

ANNOUNCEMENT

(1) APPLICATION OF SCRIP DIVIDEND SCHEME TO THE FINAL AND SPECIAL DIVIDENDS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2013

(2) NOTICE OF BOOKS CLOSURE

Singapore, 21 February 2014 - In its release of the Full Year 2013 results on 14 February 2014, United Overseas Bank Limited (the "**Bank or UOB**") announced that its Scrip Dividend Scheme (the "**Scheme**") will be applicable to the final one-tier tax-exempt dividend of 50 cents and special one-tier tax-exempt dividend of 5 cents per ordinary share ("**Share**") for the financial year ended 31 December 2013 (collectively, the "**FY13 Final and Special Dividends**") subject to the approval of Shareholders at the Annual General Meeting of the Bank to be held on 24 April 2014 ("**AGM**") of the FY13 Final and Special Dividends and the allotment and issue of new shares ("**New Shares**") pursuant to the Scheme.

The Scheme provides Shareholders the option to elect to receive the FY13 Final and Special Dividends wholly by way of New Shares OR wholly in cash OR partly by way of New Shares and partly in cash, in respect of the Shares held by them as at 5.00 p.m. on **2 May 2014** (the "**Books Closure Date**").

Participation in the Scheme is optional. Shareholders who wish to receive the FY13 Final and Special Dividends 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 whose permanent elections 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 FY13 FINAL AND SPECIAL DIVIDENDS

1.1 Eligibility

All Shareholders entitled to the FY13 Final and Special Dividends will be eligible to participate in the Scheme, subject to the shareholding limits under the Banking Act, Chapter 19 of Singapore (the "**Banking Act**") and the restrictions on Overseas Shareholders (defined below).

(i) Banking Act

Shareholders may not participate in the Scheme in relation to the FY13 Final and Special Dividends if doing so would result in such Shareholder, whether alone or together with his associates (as defined under 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, 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 23 April 2014** (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 4 Shenton Way #02-01, SGX Centre 2, Singapore 068807 not later than 5.00 p.m. on 23 April 2014.

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 Memorandum and Articles of Association of the Bank.

1.2 Election Notices

Notices of election (“**Election Notices**”) are proposed to be despatched to eligible Shareholders on or about **15 May 2014**.

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 Election Notices.

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 FY13 Final and Special Dividends. **They will be sent Scrip Dividend Entitlement Advices instead of Election Notices.**

Where an eligible Shareholder chooses to make or has previously made a permanent election in respect of his holding of Shares, 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 extend 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 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 FY13 Final and Special Dividends, the price at which each New Share is to be issued (the “**Issue Price**”) will be set at the average of the last dealt prices of the Share during the price determination period between **29 April 2014 and 2 May 2014** (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 2014**.

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 down to the nearest whole number and the fraction will be disregarded.

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 may have 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, subject to shareholders’ approval of the FY13 Final and Special Dividends at the Annual General Meeting to be held on 24 April 2014, the Transfer Books and Register of Members of the Bank will be closed from **5.00 p.m. on 2 May 2014** up to (and including) 6 May 2014 for the purpose of determining the entitlements of Shareholders to the FY13 Final and Special Dividends.

Duly completed registrable transfers received by the Bank’s share registrar, Boardroom Corporate & Advisory Services Pte Ltd, 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623 up to 5.00 p.m. on 2 May 2014 will be registered before entitlements to the FY13 Final and Special Dividends are determined. Shareholders whose securities accounts with CDP are credited with Shares as at 5.00 p.m. on 2 May 2014 will rank for the FY13 Final and Special Dividends.

The FY13 Final and Special Dividends, if approved by Shareholders, will be paid on 16 June 2014 (the “**Dividend Payment Date**”).

2.1 Important Indicative Dates and Events

Shareholders should take note of the following important dates and events. All references to dates and times below are made by reference to Singapore dates and times.

<u>Indicative Dates</u>	<u>Event</u>
5.00 p.m. on 23 April 2014 (<i>Wednesday</i>)	Last day for Overseas Shareholders to provide Singapore addresses
28 April 2014 (<i>Monday</i>)	Last day on which Shares quoted “cum-dividend”
29 April 2014 (<i>Tuesday</i>)	Shares quoted “ex-dividend”
29 April 2014 to 2 May 2014 (both dates inclusive)	Period for determining the Issue Price
5.00 p.m. on 2 May 2014 (<i>Friday</i>)	Books Closure Date and Time
2 May 2014 (<i>Friday</i>)	Announcement of Issue Price (after Books Closure)
5 and 6 May 2014 (both dates inclusive)	Closure of Books and Register
On or about 15 May 2014 (<i>Thursday</i>)	Despatch of Notices of Election and Scrip Dividend Entitlement Advices
28 May 2014 (<i>Wednesday</i>)	Last day for eligible Shareholders to submit Notices of Election and Notices of Cancellation
16 June 2014 (<i>Monday</i>)	Dividend Payment Date (for cash and New Shares)
17 June 2014 (<i>Tuesday</i>)	New Shares to be credited to Securities Account of Depositors and listed on the SGX-ST

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