

Notice of Annual General Meeting

DBS GROUP HOLDINGS LTD

(Incorporated in the Republic of Singapore)
Company Registration No.: 199901152M

To: All shareholders of DBS Group Holdings Ltd

NOTICE IS HEREBY GIVEN that the 20th Annual General Meeting of the shareholders of DBS Group Holdings Ltd (the "Company" or "DBSH") will be held at Marina Bay Sands Expo and Convention Centre, Level 4, Roselle and Simpor Ballrooms, 10 Bayfront Avenue, Singapore 018956 on Thursday, 25 April 2019 at 2.00 pm to transact the following business:

Routine Business	Ordinary Resolution No.
To receive and adopt the Directors' Statement and Audited Financial Statements for the year ended 31 December 2018 and the Auditor's Report thereon.	Resolution 1
To declare a one-tier tax exempt Final Dividend of 60 cents per ordinary share for the year ended 31 December 2018. [2017: Final Dividend of 60 cents per ordinary share, one-tier tax exempt and Special Dividend of 50 cents per ordinary share, one-tier tax exempt]	Resolution 2
To approve the amount of SGD 4,580,005 proposed as Directors' remuneration for the year ended 31 December 2018. [2017: SGD 3,637,702]	Resolution 3
To re-appoint Messrs PricewaterhouseCoopers LLP as Auditor of the Company and to authorise the Directors to fix its remuneration.	Resolution 4
To re-elect the following Directors, who are retiring under article 99 of the Company's Constitution and who, being eligible, offer themselves for re-election: <ul style="list-style-type: none"> (a) Ms Euleen Goh Yiu Kiang (b) Mr Danny Teoh Leong Kay (c) Mr Nihal Vijaya Devadas Kaviratne CBE <p><i>Key information on Ms Goh, Mr Teoh and Mr Kaviratne can be found on pages 198 to 200 and 218 to 222 of the 2018 Annual Report.</i></p>	Resolution 5 Resolution 6 Resolution 7
To re-elect the following Directors, who are retiring under article 105 of the Company's Constitution and who, being eligible, offer themselves for re-election: <ul style="list-style-type: none"> (a) Dr Bonghan Cho (b) Mr Tham Sai Choy <p><i>Key information on Dr Cho and Mr Tham can be found on pages 197, 201 and 218 to 222 of the 2018 Annual Report.</i></p>	Resolution 8 Resolution 9
Special Business	Ordinary Resolution No.
To consider and, if thought fit, to pass the following Resolutions which will be proposed as ORDINARY RESOLUTIONS:	
That authority be and is hereby given to the Directors of the Company to: <ul style="list-style-type: none"> (a) (i) issue shares of the Company ("shares") whether by way of rights, bonus or otherwise; and/ or (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares, <p>at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and</p>	Resolution 10

Special Business	Ordinary Resolution No.
<p>(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,</p> <p>provided that:</p> <p>(1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company (as calculated in accordance with paragraph (2) below), of which the aggregate number of shares to be issued other than on a <i>pro rata</i> basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall be less than 10% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company (as calculated in accordance with paragraph (2) below);</p> <p>(2) (subject to such manner of calculation and adjustments as may be prescribed by the Singapore Exchange Securities Trading Limited (“SGX-ST”) for the purpose of determining the aggregate number of shares that may be issued under paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time this Resolution is passed, after adjusting for:</p> <p>(i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and</p> <p>(ii) any subsequent bonus issue, consolidation or subdivision of shares,</p> <p>and, in paragraph (1) above and this paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;</p> <p>(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and</p> <p>(4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.</p>	
<p>That authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of new ordinary shares of the Company as may be required to be allotted and issued pursuant to the DBSH Scrip Dividend Scheme.</p>	<p>Resolution 11</p>
<p>That:</p> <p>(a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 (the “Companies Act”), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares of the Company (“Ordinary Shares”) not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:</p> <p>(i) market purchase(s) on the Singapore Exchange Securities Trading Limited (“SGX-ST”) and/ or any other securities exchange on which the Ordinary Shares may for the time being be listed and quoted (“Other Exchange”); and/ or</p> <p>(ii) off-market purchase(s) (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,</p> <p>and otherwise in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be, Other Exchange as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “Share Purchase Mandate”);</p> <p>(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:</p> <p>(i) the date on which the next Annual General Meeting of the Company is held;</p> <p>(ii) the date by which the next Annual General Meeting of the Company is required by law to be held; and</p>	<p>Resolution 12</p>

