

DKSH HOLDINGS (MALAYSIA) BERHAD
(Company No. 199101021067 (231378-A))
(Incorporated in Malaysia)

Minutes of the Thirty-Second (32nd) Annual General Meeting of DKSH Holdings (Malaysia) Berhad held on Friday, May 17, 2024 at 10:00 a.m. at Ballroom I & II, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan.

Present:	Mr. Stephen John Ferraby	Chairman of the Annual General Meeting Proxy for DKSH Resources (Malaysia) Sdn. Bhd. and 18 other shareholders
	Mr. Sandeep Tewari Ms. Jaclyn Ang Swee Yin	Director/Vice President, Healthcare Director/Senior Director, Country Finance, Malaysia
	Mr. Lai Tak Loi Dr. Leong Yuen Yoong Pn. Fa'izah binti Mohamed Amin	Director Director Director
In attendance:	Ms. Serene Lee Huey Fei Ms. Teo Soh Fung	Director, Legal Malaysia & Singapore/ Company Secretary Company Secretary
By invitation:	Mr. Chong Tse Heng Mr. Edwin Ding Ms. Lim Chee Phing Ms. Nur Qaisara Mr. Daryl Tee Mr. Sam Oh Mr. Victor Liew Mr. Alex Ooi Ms. Thamayenthi Narayan Mr. Neil McCann Mr. Daniel Schwalb Ms. Tan Pei Leng	Auditors from Ernst & Young PLT Auditors from Ernst & Young PLT Auditors from Ernst & Young PLT Tricor Investor & Issuing House Services Sdn. Bhd. Asia Securities Sdn Berhad Chief Information Officer, Member of Executive Committee DKSH Country Management Team Associate Director, Finance

Shareholders/Proxy holders present (as per attendance list):-

Chairman as a proxy holder	: 19 (holding 122,205,376 shares or 77.51%)
Shareholders present	: 139 (holding 1,051,513 shares or 0.66%)
Proxy holders present	: 64 (holding 4,308,243 shares or 2.73%)
Proxy also holders	: 18 (holding 2,590 shares, or less than 0.01%)
Corporate representative	: Nil

Overall total number of Persons present at this Annual General Meeting : 211 (holding 127,591,332 shares or 80.91%)

Mr. Stephen John Ferraby, the Chairman of the Board presided as the Chairman of the meeting and welcomed all members and/or proxies present at the meeting including the representatives from Ernst & Young PLT and members of DKSH Country Management Team. He introduced the members of the Board of Directors and the Company Secretary who were in attendance.

1. QUORUM

There being a quorum, the 32nd Annual General Meeting was duly convened.

2. NOTICE OF 32nd ANNUAL GENERAL MEETING

The notice convening the Meeting was tabled and taken as read.

3. SHAREHOLDERS/PROXIES RIGHT

The Chairman briefed the members and/or proxies present of their right to speak and vote on the resolutions set out in the Notice of the 32nd Annual General Meeting dated April 18, 2024. The Chairman informed that:-

- i) The voting at the 32nd Annual General Meeting would be conducted on a poll in accordance with Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- ii) The Company had appointed Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") as Poll Administrator to conduct the polling process, and Asia Securities Sdn. Bhd. ("Asia Securities") as Scrutineers to verify the poll results. The polling process for the resolutions would be conducted upon completion of the deliberation of all items to be transacted at the 32nd Annual General Meeting.

4. PRESENTATION BY VICE PRESIDENT, HEALTHCARE OF THE COMPANY

Prior to receiving the Audited Financial Statements of the Company for the financial year ended December 31, 2023, the Chairman invited Mr. Sandeep Tewari ("ST"), the Vice President, Healthcare to present an overview of the business and financial highlights of the Group for the financial year 2023 and key initiatives for 2024.

ST then invited all present to view the DKSH Corporate Video. This was followed by his presentation on the overview of the business and financial highlights of the Group for the financial year ended December 31, 2023 and key initiatives for 2024.

5. AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2023 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Chairman tabled the Audited Financial Statements for the financial year ended December 31, 2023 ("FY2023") and the Reports of the Directors and Auditors as set out on pages 104 to 112 of the Annual Report 2023.

The Chairman explained that the Audited Financial Statements for the FY2023 were for discussion only under Agenda 1, as it did not require shareholders' approval. Hence, it would not be put to the vote.

The Chairman then invited questions from the members in respect of the Audited Financial Statements for the financial year ended December 31, 2023.

A number of questions were raised by the members and responded to by the Chairman. The Chairman informed that the Company also received pre-Annual General Meeting questions in which would be answered by him on behalf of the Board.

In summary, the key questions posed by the shareholders' and/or proxies were responded by the Company as follows:-

(i) Outlook for 2024

The strategic plan for 2024 will anchor around three key pillars: Our People, Growth and Operational Excellence. The Group's focus in FY2024 will be driving organic growth, sourcing new clients from business development and driving profitability through own Brands. We remain open to Merger & Acquisition ("M&A") opportunities.

There are no imminent M&A plans at present, but the Group is continuously looking for acquisition opportunities to expand its businesses in both the Healthcare and Consumer Goods segments. Currently, DKSH has a broad footprint in both the Healthcare and Consumer Goods segments.

The Group has recorded a solid first quarter 2024 of Unaudited Financial Results performance. The strong financial performance reflects the Group's continued focus on the growth pattern for the past 5 years. The Company does not provide forward-looking forecasts but expects the positive momentum to continue for the second quarter of 2024.

(ii) Increase in staff costs and information technology and communication expenses

In the first half of 2023, the Group was hampered by the insufficient supply of local workers in the warehouses and therefore more foreign workers were recruited to fill the vacancies. The absolute number of employees increased during the period of training the new hires.

In the second half of 2023 and following the divestment of the joint venture, DKSH Smollan Field Marketing (Malaysia) Sdn Bhd by DKSH Holding Ltd., there were merchandisers transferred from DKSH Smollan Field marketing businesses to in-house positions. The expenses previously charged under the operating expenses are now charged out to the staff costs category and, thus, had caused the increase in staff costs. However, it is worth noting that the Group was paying more under the outsourcing arrangements so the insourcing has produced net cost savings.

In terms of the minimum wage announced by the Government over the past few years, there is minimal impact as most of the employees of the Group are being paid above the minimum wage. Nevertheless, the Board does not expect the staff costs to rise drastically in FY2024.

The increase in information technology expenses was mainly due to investments and increased spending on cyber security systems. Whilst the Group continues to update its information technology infrastructure and cyber security systems, the Group does not expect a material increase in the rate of expenditure for the FY2024.

(iii) Loss allowance in trade receivables (Bad Debts)

The Group had benefited from its debt recovery in FY2022 as compared to FY2023. The Group has historically managed its accounts receivable well with a low rate of bad debts, and the Management is closely monitoring its customers' behaviour and payment patterns on a monthly basis. In 2023, the Group was impacted by the sudden failure of a customer which previously had a very good payment track record. The Group takes a conservative approach to the provisioning for potential bad debts.

(iv) Flash floods

Environmental issues relating to potential flash floods are something that the Group considers and takes seriously, given the potential adverse impact on the Company's distribution centres and business operations.

Business continuity plans have been established to mitigate the adverse impacts on

the distribution centres in the event flash floods were to occur, which includes construction of elevated ground at the compound of the distribution centres. With the elevated ground, the likelihood of the flood water flowing towards the pallets/racks located in the distribution centres are relatively low. In recognizing the potential risks and losses associated with flooding, the Company had additionally, taken steps to ensure that adequate insurance coverage is subscribed for the distribution centres.

