

# PROXY FORM

**DBS GROUP HOLDINGS LTD**  
 (Incorporated in the Republic of Singapore)  
 Company Registration Number: 199901152M

**IMPORTANT:**

1. For investors who have used their CPF monies to buy DBS Group Holdings Ltd shares, the annual report is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. For holders of Non-Voting Redeemable Convertible Preference Shares (NVRCPs), the annual report is forwarded to them solely FOR INFORMATION ONLY.
3. This Proxy form is not valid for use by CPF Investors and NVRCPs holders and shall be ineffective for all intents and purposes if used or purported to be used by them.

\*I/We ..... (NRIC/Passport No. .... )  
 of .....  
 being an Ordinary Shareholder(s) of DBS Group Holdings Ltd (the "Company") hereby appoint

NAME	ADDRESS	NRIC/PASSPORT NUMBER	PROPORTION OF SHAREHOLDINGS (%)
*and/or			

or failing \*him/her, the Chairman of the Meeting or such person(s) as he may nominate, as \*my/our proxy/proxies, to vote for \*me/us and on \*my/our behalf and, if necessary, to demand a poll, at the Fourteenth Annual General Meeting of the Company, to be held at **NTUC Auditorium, One Marina Boulevard, Level 7, Singapore 018989** on Monday, 29 April 2013 at 10.00 am and at any adjournment thereof in the following manner:

NO.	RESOLUTIONS	FOR	AGAINST
<b>Ordinary Business</b>			
1	Adoption of Report and Accounts		
2	Declaration of Final Dividend on Ordinary Shares		
3	Declaration of Final Dividend on Non-Voting Redeemable Convertible Preference Shares		
4	Sanction of proposed Directors' Remuneration of SGD 2,923,438 for 2012		
5	Re-appointment of PricewaterhouseCoopers LLP as Auditors		
6	Re-election of Mr Danny Teoh Leong Kay as a Director retiring under Article 95		
7	Re-election of Ms Euleen Goh Yiu Kiang as a Director retiring under Article 95		
8	Re-election of Mr Andre Sekulic as a Director retiring under Article 101		
9	Re-election of Ms Woo Foong Pheng (Mrs Ow) as a Director retiring under Article 101		
<b>Special Business</b>			
10	Authority to issue shares under the DBSH Share Option Plan, and to grant awards and issue shares under the DBSH Share Plan		
11	General authority to issue shares subject to limits		
12	Authority to issue shares pursuant to the DBSH Scrip Dividend Scheme for the FY2012 Final Dividends		
13	Authority to apply DBSH Scrip Dividend Scheme to dividends for FY2013, and to issue shares pursuant thereto		

If you wish to exercise all your votes **For** or **Against**, please tick with "✓". Alternatively, please indicate the number of votes **For** or **Against** each resolution.

The proxy may vote or abstain as the proxy deems fit on any of the above resolutions if no voting instruction is specified, and on any other matter arising at the Annual General Meeting.

As witness \*my/our hand(s) this ..... day of ..... 2013.

No. of Ordinary Shares held	
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.....  
 Signature or Common Seal of Shareholder

**IMPORTANT PLEASE READ NOTES OVERLEAF.**  
 \* delete as appropriate



**NOTES:**

- 1 *Please insert the total number of Ordinary Shares held by you. If you have Ordinary Shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), you should insert that number of Ordinary Shares. If you have Ordinary Shares registered in your name in the Register of Members, you should insert that number of Ordinary Shares. If you have Ordinary Shares entered against your name in the Depository Register and Ordinary Shares registered in your name in the Register of Members, you should insert the aggregate number of Ordinary Shares entered against your name in the Depository Register and registered in your name in the Register of Members.*
  - 2 *A Member entitled to attend and vote at a Meeting of the Company is entitled to appoint a proxy or two proxies to attend and vote instead of him.*
  - 3 *Where a Member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy.*
  - 4 *The Instrument appointing a proxy must be deposited at the Company's office at **12 Marina Boulevard, Marina Bay Financial Centre Tower 3, Level 12, Singapore 018982 (Attention to: Group Secretariat)** at least 48 hours before the time for holding the Meeting.*
  - 5 *The Instrument appointing the proxy or proxies must be under the hand of the appointer or of his attorney duly authorised in writing. Where the Instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.*
  - 6 *A corporation which is a Member may, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore, authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Annual General Meeting.*
  - 7 *The Company shall be entitled to reject the Instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the Instrument appointing a proxy or proxies. In addition, in the case of members whose Ordinary Shares are entered against their names in the Depository Register, the Company may reject any Instrument appointing a proxy or proxies lodged if such Members are not shown to have Ordinary Shares entered against their names in the Depository Register 48 hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.*
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