

Announcement by



MERRILL LYNCH (SINGAPORE) PTE. LTD.
(Incorporated in the Republic of Singapore)

for and on behalf of



UNITED OVERSEAS BANK LIMITED
(Incorporated in the Republic of Singapore)

**Voluntary Conditional Take-over Offer (the "Offer") by United Overseas Bank Limited ("UOB")
for Overseas Union Bank Limited ("OUB")**

**CLOSE OF THE OFFER AND THE OUB OPTIONS PROPOSAL
98.46% ACCEPTANCES RECEIVED PURSUANT TO THE OFFER
100.00% ACCEPTANCES RECEIVED PURSUANT TO THE OUB OPTIONS PROPOSAL**

CLOSE OF THE OFFER AND THE OUB OPTIONS PROPOSAL

Merrill Lynch (Singapore) Pte. Ltd. ("**Merrill Lynch Singapore**") had, on August 31, 2001, announced for and on behalf of UOB that the closing date for both the Offer and the OUB Options Proposal was extended from 9.00 p.m. on August 31, 2001 to 6.00 p.m. on September 17, 2001 (the "**Extended Closing Date**").

Merrill Lynch Singapore wishes to announce, for and on behalf of UOB, that **the Offer and the OUB Options Proposal has closed**. All forms of acceptance and other relevant documents received after the close of the Offer and the OUB Options Proposal will be returned by ordinary post to the relevant OUB Shareholders, Depositors and OUB Optionholders (as the case may be) at their own risk.

LEVEL OF ACCEPTANCES PURSUANT TO THE OFFER AS AT THE EXTENDED CLOSING DATE

As at 6.00 p.m. on the Extended Closing Date, UOB had received, pursuant to the Offer, valid acceptances in respect of an aggregate of 981,322,190 Offer Shares, representing approximately 98.46% of the issued and paid-up share capital of OUB¹.

LEVEL OF ACCEPTANCES PURSUANT TO THE OUB OPTIONS PROPOSAL AS AT THE EXTENDED CLOSING DATE

As at 6.00 p.m. on the Extended Closing Date, UOB had received, pursuant to the OUB Options Proposal, valid acceptances representing 100.00% of the outstanding OUB Options².

SETTLEMENT

With respect to OUB Shareholders who have accepted the Offer on or before August 31, 2001, UOB will, as soon as possible and in any event by September 21, 2001, despatch to them cheques with respect to the Cash Consideration, and share certificates for the relevant number of New UOB Shares. With respect to Depositors who have accepted the Offer on or before August 31, 2001, UOB will, as soon as possible and in any event by September 21, 2001, despatch to them cheques with respect to the Cash Consideration, and arrange for CDP to credit their relevant Securities Accounts with the relevant number of New UOB Shares.

With respect to OUB Shareholders who have accepted the Offer after August 31, 2001 but before 6.00 p.m. on the Extended Closing Date, UOB will despatch to them cheques with respect to the Cash Consideration, and share certificates for the

¹ For the purposes of this Announcement, "**issued and paid-up share capital of OUB**" means 996,699,872 OUB Shares in issue as at September 17, 2001.

² For the purposes of this Announcement, "**outstanding OUB Options**" means 22,827,616 OUB Options granted pursuant to the OUB Share Option Scheme 1995 and 10,671,000 granted pursuant to the OUB Share Option Scheme 2001 unexercised as at September 17, 2001.

relevant number of New UOB Shares as soon as possible and in any event within 21 days from the respective dates of receipt of their acceptances. With respect to Depositors who have accepted the Offer after August 31, 2001 but before 6.00 p.m. on the Extended Closing Date, UOB will despatch to them cheques with respect to the Cash Consideration, and arrange for CDP to credit their Securities Accounts with the relevant number of New UOB Shares, as soon as possible and in any event within 21 days from the respective dates of receipt of their acceptances.

UOB will, as soon as practicable and in any event by September 21, 2001, despatch cheques for the appropriate amount to OUB Optionholders who have accepted the OUB Options Proposal on or before August 31, 2001. With respect to OUB Optionholders who have accepted the OUB Options Proposal after August 31, 2001 but before 6.00 p.m. on the Extended Closing Date, UOB will despatch cheques for the appropriate amount to them as soon as practicable and in any event within 21 days from the respective dates of receipt of their acceptances.

LISTING OF NEW UOB SHARES

It is expected that the New UOB Shares which will be issued to the OUB Shareholders and Depositors who have accepted the Offer will be listed on the Official List of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") on the market day immediately following the date of despatch of settlement. The actual date of the listing of and the commencement of trading in these New UOB Shares on the Official List of the SGX-ST will be announced in due course.

ARRANGEMENTS FOR ODD LOT TRADING OF NEW UOB SHARES

UOB has made arrangements with UOB-Kay Hian Holdings Limited whereby the latter will, on a best effort basis, facilitate the trading in odd lots of UOB Shares on the SGX-ST by OUB Shareholders and Depositors who have validly accepted the Offer. Further details of this arrangement will be announced in due course.

COMPULSORY ACQUISITION

As stated in the offer document dated July 26, 2001 (the "**Offer Document**"), it is the intention of UOB to exercise its rights of compulsory acquisition pursuant to Section 215(1) of the Companies Act, Chapter 50 (the "**Act**") in the event that it is entitled to do so. As UOB has received acceptances of the Offer in respect of not less than 90% of the OUB Shares (other than those already held by UOB, its subsidiaries or nominees of it or its subsidiaries as at the date of the Offer), UOB is entitled to and will exercise the right of compulsory acquisition pursuant to Section 215(1) of the Act.

OTHER STATUTORY DISCLOSURES

As at June 28, 2001, being the date immediately prior to the date of the announcement of UOB's intention to make the Offer, save for the aggregate of 620,000 OUB Shares (representing approximately 0.06% of the issued and paid-up share capital of OUB) owned or controlled by its subsidiaries, neither UOB nor any party acting in concert with UOB owned, controlled or had agreed to acquire any OUB Shares. Since June 29, 2001, neither UOB, its subsidiaries nor any party acting in concert with UOB had acquired or agreed to acquire any OUB Shares, except pursuant to acceptances of the Offer.

As at 6.00 p.m. on the Extended Closing Date, the valid acceptances received by UOB pursuant to the Offer, when taken together with the OUB Shares owned, controlled or agreed to be acquired by UOB, its subsidiaries and parties acting in concert with UOB, represent approximately 98.52% of the issued and paid-up share capital of OUB.

OTHERS

All terms and references used in this Announcement which are defined or construed in the Offer Document but are not defined or construed in this Announcement shall have the same meaning and construction as defined in the Offer Document.

Issued by
Merrill Lynch (Singapore) Pte. Ltd.

For and on behalf of
United Overseas Bank Limited
September 17, 2001
Singapore

The Directors of UOB (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, and they jointly and severally accept responsibility accordingly.

Merrill Lynch Singapore is acting exclusively as financial adviser to UOB and is not responsible for providing advice in relation to the Offer or any other matter to any person other than UOB.