(v) New business opportunities

DKSH will remain focused on the Healthcare and Consumer Goods segments, as both are strong growing business units. There are no plans to embark upon businesses with products unrelated to the existing corporate activities. The medical device market has grown rapidly, and the acquisition of Acutest Systems (M) Sdn. Bhd. fits well with DKSH's strategy of expanding the medical device business. When choosing the acquisition candidates, the Group will focus on businesses or activities that have a coherence or fit with the existing businesses of DKSH. The overarching acquisition criteria shall consistently complement the portfolios of the current business activities with new functional skills added to the existing resource base.

Though some clients are not supportive of DKSH carrying competing lines, a majority of the clients are however comfortable and view DKSH as a business partner that specializes in specific product categories through strong segmentation of teams, brands, and multiple product lines.

(vi) Environmental, Social and Governance ("ESG")/Sustainability

Solar system requires an upfront monetary investment, and a warehouse cannot be entirely powered through the solar system at this juncture. Installation of a solar system in the warehouse will reduce reliance on the grid and this ultimately contributes to savings in energy usage and electricity costs. As DKSH leases rather than owns warehouses, dialogues with landlords are necessary before solar systems can be installed. The payback period for a solar system investment is generally between 5 and 7 years, and the savings are dependent on the total electricity consumption. To this end, the Management had instead implemented various initiatives aimed at saving and reducing energy consumption which details are reported in the Sustainability Statement of the Company's Annual Report.

The sustainability agenda evolves every year, in tandem with the increase of disclosure requirements imposed by the regulatory authorities and the growing expectations of the wider community towards the Company's business operations. On a quarterly basis, the Management reports to and obtains feedback and directions from the Company's Board on its sustainability initiatives and progress made thereof.

(vii) Higher audit fees in FY2023 as compared to FY2022

The Board discussed the audit services and performance of Ernst & Young PLT ("EY") annually. The audit fee for FY2023 was concluded after several rounds of robust negotiations with EY and the Board is of the view that the higher audit fees correlates to the Group's increased business activities and the number of entities involved. The Management had carried out market benchmarking of audit fees to ensure that the audit fees are competitive, reasonable and comparable to the scope of work undertaken by the auditors. Following this, the Board is thus far, satisfied with EY's performance and quality of services rendered.

(viii) Increased focus in East Malaysia

The Group is aware that the median monthly income in Sarawak has improved significantly. The Group remains cognizant of the market opportunities and continues to engage in various business development initiatives across the entire of Malaysia, including East Malaysia. The Group has established a network of distribution centres in East Malaysia and the Supply Chain team is working diligently on improving and upgrading the key distribution centres to ensure that they are well positioned for future growth. In relation to the confectionery segment, the Famous Amos brand, operating

the chocolate chip cookies and chocolate-related businesses, has an existing presence in East Malaysia.

- (ix) Increase in travelling and entertainment expenses
The increase in travelling and entertainment expenses in FY2023 as compared to FY2022 was mainly driven by the return to normalised travel expenses as all the business operations and activities have returned to normalcy in FY2023. The entertainment expenses were minimal.
- (x) Profit Margin
For the Healthcare segment, the profit margin for FY2023 was higher than FY2022. The Group will continue to introduce higher margin businesses with the aim to improve the profit margin of the segment.
- The overall net profit margin had doubled over the last few years. The Group will remain focused on its strategies to improve its net profit margin.
- (xi) Famous Amos business
Famous Amos is a profitable business and has seen good growth in its revenue and profitability in FY2023. We do not disclose these components separately.
- (xii) Dividend
In line with the profit growth, the Company has recommended the payment of a final dividend of MYR17 cents per share for FY2023 as compared to MYR16 cents per share in the previous year. There is no plan for payment of a special dividend for FY2024 at this juncture. The payment of dividend involves a delicate balancing act between rewarding its shareholders and managing the overall borrowing costs.

After answering the questions from the shareholders and proxies, the Chairman declared that the Audited Financial Statements of the Company for the financial year ended December 31, 2023 together with the Reports of the Directors and Auditors thereon, be received.

The Chairman then took the Meeting through all the Resolutions as stated under the Ordinary Business and Special Business agendas.

