

# NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of the Company will be carried out fully virtual through live streaming and online remote voting from the Broadcast Venue at Meeting Room, 12<sup>th</sup> Floor, Menara Symphony, No 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 1 July 2021 at 2 p.m. or at any adjournment of the EGM, for the purpose of considering and, if thought fit, passing with or without modifications the following resolution:

## AS ORDINARY BUSINESS

**PROPOSED DISPOSAL BY DUTCH LADY MILK INDUSTRIES BERHAD ("DLMI" OR "COMPANY") OF LANDS HELD UNDER DOCUMENTS OF TITLE PAJAKAN NEGERI 33305 LOT 78 SEKSYEN 13, PAJAKAN NEGERI 33306 LOT 79 SEKSYEN 13 AND PAJAKAN NEGERI 96122 LOT 48 SEKSYEN 13, ALL IN BANDAR PETALING JAYA, DAERAH PETALING, NEGERI SELANGOR ("LAND") TOGETHER WITH THE BUILDINGS ERECTED THEREON ("BUILDINGS") BEARING POSTAL ADDRESS NO 13, JALAN PROFESSOR KHOO KAY KIM (FORMERLY KNOWN AS JALAN SEMANGAT) 46200 PETALING JAYA, SELANGOR (THE LAND TOGETHER WITH THE BUILDINGS SHALL HEREINAFTER BE REFERRED TO TOGETHER AS "PROPERTY") TO UEM LAND BERHAD ("PURCHASER") FOR A TOTAL CASH SUM OF RM200,000,000.00 ("PURCHASE PRICE")**

**"THAT** subject to and conditional upon the approvals of all relevant authorities and/or parties (where applicable) being obtained, **approval be and is hereby given for the Company to dispose of** its current factory land located and held under documents of title Pajakan Negeri 33305 Lot 78 Seksyen 13 ("**Lot 78**"), Pajakan Negeri 33306 Lot 79 Seksyen 13 ("**Lot 79**") and Pajakan Negeri 96122 Lot 48 Seksyen 13 ("**Lot 48**"), all in Bandar Petaling Jaya, Daerah Petaling, Negeri Selangor ("**Land**") together with the buildings erected thereon ("**Buildings**") bearing postal address No 13, Jalan Professor Khoo Kay Kim (formerly known as Jalan Semangat) 46200 Petaling Jaya, Selangor (the Land together with the Buildings shall hereinafter be referred to together as "**Property**") ("**Proposed Disposal**") on the terms stipulated in the Sale and Purchase Agreement dated 10 March 2021 entered into between the Company and the Purchaser.

THAT the Board of Directors of DLMI ("Board") is hereby authorised to use the proceeds from the Proposed Disposal as set out in Section 2.14 of the circular to shareholders dated 9 June 2021 and the Board be and is hereby authorised to revise the use of proceeds from the Proposed Disposal in the manner as it deems fit and in the best interest of the Company.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds, things and to execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company to give full effect to the Proposed Disposal with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by any relevant authorities and to deal with all matters relating thereto or deemed necessary by the Directors, and to take all steps and do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Disposal."

By Order of the Board

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

SSM Practising Certificate No. 201908001190  
Company Secretary  
Petaling Jaya  
9 June 2021

## Explanatory Notes

Please refer to the Circular to Shareholders dated 9 June 2021 which is available on [www.dutchlady.com.my](http://www.dutchlady.com.my).

