sunday)	Individuals or corporates whose status as shareholders <u>have been verified</u> will receive an email which will contain a password and the link to access the live audio-visual webcast or a toll-free telephone number and a conference code to access the live audio-only stream of the AGM proceedings (the “ Confirmation Email ”). Shareholders who do not receive the Confirmation Email by 12.00 p.m. on 17 May 2020 , but have registered by the 15 May 2020 deadline and have not been informed of an unsuccessful registration, should contact our Share Registrar, M & C Services Private Limited, at GPC@mncsingapore.com , or alternatively at +65 6228 0505 or +65 6228 0517 between 12.00 p.m. and 7.00 p.m. on 17 May 2020 or between 9.00 a.m. and 12.00 p.m. on 18 May 2020.
Date and time of AGM 2.00 p.m. on 18 May 2020 (Monday)	<ul style="list-style-type: none"> • Click on the link in the Confirmation Email and enter the password to access the live audio-visual webcast of the AGM proceedings; or • Call the toll-free telephone number in the Confirmation Email and enter the conference code to access the live audio-only stream of the AGM proceedings.
5.00 p.m. on 26 May 2020 (Tuesday)	Record date for determining entitlements to FY19 Final Dividend, subject to shareholders’ approval at the AGM.
5 June 2020 (Friday)	Payment date for FY19 Final Dividend, subject to shareholders’ approval at the AGM.

10. **Further information.** For more information, shareholders can refer to the FAQs on our corporate website at the URL <https://www.ocbc.com/group/investors/annual-reports.html> (click on the hyperlink “FAQ on AGM Arrangements”) or call our hotline numbers at +65 6530 6048, +65 6530 6287, +65 6890 3208 and +65 6679 5120.
11. **Important reminder.** Due to the constantly evolving Covid-19 situation in Singapore, we may be required to change our arrangements for the AGM at short notice. Shareholders should check <https://www.ocbc.com/group/investors/annual-reports.html> for the latest updates on the status of the AGM.

OCBC would like to thank all shareholders for their patience and co-operation in enabling us to hold our AGM with the optimum safe distancing measures amidst the current Covid-19 pandemic.

Peter Yeoh
Secretary

Singapore
26 April 2020

APPENDIX

Steps for pre-registration, pre-submission of questions and voting at the AGM:

Shareholders will be able to observe and/or listen to the AGM proceedings through a live audio-visual webcast or live audio-only stream via their mobile phones, tablets or computers, submit questions in advance of the AGM and vote by appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM.

To do so, they will need to complete the following steps:

No.	Steps	Details
1.	Pre-registration	<p>Shareholders must pre-register at the pre-registration website at https://www.ocbc.com/group/investors/annual-reports.html by clicking on the hyperlink “Registration for AGM proceedings” and following the online instructions, from 9.00 a.m. on 26 April 2020 till 2.00 p.m. on 15 May 2020, to enable OCBC to verify their status as shareholders.</p> <p>Individuals or corporates whose status as shareholders <u>cannot be verified</u> will receive an email by 2.00 p.m. on 16 May 2020 informing them of this. Such individuals or corporates may contact our Share Registrar, M & C Services Private Limited, at GPC@mncsingapore.com, or alternatively at +65 6228 0505 or +65 6228 0517 between 9.00 a.m. and 7.00 p.m. on 16 and 17 May 2020 or between 9.00 a.m. and 12.00 p.m. on 18 May 2020 if they have any questions.</p> <p>Individuals or corporates whose status as shareholders <u>have been verified</u> will receive a Confirmation Email by 12.00 p.m. on 17 May 2020, which will contain a password and the link to access the live audio-visual webcast or a toll-free telephone number and a conference code to access the live audio-only stream of the AGM proceedings.</p> <p>Shareholders who do not receive the Confirmation Email by 12.00 p.m. on 17 May 2020, but have registered by the 15 May 2020 deadline and have not been informed of an unsuccessful registration, should contact our Share Registrar, M & C Services Private Limited, at GPC@mncsingapore.com, or alternatively at +65 6228 0505 or +65 6228 0517 between 12.00 p.m. and 7.00 p.m. on 17 May 2020 or between 9.00 a.m. and 12.00 p.m. on 18 May 2020.</p>
2.	Submit questions in advance	<p>Shareholders will not be able to ask questions at the AGM live during the webcast or audio-stream, and therefore it is important for shareholders to pre-register and submit their questions in advance of the AGM.</p> <p>Submission of questions. Shareholders can submit questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the Meeting, in advance of the AGM, in the following manner:</p> <p>(a) Via email. Shareholders may submit their questions via email to OCBCAGM2020@ocbc.com.</p> <p>(b) By post. Shareholders may also submit their questions by post to OCBC Bank, Group Secretariat, 65 Chulia Street, #08-00 OCBC Centre, Singapore 049513.</p>

No.	Steps	Details
		<p>When sending in your questions via email or by post, please also provide us with the following details:</p> <ul style="list-style-type: none"> • your full name; • your address; • number of shares held; and • the manner in which you hold shares in OCBC (e.g., via CDP, CPF or SRS). <p>Deadline to submit questions. All questions must reach us by 2.00 p.m. on 15 May 2020.</p> <p>Addressing questions. We will endeavour to address all substantial and relevant questions received from shareholders during the AGM through live audio-visual webcast and live audio-only stream. However, as there may not be sufficient time to address all such questions during the AGM itself, we will publish our responses to those questions which we are unable to address during the AGM, on our corporate website and on SGXNET prior to the AGM.</p> <p>Minutes of AGM. We will publish the minutes of the AGM on our corporate website and on SGXNET, and the minutes will include the responses to substantial and relevant questions from shareholders which are addressed during the AGM.</p>
3.	Submit proxy forms to vote	<p>Appointment of Chairman of the Meeting as proxy. Shareholders (whether individual or corporate) who pre-register to observe and/or listen to the AGM proceedings and wish to vote on the resolutions to be tabled at the AGM must appoint the Chairman of the Meeting as their proxy to attend, speak and vote on their behalf at the AGM, in accordance with the instructions on the proxy form.</p> <p>Specific voting instructions to be given. Where shareholders (whether individual or corporate) appoint the Chairman of the Meeting as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.</p> <p>Submission of proxy forms. Proxy forms must be submitted in the following manner:</p> <p>(a) if submitted by post, be lodged with the Bank's Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01, Singapore 068902; or</p> <p>(b) if submitted electronically, be submitted via email to the Bank's Share Registrar at GPC@mncsingapore.com,</p> <p>in either case, by 2.00 p.m. on 15 May 2020.</p> <p>A shareholder who wishes to submit a proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.</p>

No.	Steps	Details
		<p>In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for shareholders to submit completed proxy forms by post, shareholders are strongly encouraged to submit completed proxy forms electronically via email.</p> <p>CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 5 May 2020.</p>