

Notice of Annual General Meeting

Notice is hereby given that the Thirty-Second Annual General Meeting ("32nd AGM") of DKSH Holdings (Malaysia) Berhad (199101021067 (231378-A)) ("the Company") will be held on Friday, May 17, 2024 at 10:00 a.m. at Ballroom I & II, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan to transact the following businesses:

Agenda

As Ordinary Business:

1. To receive the Audited Financial Statements of the Company for the financial year ended December 31, 2023 and the Reports of the Directors and Auditors thereon.

(Refer Note 9)

2. To approve the Directors' fees payable up to an amount of RM 280,000 for the period from May 18, 2024 until the next Annual General Meeting of the Company to be held in 2025.

Ordinary Resolution 1

3. To re-elect Stephen John Ferraby who retires pursuant to Article 105 of the Constitution of the Company.

Ordinary Resolution 2

4. To re-elect Fa'izah Binti Mohamed Amin who retires pursuant to Article 105 of the Constitution of the Company.

Ordinary Resolution 3

5. To re-elect Sandeep Tewari who retires pursuant to Article 101 of the Constitution of the Company.

Ordinary Resolution 4

6. To re-appoint Messrs Ernst & Young PLT as Auditors of the Company for the financial year ending December 31, 2024 and to authorize the Directors to fix their remuneration.

Ordinary Resolution 5

As Special Business:

7. Final Single Tier Dividend

"THAT the payment of a final single tier dividend of 17.0 sen per ordinary share in respect of the financial year ended December 31, 2023 be hereby approved."

Ordinary Resolution 6

8. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

"THAT, subject to the requirements of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries ("DKSH Group") to enter into all arrangements and/or transactions of a revenue or trading nature involving the interests of Directors, major shareholders or persons connected with the Directors and/or major shareholders of DKSH Group ("Related Parties") as specified in Section 2.5(a) of the Circular to Shareholders dated April 18, 2024 ("Proposed Shareholders' Mandate") provided that such arrangements and/or transactions are:

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations; and
- (iii) carried out in the ordinary course of business on normal commercial terms which are consistent with DKSH Group's normal business practices and policies, on terms and price not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

AND THAT such authority conferred by the shareholders of the Company upon passing of this resolution pertaining to the Proposed Shareholders' Mandate will continue to be in force until:

- (i) the conclusion of the next Annual General Meeting of the Company at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed; or
- (ii) the expiration of the period within which the next Annual General Meeting is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) until the authority is revoked or varied by a resolution passed by the shareholders in a general meeting, whichever is the earlier.

AND THAT the Directors of the Company be and are hereby empowered to complete and to do all such acts and things, including executing all such documents as may be required, as they may consider expedient or necessary to give effect to this resolution."

Ordinary Resolution 7

9. To transact any other business of which due notice is given.

Notice of Dividend Entitlement and Payment Dates

Notice is also hereby given that subject to the approval of members at the 32nd AGM of DKSH Holdings (Malaysia) Berhad (199101021067 (231378-A)) ("the Company") to be held on Friday, May 17, 2024, a final single tier dividend of 17.0 sen per share in respect of the financial year ended December 31, 2023 will be paid on July 18, 2024 to shareholders whose names appear in the Record of Depositors of the Company on July 3, 2024.

A Depositor shall qualify for entitlement to the dividend in respect of:

- (i) shares transferred into the Depositor's securities account before 4.30 p.m on July 3, 2024 in respect of transfers; and
- (ii) shares bought on Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of Bursa Securities.

By order of the Board

Serene Lee Huey Fei (LS0009912)
(SSM PC No. 202208000450)
Teo Soh Fung (MAICSA 7046614)
(SSM PC No. 202008001818)

Company Secretaries

Petaling Jaya
April 18, 2024

Notes:

Proxy

- A member of the Company entitled to attend and vote at a general meeting of the Company is entitled to appoint proxy(ies) to attend, vote and speak on such member's behalf. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
- Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each Omnibus Account it holds.
- The instrument appointing a proxy shall:
 - in the case of an individual, be signed by the appointer or by his/her attorney; and
 - in the case of a corporation, be either under its common seal or under the hand of an officer or attorney duly authorised.

4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless the member specifies the proportion of the shareholdings to be represented by each proxy in the instrument appointing the proxies.

5. The instrument appointing the proxy must be deposited at the office of the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, not less than 48 hours before the time appointed for holding the meeting or adjournment thereof; otherwise the instrument of proxy shall not be treated as valid and person so named shall not be entitled to vote in respect thereof. Only original copies of the duly executed form of proxy are acceptable. Alternatively, you may submit the proxy appointment electronically via TIiH Online at <https://tiih.online> before the proxy form cut off time as mentioned above. Kindly refer to the Administrative Guide for further information on the electronic submission of proxy form.

