

General Announcement

Reference No **CC-120427-35807**

Company Name : **DUTCH LADY MILK INDUSTRIES BERHAD**
Stock Name : **DLADY**
Date Announced : **27/04/2012**

Type : **Announcement**
Subject : **GENERAL MEETINGS
NOTICE OF MEETING**

Description : **DUTCH LADY MILK INDUSTRIES BERHAD ("DLMI")
- NOTICE OF FORTY-NINTH ANNUAL GENERAL MEETING**

Attachments : [AGM notice.pdf](#)

Announcement Details/Table Section :

Kindly be informed that the Forty-Ninth Annual General Meeting of DLMI will be held at Hotel Armada, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 13 June 2012 at 10.00 a.m.

Only Members registered in the Register of Depositors as at 5.00 pm on 7 June 2012 shall be entitled to attend the said Meeting or appoint proxy/proxies to attend and/or to vote on his behalf.

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

NOTICE IS HEREBY GIVEN that the Forty-Ninth Annual General Meeting of the Company will be held at Hotel Armada, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan, on Wednesday, 13 June 2012 at 10.00 a.m. for the purpose of transacting the following business:

AGENDA

AS ORDINARY BUSINESS

Ordinary Resolution 1

1 To receive the Audited Financial Statements for the financial year ended 31 December 2011, together with the Reports of the Directors and Auditors thereon.

Ordinary Resolution 2 & 3

2 To approve the payment of Directors' fees of RM200,200 for the financial year ended 31 December 2011.

3 To approve the payment of Directors' fees of RM212,700 for the financial year ended 31 December 2012, to be made payable quarterly in arrears.

Ordinary Resolution 4 & 5

4 To re-elect the following Directors, who retire by rotation to pursuant Article 94(a) of the Company's Articles of Association:-

- (i) Dato' Zainal Abidin bin Putih
- (ii) Mr. Boey Tak Kong

Ordinary Resolution 6

5 To re-elect Mr. Rahul John Colaco, who was appointed during the year and retires pursuant to Article 97 of the Company's Articles of Association.

Ordinary Resolution 7

6 To re-appoint Messrs KPMG (AF: 0758) as the Company's Auditors and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS

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

Ordinary Resolution 8

7 PROPOSED NEW AND EXISTING 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 27 April 2012 which are necessary for the Company's day-to-day operations subject to the following:-

- (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 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."

Special Resolution 1

8 PROPOSED AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION

"THAT the Articles of Association of the Company be altered as follows:-

- (a) Inclusion of the following new definitions under Article 2(a):-

WORDS	MEANINGS
"Omnibus Account"	An account in which securities are held for two or more beneficial owners.
"Exempt Authorised Nominee"	An authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.

- (b) Amendments to Article 69 to read as follows:-

Article 69 - Rights of proxy to vote and to speak

"A Proxy shall be entitled to vote on a show of hands on any question at any general meeting. The Proxy shall also have the same rights as a Member to speak at any general meeting."

- (c) Amendment to Article 74 which reads as follows:-

"Article 74 - Proxy of an authorised nominee

Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account to attend and vote at the same meeting.

Where a Member is an Exempt Authorised Nominee which holds ordinary shares in the Company in an Omnibus Account, such Exempt Authorised Nominee may appoint multiple proxies in respect of each Omnibus Account it holds.

In both cases, such appointment shall be invalid unless the authorised nominee or Exempt Authorised Nominee specifies the proportion of its shareholdings to be represented by each proxy it has appointed."

- (d) Inclusion of a new Article 125A to read as follows:-

"Article 125A - Payment of dividends by electronic means

Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Listing Requirements and/or regulatory authorities, payment of dividends may be made by direct transfer or such other mode of electronic means to the bank account of the holder whose name appear in the Register of Members or Record of Depositors or, if more than one (1) person is entitled thereto in consequence of the death or bankruptcy of the holder, payment in such manner to the bank account of any one of such persons or to the bank account of such person as such persons may by writing direct. The payment of any dividends by such electronic means shall constitute a good and full discharge to the Company of the dividends to which it relates regardless of any discrepancy given by the Member in the details of bank account(s)."

THAT the Directors and Secretary of the Company be and are hereby authorised to carry out all the necessary formalities in effecting the amendments;

AND THAT the Directors of the Company be and are hereby authorised to assent to any condition, modification, variation and/or amendments as may be required by Bursa Malaysia Securities Berhad.

- 9. To transact any other business for which due notice shall have been given.

By Order of the Board

HUANG SHI CHIN (MIA 3891)
IZREEN FARA BINTI ISMAIL (MAICSA 7056439)
Joint Company Secretaries
Petaling Jaya
27 April 2012

Notes:

A Member entitled to attend a 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.

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.

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 officers or attorney duly authorised.

To be valid, the instrument appointing a proxy, duly completed (and if applicable) the power of attorney or other authority under which it is signed or notorally certified copy of that power of authority) must be deposited at the Registered Office of the Company not less than 48 hours before the time set for holding the Meeting or any adjournment thereof.

Only Members registered in the Register of Depositors as at 5.00 pm on 7 June 2012 shall be entitled to attend the Meeting or appoint proxy/proxies to attend and/or vote on his behalf.

Explanatory Notes on Special Business:

Ordinary Resolution 8

Proposed New And Existing Shareholders' Mandate For Recurrent Related Party Transactions of a Revenue or Trading Nature

Please refer to the Circular to Shareholders dated 27 April 2012.

Special Resolution 1

Proposed Amendments to the Company's Articles of Association

Please refer to the Circular to Shareholders dated 27 April 2012.