DKSH Holding Ltd.
Invitation to the 83rd Ordinary General Meeting

Think Asia. Think DKSH.

Zurich, February 12, 2016

To the shareholders of DKSH Holding Ltd.

Dear Shareholders,

The Board of Directors is pleased to invite you to the 83rd Ordinary General Meeting of DKSH Holding Ltd.:

Date
Wednesday, March 30, 2016 at 10:00 a.m.
(Admission from 09:00 a.m.)

Venue
Lake Side
Bellerivestrasse 170
8008 Zurich
Switzerland

Agenda and motions

1. Approval of the Financial Statements of DKSH Holding Ltd. and the Group Consolidated Financial Statements of the DKSH Group for the Financial Year 2015; Reports of the Statutory Auditors

Motion of the Board of Directors:
Approval of the Financial Statements of DKSH Holding Ltd. and the Group Consolidated Financial Statements of the DKSH Group for the financial year 2015.

2. Appropriation of available earnings as per balance sheet 2015 and declaration of dividend

Retained earnings brought forward	CHF	663,335,610
Loss after tax	CHF	(25,698,801)
Available earnings as per balance sheet 2015	CHF	637,636,809

Motion of the Board of Directors:
The Board of Directors proposes the distribution of a dividend from available earnings of CHF 1.30 gross per registered share as follows[1]:

Dividend	CHF	(84,554,841)
Balance to be carried forward	CHF	553,081,968

Subject to the approval of the shareholders, the distribution is expected to be made as from April 5, 2016. The last trading day with entitlement to receive the dividend is April 4, 2016. The shares will be traded ex-dividend as of April 1, 2016.

3. Discharge from Liability of the members of the Board of Directors and of the Executive Board for the Financial Year 2015

Motion of the Board of Directors:
Granting of discharge from liability to each member of the Board of Directors and of the Executive Board for the financial year 2015.

[1] No dividend will be declared on treasury shares held by DKSH Holding Ltd.

4. Approval of the compensation of the members of the Board of Directors and the Executive Board

4.1 Compensation of the Board of Directors

Motion of the Board of Directors:
Approval of the maximum aggregate amount of the compensation of the Board of Directors for the term of office until the next Ordinary General Meeting in the amount of CHF 2,550,000.

Explanation of the Board of Directors:
The maximum aggregate amount of the compensation of the members of the Board of Directors for the term of office until the next Ordinary General Meeting shall consist of a fixed compensation, applicable committee fees and social security contributions.

4.2 Compensation of the Executive Board

Motion of the Board of Directors:
Approval of the maximum aggregate amount of the compensation of the members of the Executive Board for the financial year 2017 in the amount of CHF 16,500,000.

Explanation of the Board of Directors:
The maximum aggregate amount of the compensation of the members of the Executive Board for the financial year 2017 shall consist of a fixed compensation (including social security contributions), a short-term performance-based compensation and a long-term performance-based compensation in the form of Performance Share Units ("PSUs"), which will entitle the members of the Executive Board to receive after the expiry of a vesting period of three years and subject to the achievement of certain performance objectives, from 0 up to a maximum of 1.5 shares of DKSH Holding Ltd. for each PSU.

Therefore, the maximum aggregate amount of the compensation of the members of the Executive Board submitted to the shareholders' vote is potentially higher than the amount of compensation that will be effectively paid out to the members of the Executive Board based on the performance achieved. The amount effectively paid out will be disclosed in the compensation report of the respective business year. For instance, the effective aggregate amount of the compensation paid out or granted to the members of the Executive Board for the financial year 2015 was CHF 11,389,331. Further details on the compensation of the Executive Board for the financial year 2015 can be found in the Compensation Report 2015.

5. Re-elections

5.1 Re-elections of members of the Board of Directors

Motions of the Board of Directors:
Separate re-election of all of the following current members of the Board of Directors for a term of office until completion of the next Ordinary General Meeting:

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

5.2 Re-election of the Chairman of the Board of the Directors

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 General Meeting.

