

# Notice of Annual General Meeting

**Notice is hereby given** that the Twenty-Sixth Annual General Meeting ("26<sup>th</sup> AGM") of DKSH Holdings (Malaysia) Berhad (231378-A) ("the Company") will be held on Wednesday, May 23, 2018 at 10:00 a.m. at the Ballroom III, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan 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, 2017 and the Reports of the Directors and Auditors thereon.  
**(Refer Note 9)**
- To approve the payment of a final single tier dividend of 10.0 sen per share for the financial year ended December 31, 2017.  
**Ordinary Resolution 1**
- To approve the payment of Directors' fees of RM 224,000 for the financial year ended December 31, 2017.  
**Ordinary Resolution 2**
- To approve the payment of Directors' fees up to an amount of RM 295,000, from January 1, 2018 until the next Annual General Meeting of the Company to be held in 2019.  
**Ordinary Resolution 3**
- To re-elect Chan Thian Kiat who retires pursuant to Article 101 of the Constitution of the Company.  
**Ordinary Resolution 4**
- To re-elect Jason Michael Nicholas McLaren who retires pursuant to Article 105 of the Constitution of the Company.  
**Ordinary Resolution 5**
- To re-elect Lian Teng Hai who retires pursuant to Article 105 of the Constitution of the Company.  
**Ordinary Resolution 6**
- To re-appoint Messrs. Ernst & Young as Auditors of the Company for the financial year ending December 31, 2018 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 as Ordinary Resolution:

- Proposed Shareholders' Mandate 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 April 24, 2018 ("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 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 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 340 (2) of the Companies Act 2016 ("Act") (but must not extend to such extensions as may be allowed pursuant to Section 340 (4) 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

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

- Proposed Alteration or Amendment of the Constitution of the Company**  
"THAT approval be and is hereby given to alter or amend the whole of the existing Constitution of the Company by the replacement thereof with a new Constitution of the Company as set out in Appendix A with immediate effect AND THAT the Board of Directors of the Company be and is hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."  
**Special Resolution 1**
- 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 26<sup>th</sup> AGM of DKSH Holdings (Malaysia) Berhad (231378-A) ("the Company") to be held on Wednesday, May 23, 2018, a final single tier dividend of 10.0 sen per share in respect of the financial year ended December 31, 2017 will be paid on July 12, 2018 to shareholders whose names appear in the Record of Depositors of the Company maintained by Bursa Malaysia Securities Berhad on June 29, 2018.

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 June 29, 2018 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

Lwee Wen Ling (MAICSA 7058065)  
André Chai P'o-Liang (MAICSA 7062103)  
Company Secretaries

Petaling Jaya  
April 24, 2018

### 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 appointor 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.
- 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 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, not less than 48 hours before the time appointed for holding the meeting or adjournment thereof; or unless 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.

### Entitlement to attend AGM

- For the purpose of determining members who shall be entitled to attend the 26<sup>th</sup> 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 16, 2018 shall be entitled to attend the said meeting or appoint proxies to attend, vote and speak on their behalf.

### Voting by poll

- 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

- 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 preclude shareholders' approval and hence, will not be put for voting.

### Final Single Tier Dividend

- With reference to Section 131 of the Act, a Company may only make a distribution to the shareholders out of profits of the Company available if the Company is solvent. On April 9, 2018, 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 12, 2018 in accordance with the requirements under Section 132(2) and (3) of the Act.

### Directors' fees

- Pursuant to Section 230(1) of the Act, which came into force on January 31, 2017, fees and benefits payable to Directors of the Company will have to be approved by shareholders at a general meeting. The Directors' fees of RM 224,000 for the financial year ended December 31, 2017 are payable to Non-Executive Directors ("NEDs") who are not employed by the DKSH group of companies. There are no benefits payable to NEDs of the Company.

The Directors' fees of an amount up to RM 295,000 is proposed for the period from January 1, 2018 until the next Annual General Meeting ("AGM") of the Company to be held in 2019 and are payable to NEDs who are not employed by the DKSH group

of companies. There is no change in the structure of the proposed Directors' fees for the period from January 1, 2018 until the next AGM in 2019. The Directors' fees are calculated for the existing NEDs on the assumption that they remain in office until the next AGM and for an additional NED. The resolution is to facilitate payment of the Directors' fees from January 1, 2018 until the next AGM in 2019. The Board will seek shareholders' approval at the next AGM in the event the Directors' fees proposed is insufficient. There are no benefits payable to NEDs of the Company.

### Re-election of Director who retire by rotation pursuant to Article 101

- Chan Thian Kiat who was appointed as Director of the Company by the Board on August 9, 2017 and being eligible, has offered himself for re-election pursuant to Article 101 of the Constitution of the Company. His appointment was based on the Nominating Committee's recommendation after considering relevant criteria such as his 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 his re-election as a Director of the Company.

### Re-election of Directors who retire pursuant to Article 105

- Jason Michael Nicholas McLaren and Lian Teng Hai are due for retirement at this Annual General Meeting ("AGM") and being eligible, have offered themselves for re-election as Directors of the Company. The Board has considered the Nominating Committee's evaluation of the eligibility of the two retiring Directors who are Non-Independent Executive 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.

### 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, 2018. 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:

#### Proposed Shareholders' Mandate 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 AGM in 2017 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 24, 2018 which is despatched together with the Company's Annual Report 2017 Abridged Version.

#### Proposed Alteration or Amendment of the Constitution of the Company (pursuant to Section 36(1) of the CA 2016).

- The proposed Special Resolution 1, if passed will bring the Company's Constitution to be in line with the enforcement of the Act effective January 31, 2017 and in compliance with the amended Main Market Listing Requirements of Bursa Malaysia Securities Berhad which was issued on November 29, 2017.

In view of the substantial amount of the proposed amendments to the Constitution, the existing Constitution will be altered or amended by the Company in its entirety by replacement thereof with a new Constitution as set out in Appendix A which is despatched together with the Company's Annual Report 2017 Abridged Version.

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

Chan Thian Kiat, Jason Michael Nicholas McLaren and Lian Teng Hai are standing for re-election as Directors of the Company. Their profiles are set out in the section entitled "Directors' profiles" on pages 17 to 19 of this Annual Report. The details of their interest in the shares of the Company are set out on page 129 of this Annual Report.

### 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.