

Notice of Annual General Meeting

Notice is hereby given that the Twenty-First Annual General Meeting of DKSH Holdings (Malaysia) Berhad (Co. No. : 231378-A) will be held on Tuesday, June 25, 2013 at 10.00 a.m. at Conference Room, Ground Floor, 74 Jalan University, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia to transact the following business:

Agenda

As Ordinary Business:

- To receive the Audited Financial Statements of the Company for the financial year ended December 31, 2012 and the Reports of the Directors and Auditors thereon.

Ordinary Resolution 1

- To approve the payment of a final single tier dividend of 9 sen per ordinary share and a special single tier dividend of 2.5 sen per ordinary share for the financial year ended December 31, 2012.

Ordinary Resolution 2

- To approve the payment of Directors' fees of RM150,000 for the financial year ended December 31, 2012.

Ordinary Resolution 3

- To re-elect James Armand Menezes who retires pursuant to Article 99 of the Company's Articles of Association.

Ordinary Resolution 4

- To re-elect Thon Lek who retires pursuant to Article 99 of the Company's Articles of Association.

Ordinary Resolution 5

- To re-appoint Ernst & Young as Auditors of the Company for the financial year ending December 31, 2013 and to authorize the Directors to fix their remuneration.

Ordinary Resolution 6

As Special Business:

To consider and if thought fit, to pass with or without modifications, the following Resolutions:

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

"THAT, subject to the provisions 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 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), Part A of the Circular to Shareholders dated June 3, 2013 ("Proposed Renewal of Shareholders' Mandate I") provided that such arrangements and/or transactions are:

- recurrent transactions of a revenue or trading nature;
- necessary for the day-to-day operations; and
- 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 not more favourable 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 Renewal of Shareholders' Mandate I will continue to be in force until:

- the conclusion of the next Annual General Meeting of the Company, unless by a resolution passed at that meeting, the authority is renewed; or
- the expiration of the period within which the next Annual General Meeting is required to be held pursuant to section 143(1) of the Companies Act 1965 ("Act") (but must not extend to such extensions as may be allowed pursuant to section 143(2) of the Act); or
- 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

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

"THAT, subject to the provisions 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 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(b), Part A of the Circular to Shareholders dated June 3, 2013 ("Proposed Renewal of Shareholders' Mandate II") provided that such arrangements and/or transactions are:

- recurrent transactions of a revenue or trading nature;
- necessary for the day-to-day operations; and
- 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 not more favourable to 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 Renewal of Shareholders' Mandate II will continue to be in force until:

- the conclusion of the next Annual General Meeting of the Company, unless by a resolution passed at that meeting, the authority is renewed; or
- the expiration of the period within which the next Annual General Meeting is required to be held pursuant to section 143(1) of the Companies Act 1965 ("Act") (but must not extend to such extensions as may be allowed pursuant to section 143(2) of the Act); or
- 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 8

- Proposed new Articles of Association of the Company**

"THAT the proposed new Articles of Association of the Company as set out in the Appendix II of the Circular to Shareholders dated June 3, 2013 be and are hereby approved and adopted, with or without modifications, as the new Articles of Association of the Company in substitution for and to supersede all the existing Articles of Association AND THAT the Directors be and are hereby authorized to do all acts and things and take all steps as may be necessary to give effect to this resolution."

Special Resolution 1

- To transact any other business of an Annual General Meeting for which due notice shall have been given.

By order of the Board

Andre' Chai P'o-Liang (MAICSA 7062103)
Kwan Wai Sin (MAICSA 7035227)
Company Secretaries

Petaling Jaya
June 3, 2013

Notes:

- Only members of the Company whose names appear in the Record of Depositors as at June 17, 2013 will be entitled to attend and vote at the meeting.
- A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two proxies to attend and vote on such member's behalf.
- Where a member appoints more than one proxy to attend and vote at the same meeting, the appointment shall be invalid unless the member specifies the proportion of the holdings to be represented by each proxy.
- A proxy need not be a member of the Company. There is no restriction as to the qualification of the proxy and the provisions of section 149(1)(b) of the Companies Act 1965 shall not apply to the Company.
- A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
- The Proxy Form shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or if the appointer is a corporation, either under its common seal or under the hand of a duly authorized officer or an attorney duly appointed.
- To be valid, the original Proxy Form duly completed and executed must be deposited at the registered office of the Company at 74 Jalan University, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

Explanatory notes on special business (pursuant to paragraph 7.15 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad):

- Ordinary Resolution 7 Proposed Renewal of Shareholders' Mandate I for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Ordinary Resolution 7, if passed, will renew the authorization obtained at the last Annual General Meeting 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.

- Ordinary Resolution 8 Proposed Renewal of Shareholders' Mandate II for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Ordinary Resolution 8, if passed, will renew the authorization obtained at the last Annual General Meeting and allow DKSH Group to enter into a recurrent related party transactions with Lembaga Tabung Angkatan Tentera 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.

- Special Resolution 1 Proposed new Articles of Association of the Company**

The proposed Special Resolution 1, if passed, will allow the adoption of new Articles of Association of the Company ("Articles") to streamline the Company's Articles to be aligned with the new and/or amended provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and other prevailing statutory and regulatory requirements and/or other applicable rules and guidelines which have been revised.

Further information on the Proposed Renewal of Shareholders' Mandate I, Proposed Renewal of Shareholders' Mandate II and the Proposed new Articles of Association of the Company is set out in the Circular to Shareholders dated June 3, 2013 which is despatched together with the Company's Annual Report 2012.

Statement accompanying notice of Annual General Meeting (pursuant to paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad):

No individual is seeking election as a Director at the Twenty-First Annual General Meeting of the Company.