6. PAYMENT OF DIRECTORS' FEES

Ordinary Resolution 1

The Chairman informed that the amount provided for the Directors' Fees in the Audited Financial Statements for the FY2023 is MYR280,000.00.

Resolution 1 on the payment of Directors' Fees was proposed by Mr. Kow Lih Shi (*a shareholder*) and seconded by Ms. Kok Chiew Sia (*proxy for Deutsche Bank Ag Singapore for Pangolin Asia Fund*).

The Chairman informed that the poll would be conducted upon the completion of the remaining business of the Meeting.

7. RE-ELECTION OF MR. STEPHEN JOHN FERRABY AS DIRECTOR OF THE COMPANY

Ordinary Resolution 2

The Chairman informed that Mr. Stephen John Ferraby retired in accordance with Article 105 of the Company's Constitution and who being eligible, offered himself for re-election.

Resolution 2 on the proposed re-election of Mr. Stephen John Ferraby was proposed by Ms. Kok Chiew Sia (*proxy for Deutsche Bank Ag Singapore for Pangolin Asia Fund*) and seconded by Mr. Cheang Chee Hoong (*a shareholder*).

The Chairman informed that the poll would be conducted upon the completion of the remaining business of the Meeting.

8. RE-ELECTION OF PN. FA'IZAH BINTI MOHAMED AMIN AS DIRECTOR OF THE COMPANY
Ordinary Resolution 3

The Chairman informed that Pn. Fa'izah Binti Mohamed Amin retired in accordance with Article 105 of the Company's Constitution and who being eligible, offered herself for re-election.

Resolution 3 on the proposed re-election of Pn. Fa'izah Binti Mohamed Amin was proposed by Ms. Kok Chiew Sia (*proxy for Deutsche Bank Ag Singapore for Pangolin Asia Fund*) and seconded by Mr. Cheang Chee Hoong (*a shareholder*).

The Chairman informed that the poll would be conducted upon the completion of the remaining business of the Meeting.

9. RE-ELECTION OF MR. SANDEEP TEWARI AS DIRECTOR OF THE COMPANY
Ordinary Resolution 4

The Chairman informed that Mr. Sandeep Tewari retired in accordance with Article 101 of the Company's Constitution and who being eligible, offered himself for re-election.

Resolution 4 on the proposed re-election of Mr. Sandeep Tewari was proposed by Ms. Kok Chiew Sia (*proxy for Deutsche Bank Ag Singapore for Pangolin Asia Fund*) and seconded by Ms. Khor Teng Eng @ Koh Teng Eng (*a shareholder*).

The Chairman informed that the poll would be conducted upon the completion of the remaining business of the Meeting.

10. RE-APPOINTMENT OF MESSRS ERNST & YOUNG PLT AS AUDITORS OF THE COMPANY
Ordinary Resolution 5

The Chairman informed that the Board recommended for the shareholders' approval of the re-appointment of Messrs. Ernst & Young PLT as Auditors of the Company for the financial year ending December 31, 2024 based on the Audit Committee's recommendation, having considered relevant feedback on their experience, performance and independence.

The question pertaining to the re-appointment of auditors and the response to the question thereof are summarised as follows:-

- Ms. Kok Chiew Sia (*proxy for Deutsche Bank Ag Singapore for Pangolin Asia Fund*) commented that Messrs. Ernst & Young PLT has been the external auditors of the Company since the financial year of 2011, in which the cumulative terms of service had spanned for more than 10 years. She further added that a long audit tenure may affect the quality of audit because of the longstanding relationship between the auditors and the Company. Though the Audit Engagement Partner responsible for the external audit exercise is subjected to a rotation at least once every seven (7) years, she suggested that the Company should in addition to implementing an audit partner rotation system, also effect an audit firm rotation system to ensure that the independence of the auditors are upheld.
- The Chairman responded that the rotation of Audit Engagement Partner is a well-

accepted market practice that helps to retain independence in the external audit and there is no requirement to change the audit firm. The Directors do keep this under review and a change of audit firm will be reviewed and considered should there be a compelling need for doing so.

