

GDS GLOBAL LIMITED

(Incorporated in the Republic of Singapore)
Company Registration No. 201217895H

IMPORTANT:

1. The Extraordinary General Meeting (the "EGM") of GDS Global Limited (the "Company") will be held on 1 July 2024 at 10.00 a.m. (Singapore time) at 86 International Road Singapore 629176, Level 3.
2. An investor who holds shares under the Supplementary Retirement Scheme (the "SRS Investor") (as may be applicable) may attend and cast their vote(s) at the EGM in person if they are appointed as proxies by their respective SRS Operators, and should contact their respective SRS Operators if they have any queries regarding their appointment as proxies. Alternatively, SRS Investors may appoint the Chairman of the Meeting as proxy to vote on their behalf at the EGM, in which case they should approach their respective SRS Operators to submit their votes at least seven (7) Business Days before the EGM (i.e. **by 10.00 a.m. (Singapore time) on 20 June 2024**), and such SRS Investors shall be precluded from attending the EGM.
3. This Proxy Form is not valid for use by SRS Investors and shall be ineffective for all intents and purported to be used by them.

*I/We _____ NRIC/Passport/Co. Registration No. _____

of _____

being *a member/members of **GDS GLOBAL LIMITED** hereby appoint

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	(%)
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	(%)
Address			

or failing the person, or either or both of the persons referred to above, the Chairman of the EGM as *my/our *proxy/proxies to attend, speak or vote on *my/our behalf at the EGM of the Company to be held at 86 International Road Singapore 629176, Level 3 on 1 July 2024 at 10.00 a.m. (Singapore time) and at any adjournment thereof.

*I/We have directed *my/our proxy/proxies to vote for or against the resolutions to be proposed at the EGM as indicated hereunder. If no specific directions as to voting or abstentions from voting are given, the *proxy/proxies may vote or abstain from voting at *his/their discretion, as *he/they will on any other matters arising at the EGM and/or at any adjournment thereof (except where the Chairman of the EGM is appointed as my proxy, in which case the appointment of the Chairman of the EGM as my proxy for the resolution will be treated as invalid).

Voting would be conducted by poll. Please indicate your vote "For" or "Against" with a tick [✓] within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing the Chairman not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.

No.	Ordinary Resolutions Relating To	For	Against	Abstain
1.	To approve the Proposed Rights Cum Warrants Issue.			
2.	To approve the Proposed GDS PSP.			
3.	To approve the Proposed GDS ESOS.			
4.	To approve the Proposed GDS ESOS Discount.			
5.	To approve the Proposed Participation of Mr. Tang Hee Sung in the GDS PSP.			
6.	To approve the Proposed Participation of Mr. Tang Hee Sung in the GDS ESOS.			
7.	To approve the Proposed Adoption of the Share Buyback Mandate.			

*Delete where applicable

All capitalised terms used in this Proxy Form which are not defined herein shall unless the context otherwise requires have the same meanings ascribed to them in the Company's Circular to Shareholders dated 14 June 2024 (including any supplements and modifications thereto).

Dated this _____ day of _____ 2024

Total Number of Shares Held

Signature(s) of Shareholder(s)
or Common Seal of Corporate Shareholder

IMPORTANT
PLEASE READ NOTES OVERLEAF

Notes:

1. This Proxy Form may be downloaded from SGXNet at the URL: <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL: <http://www.gdsglobal.com.sg>.
2. (a) A member (who is not a relevant intermediary) entitled to attend, speak and vote at the EGM is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her stead. Where such member's Proxy Form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in this Proxy Form (expressed as a percentage of a whole). If no percentage is specified, the first named proxy shall be deemed to represent 100 per cent of the shareholdings and the second named proxy shall be deemed to be an alternate to the first named proxy.
(b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies, 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 Proxy Form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in this Proxy Form. In such event, the relevant intermediary shall submit a list of its proxies setting out number and class of shares in relation to which each proxy has been appointed together with the information required in this Proxy Form to the Company.
3. "Relevant intermediary" has the meaning ascribed to it in section 181(6) of the Act, being either:
 - (a) a banking corporation licensed under the Banking Act 1970, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital market services license to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
 - (c) the Central Provident Fund ("CPF") Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.
4. A proxy need not be a member of the Company. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. This Proxy Form must be submitted to the Company in the following manner: (a) if submitted electronically, be submitted via email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at srs.proxy@boardroomlimited.com; or (b) if submitted by post, be lodged with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632, **in each case, by 10.00 a.m. (Singapore time) on 28 June 2024 (not less than 72 hours before the time appointed for holding the EGM).**
6. A member who wishes to submit an instrument appointing a proxy(ies) by post or via email can download a copy of this Proxy Form from the Company's website and SGXNet, and complete and sign this Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
7. Subject to note 11, completion and return of this Proxy Form does not preclude a member from attending, speaking and voting at the EGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the EGM in person and, in such event, the Company reserves the right to refuse to admit any person or persons appointed under this Proxy Form, to the EGM.
8. This Proxy Form must, if submitted by post or electronically via email, be signed under the hand of the appointor or of his/her attorney duly authorised in writing. Where this Proxy Form is executed by a corporation, it must, if submitted by post or electronically via email, be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
9. Where this Proxy Form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if this Proxy Form is submitted by post, be lodged with this Proxy Form or, if this Proxy Form is submitted electronically via email, be emailed with this Proxy Form, failing which this Proxy Form may be treated as invalid.
10. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act 1967 of Singapore, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
11. SRS Investors: (a) may attend and cast their vote(s) at the EGM in person if they are appointed as proxies by their respective SRS Operators, and should contact their respective SRS Operators if they have any queries regarding their appointment as proxies; or (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the EGM, in which case they should approach their respective SRS Operators to submit their votes at least seven (7) Business Days before the EGM (i.e. by **10.00 a.m. (Singapore time) on 20 June 2024**), and such SRS Investors shall be precluded from attending the EGM.
12. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on this Proxy Form. In addition, in the case of shares entered in the Depository Register, the Company may reject an Proxy Form if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM (i.e. **10.00 a.m. (Singapore time) on 28 June 2024**), as certified by CDP to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and vote thereat unless his/her/its name appears on the Depository Register 72 hours before the time appointed for the EGM.

PERSONAL DATA PRIVACY:

Where a member of the Company submits a Proxy Form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (b) 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), 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (c) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty. The member's personal data and its proxy(ies)'s and/or representative(s)'s personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes. Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company and/or its proxy(ies) or representative(s) (such as his/her name, his/her presence at the EGM and any questions he/ she may raise or motions he/she proposes/ seconds) may be recorded by the Company for such purpose.