6. The lodging of a form of proxy does not preclude a member from attending and voting in person at the meeting should the member subsequently decide to do so.

Entitlement to attend AGM

7. For the purpose of determining members who shall be entitled to attend the 32nd AGM, only the Company's members whose names appear in the Record of Depositors of the Company maintained by Bursa Malaysia Depository Sdn Bhd on May 10, 2024 shall be entitled to attend the said meeting or appoint proxies to attend, vote and speak on their behalf.

Voting by poll

8. Pursuant to Paragraph 8.29A (1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice will be put to vote by poll.

Audited Financial Statements and the Reports of the Directors and Auditors thereon

9. The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Act for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

Directors' fees

10. Pursuant to Section 230(1) of the Act, fees and benefits payable to Directors of the Company will have to be approved by shareholders at a general meeting. In this respect, the Board has agreed that the shareholders' approval shall be sought at the 32nd AGM on the Directors' fees payable with effect from May 18, 2024 until the next AGM in 2025.

The Directors' fees of an amount up to RM 280,000 are payable to Non-Executive Directors ("NEDs") who are not employed by DKSH group of companies. The Directors' fees are calculated based on the assumption that all the NEDs will remain in office until the next AGM in 2025 and have included additional provisional sum for future increase in directors' fees of NEDs. There is no change in the structure of the proposed Directors' fees for the period from May 18, 2024 until the next AGM in 2025. The Board will seek shareholders' approval at the next AGM in the event the Directors' fees proposed is insufficient.

Re-election of Directors who retire pursuant to Articles 105 and 101 of the Constitution of the Company

11. Stephen John Ferraby, Fa'izah Binti Mohamed Amin and Sandeep Tewari are due for retirement at this 32nd AGM and being eligible, have offered themselves for re-election as Directors of the Company. The abovementioned Directors have met the relevant requirements under the fit and proper assessment and the Nomination and Remuneration Committee had assessed that each individual Director was fit and proper to continue to hold the position as a Director of the Company. The Nomination and Remuneration Committee is also of the view that Sandeep Tewari who was recently appointed to the Board on October 16, 2023, would be able to provide valuable contributions to the Company based on his qualification, skills and experience. Premised on the satisfactory outcome of the assessments, the Board has considered the Nomination and Remuneration Committee's evaluation of the eligibility of the three retiring Directors and is satisfied that they will continue to bring their knowledge, experience and skills and contribute effectively to the Board's discussions, deliberations and decisions.

Re-appointment of Auditors

12. Messrs Ernst & Young PLT ("EY"), the auditors of the Company have expressed their willingness to continue in office as auditors of the Company for the financial year ending December 31, 2024. The Board has approved the Audit Committee's recommendation that they be retained having considered relevant feedback on their experience, performance and independence.

Explanatory Note to Special Business:

1. Final Single Tier Dividend

With reference to Section 131 of the Companies Act 2016 ("CA 2016"), a Company may only make a distribution to the shareholders out of profits of the Company available if the Company is solvent. On April 16, 2024, the Board had considered the amount of dividend and decided to recommend the same for the shareholders' approval. The Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made on July 18, 2024 in accordance with the requirements under Section 132(2) and (3) of CA 2016.

2. Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 7, if passed, will renew the authority obtained at the last AGM in 2023 and allow DKSH Group to enter into recurrent related party transactions with DKSH Holding Ltd. and its subsidiaries involving the interests of Directors, major shareholders or persons connected with the Directors and/or major shareholders of DKSH Group, which are of a revenue or trading nature and necessary for DKSH Group's day-to-day operations. Further information on the Proposed Shareholders' Mandate is set out in the Circular to Shareholders dated April 18, 2024.

Statement Accompanying Notice of Thirty-Second Annual General Meeting (pursuant to paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

Stephen John Ferraby is standing for re-election as Director of the Company. His profile is set out as below:

Mr Stephen John Ferraby, aged 59, male, an Australian, was appointed to the Board of DKSH Holdings (Malaysia) Berhad on February 21, 2017 as a Non-Independent Non-Executive Director. On May 24, 2017, he was appointed as a Member of the Nomination Committee of the Company. On May 25, 2017, he was re-designated as the Non-Independent Non-Executive Chairman of DKSH Holdings (Malaysia) Berhad.

On February 19, 2020, the Board of DKSH Holdings (Malaysia) Berhad set up a Remuneration Committee by way of merging with the Nomination Committee and Mr. Ferraby was appointed as a member of the Remuneration Committee. Currently, Mr. Ferraby is the Non-Independent Non-Executive Chairman and a member of the Nomination & Remuneration Committee of the Company.