### Notes:

1. In light of the COVID-19 pandemic, in the interest of our stakeholders' health and safety, the Extraordinary General Meeting ("EGM") will be conducted fully virtual through live streaming and online remote voting via Remote Participation and Electronic Voting ("RPEV") facilities which are available on Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>. With RPEV facilities, members may exercise their rights to participate and vote at the EGM through the following modes of communication: i) Typed text in the Meeting Platform ii) E-mail questions to [finance.dept@frieslandcampina.com](mailto:finance.dept@frieslandcampina.com) prior to the Virtual Meeting. The Company has appointed Boardroom Share Registrars Sdn Bhd ("Boardroom") as the Poll Administrator for the EGM to facilitate the Virtual Meeting. Please follow the procedures set out in the Administrative Guide for the EGM below to register, participate and vote remotely via RPEV facilities.
2. The Broadcast Venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016. Members will not be allowed to attend the EGM in person at the Broadcast Venue on the day of the EGM.
3. A Member entitled to attend and vote at the EGM 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.
4. 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.
5. 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.
6. For the purpose of determining members who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 21 June 2021 ("General Meeting Record of Depositors"). Only depositors whose names appear on the Record of Depositors as at 21 June 2021 shall be entitled to attend the said meeting or appoint proxies to attend and vote on their behalf.
7. 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 at Ground Floor or 11<sup>th</sup> Floor, Menara Symphony, No 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 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, not less than 48 hours before the time appointed for the taking of the poll); or by electronic means using the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> not later than 48 hours before the time set for holding the Meeting or any adjournment thereof. Please refer to Administrative Guide below.
8. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in the Notice of the EGM will be put to vote by way of poll.

### Personal Data Privacy:

By registering for the remote participation and electronic voting meeting and/or submitting an instrument appointing a proxy(ies) and/or representative(s) to participate, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company (i) consents to the processing of the member's personal data by the Company (or its agents) for the Meeting and matters related thereto, including but not limited to: (a) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof); (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof); and (c) for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) undertakes and warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the Company (or its agents) processing of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will fully indemnify the Company in respect of any penalties, liabilities, legal suits, claims, demands, losses and damages as a result of the member's failure to provide accurate and correct information of the personal data or breach of the member's undertaking and/or warranty as set out herein.

## ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING

- Meeting Platform : <https://web.lumiagm.com/>  
Day and Date : Thursday, 1 July 2021  
Time : 2.00 p.m.  
Broadcast Venue : Meeting Room, 12<sup>th</sup> Floor, Menara Symphony, No 5, Jalan Prof. Khoo Kay Kim, Seksyen 13,  
46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia  
Mode of Communication : 1) Typed text in the Meeting Platform  
2) E-mail questions to [finance.dept@frieslandcampina.com](mailto:finance.dept@frieslandcampina.com) prior to the Meeting




### Broadcast Venue

1. Shareholders/proxies are not allowed to present and participate at Dutch Lady Milk Industries Berhad's EGM via the Broadcast Venue as the venue is only meant to facilitate the conduct of the Virtual Meeting.

### Proxy

1. Shareholders who are unable to remote participate in Dutch Lady Milk Industries Berhad's EGM are encouraged to appoint the Chairperson of the Meeting to vote on their behalf.
2. You may deposit the Proxy Form electronically with the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd using Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> not later than 48 hours before the time set for holding the Meeting or any adjournment thereof. Kindly follow the link at <https://investor.boardroomlimited.com> to login and select "E-PROXY LODGEMENT" to deposit your Proxy Form electronically.
3. If you wish to remote participate the Virtual Meeting yourself, please do not submit any Proxy Form. You will not be allowed to participate the Virtual Meeting together with a proxy appointed by you.
4. If you have submitted Proxy Form prior to the Virtual Meeting and subsequently decide to appoint another person or wish to participate in the Virtual Meeting by yourself, please write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) to revoke the earlier appointed proxy forty-eight (48) hours before the Meeting.

### Poll Voting (For Virtual Meeting)

1. The voting will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Company has appointed Boardroom Share Registrars Sdn Bhd as Poll Administrator to conduct the poll by way of electronic voting (e-Voting).
2. For the purposes of this EGM, the remote participation and e-voting will be carried out via the following voting devices:
  - a. Personal smart mobile phones ,
  - b. Tablets  or
  - c. Laptops 
3. There are 2 methods for members and proxies who wish to use their personal voting device to vote as follows:
  - a. Using QR Scanner Code given in the email to you **OR**
  - b. Using website URL <https://web.lumiagm.com/>
4. The polling will only commence after the announcement of poll voting session open by the Chairperson and until such time when the Chairperson announces the closure of poll.
5. The Scrutineers will verify the poll result reports upon closing of the poll session by the Chairperson. Scrutineers will announce the results thereafter and the Chairperson will declare whether the resolutions put to vote were successfully carried or not.

