



DUTCH LADY MILK INDUSTRIES BERHAD (5063-V)
(Incorporated in Malaysia under the then Companies Ordinances, 1940-1946)

NOTICE IS HEREBY GIVEN that the Fifty-Third Annual General Meeting of the Company will be held at Atlanta Ballroom, Level 3, Hotel Armada, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 26 April 2016 at 10 a.m. for the purpose of transacting the following business:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2015, together with the Reports of the Directors and Auditors thereon (Please refer to Explanatory Note 1).

Resolution 1

2. To approve the payment of Directors' Fees of RM262,680 for the financial year ending 31 December 2016, to be made payable quarterly.

Resolutions 2 & 3

3. To re-elect Foo Swee Leng and Saw Chooi Lee who retire by rotation pursuant to Article 94(a) of the Company's Articles of Association.

Resolution 4

4. To consider and if thought fit, pass the following resolution in accordance with Section 129(6) of the Companies Act, 1965 and Article 93(c) of the Company's Articles of Association:

"**THAT** pursuant to Section 129(6) of the Companies Act, 1965 and Article 93(c) of the Company's Articles of Association, Dato' Zainal Abidin bin Putih who is over the age of seventy years, be and is hereby re-appointed as Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company."

Resolution 5

5. To appoint Auditors and to authorise the Directors to fix their remuneration.

The Notice of Nomination of Messrs PricewaterhouseCoopers (AF: 1146) as the new Auditors of the Company, has been received by the Company and a copy of which is annexed hereto, of the intention to propose the following ordinary resolution:

"**THAT** Messrs PricewaterhouseCoopers (AF: 1146) be and is hereby appointed Auditors of the Company in place of the retiring Auditors, Messrs KPMG, to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to determine their remuneration accordingly."

AS SPECIAL BUSINESS

To consider and if thought fit, pass the following resolutions:

Resolution 6

6. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE.**

"**THAT** approval be and is hereby given to the Company to enter into and to give effect to the Recurrent Related Party Transactions of a Revenue or Trading Nature as stated in Section 2.1.4 with the specified classes of Related Parties as stated in Section 2.1.3 of the Circular to Shareholders dated 1 April 2016 which are necessary for the Company's day-to-day operations subject to the following:

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting of the Company is entitled to appoint a proxy/proxies to attend and vote instead of him. A proxy need not be a member of the Company and Section 149(1)(b) of the Companies Act, 1965 shall not apply. A proxy appointed to attend and vote at the Meeting shall have the same rights as a Member to speak at the Meeting.
2. Save for an Exempt Authorised Nominee as defined under the Central Depositories Act which may appoint multiple proxies in respect of each Omnibus Account it holds with ordinary shares of the Company standing to the credit of the said securities account, a Member (including an authorised nominee) shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting. In any case, where more than one (1) proxy is appointed, such appointment shall not be valid unless the proportion of the holdings represented by each proxy is specified.
3. The instrument appointing the proxy must be signed by the Member or his attorney duly authorised in writing, or if the appointer is a corporation, the instrument must be executed under its common seal or under the hand of its officer or attorney duly authorised.
4. Only Members whose names appear in the Record of Depositors as at 5.00 p.m. on 20 April 2016 shall be entitled to attend and vote at the Meeting or appoint a proxy/proxies to attend and vote on his behalf.
5. To be valid, the original instrument appointing a proxy, duly completed (and if applicable, the power of attorney or other authority under which it is originally signed or notarially certified copy of that power of authority) must be deposited at the Registered Office of the Company at Level 5, Quill 9, No. 112, Jalan Semangat, 46300 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than 48 hours before the time set for holding the Meeting or any adjournment thereof.
6. Registration and Door Gifts

Registration will commence at 8.00 a.m. on the day of the Meeting. Members and Proxies are advised to be punctual. For verification purposes, Members and Proxies are required to produce their original identification card at the registration counter.

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders; and
- (ii) the aggregate value of such transactions conducted pursuant to the Shareholders' Mandate during the financial year will be disclosed in the Annual Report for the said financial year;

AND THAT such approval shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the Meeting the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company subsequent to the date it is required to be held pursuant to Section 143(1) of the Malaysian Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary in the best interest of the Company (including executing all such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

Resolutions 7 & 8

7. RETENTION OF INDEPENDENT DIRECTORS OF THE COMPANY

Resolution 7

- (i) "**THAT** subject to the passing of Resolution 2, approval be and is hereby given to Foo Swee Leng who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years to continue to act as an Independent Non-Executive Director of the Company."

Resolution 8

- (ii) "**THAT** approval be and is hereby given to Boey Tak Kong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years to continue to act as an Independent Non-Executive Director of the Company."

8. To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

By Order of the Board

IZREEN FARA BINTI ISMAIL
(MAICSA 7056439)
Company Secretary
Petaling Jaya
1 April 2016

In conformity with past practice, please take note that each Member or Proxy who is present shall be entitled to one (1) door gift only upon registration, irrespective of the number of Members he/she represent (e.g. in the event a Member and/or Proxy represents himself and/or two or more Members, he/she shall be entitled to one (1) door gift only).

Explanatory Notes to the Agenda

- (i) **First item of the Agenda**
This item of the Agenda is meant for discussion only in accordance with the provision of Section 169(1) of the Companies Act, 1965.
- (ii) **Resolution 6: Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.**
Please refer to the Circular to Shareholders dated 1 April 2016.
- (iii) **Resolutions 7 & 8: Retention of Foo Swee Leng and Boey Tak Kong as Independent Directors of the Company**
The Nomination Committee has assessed the independence of Foo Swee Leng and Boey Tak Kong, who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine years, and recommended that they continue to act as Independent Non-Executive Directors of the Company based on the following justifications:
 - (a) They fulfilled the criteria under the definition of an Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus they would be able to function as check and balance and bring with them an element of objectivity to the Board;
 - (b) They provide the Board with a diverse set of experience, skill and expertise;
 - (c) They have performed their duty diligently and in the best interest of the Company and provide a broader view, independent and balanced assessment of proposals from the Management; and
 - (d) They do not hold any shares in the Company and have no business dealings with the Company, save and except as being a member of the Board of Directors of the Company.