After answering the question from the proxy, Resolution 5 on the proposed re-appointment of Messrs Ernst & Young PLT, was duly proposed by Mr. Cheang Chee Hoong (*a shareholder*) and seconded by Ms. Kok Chiew Sia (*proxy for Deutsche Bank Ag Singapore for Pangolin Asia Fund*).

The Chairman informed that the poll would be conducted upon the completion of the remaining business of the Meeting.

11. PAYMENT OF FINAL DIVIDEND
Ordinary Resolution 6

The Chairman informed the Meeting that the Board had recommended a final single tier dividend of MYR17 cents per share for the FY2023, and if approved at the Meeting, the dividend will be paid on July 18, 2024 to Members registered on the Record of Depositors of the Company maintained by Bursa Malaysia Depository Berhad as at the close of business on July 3, 2024.

Resolution 6 on the payment of final dividend was duly proposed by Mr. Kow Lih Shi (*a shareholder*) and seconded by Mr. Tony Theng Yick Fun (*a shareholder*).

The Chairman informed that the poll would be conducted upon the completion of the remaining business of the Meeting.

12. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE
Special Business – Ordinary Resolution 7

The Chairman informed the Meeting that item 8 on the Agenda was to seek the shareholders' approval to approve the Proposed Renewal of Shareholders' Mandates for recurrent related party transactions of a revenue or trading nature entered into or to be entered into by DKSH Group with its major shareholder, DKSH Holding Ltd. and its subsidiaries.

Mr. Lai Tak Loi briefed the Meeting on the contents of the Circular to Shareholders dated April 18, 2024 which sets out the Proposed Renewal of Shareholders' Mandates.

Pursuant to Practice Note 12 of the Listing Requirements, the Company must disclose the estimated value in respect of the recurrent related party transactions expected to be entered into from the date of the current 32nd Annual General Meeting until the date of the next Annual General Meeting. Although these are estimates, the Company made efforts to be as accurate as possible, based on historical and/or current actual transactions and the Management's forecasts.

Mr. Lai Tak Loi explained that Ordinary Resolution 7 in relation to the Proposed Mandate, if granted, will renew the authority obtained at the last Annual General Meeting and allow DKSH Group to enter into the recurrent transactions with related parties as specified in Section 2.5(a) of the Circular to Shareholder and will last until the conclusion of the next Annual General Meeting of the Company to be held in 2025.

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The Meeting noted that DKSH Resources (Malaysia) Sdn. Bhd. (“DKSH Resources”), a major shareholder, is interested in the transactions under the Proposed Mandate and that DKSH Holdings (Asia) Sdn. Bhd., DKSH Holding Ltd., Mr. Stephen John Ferraby, Mr. Sandeep Tewari and Ms. Jaclyn Ang Swee Yin are also deemed interested in the Proposed Mandate by virtue of them being persons connected with DKSH Resources.

Mr. Lai Tak Loi added that DKSH Resources together with its persons connected shall abstain from voting on Ordinary Resolution 7.

Resolution 7 on the renewal of shareholders’ mandate, was duly proposed by Mr. Kow Lih Shi (*a shareholder*) and seconded by Ms. Kok Chiew Sia (*proxy for Deutsche Bank Ag Singapore for Pangolin Asia Fund*).

Mr. Lai Tak Loi informed that the poll would be conducted upon the completion of the remaining business of the Meeting.

13. ANY OTHER BUSINESS

The Chairman informed that the Company had not received notice of any other business.

14. POLLING PROCESS

Ms. Nur Qaisara of Tricor, the Poll Administrator explained the procedures for the conduct of electronic voting using Tricor’s e-Vote app to the members and/or proxies present. The members and/or proxies were advised to cast their votes at the kiosk stationed at the back of the ballroom. The polling commenced at 11:35 a.m.

