

**DKSH Holding Ltd.**  
**Invitation to the 81st Ordinary Annual General Meeting**



**Think Asia. Think DKSH.**

Zurich, in March 2014

**To the shareholders of DKSH Holding Ltd.**

Dear Shareholders

The Board of Directors is pleased to invite you to the 81st Ordinary Annual General Meeting of DKSH Holding Ltd. (the "**Company**"):

**Date**

Tuesday, April 15, 2014 at 10:00 a.m.  
(Admission from 09:00 a.m.)

**Venue**

Kongresshaus, Gartensaal  
Claridenstrasse 5 (main entry)  
8002 Zurich  
Switzerland

## Agenda

### 1. Approval of the annual report, annual financial statements and consolidated financial statements for the financial year 2013; reports of the statutory auditors

Motion of the Board of Directors:

Approval of the annual report, the annual financial statements and the consolidated financial statements for the financial year 2013.

### 2. Use and allocation of balance sheet profit 2013, declaration of dividend

#### 2.1 Allocation of balance sheet profit 2013

Motion of the Board of Directors:

Allocation of balance sheet profit 2013 as follows:

Balance brought forward	CHF	441,988,904.–
Capital increase	CHF	(83,091).–
Net income 2013	CHF	149,660,282.–
Transfer to legal reserve from capital contribution	CHF	(63,082,654).–
<b>Balance sheet profit 2013</b>	<b>CHF</b>	<b>528,483,441.–</b>
Balance to be carried forward	CHF	528,483,441.–

#### 2.2 Release and distribution of legal reserves from capital contribution (dividends from legal reserves from capital contribution)

Motion of the Board of Directors:

Release of legal reserves from capital contribution and distribution of a dividend from legal reserves from capital contribution of CHF 0.95 per registered share <sup>1</sup>	CHF	61,113,548.–
Release of legal reserves from capital contribution and distribution of an extraordinary dividend from legal reserves from capital contribution of CHF 0.15 per registered share <sup>2</sup>	CHF	9,649,508.–

<sup>1</sup> 64,330,051 registered shares are entitled to dividend; 778 registered shares held by the company are not entitled to dividend.

<sup>2</sup> 64,330,051 registered shares are entitled to dividend; 778 registered shares held by the company are not entitled to dividend.

Subject to the approval of the shareholders, the distribution is expected to be made as from April 24, 2014 to holders of shares on the record date April 23, 2014. The shares will be traded ex-dividend as of April 17, 2014.

### **3. Discharge of the members of the Board of Directors and the Executive Board**

Motion of the Board of Directors:

Granting of discharge of the members of the Board of Directors and the Executive Board from liability in relation to their duties in the financial year 2013.

## **4. Elections**

### **4.1 Elections of members of the Board of Directors**

Motions of the Board of Directors:

Separate re-election of each of the following present members of the Board of Directors for a term of office until completion of the next Ordinary Annual General Meeting:

- Mr. Adrian T. Keller
- Mr. Rainer-Marc Frey
- Mr. Dr. Frank Ch. Gulich
- Mr. Andreas W. Keller
- Mr. Robert Peugeot
- Mr. Dr. Theo Siegert
- Mr. Dr. Hans Christoph Tanner
- Mr. Dr. Joerg Wolle

Election of Mr. David Kamenetzky as member of the Board of Directors for a term of office until completion of the next Ordinary Annual General Meeting.

David Kamenetzky currently is the Corporate Vice President for Corporate Affairs and Strategic Initiatives and a member of the global management team of Mars, Incorporated. He is also a member of the Operating Committee. He has been with Mars since 2006, working in various positions in Europe and the US. From 2000 to 2006, he worked for Goldman Sachs & Co. as its Head of Corporate Communications in Frankfurt. He joined Goldman Sachs in the Private Client Services area in London. In 1999, he was the fellow for European Affairs in the office of US Senator Chuck Hagel, R-NE, current US Secretary of Defense. Between 1993 to 1998, he served as Chief of Staff to the late Ignatz Bubis, President of the Central Council of Jews in Germany. David Kamenetzky holds a degree in Finance, Accounting and Controlling (lic. oec.

