

General Meeting (v4)
Reference No. GMA-11042019-00009

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COMPANY INFORMATION SECTION

Announcement Type	<input type="radio"/> New Announcement <input checked="" type="radio"/> Amended Announcement	Amended Announcement References No.	GMA-27032019-00009
Company Name	DUTCH LADY MILK INDUSTRIES BERHAD	(Previous references no.)	GMA-27032019-00009
Stock Name	DLADY		
Stock Code	3026		
Board	Main Market		
Submitting Secretarial Firm	BOARDROOM CORPORATE SERVICES SDN BHD		

CONTACT DETAIL

Contact Person	Designation	Contact No	Email Address
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CHIA CHEE CHOONG	Officer	03-78418239	cheechoong.chia@boardroomlimited.com
KATINA NURANI BINTI ABD RAHIM	Secretary	03-79532608	katinanurani.abdrahim@frieslandcampina.com

MAIN

AUDIT LOGS

Type Of Meeting	Annual General Meeting						
Indicator	Notice of Meeting						
Description	Dutch Lady Milk Industries Berhad - Amended Notice of Fifty-Sixth Annual General Meeting and Proxy Form.						
Date Of Meeting	26 Apr 2019						
Time	09:00 AM						
Venue	Ballroom 2, Level 3D, Sheraton Petaling Jaya Hotel, Jalan Utara C 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.						
Date Of General Meeting Record of Depositors	19 Apr 2019						
Attachment(PDF format only)	<table border="1"> <thead> <tr> <th>No</th> <th>File Name</th> <th>Size</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Amended Notice of AGM and Proxy Form 11.4.2019.pdf</td> <td>217.7KB</td> </tr> </tbody> </table>	No	File Name	Size	1	Amended Notice of AGM and Proxy Form 11.4.2019.pdf	217.7KB
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1	Amended Notice of AGM and Proxy Form 11.4.2019.pdf	217.7KB					



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AMENDMENT TO THE NOTICE OF FIFTY-SIXTH ANNUAL GENERAL MEETING AND PROXY FORM

Dear shareholders of Dutch Lady Milk Industries Berhad,

Reference is made to the notice of Fifty-Sixth Annual General Meeting (“56th AGM Notice”) and the form of proxy (“Proxy Form”) contained in our 2018 Annual Report that was delivered to you on 28 March 2019. On behalf of the board of directors, we wish to amend Note no. 4 to the 56th AGM Notice and Proxy Form as follows:

Note 4:

Only Members whose names appear in the Record of Depositors as at 19 April 2019 (General Meeting Record of Depositors) shall be entitled to attend and vote at the Meeting or appoint proxy/proxies to attend and vote on his behalf.

Accordingly, please find enclosed the amended 56th AGM Notice and Proxy Form for your attention.

By Order of the Board

KATINA NURANI BINTI ABD RAHIM (L.S. No. 9652)
Company Secretary
Petaling Jaya

11 April 2019





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NOTICE OF ANNUAL GENERAL MEETING (AMENDED)

NOTICE IS HEREBY GIVEN that the Fifty-Sixth Annual General Meeting of the Company will be held at Ballroom 2, Level 3D, Sheraton Petaling Jaya Hotel, Jalan Utara C 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Friday, 26 April 2019 at 9 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 2018, together with the Reports of the Directors and Auditors thereon (Please refer to Explanatory Note (i)).

Resolution 1

2. To approve the proposed increase and payment of Directors' fees of up to RM480,000 for the financial year ending 31 December 2019, to be made payable quarterly (Please refer to Explanatory Note (ii)).

Resolution 2

3. To approve the proposed increase and payment of Directors' benefits (other than Directors' fees) of up to RM100,000 to Non-Executive Directors for the period from 1 January 2019 until the conclusion of the next Annual General Meeting of the Company. (Please refer to Explanatory Note (ii)).