5.3 Re-election of the members of the Nomination and Compensation Committee

Motion of the Board of Directors:
Separate re-election of each of the following current 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 General Meeting:

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

5.4 Re-election of the Statutory Auditors

Motion of the Board of Directors:
Re-election of Ernst & Young Ltd., Zurich, as Statutory Auditors of DKSH Holding Ltd. for the financial year 2016.

5.5 Re-election of the Independent Proxy
Motion of the Board of Directors:
Re-election of Mr. Ernst A. Widmer as Independent Proxy until completion of the next Ordinary General Meeting.

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

Sincerely yours

DKSH Holding Ltd.
On behalf of the Board of Directors

Adrian T. Keller
Chairman of the Board of Directors

Enclosures:
- Shareholder's letter
- Reply form (with envelope) and instruction form to the Independent Proxy

Organizational notes

Documents

Registered shareholders will find enclosed the reply form (with envelope) including the instruction form for instructions to the Independent Proxy.

The Annual Report 2015 (including the Annual Financial Statements, the Consolidated Financial Statements, and the Compensation Report) as well as the reports of the Statutory Auditors are available to shareholders for inspection at the Company's registered offices. The Annual Report is also accessible on DKSH's website at www.dksh.com/financialreports and may also be downloaded.

Submission of agenda items

On January 12, 2016, DKSH Holding Ltd. published a notice in the Swiss Official Gazette of Commerce (Schweizerisches Handelsamtsblatt) inviting qualifying shareholders to submit their requests for the inclusion of individual items on the agenda by no later than February 12, 2016. No such requests were submitted.

Admission cards and voting rights

Shareholders who wish to personally attend the Ordinary General Meeting, shall return the attached reply form in the enclosed envelope by **Friday, March 18, 2016** at the latest to: DKSH Holding Ltd., c/o areg.ch AG, Fabrikstrasse 10, 4614 Haegendorf, Switzerland. Upon due return of the completed reply form, the admission and voting cards will be sent by postal mail. In order to determine the attendance correctly, any shareholder leaving the Ordinary General Meeting early or temporarily is requested to present the unused voting papers and admission card at the exit.

Shareholders registered in the share register of DKSH Holding Ltd. on March 16, 2016 at 5 p.m. are entitled to vote at the Ordinary General Meeting. The share register will be blocked for entries from March 17, 2016 until (and including) March 30, 2016. Shareholders who divest their shares during this period are no longer entitled to vote at the General Meeting. In case of a partial divestiture of shares, the admission and voting cards must be exchanged at the entrance control desk prior to the Ordinary General Meeting.

Representation and appointment of proxy
A shareholder registered in the share register with voting rights may be represented by his or her legal representative, by the Independent Proxy (Mr. Ernst A. Widmer, Bahnhofstrasse 48, P.O. Box 2786, 8022 Zurich, Switzerland) or, by way of a written proxy, by a third party who does not have to be a shareholder. For the appointment of a proxy shareholders shall use the enclosed reply form or the admission card. Appointment of proxy not duly signed will not be taken into account at the General Meeting. Proxies may only be appointed for one General Meeting.

Electronic authorizations and instructions to the Independent Proxy
Under www.netvote.ch/dksh, shareholders may electronically issue authorizations and instructions to the Independent Proxy or may electronically amend their instructions already provided to the Independent Proxy until March 24, 2016, 12 a.m. (CET). The respective login data (username and password) are provided on the attached reply form.

Speakers' Desk
Shareholders who wish to speak are invited to contact the speakers' desk (Wortmeldeschalter) before the Ordinary General Meeting.

Mobile phones
Please switch off your mobile phones during the General Meeting.

Directions
The Lake Side is located at the Zürichhorn in Zurich.

By car please follow from Bellevue the Bellerivestrasse in the direction of the Utoquai and Rapperswil, Forch, Rüti. A limited number of parking lots will be reserved at the public parking area near the restaurant Lake Side.

Arrival by public transport: By tram Nos. 2 and 4 to Fröhlichstrasse, by Bus Nos. 912 and 916 to Chinagarten and by ship to Casino Zürichhorn.

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www.dksh.com