### Remote Participation and Electronic Voting

6. Please note that this option is available to **(i) individual members; (ii) corporate shareholder; (iii) Authorised Nominee; and (iv) Exempt Authorised Nominee.**
7. If you choose to participate in the meeting online, you will be able to view a live webcast of the Meeting, post questions to the Board and submit your votes in real time whilst the meeting is in progress.
8. Kindly follow the steps below on how to request for login ID and password.

#### **Step 1 - Register Online with Boardroom Smart Investor Portal (for first time registration only)**

*[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2. Submit request for Remote Participation user ID and password.]*

- a. Access website <https://investor.boardroomlimited.com>.
- b. Click <<Login>> and click <<Register>> to sign up as a user.
- c. Complete registration and upload softcopy of MyKAD (front and back) or Passport in JPEG, PNG or PDF format.
- d. Please enter a valid email address and wait for Boardroom's email verification.
- e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

**Step 2 – Submit Request for Remote Participation User ID and Password**

*[Note: The registration for remote access will be opened on 9 June 2021]*

**Individual Members**

- Login to <https://investor.boardroomlimited.com> using your user ID and password above.
- Select “Virtual Meeting” from main menu and select the correct Corporate Event “Dutch Lady Milk Industries Berhad EGM Virtual Meeting”.
- Read and agree to the terms and conditions.
- Enter your CDS account and thereafter submit your request.

**Corporate Shareholders**

- Write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy to submit the request.

Please also provide a copy of Corporate Representative’s MyKad (Front and Back) in JPEG, PNG or PDF format or Passport as well as his/her email address.

**Authorised Nominee and Exempt Authorised Nominee**

- Write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) by providing the name of Member, CDS Account Number accompanied with the Form of Proxy to submit the request
- **Authorised Nominee and Exempt Authorised Nominee** must also provide a copy of the Proxy Holder’s MyKad (Front and Back) or Passport in JPEG, PNG or PDF format as well as his/her email address.
  - a. You will receive a notification from Boardroom that your request has been received and is being verified.
  - b. Upon system verification against the General Meeting Record of Depositors as at 21 June 2021, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.
  - c. You will also receive your remote access user ID and password along with the email from Boardroom if your registration is approved.
  - d. Please note that the closing time to submit your request is at 2.00 p.m. on 29 June 2021 (48 hours before the Virtual Meeting).

**Step 3 – Login to Virtual Meeting Portal**

*[Please note that the quality of the connectivity to Virtual Meeting Portal for live web cast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.]*

- a. The Virtual Meeting portal will be open for login starting one (1) hour before the commencement of Virtual Meeting at 1.00 p.m. on 1 July 2021.
- b. Follow the steps given to you in the email along with your remote access user ID and password to login to the Virtual Meeting portal. (Refer to Step 2 above)
- c. The steps will also guide you how to view live web cast, ask questions and vote.
- d. The live web cast will end and the Messaging window will be disabled the moment The Chairperson announces the closure of the Virtual Meeting.
- e. You can now logout from Virtual Meeting Portal.

**Live Webcast, Question and Voting at the Virtual Meeting**

The Login User Guide for participation, posing questions and voting at the EGM, will be emailed to the shareholders together with the remote access user ID and password once their registration have been approved.

Shareholders who participate the Virtual Meeting are able to view the Company’s presentation or slides via the live web-streaming.

The Chairperson and the Board of Directors will endeavour their best to respond to the questions submitted by shareholders which are related to the resolutions to be tabled at the EGM, as well as financial performance/prospect of the Company.