Resolutions 3 and 4

4. To re-elect the following Directors who retire by rotation pursuant to Article 93(a) of the Constitution of the Company:
 - (a) Saw Chooi Lee
 - (b) Bernardus Hermannus Maria Kodden

Resolutions 5, 6 and 7

5. To re-appoint the following Directors who were appointed during the year and retire pursuant to Article 96 of the Constitution of the Company:

- (a) Tengku Nurul Azlan binti Tengku Shahrman
- (b) Jurgen Clemens Johannes Sandmann
- (c) Datin Seri Sunlta Mei-Lin Rajakumar

Resolution 8

6. To re-appoint PricewaterhouseCoopers PLT (LLP0014401-LCA & AF: 1146) 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 resolution:

ORDINARY RESOLUTION:

Resolution 9

7. **PROPOSED NEW AND 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 2.4 with the specified classes of Related Parties as stated in Section 2.3 of the Circular to Shareholders dated 28 March 2019 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;





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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 340(2) of the Companies Act, 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) 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."

Resolution 10

8. RETENTION OF INDEPENDENT DIRECTOR OF THE COMPANY

"**THAT** approval be and is hereby given to Dato' Zainal Abidin bin Putih who has served as an Independent Non-Executive Director of the Company for cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company."

SPECIAL RESOLUTION:

Resolution 11

9. PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY

"**THAT** the proposed New Constitution as set out in the Circular to Shareholders dated 28 March 2019 and is hereby adopted as the Constitution of the Company in place of the existing Constitution of the Company **AND THAT** the Board of Directors of the Company be and is hereby authorized to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

10. To transact any other business of which due notice shall have been given in accordance with the Constitution of the Company and the Companies Act, 2016.

By Order of the Board

KATINA NURANI BINTI ABD RAHIM (L.S. No. 9652)

Company Secretary
Petaling Jaya

28 March 2019

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. 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 19 April 2019 (General Meeting Record of Depositors) shall be entitled to attend and vote at the Meeting or appoint proxy/proxies to attend and vote on his behalf.





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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 office of Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd) at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, not less than 24 hours before the time set for holding the Meeting or any adjournment thereof (or in the case of poll, before the time appointed for the taking of the poll).
6. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of the Fifty-Sixth AGM will be put to vote by way of poll.
7. Registration and Door Gifts

Registration will commence at 7.30 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.

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 340(1)(a) of the Companies Act, 2016. As such this item on the Agenda is not put forward for voting.

(ii) Resolutions 1 and 2:

The proposed increase of the Directors' fees and benefits for the financial year ending 31 December 2019, is as follows:

Directors' Fees and Benefits	2018 (per annum)	2019 (per annum)
Chairman's Fees	RM106,837	RM115,384
Non-Executive Directors' fees (other than FC DLMI's Nominee Directors)	RM60,900	RM65,772
Chairman of Audit Committee - allowance	RM7,500	RM8,100
Member of Audit Committee - allowance	RM5,000	RM5,400
Chairman of Nominating & Remuneration Committee - allowance	RM1,500	RM1,620
Meeting Attendance	RM1,000 per meeting	RM1,300 per meeting

(iii) Resolution 9: Proposed New and Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Please refer to the Circular to Shareholders dated 28 March 2019 and despatched together with the Company's abridged Annual Report for the financial year ended 31 December 2018.

(iv) Resolution 10: Retention of Dato' Zainal Abidin Bin Putih as an Independent Director of the Company

The Nominating & Remuneration Committee has assessed the independence of Dato Zainal Abidin Bin Putih who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and arising therefrom, the Board recommends that he continue to act as Independent Non- Executive Director of the Company based on the following justifications:-





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- (a) He has 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 he would be able to function as check and balance and brings with them an element of objectivity to the Board;
- (b) He provides the Board with a diverse set of experience, skill and expertise;
- (c) He has performed his duty diligently and in the best interest of the Company and provides a broader view, independent and balanced assessment of proposals from the Management; and
- (d) He does 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.

