

# Notice of Annual General Meeting

**Notice is hereby given** that the Twenty-Eighth Annual General Meeting ("28th AGM") of DKSH Holdings (Malaysia) Berhad (199101021067 (231378-A)) ("the Company") will be conducted entirely through live streaming from the broadcast venue at Tricor Boardroom, Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur ("Broadcast Venue") on Wednesday, June 24, 2020 at 10:00 a.m. 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, 2019 and the Reports of the Directors and Auditors thereon.  
**(Refer Note 12)**
- To approve the Directors' fees payable up to an amount of RM 280,000 for the period from June 25, 2020 until the next Annual General Meeting of the Company to be held in 2021.  
**Ordinary Resolution 1**
- To re-elect Stephen John Ferraby who retires pursuant to Article 105 of the Constitution of the Company.  
**Ordinary Resolution 2**
- To re-elect Jason Michael Nicholas McLaren who retires pursuant to Article 105 of the Constitution of the Company.  
**Ordinary Resolution 3**
- To re-appoint Messrs Ernst & Young as Auditors of the Company for the financial year ending December 31, 2020 and to authorize the Directors to fix their remuneration.  
**Ordinary Resolution 4**

### 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 May 27, 2020 ("Proposed Shareholders' Mandate") 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 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 5

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

By order of the Board

Lwee Wen Ling (MAICSA 7058065)  
SSM PC No. 201908000378

André Chai P'o-Lieng (MAICSA 7062103)  
SSM PC No. 202008001116

Company Secretaries

Petaling Jaya  
May 27, 2020

## Notes:

### Method of conducting 28th AGM

- As part of the initiatives to curb the spread of Coronavirus Disease 2019 ("COVID-19"), the 28th AGM will be conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd's TIH Online website at <https://tjih.online>. Please follow the procedures provided in the Administrative Guide for the 28th AGM in order to register, participate and vote remotely via the RPV facilities.
- The Broadcast Venue of the 28th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue. Shareholders/proxy(ies) WILL NOT BE ALLOWED to attend the AGM in person at the Broadcast Venue on the day of the meeting.
- Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 28th AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIH Online website at <https://tjih.online>. Please follow the Procedures for RPV in the Administrative Guide for the 28th AGM to participate remotely via RPV.

### Proxy

- A member who is entitled to participate in this AGM via RPV is entitled to appoint proxy(ies) or attorney or in case of a corporation, to appoint a duly authorised representative to participate on such member's behalf. A proxy may but need not be a member of the Company.
- 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.
- 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.
- A member who has appointed a proxy or attorney or authorized representative to attend, participate, speak and vote at this 28th AGM via RPV must request his/her proxy or attorney or authorized representative to register himself/herself for RPV at TIH Online website at <https://tjih.online>. Please follow the procedures for RPV in the Administrative Guide for the 28th AGM.
- 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, Wilayah Persekutuan or by electronic lodgement via TIH Online website at <https://tjih.online> (applicable to individual shareholders only). Kindly refer to the Administrative Guide – Electronic Lodgement of Form of Proxy. Proxy form must be submitted not less than forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof, otherwise the instrument of proxy shall not be treated as valid.

### Entitlement to attend AGM

- For the purpose of determining members who shall be entitled to attend the 28th 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 12, 2020 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 require shareholders' approval and hence, will not be put for voting.

## Directors' fees

- Pursuant to Section 230(1) of the CA 2016, 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. In this respect, the Board has agreed that the shareholders' approval shall be sought at the 28th AGM on the Directors' fees payable with effect from June 25, 2020 until the next AGM in 2021.

The Directors' fees of an amount up to RM 280,000 are payable to 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 and has included additional provisional sum for future appointment of a NED. There is no change in the structure of the proposed Directors' fees for the period from June 25, 2020 until the next AGM in 2021. The Board will seek shareholders' approval at the next AGM in the event the Directors' fees proposed is insufficient.

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

- Stephen John Ferraby and Jason Michael Nicholas McLaren 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 Non-Executive Chairman and Non-Independent Executive Director respectively and is satisfied that both will continue to bring 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, 2020. 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 5, if passed, will renew the authority obtained at the last AGM in 2019 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 May 27, 2020.

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

Stephen John Ferraby and Jason Michael Nicholas McLaren are standing for re-election as Directors of the Company. Their profiles are set out in the section entitled "Directors' profiles" on pages 12 to 17 of this Annual Report. The details of their interest in the shares of the Company are set out on page 140 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.