Special Business	Ordinary Resolution No.
<p>(iii) the date on which purchases and acquisitions of Ordinary Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;</p> <p>(c) in this Resolution:</p> <p>“Average Closing Price” means the average of the closing market prices of an Ordinary Share over the last five market days on which transactions in the Ordinary Shares on the SGX-ST or, as the case may be, Other Exchange were recorded, immediately preceding the date of the market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted, in accordance with the listing rules of the SGX-ST, for any corporate action that occurs after the relevant five-day period;</p> <p>“date of the making of the offer” means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Ordinary Shares from Shareholders, stating therein the purchase price (which shall not be more than the Maximum Price calculated on the basis set out below) for each Ordinary Share and the relevant terms of the equal access scheme for effecting the off-market purchase;</p> <p>“Maximum Percentage” means that number of issued Ordinary Shares representing 2% of the issued Ordinary Shares as at the date of the passing of this Resolution (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST)); and</p> <p>“Maximum Price” in relation to an Ordinary Share to be purchased or acquired, means the purchase price (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not exceed:</p> <p>(i) in the case of a market purchase of an Ordinary Share, 105% of the Average Closing Price of the Ordinary Shares; and</p> <p>(ii) in the case of an off-market purchase of an Ordinary Share, 105% of the Average Closing Price of the Ordinary Shares; and</p> <p>(d) the Directors of the Company and/ or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/ or he may consider expedient or necessary to give effect to the transactions contemplated and/ or authorised by this Resolution.</p>	
<p>That:</p> <p>(a) pursuant to Rule 14.1 of the Rules of the DBSH Share Plan (the “Plan”) and further to the Ordinary Resolutions passed by the Company in General Meeting on 21 April 2003 and 8 April 2009, the extension of the duration of the Plan for a further period of 10 years from 18 September 2019 up to 17 September 2029 (both dates inclusive) be and is hereby approved;</p> <p>(b) the Amended and Restated Rules of the DBSH Share Plan set out in Appendix 1 to the Letter to Shareholders dated 28 March 2019 (the “Letter”), incorporating the alterations to the Plan as described in the Letter, be and are hereby approved and adopted in substitution for, and to the exclusion of, the existing Rules of the Plan; and</p> <p>(c) authority be and is hereby given to the Directors of the Company to offer and grant awards in accordance with the provisions of the Plan (as altered) and to allot and issue from time to time such number of ordinary shares of the Company (“Ordinary Shares”) as may be required to be issued pursuant to the vesting of awards under the Plan (as altered), provided that:</p> <p>(i) the aggregate number of new Ordinary Shares issued and/ or to be issued pursuant to the Plan (as altered) shall not exceed 5% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time; and</p> <p>(ii) the aggregate number of new Ordinary Shares under awards to be granted pursuant to the Plan (as altered) during the period commencing from the date of this Annual General Meeting of the Company and ending on the date of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier, shall not exceed 1% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time,</p> <p>and in this Resolution, “subsidiary holdings” has the meaning given to it in the Listing Manual of the Singapore Exchange Securities Trading Limited.</p>	<p>Resolution 13</p>
<p>That subject to and contingent upon the passing of Resolution 13:</p> <p>(a) the California sub-plan (the “California Sub-Plan”) to the DBSH Share Plan (as altered) (the “Plan”) set out in Appendix 2 to the Letter to Shareholders dated 28 March 2019 be and is hereby approved and adopted; and</p>	<p>Resolution 14</p>

(b) authority be and is hereby given to the Directors of the Company to offer and grant awards and to allot and issue from time to time such number of ordinary shares of the Company as may be required to be issued pursuant to the vesting of such awards, to participants who are residents of the state of California in the United States of America, in accordance with the provisions of the Plan (as altered) and the California Sub-Plan.