After the voting, members and/or proxies returned to their seats for the declaration of results.

15. ANNOUNCEMENT OF POLL RESULTS

At 12.00 noon, the Chairman informed that he had received the poll results from Tricor and Asia Securities. Based on the poll results, the Chairman declared that all resolutions were carried:-

(i) Payment of Directors’ Fees for the financial year ended December 31, 2023

Ordinary Resolution 1	Number of Shares	% of Voted Shares	Number of poll slips
Voted FOR	127,276,449	99.9999	115
Voted AGAINST	109	0.0001	4

IT WAS RESOLVED THAT the payment of Directors’ Fees amounting to MYR280,000.00 for the financial year ended December 31, 2023 be approved.

(ii) Re-election of Mr. Stephen John Ferraby as Director of the Company

Ordinary Resolution 2	Number of Shares	% of Voted Shares	Number of poll slips
Voted FOR	127,214,840	99.9515	113
Voted AGAINST	61,709	0.0485	6

IT WAS RESOLVED THAT Mr. Stephen John Ferraby who retired in accordance with Article 105 of the Company’s Constitution, be re-elected as Director of the Company.

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(iii) Re-election of Pn. Fa'izah Binti Mohamed Amin as Director of the Company

Ordinary Resolution 3	Number of Shares	% of Voted Shares	Number of poll slips
Voted FOR	126,500,940	99.3906	105
Voted AGAINST	775,609	0.6094	14

IT WAS RESOLVED THAT Pn. Fa'izah Binti Mohamed Amin who retired in accordance with Article 105 of the Company's Constitution, be re-elected as Director of the Company.

(iv) Re-election of Mr. Sandeep Tewari as Director of the Company

Ordinary Resolution 4	Number of Shares	% of Voted Shares	Number of poll slips
Voted FOR	127,276,440	99.9999	115
Voted AGAINST	109	0.0001	4

IT WAS RESOLVED THAT Mr. Sandeep Tewari who retired in accordance with Article 101 of the Company's Constitution, be re-elected as Director of the Company.

(v) Re-appointment of Auditors

Ordinary Resolution 5	Number of Shares	% of Voted Shares	Number of poll slips
Voted FOR	122,999,140	96.6393	111
Voted AGAINST	4,277,409	3.3607	8

IT WAS RESOLVED THAT the re-appointment of Messrs. Ernst & Young PLT as Auditors of the Company for the financial year ending December 31, 2024 and authorisation to the Board of Directors to fix their remuneration be approved.

(vi) Payment of Final Dividend of MYR17 cents per share for the financial year ended December 31, 2023

Ordinary Resolution 6	Number of Shares	% of Voted Shares	Number of poll slips
Voted FOR	127,276,440	99.9999	115
Voted AGAINST	109	0.0001	4

IT WAS RESOLVED THAT the payment of final dividend of MYR17 cents per share in respect of the financial year ended December 31, 2023 be approved.

(vii) Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Ordinary Resolution 7	Number of Shares	% of Voted Shares	Number of poll slips
Voted FOR	10,121,364	99,9989	114
Voted AGAINST	109	0.0011	4

IT WAS RESOLVED 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 18, 2024 (“Proposed 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:-

- (i) the conclusion of the next Annual General Meeting of the Company, unless by a resolution passed at that meeting, the authority is renewed; or
- (ii) 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
- (iii) until the authority is revoked or varied by a resolution passed by the shareholders in a general meeting;

whichever is the earlier.

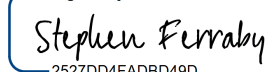
AND THAT the Directors of the Company be and are hereby empowered to complete and to do all such acts and things, including executing all such documents as may be required, as they may consider expedient or necessary to give effect to this resolution.

16. TERMINATION

There being no further business, the Meeting ended at 12:10 p.m. with a vote of thanks to the Chair.

Read and confirmed as correct

Signed by:



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Stephen John Ferraby

Chairman

Date: August 23, 2024