

DIRECTORS' REPORT

for the financial year ended 31 December 2003

The directors present their report to the members together with the audited consolidated financial statements of the Group for the financial year ended 31 December 2003 and the balance sheet of the Bank at 31 December 2003.

Directors

The directors holding office at the date of this report are:

Mr Wee Cho Yaw
Mr Wee Ee Cheong
Mr Koh Beng Seng
Mr Lee Chin Chuan
Mr Ong Chu Meng
Mr Wong Meng Meng
Mr Sim Wong Hoo
Mr Philip Yeo Liat Kok
Prof Cham Tao Soon

Arrangements to enable directors to acquire shares or debentures

Neither at the end of nor at any time during the financial year was the Bank a party to any arrangement whose object was to enable the directors of the Bank to acquire benefits by means of the acquisition of shares in, or debentures of, the Bank or any other body corporate, other than those issued in connection with the UOB 1999 Share Option Scheme as set out in this report.

Directors' interests in shares and share options

(a) The interests of the directors holding office at the end of the financial year in the share capital of the Bank and related corporations according to the register of directors' shareholdings were as follows:

	Number of ordinary shares of \$1 each			
	Shareholdings registered in the name of directors		Shareholdings in which directors are deemed to have an interest	
	At 31.12.2003	At 1.1.2003	At 31.12.2003	At 1.1.2003
The Bank				
Mr Lee Chin Chuan	538,178	538,178	4,455,443	4,455,443
Mr Ong Chu Meng	302,185	302,185	1,969,850	1,969,850
United Overseas Bank Limited				
Mr Wee Cho Yaw	16,390,248	16,390,248	210,608,142	209,258,142
Mr Wee Ee Cheong	2,794,899	2,794,899	144,985,251	143,985,251
Mr Lee Chin Chuan	—	—	83,727	73,727
Prof Cham Tao Soon	—	—	6,520	4,520
United Overseas Insurance Limited				
Mr Wee Cho Yaw	25,400	25,400	—	—
Overseas Union Securities Limited				
Mr Ong Chu Meng	3,125	3,125	—	—

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Directors' interests in shares and share options (continued)

- (b) According to the register of directors' shareholdings, none of the directors holding office at 31 December 2003 had any interest in the share options in, or debentures of the Bank and related corporations, except as follows:

	Number of unissued ordinary shares of \$1 each under option held by director	
	At 31.12.2003	At 1.1.2003
United Overseas Bank Limited		
Share Options		
Mr Koh Beng Seng	50,000	—

The share options which were granted pursuant to the UOB 1999 Share Option Scheme carry the right to subscribe for new ordinary shares of United Overseas Bank Limited. The exercise price of the share options outstanding at 31 December 2003 is \$11.67 per share.

Directors' contractual benefits

Since the end of the previous financial year, no director has received or become entitled to receive a benefit (other than as disclosed in the consolidated financial statements and in this report) by reason of a contract made by the Bank or a related corporation with the director or with a firm of which he is a member or with a company in which he has a substantial financial interest, except that certain directors received remuneration from related corporations in their capacity as directors and/or executives of those corporations.

Share options

- (a) No options were granted by the Bank or any of its subsidiaries during the financial year to subscribe for unissued shares of the Bank or its subsidiaries.
- (b) No shares were issued during the financial year by virtue of the exercise of options to take up unissued shares of the Bank or its subsidiaries.
- (c) There were no unissued shares under option in respect of the Bank or its subsidiaries as at 31 December 2003.

On behalf of the directors

Wee Cho Yaw
Chairman

Wee Ee Cheong
Deputy Chairman

20 February 2004