By Order of the Board

Teoh Chia-Yin (Ms)

Group Secretary
DBS Group Holdings Ltd

28 March 2019
Singapore

Notes:

1. (a) *A member of the Company who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. 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 of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. 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.

2. *A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.*
3. *A proxy need not be a member of the Company.*
4. *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 72 hours before the time for holding the Annual General Meeting.*

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/ or representative(s) to attend, speak and vote at the Annual General Meeting and/ or any adjournment thereof, a member of the Company (i) consents to the collection, use and

disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/ or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/ or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/ or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/ or representative(s) for the Purposes, and (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request.

Explanatory notes

Routine Business

**Ordinary Resolution 2:
Declaration of final dividend on ordinary shares**

Resolution 2 is to approve the declaration of a final dividend of 60 cents per ordinary share. Please refer to page 91 of the Capital Management and Planning section in the 2018 Annual Report for an explanation of DBSH's dividend policy.

**Ordinary Resolution 3:
Directors' remuneration for 2018**

Resolution 3 is to approve the payment of an aggregate amount of SGD 4,580,005 as Directors' remuneration for the non-executive Directors of the Company for the year ended 31 December 2018. If approved, each of the non-executive Directors (with the exception of Mrs Ow Foong Pheng) will receive 70% of his or her Directors' fees in cash and 30% of his or her Directors' fees in the form of share awards granted pursuant to the DBSH Share Plan (which is proposed to be extended and altered pursuant to Resolution 13). The share awards will not be subject to a vesting period, but will be subject to a selling moratorium whereby each non-executive Director will be required to hold the equivalent of one year's basic retainer for the duration of his or her tenure as a Director, and for one year after the date he or she steps down as a Director. The actual number of shares to be awarded will be determined by reference to the volume-weighted average price of a share on the SGX-ST over the 10 trading days immediately prior to (and excluding) the date of the forthcoming Annual General Meeting, rounded down to the nearest share, and any residual balance will be paid in cash. The Director's fees for Mrs Ow Foong Pheng will be paid in cash to a government agency, the Directorship & Consultancy Appointments Council. Please refer to pages 42 and 56 of the Corporate Governance Report in the 2018 Annual Report for more details on the non-executive Directors' remuneration for 2018.

Ordinary Resolutions 5, 6 and 7: Re-election of Directors retiring under article 99

- (a) Ms Euleen Goh Yiu Kiang, upon re-election as a Director of the Company, will remain as Chairperson of the Board Risk Management Committee, and as a member of the Compensation and Management Development Committee. Ms Goh is a non-executive Director and has no management or business relationships with the Company. Ms Goh is considered non-independent as she has served as a Director of the Company for more than 9 years.
- (b) Mr Danny Teoh Leong Kay, upon re-election as a Director of the Company, will remain as Chairman of the Audit Committee, and as a member of each of the Board Risk Management Committee and Nominating Committee, and will be considered independent. Mr Teoh, who will have served as an independent Director beyond 9 years by the end of September 2019, will be re-designated as a non-executive and non-independent Director with effect from 1 October 2019.
- (c) Mr Nihal Vijaya Devadas Kaviratne CBE, upon re-election as a Director of the Company, will remain as a member of each of the Board Risk Management Committee and Compensation and Management Development Committee, and will be considered independent.

Ordinary Resolutions 8 and 9: Re-election of Directors retiring under article 105

- (a) Dr Bonghan Cho, upon re-election as a Director of the Company, will remain as a member of each of the Audit Committee and Nominating Committee, and will be considered independent.
- (b) Mr Tham Sai Choy, upon re-election as a Director of the Company, will remain as a member of each of the Audit Committee and Board Risk Management Committee, and will be considered independent.

