

# GENERAL MEETINGS: Notice of Meeting

## DKSH HOLDINGS (MALAYSIA) BERHAD

<b>Type of Meeting</b>	Annual General Meeting
<b>Indicator</b>	Notice of Meeting
<b>Description</b>	DKSH Holdings (Malaysia) Berhad is pleased to announce that the Twenty-Fourth Annual General Meeting ("24th AGM") of the Company will be held on Wednesday, 25 May 2016 and the full text of the Notice of 24th AGM is attached herewith.
<b>Date of Meeting</b>	25 May 2016
<b>Time</b>	10:00 AM
<b>Venue</b>	Kristal Ballroom 1, 1st Floor, West Wing, Hilton Petaling Jaya, No. 2 Jalan Barat, 46200 Petaling Jaya, Selangor Darul Ehsan
<b>Date of General Meeting Record of Depositors</b>	18 May 2016

Please refer attachment below.

### Attachments

DKSH Notice of 24th AGM.pdf  
45.9 kB

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### Announcement Info

<b>Company Name</b>	DKSH HOLDINGS (MALAYSIA) BERHAD
<b>Stock Name</b>	DKSH
<b>Date Announced</b>	25 Apr 2016
<b>Category</b>	General Meeting
<b>Reference Number</b>	GMA-09032016-00003

# Notice of Annual General Meeting

Notice is hereby given that the Twenty-Fourth Annual General Meeting ("24th AGM") of DKSH Holdings (Malaysia) Berhad (231378-A) ("the Company") will be held on Wednesday, May 25, 2016 at 10.00 a.m., at Kristal Ballroom 1, 1st Floor, West Wing, Hilton Petaling Jaya, No. 2 Jalan Barat, 46200 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, 2015 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, 2015.  
**Ordinary Resolution 1**
- To approve the payment of Directors' fees of RM 150,000 for the financial year ended December 31, 2015.  
**Ordinary Resolution 2**
- To re-elect Datuk Haji Abdul Aziz bin Ismail who retires pursuant to Article 105 of the Company's Articles of Association.  
**Ordinary Resolution 3**
- To re-elect John Peter Clare who retires pursuant to Article 101 of the Company's Articles of Association.  
**Ordinary Resolution 4**
- To consider and if thought fit, pass the following resolution pursuant to Section 129 of the Companies Act 1965: "THAT James Armand Menezes, retiring in accordance with Section 129 of the Companies Act 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting."  
**Ordinary Resolution 5**
- To elect Lee Chong Kwee who retires 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, 2016 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 April 26, 2016 ("Proposed 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 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
- 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 April 26, 2016 ("Proposed 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 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
  - 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 24th AGM of DKSH Holdings (Malaysia) Berhad (231378-A) ("the Company") to be held on Wednesday, May 25, 2016, a final single tier dividend of 9.5 sen per share in respect of the financial year ended December 31, 2015 will be paid on July 14, 2016 to shareholders whose names appear in the Record of Depositors of the Company maintained by Bursa Malaysia Securities Berhad on June 27, 2016.

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 27, 2016 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  
April 26, 2016

### 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:
  - 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 authorized.
- 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 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 24th 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 18, 2016 shall be entitled to attend the said meeting or appoint proxies to attend, vote and speak on their behalf.

## Explanatory Notes

- Audited Financial Statements and the Reports of the Directors and Auditors thereon**  
The Audited Financial Statements for the financial year ended December 31, 2015 and the Reports of the Directors and Auditors thereon will be laid before the Company at the 24th AGM for consideration of the members pursuant to the Companies Act 1965 ("CA"). There is no requirement for the members to approve them and hence, the matter will not be put forward for voting.
- Directors' fees**  
The Directors' fees of RM 150,000 for the financial year ended December 31, 2015 are payable to Non-Executive Directors who are not employed by the DKSH Group of Companies.
- Re-election of Directors who retire by rotation pursuant to Article 105**  
Datuk Haji Abdul Aziz bin Ismail and John Peter Clare 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 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 Director pursuant to Section 129 of the CA**  
James Armand Menezes who attained the age of 70 years, is due for retirement at this AGM and being eligible, has offered himself for re-appointment as a Director of the Company. The Board has considered the Nominating Committee's evaluation of the eligibility of the retiring Independent Non-Executive Director and is satisfied that he will continue to bear his knowledge, experience and skills and contribute positively to the Board's discussions, deliberations and decisions and that he continues to fulfil the criteria for independence as prescribed in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Pursuant to Section 129(6) of the CA, a person of or over the age of 70 years who is proposed for re-appointment as a Director of the Company shall be re-appointed by a resolution passed by a majority of not less than three-fourths of the members of the Company present and voting in person or by proxy at a general meeting, and if so re-appointed, the Director shall hold office until the conclusion of the next AGM of the Company.

- Election of Director who retire pursuant to Article 101**  
Lee Chong Kwee who was appointed as a Director of the Company by the Board on February 23, 2016 and being eligible, has offered himself for election pursuant to Article 101 of the Company's Articles of Association. 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 election as a Director of the Company.
- 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, 2016. The Board has approved the Audit Committee's recommendation that they be retained having considered relevant feedback on their experience, performance and independence.
- 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 AGM in 2015 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.
- 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 AGM in 2015 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 April 26, 2016 which is despatched together with the Company's Annual Report 2015.

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

The individual who is standing for election as a Director of the Company is Lee Chong Kwee. His profile is set out in the Directors' profiles on page 19 of this Annual Report and details of his interest in the shares of the Company is set out on page 112 of this Annual Report.