

# Notice of Annual General Meeting

**Notice is hereby given** that the Twenty-Third Annual General Meeting ("23rd AGM") of DKSH Holdings (Malaysia) Berhad (231378-A) ("the Company") will be held on Thursday, June 25, 2015 at 10.00 a.m. at the Ballroom 2, Level 2, Pullman Kuala Lumpur Bangsar, No.1 Jalan Pantai Jaya, Tower 3, 59200 Kuala Lumpur to transact the following businesses:

## Agenda

### As Ordinary Business:

- To receive the Audited Financial Statements of the Company for the financial year ended December 31, 2014 and the Reports of the Directors and Auditors thereon.
- To approve the payment of a final single tier dividend of 9.5 sen per share for the financial year ended December 31, 2014.  
**Ordinary Resolution 1**
- To approve the payment of Directors' fees of RM 154,603 for the financial year ended December 31, 2014.  
**Ordinary Resolution 2**
- To re-elect Michael Lim Hee Kiang who retires pursuant to Article 105 of the Company's Articles of Association.  
**Ordinary Resolution 3**
- To re-elect Alexander Stuart Davy who retires pursuant to Article 105 of the Company's Articles of Association.  
**Ordinary Resolution 4**
- To elect Jason Michael Nicholas McLaren pursuant to Article 101 of the Company's Articles of Association.  
**Ordinary Resolution 5**
- To elect Lian Teng Hai pursuant to Article 101 of the Company's Articles of Association.  
**Ordinary Resolution 6**
- To re-appoint Messrs Ernst & Young as Auditors of the Company for the financial year ending December 31, 2015 and to authorize the Directors to fix their remuneration.  
**Ordinary Resolution 7**

### As Special Business:

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

- Proposed 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) of the Circular to Shareholders dated May 29, 2015 ("Proposed Mandate I") 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 not more favorable 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 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 8**

- Proposed 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) of the Circular to Shareholders dated May 29, 2015 ("Proposed Mandate II") provided that such arrangements and/or transactions are:  
(i) 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 favorable 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 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 9**

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

### Notice of Dividend Entitlement and Payment Dates

**Notice is also hereby given** that subject to the approval of members at the 23rd AGM of DKSH Holdings (Malaysia) Berhad (231378-A) ("the Company") to be held on Thursday, June 25, 2015, a final single tier dividend of 9.5 sen per share in respect of the financial year ended December 31, 2014 will be paid on August 20, 2015 to shareholders whose names appear in the Record of Depositors of the Company maintained by Bursa Malaysia Securities Berhad on July 22, 2015.

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

- shares transferred into the Depositor's securities account before 4.00 p.m on July 22, 2015 for transfers; and
- 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

Chew Ann Nee (MAICSA 7030413)  
Andre' Chai P'o-Lieng (MAICSA 7062103)  
Company Secretaries

Petaling Jaya  
May 29, 2015

### Notes:

- A member of the Company entitled to attend and vote at a general meeting of the Company is entitled to appoint not more than two (2) proxies to attend, vote and speak on such member's behalf. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act 1965 shall not apply to the Company. 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:  
(i) in the case of an individual, be signed by the appointer or by his/her attorney; and  
(ii) in the case of a corporation, be either under its common seal or under the hand of an officer or attorney duly authorised.
- 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.
- The instrument appointing the proxy must be deposited at the office of the office of the Company's Share Registrar, Tricor Investor Services Sdn Bhd at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; 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.

- 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.

- For the purpose of determining members who shall be entitled to attend the 23rd 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 June 18, 2015 shall be entitled to attend the said meeting or appoint proxies to attend, vote and speak on their behalf.

### Explanatory Notes

#### 1. Audited Financial Statements and the Reports of the Directors and Auditors thereon

The Audited Financial Statements for the financial year ended December 31, 2014 and the Reports of the Directors and Auditors thereon will be laid before the Company at the 23rd AGM for consideration of the members pursuant to the Companies Act 1965. There is no requirement for the members to approve them and hence, the matter will not be put forward for voting.

#### 2. Re-election of Directors who retire by rotation pursuant to Article 105

Michael Lim Hee Kiang and Alexander Stuart Davy are due for retirement at this Annual General Meeting and being eligible, have offered themselves for re-election as Directors of the Company. The Board has considered the assessment of the two retiring Directors who are Independent Directors and is satisfied that both will continue to bring to bear their knowledge, experience and skills and contribute effectively to the Board's discussions, deliberations and decisions and that they continue to fulfil the criteria for independence as prescribed in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

#### 3. Election of Directors pursuant to Article 101

Jason Michael Nicholas McLaren and Lian Teng Hai who were appointed as Directors of the Company by the Board on February 26, 2015 and being eligible, have offered themselves for election pursuant to Article 101 of the Company's Articles of Association. Their appointments were based on the Nominating Committee's recommendation after considering relevant criteria such as their experience, qualifications and potential contributions including the needs of the Board namely, the Board composition, size, structure, balance, mix of skills and competencies. The Board has considered and supports their election.

#### 4. Re-appointment of Auditors

Messrs Ernst & Young ("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, 2015. The Board has approved the Audit Committee's recommendation that they be retained having considered relevant feedback on their experience, performance and independence.

#### 5. Proposed Mandate I for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 8, if passed, will renew the authority obtained at the last Annual General Meeting in 2014 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.

#### 6. Proposed Mandate II for Recurrent Related Party Transaction of a Revenue or Trading Nature

The proposed Ordinary Resolution 9, if passed, will renew the authority obtained at the last Annual General Meeting in 2014 and allow DKSH Group to enter into 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.

Further information on the Proposed Mandate I and Proposed Mandate II is set out in the Circular to Shareholders dated May 29, 2015 which is despatched together with the Company's Annual Report 2014.

### Statement accompanying notice of Twenty-Third Annual General Meeting (pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

The individuals who are standing for election as Directors are as follows:

- Jason Michael Nicholas McLaren
- Lian Teng Hai

The profiles of the individuals are set out in the Directors' profiles on pages 19 to 20 of this Annual Report and details of their interests in the shares of the Company are set out on page 117 of this Annual Report.