Special Business

Ordinary Resolution 10: Share Issue Mandate

Resolution 10 is to empower the Directors to issue shares of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding in total 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company, of which the number of shares that may be issued other than on a *pro rata* basis to shareholders must be less than 10% of the total number of issued shares (excluding treasury shares and subsidiary holdings). For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time that Resolution 10 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Resolution 10 is passed, and (b) any subsequent bonus issue, consolidation or subdivision of shares. As at 1 March 2019 (the "Latest Practicable Date"), the Company had 5,664,500 treasury shares and no subsidiary holdings.

Ordinary Resolution 11: DBSH Scrip Dividend Scheme

Resolution 11 is to authorise the Directors, should they choose to apply the DBSH Scrip Dividend Scheme (the "Scheme") to a qualifying dividend, to issue such number of new ordinary shares of the Company as may be required to be issued pursuant to the Scheme to members who, in respect of a qualifying dividend, have elected to receive scrip in lieu of the cash amount of that qualifying dividend. If the Directors should decide to apply the Scheme to a qualifying dividend, the current intention is that no discount will be given for the scrip shares.

Ordinary Resolution 12: Renewal of the Share Purchase Mandate

Resolution 12 is to renew the mandate to allow the Company to purchase or otherwise acquire its issued ordinary shares, on the terms and subject to the conditions set out in the Resolution.

The Company intends to use its internal sources of funds to finance its purchase or acquisition of the ordinary shares of the Company ("Ordinary Shares"). The amount of financing required for the Company to purchase or acquire its Ordinary Shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice as these will depend on whether the Ordinary Shares are purchased or acquired out of capital or profits, the number of Ordinary Shares purchased or acquired and the price at which such Ordinary Shares were purchased or acquired.

Based on the existing issued and paid-up Ordinary Shares as at the Latest Practicable Date and excluding any Ordinary Shares held in treasury, the purchase by the Company of 2% of its issued Ordinary Shares will result in the purchase or acquisition of 51,165,438 Ordinary Shares.

Assuming that the Company purchases or acquires 51,165,438 Ordinary Shares at the Maximum Price, in the case of both market and off-market purchases, of SGD 26.32 for one Ordinary Share (being the price equivalent to 5% above the average closing prices of the Ordinary Shares traded on the SGX-ST over the last five market days on which transactions were recorded immediately preceding the Latest Practicable Date), the maximum amount of funds required is approximately SGD 1.3 billion.

The financial effects of the purchase or acquisition of such Ordinary Shares by the Company pursuant to the proposed Share Purchase Mandate on the financial statements of the Group and the Company for the financial year ended 31 December 2018 based on these and other assumptions are set out in paragraph 2.7 of the Letter to Shareholders dated 28 March 2019 (the "Letter").

Please refer to the Letter for further details.

**Ordinary Resolution 13:
Extension of, and alterations to,
the DBSH Share Plan**

Resolution 13 is to approve the extension of, and alterations to, the DBSH Share Plan, which is due to expire on 17 September 2019. The rationale for the proposed extension of the DBSH Share Plan and summary of the principal alterations to the DBSH Share Plan are set out in paragraphs 3.2 and 3.3 of the Letter, respectively.

If passed, Resolution 13 will also empower the Directors to offer and grant awards and to allot and issue new Ordinary Shares pursuant to the DBSH Share Plan (as altered), provided that: (a) the maximum number of Ordinary Shares which may be issued under the DBSH Share Plan (as altered) is limited to 5% of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) from time to time; and (b) the aggregate number of new Ordinary Shares under awards which may be granted pursuant to the DBSH Share Plan (as altered) from this Annual General Meeting to the next Annual General Meeting shall not exceed 1% of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) from time to time.

Please refer to the Letter for further details.