(v) Resolution 11: Proposed Adoption of the New Constitution of the Company

The Resolution 11, if passed, will streamline the Company's Constitution and corporate practices with the provisions of the Companies Act 2016, to take into account the amendments made by Bursa Securities to the Main LR and to enhance administrative efficiency. The details of the New Constitution are set out in the Circular to Shareholders dated 28 March 2019.





CDS Account

No. of shares

Proxy Form

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

I / We
(full name in block letters, NRIC No / Company No)

of

being a member/members of DUTCH LADY MILK INDUSTRIES BERHAD hereby appoint:-

Full name (in block letters)	NRIC / Passport No.	Proportion of Shareholdings	
		No of Shares	%
Address			

And/or (delete as appropriate)

Full name (in block letters)	NRIC / Passport No.	Proportion of Shareholdings	
		No of Shares	%
Address			

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the Fifty-Sixth Annual General Meeting of the Company to be held at Ballroom 2, Level 3D, Sheraton Petaling Jaya Hotel, Jalan Utara C 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Friday, 26 April 2019 at 9 a.m. and any adjournment thereof, in respect of my/our shareholding in the manner indicated below:-

RESOLUTION NO.	RESOLUTION	FOR	AGAINST
Resolution 1	Proposed increase and payment of Directors' fees for the financial year ending 31 December 2019, to be paid quarterly		
Resolution 2	Proposed increase and payment of Directors' benefits (other than Directors' fees) for the period from 1 January 2019 until the conclusion of the next Annual General Meeting of the Company		
Resolution 3	Re-election of Saw Chool Lee		
Resolution 4	Re-election of Bernardus Hermannus Maria Kodden		
Resolution 5	Re-election of Tengku Nurul Azian binti Tengku Shahrman		
Resolution 6	Re-election of Jurgen Clemens Johannes Sandmann		
Resolution 7	Re-election of Datin Seri Sunita Mel-Lin Rajakumar		
Resolution 8	Re-appointment of PricewaterhouseCoopers PLT as the Company's Auditors		
Resolution 9	Proposed New and Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature		
Resolution 10	Retention of Dato' Zainal Abidin Bin Putih as an Independent Director of the Company		
Resolution 11	Proposed Adoption of the New Constitution of the Company		

Please indicate with an "X" in the space provided whether you wish your votes to be cast for or against the resolutions. In the absence of specific instruction, your proxy will vote or abstain as he/she thinks fit.

Signed thisday of 2019

.....
Signatures(s) of Shareholder/Attorney
(If Shareholder is a corporation, this part should be executed under seal or under the hand of its officer or attorney duly authorised)

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 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. This instrument appointing the proxy must be signed by the Member or the 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 the Record of Depositors as at 19 April 2019 (General Meeting Record of Depositors) shall be entitled to attend and vote at the Meeting or appoint proxy/proxies to attend and/or vote on his behalf.
5. To be valid, the instrument appointing the proxy, duly completed (and, if applicable, the power of attorney or other authority under which it is signed or notarially certified copy of that power of attorney) must be deposited at the office of Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd) at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301, Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time set for holding the Meeting or any adjournment thereof (or in the case of poll, before the time appointed for the taking of the poll).
6. Pursuant to Paragraph 8.29A of the Main Market Listing requirements, all resolutions set out in the Notice of the 56th Annual General Meeting of the Company will be put to vote by way of poll.
7. Registration and Door Gifts
Registration will commence at 7.30 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. 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).

Please fold here to seal

STAMP

Share Registrar

DUTCH LADY MILK INDUSTRIES BERHAD (5063-V)
Boardroom Share Registrars Sdn Bhd
(Formerly known as Symphony Share Registrars Sdn Bhd)
Level 6, Symphony House,
Pusat Dagangan Dana 1,
Jalan PJU 1A,46,
47300 Petaling Jaya,
Selangor Darul Ehsan,
Malaysia.

Please fold here to seal