Shareholders may proceed to cast votes on each of the proposed resolutions, to be tabled at the EGM, after the Chairperson has opened the poll voting session on the resolutions. Shareholders are reminded to cast their votes before the poll is closed.

No recording or photography of the virtual EGM proceedings is allowed without the prior written permission of the Company.

Shareholders/Proxies must ensure that you are connected to the internet at all times in order to participate and vote when the virtual EGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.

**Enquiry**

Please email to the Company’s Share Registrar, Boardroom Share Registrars Sdn Bhd at [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) if you have queries pertaining to the remote participation and electronic voting, prior to the virtual Meeting.

# PROXY FORM



<b>CDS Account</b>	
<b>No of shares</b>	

DUTCH LADY MILK INDUSTRIES BERHAD (Registration No. 196301000165 (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 Chairperson of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company which will be held fully virtual through live streaming and online remote voting from the Broadcast Venue, Meeting Room, 12<sup>th</sup> Floor, Menara Symphony, No 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 1 July 2021 at 2 p.m. and any adjournment thereof, in respect of my/our shareholding in the manner indicated below:-

My/our proxy/proxies shall vote as follows:

(Please indicate with an "X" in the space provided below how you wish your vote to be cast on the resolution specified in the notice of meeting. If you do not do so, your proxy/proxies will vote or abstain from voting as he/she may think fit.)

ORDINARY RESOLUTION	FOR	AGAINST
Proposed disposal by the Company of lands held under documents of title Pajakan Negeri 33305 Lot 78 Seksyen 13, Pajakan Negeri 33306 Lot 79 Seksyen 13 and Pajakan Negeri 96122 Lot 48 Seksyen 13, all in Bandar Petaling Jaya, Daerah Petaling, Negeri Selangor together with the buildings erected thereon bearing postal address No 13, Jalan Professor Khoo Kay Kim (formerly known as Jalan Semangat) 46200 Petaling Jaya, Selangor to UEM Land Berhad for a total cash sum of RM200,000,000.00		

Signed this .....day of ..... 2021

.....  
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. In view of the COVID-19 pandemic, in the interest of our stakeholders' health and safety, the EGM will be conducted fully virtual through live streaming and online remote voting via Remote Participation and Electronic Voting ("RPEV") facilities which are available on Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>. With RPEV facilities, members may exercise their rights to participate and vote at the EGM through the following modes of communication: i) Typed text in the Meeting Platform ii) E-mail questions to [finance.dept@frieslandcampina.com](mailto:finance.dept@frieslandcampina.com) prior to the Virtual Meeting. The Company has appointed Boardroom Share Registrars Sdn Bhd ("Boardroom") as the Poll Administrator for the EGM to facilitate the Virtual Meeting. Please follow the procedures set out in the Administrative Guide for the EGM below to register, participate and vote remotely via RPEV facilities.
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5. 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.
6. For the purpose of determining members who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 21 June 2021 ("General Meeting Record of Depositors"). Only depositors whose names appear on the Record of Depositors as at 21 June 2021 shall be entitled to attend the said meeting or appoint proxies to attend and vote on their behalf.
7. 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 at Ground Floor or 11<sup>th</sup> Floor, Menara Symphony, No 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 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, not less than 24 hours before the time appointed for the taking of the poll); or by electronic means using the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> not later than 48 hours before the time set for holding the Meeting or any adjournment thereof. Please refer to Administrative Guide.
8. 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 EGM will be put to vote by way of poll.

Please fold here to seal

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STAMP

**DUTCH LADY MILK INDUSTRIES BERHAD**  
**(Registration No. 196301000165 (5063-V))**

**c/o Boardroom Share Registrars Sdn Bhd**  
11<sup>th</sup> Floor, Menara Symphony,  
No 5, Jalan Prof. Khoo Kay Kim,  
Seksyen 13,  
46200 Petaling Jaya,  
Selangor Darul Ehsan,  
Malaysia.

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