**Ordinary Resolution 14:
Adoption of the California Sub-Plan
to the DBSH Share Plan**

Resolution 14 is to approve and adopt the California sub-plan (the "California Sub-Plan") to the DBSH Share Plan (as altered), subject to and contingent upon the passing of Resolution 13. The rationale for the adoption of the California Sub-Plan and summary of the rules of the California Sub-Plan are set out in paragraph 4 of the Letter.

If passed, Resolution 14 will empower the Directors to offer and grant awards and to allot and issue new Ordinary Shares pursuant to the DBSH Share Plan (as altered) to participants who are residents of the state of California in the United

States of America, subject to the terms of the California Sub-Plan, provided that: (a) the maximum aggregate number of Ordinary Shares which may be issued under the California Sub-Plan is limited to 1,000,000 Ordinary Shares, subject to any lower limitations required under the DBSH Share Plan (as altered); (b) the California Sub-Plan will terminate on, and no further awards will be granted under the California Sub-Plan after, the tenth (10th) anniversary of its approval by the Board of Directors of the Company; and (c) the awards granted under the California Sub-Plan will be subject to adjustment upon certain changes in the capitalisation of the Company. In addition, the California Sub-Plan imposes additional restrictions on participants residing in California other than those contemplated under the DBSH Share Plan (as altered).

Please refer to the Letter for further details.

Additional information on Directors seeking re-election

Name of Director	Euleen Goh Yiu Kiang	Nihal Vijaya Devadas Kaviratne CBE
Date of appointment	1 December 2008	29 April 2011
Date of last re-appointment (if applicable)	28 April 2016	28 April 2016
Age	63	74
Country of principal residence	Singapore	India
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	<p>Having served as an Independent Director for more than nine years, Ms Goh was re-designated non-independent under the Banking (Corporate Governance) Regulations 2005 (Banking Regulations) with effect from 1 December 2017.</p> <p>In view of the risk landscape and challenging credit environment, the Board (having considered the Nominating Committee's recommendation and assessment of her background, experience and commitment in the discharge of her duties as a Director of DBS Group Holdings Ltd) agreed that Ms Goh, who is a former banker with strong credit risk expertise and experience, should continue to serve as a Non-Executive Director and as Chairperson of the Board Risk Management Committee.</p>	<p>The Board had considered the Nominating Committee's recommendation and assessment on Mr Kaviratne's background, experience, independence and commitment in the discharge of his duties as a Director of DBS Group Holdings Ltd, and is satisfied that he will continue to contribute to the Board.</p>
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive
Job title (e.g. Lead ID, AC Chairman, AC Member etc.)	<p>Non-Executive and Non-Independent Director</p> <p>Chairperson of the Board Risk Management Committee</p> <p>Member of the Compensation and Management Development Committee</p>	<p>Non-Executive and Independent Director</p> <p>Member of the Board Risk Management Committee</p> <p>Member of the Compensation and Management Development Committee</p>
Professional qualifications	<p>Fellow – Institute of Singapore Chartered Accountants</p> <p>Associate – Institute of Chartered Accountants in England and Wales</p> <p>Associate – The London Institute of Banking & Finance, UK</p> <p>Member – Chartered Institute of Taxation, UK</p> <p>Fellow – Singapore Institute of Directors</p>	<p>Bachelor of Arts (Honours), Economics, Bombay University, India</p>
Working experience and occupation(s) during the past 10 years	<p>Ms Goh held various senior management positions in Standard Chartered Bank (SCB) for some 21 years before she retired as the Chief Executive Officer of SCB, Singapore in March 2006.</p> <p>Ms Goh currently serves as an Independent Director/ Chairman of various companies. Please refer to her present directorships provided below for further information.</p>	<p>Mr Kaviratne's career with the Unilever Group spanned over 40 years during which he held various senior level management positions in sales, marketing, brand and strategic planning and development, and as Chairman, CEO and Independent Director in a span of organisations across Asia, Europe and Latin America. He retired from Unilever in 2005.</p> <p>Mr Kaviratne currently serves as an Independent Director/ Chairman of various companies. Please refer to his present directorships provided below for further information.</p>

