

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **Forty-Fifth Annual General Meeting** of members of the Company will be held at the Penthouse of United Overseas Bank Limited, 80 Raffles Place, 61st Storey, UOB Plaza 1, Singapore 048624 on Thursday, 29 April 2004 at 11.30 am to transact the following business:

As Ordinary Business

Resolution 1 To receive the Financial Statements, the Directors' Report and the Auditors' Report for the year ended 31 December 2003.

Resolution 2 To declare a first and final dividend of 2% (2 cents per share) less 20% income tax for the year ended 31 December 2003.

Resolution 3 To approve Directors' fees of \$62,500 for 2003 (2002: \$58,750).

Resolution 4 To appoint Messrs Ernst & Young as auditors of the Company in place of the retiring auditors, Messrs PricewaterhouseCoopers and authorise the Directors to fix their remuneration.

To re-elect the following Directors:

Resolution 5 Mr Koh Beng Seng.

Resolution 6 Mr Philip Yeo Liat Kok.

To pass the following resolution under Section 153(6) of the Companies Act, Cap. 50:

"THAT pursuant to Section 153(6) of the Companies Act, Cap. 50, Mr _____ be and is hereby re-appointed as a Director of the Company to hold such office until the next Annual General Meeting of the Company."

in respect of:-

Resolution 7 Mr Wee Cho Yaw.

Resolution 8 Mr Lee Chin Chuan.

Resolution 9 Mr Ong Chu Meng.

As Special Business

To consider and, if thought fit, pass the following ordinary resolution:

Resolution 10 "THAT pursuant to Section 161 of the Companies Act, Cap. 50, approval be and is hereby given to the Directors to issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution shall not exceed 10 per cent of the issued share capital of the Company for the time being."

Notes to Resolution 4 and 10

Resolution 4 – A shareholder has nominated Messrs Ernst & Young as auditors in place of the retiring auditors, Messrs PricewaterhouseCoopers. A copy of the shareholder's notice is reproduced on the page following this Notice of Annual General Meeting.

Resolution 10 is to enable the Directors to issue shares in the Company (other than on a bonus or rights issue) up to an amount not exceeding 10 per cent of the issued share capital of the Company for the time being. This approval will expire at the conclusion of the next Annual General Meeting. The Directors would only issue shares under this resolution where they consider it appropriate and in the interest of the Company to do so.

By Order of the Board

Mrs Vivien Chan

Secretary

Singapore, 5 April 2004

Notes:

- 1 A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- 2 To be effective, the instrument appointing a proxy, must be deposited at 80 Raffles Place, 4th Storey, UOB Plaza 1, Singapore 048624 (Attention: The Company Secretary), not less than 48 hours before the time set for holding the Meeting.

NOTICE OF NOMINATION OF AUDITORS



United Overseas Bank Limited, Head Office
80 Raffles Place, UOB Plaza, Singapore 048624
Tel (65) 65339898 Fax (65) 65342334
www.uobgroup.com

6 February 2004

The Board of Directors
Far Eastern Bank Limited
Singapore

Dear Sirs

NOTICE OF NOMINATION OF AUDITORS

Pursuant to Section 205 of the Companies Act, Chapter 50 we, United Overseas Bank Limited of 80 Raffles Place, UOB Plaza, Singapore 048624, being a shareholder of Far Eastern Bank Limited ("FEB") hereby nominate Messrs Ernst & Young, Certified Public Accountants, Singapore, of 10 Collyer Quay, #21-01 Ocean Building, Singapore 049315 for appointment as auditors of FEB in place of the retiring auditors, Messrs PricewaterhouseCoopers, at the forthcoming Annual General Meeting of FEB.

Yours faithfully
for UNITED OVERSEAS BANK LIMITED



Kuek Tong Au
Executive Vice President
Corporate Services