He graduated with a Bachelor's degree in Commerce (First Class) from the University of Birmingham, United Kingdom and is a Fellow of the Institute of Chartered Accountants in England and Wales.

Mr. Ferraby is currently the Head of Corporate Affairs and Strategic Investments and a member of the Executive Committee of DKSH Holding Ltd., Switzerland, a major shareholder of DKSH Holdings (Malaysia) Berhad. He is also a director of a Commerce Group, which is headquartered in Hong Kong. From 2010 to 2015, he was the CFO of DKSH Thailand Ltd. including two years as President of the organization. From 2008 to 2010, he was the CFO Asia Pacific at CEVA Logistics and before that was CFO and CEO at an Australian private equity sponsored company. From 1995 to 2006, he held various positions at Exel PLC, a UK FTSE 100 company, including Group Head of Internal Audit, European Finance Director and five years as CFO Asia Pacific, based in Singapore from 2001. From 1985 to 1995, he served in the fields of audit, advisory and corporate finance at Ernst & Young in Australia and the United Kingdom.

He does not hold any directorship in other public companies. He does not have any family relationship with any Director and/or major shareholder of DKSH Holdings (Malaysia) Berhad and has no conflict of interest or potential conflict of interest, including interest in any competing business with the Company or its subsidiaries.

He has no convictions for offences within the past five years nor any public sanction or penalty imposed by relevant regulatory bodies during the financial year.

Mr. Ferraby attended all four Board meetings held during the financial year ended December 31, 2023.

Fa'izah binti Mohamed Amin is standing for re-election as Director of the Company. Her profile is set out as below:

Fa'izah binti Mohamed Amin, aged 56, female, a Malaysian, was appointed as an Independent Non-Executive Director and a member of the Audit Committee and Nomination & Remuneration Committee of DKSH Holdings (Malaysia) Berhad on January 1, 2022.

She graduated with a Bachelor of Arts in Political Science from Brock University, Canada. Fa'izah held several high positions as Board Member and Managing Director in large conglomerates and multinational organisations locally and overseas. She presently sits as an Independent Non-Executive Director (INED) in Scicom (MSC) Berhad, Hong Leong Bank Berhad and Cradle Fund Sdn. Bhd.. Fa'izah sits in advisory councils, inclusive of the esteemed American Chambers of Commerce (AMCHAM), providing expertise and foresight in technology and business.

She does not have any family relationship with any Director and/or major shareholder of DKSH Holdings (Malaysia) Berhad and has no conflict of interest or potential conflict of interest, including interest in any competing business with the Company or its subsidiaries.

She has no convictions for offences within the past five years nor any public sanction or penalty imposed by relevant regulatory bodies during the financial year.

Fa'izah attended three Board meetings held during the financial year ended December 31, 2023.

Sandeep is standing for re-election as Director of the Company. His profile is set out as below:

Sandeep Tewari, aged 51, male, an Indian, was appointed to the Board of DKSH Holdings (Malaysia) Berhad on October 16, 2023 as a Non-Independent Executive Director.

He joined DKSH Holding Ltd in July 2020 as Vice President, Healthcare, Cambodia and Laos and subsequently assumed the role of Vice President, Healthcare, Malaysia effective August 1, 2023. In his current role, he is responsible for leading the Healthcare Business Unit in Malaysia and Brunei.

Prior to joining DKSH, he served Allergan India Private Ltd for 7 years and Alcon Laboratories for 16 years wherein he held various roles with increasing responsibility beginning with leadership positions in the overall management of sales strategies and business functions, and rose to the position of Country General Manager and led the Malaysia, Singapore and Brunei businesses within Alcon.

Mr. Tewari is an experienced professional with a successful track record of growing businesses across the medical devices, vision care and pharmaceuticals sectors in India and Southeast Asia. During his professional career, he has a myriad of experiences in turning around businesses for India and Southeast Asia markets.

He sits on the board of several subsidiaries of DKSH Holdings (Malaysia) Berhad and does not hold any directorship in other public companies and listed companies. He does not have any family relationship with any Director and/or major shareholder of DKSH Holdings (Malaysia) Berhad and has no conflict of interest or potential conflict of interest, including interest in any competing business with the Company or its subsidiaries.

He has no convictions for offences within the past five years nor any public sanction or penalty imposed by relevant regulatory bodies during the financial year.

Mr. Tewari attended one Board meeting held during the financial year ended December 31, 2023 upon his appointment to the Board on October 16, 2023.

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) for the purpose of the processing and administration by the Company (or its agents) 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) to comply with any applicable laws, listing 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), 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 (iii) 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.