Danny Teoh Leong Kay	Bonghan Cho	Tham Sai Choy
1 October 2010	26 April 2018	3 September 2018
28 April 2016	Not applicable	Not applicable
63	54	59
Singapore	Republic of Korea	Singapore
The Board had considered the Nominating Committee's recommendation and assessment on Mr Teoh's background, experience, independence and commitment in the discharge of his duties as a Director of DBS Group Holdings Ltd, and is satisfied that he will continue to contribute to the Board.	The Board had considered the Nominating Committee's recommendation and assessment on Dr Cho's background, experience, independence and commitment in the discharge of his duties as a Director of DBS Group Holdings Ltd, and is satisfied that he will continue to contribute to the Board.	The Board had considered the Nominating Committee's recommendation and assessment on Mr Tham's background, experience, independence and commitment in the discharge of his duties as a Director of DBS Group Holdings Ltd, and is satisfied that he will continue to contribute to the Board.
Non-Executive	Non-Executive	Non-Executive
Non-Executive and Independent Director Chairman of Audit Committee Member of Nominating Committee Member of Board Risk Management Committee	Non-Executive and Independent Director Member of the Audit Committee Member of the Nominating Committee	Non-Executive and Independent Director Member of the Audit Committee Member of the Board Risk Management Committee
Associate Member – Institute of Chartered Accountants in England and Wales Diploma in Accounting – Newcastle-upon-Tyne Polytechnic, England	Bachelor of Science in Computer Science and Statistics, Seoul National University Ph.D and MS in Computer Science, specialising in Artificial Intelligence, University of Southern California	Bachelor of Arts (Honours) in Economics, University of Leeds, UK Fellow – Institute of Chartered Accountants in England and Wales – Institute of Singapore Chartered Accountants – Singapore Institute of Directors
KPMG LLP, Singapore 2005 to 2010: Managing Partner Mr Teoh currently serves as an Independent Director/ Chairman of various companies. Please refer to his present directorships provided below for further information.	January 2014 to December 2015 Executive Vice President & Chief Innovation Officer, Samsung Fire & Marine Insurance, Seoul, Korea April 2008 to December 2013 Group Deputy Chief Executive Officer & Chief Information Officer, Hana Financial Holdings, Seoul, Korea April 2008 to December 2013 President & Chief Executive Officer, Hana INS, Seoul, Korea August 2004 to December 2011 Senior Executive Vice President & Chief Information Officer, Hana Bank, Seoul, Korea 2001 to 2004 Chief Technology Officer & General Manager of Next Generation System, KB Kookmin Bank, Seoul, Bank	KPMG Singapore from 1 October 1990 to 31 July 2017, including: Head of Audit – 2005 to 2010 Managing Partner – 2010 to 2016 Head of Audit, KPMG Asia Pacific – 2007 to 2010 Chairman, KPMG Asia Pacific – 2013 to 2017

