

# Proxy form

## DBS GROUP HOLDINGS LTD

(Incorporated in the Republic of Singapore)  
Company Registration Number: 199901152M

### IMPORTANT:

1. Relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50) may appoint more than two proxies to attend, speak and vote at the Annual General Meeting.
2. This Proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by CPF/SRS Investors who hold ordinary shares through their CPF/SRS funds. CPF/SRS investors should contact their respective Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies.
3. By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 30 March 2016.

### Annual General Meeting

\*I / We \_\_\_\_\_ (NRIC / Passport / Co. Reg No. \_\_\_\_\_)  
of \_\_\_\_\_

being an Ordinary Shareholder of DBS Group Holdings Ltd (the "Company") hereby appoint

Name	Address	NRIC/Passport number	Proportion of shareholdings (%)

\*and/or

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as \*my/our proxy/proxies, to attend, speak and vote for \*me/us and on \*my/our behalf, at the Seventeenth Annual General Meeting of the Company, to be held at Marina Bay Sands Expo and Convention Centre, Level 3, Heliconia Main ballroom, 10 Bayfront Avenue, Singapore 018956 on Thursday, 28 April 2016 at 10.00 am and at any adjournment thereof in the following manner:

No.	Ordinary Resolutions	For	Against
<b>Ordinary Business</b>			
1	Adoption of Director's Statement, audited Financial Statements and Auditor's Report		
2	Declaration of Final Dividend on Ordinary Shares		
3	Approval of proposed Directors' remuneration of SGD 3,688,541 for FY2015		
4	Re-appointment of PricewaterhouseCoopers LLP as Auditor		
5	Re-election of Ms Euleen Goh as a Director retiring under Article 95		
6	Re-election of Mr Danny Teoh as a Director retiring under Article 95		
7	Re-election of Mr Piyush Gupta as a Director retiring under Article 95		
8	Re-appointment of Mr Nihal Vijaya Devadas Kaviratne CBE as a Director		
<b>Special Business</b>			
9	Authority to grant awards and issue shares under the DBSH Share Plan		
10	General authority to issue shares subject to limits		
11	Authority to issue shares pursuant to the DBSH Scrip Dividend Scheme for the FY2015 Final Dividend		
12	Authority to apply the DBSH Scrip Dividend Scheme to dividends for FY2016, and to issue shares pursuant thereto		
13	Approval of the proposed renewal of the Share Purchase Mandate		
<b>Special Resolution</b>			
14	Approval of the adoption of new Constitution		

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.

Voting will be conducted by poll.

As witness \*my/our hand(s) this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

No. of Ordinary  
Shares held

Signature or Common Seal of Shareholder

IMPORTANT PLEASE READ NOTES OVERLEAF.  
\* delete as appropriate

**Notes:**

- 1 Please insert the total number of ordinary shares ("Ordinary Shares") held by you. If you have Ordinary Shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of Ordinary Shares. If you have Ordinary Shares registered in your name in the Register of Members (maintained by or on behalf of the Company), 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.
- 2 (a) A member of the Company ("Member") who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at a Meeting of the Company. Where such Member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.  
  
(b) A Member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at a Meeting of the Company, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Shareholder. Where such Member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.  
  
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.
- 3 The Instrument appointing a proxy or proxies must be deposited at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte Ltd) at **80 Robinson Road, #11-02, Singapore 068898** at least 48 hours before the time for holding the Meeting.
- 4 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.
- 5 A corporation which is a Member may, in accordance with Section 179 of the Companies Act, Chapter 50, 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.
- 6 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 72 hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.