HSG) from the University of St. Gallen, Switzerland and a Master of Science in Foreign Relations from Georgetown University, USA.

#### **4.2 Election of Chairman**

Motion of the Board of Directors:

Re-election of Mr. Adrian T. Keller as Chairman of the Board of Directors for a term of office until completion of the next Ordinary Annual General Meeting.

#### **4.3 Election of members of the Nomination and Compensation Committee**

Motion of the Board of Directors:

Separate election of each of the following present members of the Board of Directors as members of the Nomination and Compensation Committee for a term of office until completion of the next Ordinary Annual General Meeting:

- Mr. Andreas W. Keller
- Mr. Dr. Frank Ch. Gulich
- Mr. Robert Peugeot

#### **4.4 Election of auditors**

Motion of the Board of Directors:

Re-election of Ernst & Young Ltd., Zurich, as auditors of the Company for the financial statements and the consolidated financial statements of the Group for the financial year 2014.

#### **4.5 Election of independent proxy**

Motion of the Board of Directors:

Election of Mr. Ernst A. Widmer as independent proxy until completion of the next Ordinary Annual General Meeting.

## Notes

### Documents

Please find enclosed the following documents:

- Application form (envelope enclosed) including
- Instruction form to the independent proxy

These documents and the 2013 annual report, the annual financial statements, the consolidated financial statements as well as the reports of the statutory auditors are available to shareholders for review at the Company's registered office. The annual report is accessible on the Company's website at [www.dksh.com/financialreports](http://www.dksh.com/financialreports) and may also be downloaded. In addition, shareholders may electronically request a hardcopy of the 2013 annual report through this link.

### Submission of agenda items

On February 3, 2014 DKSH Holding Ltd. published a notice in the Swiss Official Commercial Gazette (Schweizerisches Handelsamtsblatt) inviting qualifying shareholders to submit their requests for the inclusion of individual items on the agenda by February 28, 2014. No requests were submitted.

### Application form

If you will personally attend the Annual General Meeting, please return the attached application form in the enclosed and pre-stamped envelope by **Tuesday, April 8, 2014** the latest to:

DKSH Holding Ltd.  
c/o areg.ch AG  
Fabrikstrasse 10  
4614 Haegendorf  
Switzerland

### Admission cards and voting rights

Upon due return of the completed application form, you will receive the admission and voting cards by postal mail.

All shareholders who are registered in the Company's share register on April 2, 2014, 4 p.m.

are entitled to vote at the Annual General Meeting. The share register will be blocked for entries from April 3, 2014 until (and including) April 15, 2014. Shareholders who divested their shares prior to the Annual General Meeting are no longer entitled to vote. In case of a partial divestiture of shareholdings, the admission and voting cards must be exchanged at the entrance control desk prior to the Annual General Meeting.

### **Representation and proxy**

In case you do not wish to personally attend the Annual General Meeting but to be represented, please use for the authorization as proxy the application form or your admission card. Any authorization as proxy not duly signed will not be taken into account at the Annual General Meeting.

A shareholder entered in the share register as a shareholder with voting rights may be represented by his or her legal representative, by Mr. Ernst A. Widmer, Bahnhofstrasse 48, P.O. Box 2786, 8022 Zurich, Switzerland as independent proxy or by a written proxy as to any third party who does not have to be a shareholder.

### **Directions in Zurich**

Tram Nos. 6, 7 and 8 to Stockerstrasse

Tram Nos. 2, 5, 8, 9 and 11 to Bürkliplatz

Parking is available in front of the Kongresshaus (note that there is only a limited number of parking slots) or at the Park Hyatt Hotel's car park at Beethovenstrasse 21, Zurich.

After the Annual General Meeting, you are cordially invited to join us for the traditional cocktail reception.

Sincerely yours

### **DKSH Holding Ltd.**

On behalf of the Board of Directors

A handwritten signature in black ink, appearing to read 'A. Keller', written in a cursive style.

**Adrian T. Keller**

Chairman of the Board of Directors

Enclosures

**DKSH Holding Ltd.**

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[www.dksh.com](http://www.dksh.com)