Name of Director	Euleen Goh Yiu Kiang	Nihal Vijaya Devadas Kaviratne CBE
Shareholding interest in the listed issuer and its subsidiaries	Yes 54,414 ordinary shares in DBS Group Holdings Ltd 3,000 DBS Bank Ltd. 4.7% preference shares	Yes 33,768 ordinary shares in DBS Group Holdings Ltd
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/ or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Nil	Nil
Conflict of interest (including any competing business)	Nil	Nil
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments* Including Directorships		
* "Principal Commitments" has the same meaning as defined in the Code.		
Past (for the last 5 years)	<ol style="list-style-type: none"> NorthLight School, Chairman, Board of Governors Singapore Chinese Girls' School, Chairman Singapore International Foundation, Chairman, Board of Governors Cinnamon College, National University of Singapore, Rector NUS Business School, Member, Management Advisory Board 	<ol style="list-style-type: none"> Akzo Nobel India Limited, Chairman SATS Ltd, Director TVS Motor (Singapore) Pte. Limited, Director PT TVS Motor Company, President Commissioner Wildlife Reserves Singapore Pte Ltd, Director
Present	<p>Other listed companies:</p> <ol style="list-style-type: none"> CapitaLand Limited, Director Royal Dutch Shell PLC, Director SATS Ltd, Chairman <p>Other principal commitments:</p> <ol style="list-style-type: none"> DBS Bank Ltd., Director DBS Foundation Ltd., Chairman Singapore Health Services Pte Ltd, Director Singapore Institute of Management, Chairman, Governing Council Temasek Trustees Pte Ltd (the Trustee of Temasek Trust), Director 	<p>Other listed companies:</p> <ol style="list-style-type: none"> GlaxoSmithKline Pharmaceuticals Ltd, Director Olam International Limited, Director StarHub Ltd, Lead Independent Director <p>Other principal commitments:</p> <ol style="list-style-type: none"> DBS Bank Ltd., Director DBS Foundation Ltd., Director Caraway Pte. Ltd., Chairman Bain & Company SE Asia, Inc, Member, Advisory Board for Southeast Asia/ Indonesia McKinsey & Company, Inc, Member, Corporate Resilience Advisory Council The Department for International Development (DFID), Member, UK Government's DFID Private Sector Portfolio Advisory Committee for India

Danny Teoh Leong Kay	Bonghan Cho	Tham Sai Choy
Yes 60,825 ordinary shares in DBS Group Holdings Ltd (Direct and deemed interests)	No	Yes 88,000 ordinary shares in DBS Group Holdings Ltd
Nil	Nil	Nil
Nil	Nil	Nil
Yes	Yes	Yes
<ol style="list-style-type: none"> CapitaLand Mall Trust Management Limited (the Manager of CapitaLand Mall Trust), Chairman JTC Corporation, Board Member Singapore Olympic Foundation, Director 	Nil	<ol style="list-style-type: none"> Singapore Accountancy Commission KPMG LLP and related partnerships and companies in Singapore Armoire Ante Pte. Ltd. KPMG Resources Sdn. Bhd. (Malaysia) KPMG International Resource Limited (Cayman Islands) KPMG Asia Pacific Limited (BVI) KPMG International Cooperative (Switzerland) PT KPMG Siddharta Advisory (Indonesia) PT KPMG Infrastructure Advisory (Indonesia)
<p>Other listed companies:</p> <ol style="list-style-type: none"> Keppel Corporation Limited, Director M1 Limited, Chairman <p>Other principal commitments:</p> <ol style="list-style-type: none"> DBS Bank Ltd., Director DBS Bank (China) Limited, Director DBS Bank (Taiwan) Ltd, Director DBS Foundation Ltd., Director Ascendas-Singbridge Pte. Ltd., Director Changi Airport Group (Singapore) Pte Ltd, Director 	<p>Other principal commitments:</p> <ol style="list-style-type: none"> DBS Bank Ltd., Director Equalkey Corporation, Founder & Chief Executive Officer AMO Labs Pte. Ltd., Member, Advisory Board 	<p>Other principal commitments:</p> <ol style="list-style-type: none"> DBS Bank Ltd., Director Singapore Institute of Directors, Chairman Accounting and Corporate Regulatory Authority, Board Member Housing and Development Board, Board Member Nanyang Polytechnic, Board Member Mount Alvernia Hospital, Director Singapore International Arbitration Centre, Director

Name of Director	Euleen Goh Yiu Kiang	Nihal Vijaya Devadas Kaviratne CBE	
	Danny Teoh Leong Kay	Bonghan Cho	Tham Sai Choy
Information required			
Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given.			
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No		
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No		
(c) Whether there is any unsatisfied judgment against him?	No		
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No		
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No		
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No		
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No		
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No		
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No		
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:–			
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No		
(ii) any entity (not being a corporation) which has been investigated for a breach for any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No		
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No		
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,	No		
in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?			
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No		