



**DUTCH LADY MILK INDUSTRIES BERHAD
(Company No. 5063-V)
(Incorporated in Malaysia)**

**SUMMARY OF KEY MATTERS DISCUSSED AT THE 54TH ANNUAL GENERAL MEETING
OF DUTCH LADY MILK INDUSTRIES BERHAD ("DLMI" OR "COMPANY") HELD AT
ATLANTA BALLROOM, LEVEL 3, HOTEL ARMADA, LORONG UTARA C, SECTION 52, 46200
PETALING JAYA, SELANGOR DARUL EHSAN ON FRIDAY, 28 APRIL 2017 AT 9.00 A.M**

1. WELCOMING ADDRESS BY THE CHAIRMAN

The Chairman welcomed all present to the Fifty Forth Annual General Meeting of the Company and called the Meeting to order.

2. QUORUM

The Company Secretary confirmed that the requisite quorum was present for the Meeting.

3. AUDITED FINANCIAL STATEMENT FYE 31 DECEMBER 2016

The Company's audited financial statements for the financial year ended 31 December 2016 were duly received by the Meeting.

4. RESOLUTIONS PASSED AT THE MEETING

The following resolutions were tabled and duly passed at the Meeting:-

ORDINARY BUSINESS

Resolution 1

THAT the payment of Directors' fees and benefits for the financial year ending 31 December 2017, to be made quarterly, be and is hereby approved.

Resolution 2

THAT the re-election of Dato' Dr. Mhd. Nordin bin Mohd Nor who retires by rotation pursuant to Article 94(a) of the Constitution of the Company be and is hereby approved.

Resolution 3

THAT the re-election of Piet Johannes Hilarides who retires by rotation pursuant to Article 94(a) of the Constitution of the Company be and is hereby approved.

Resolution 4

THAT the re-appointment of Jaska Marianne de Bakker who was appointed during the year and retires pursuant to Article 97 of the Constitution of the Company be and is hereby approved.

Resolution 5

THAT the re-appointment of Messrs PricewaterhouseCoopers (AF: 1146) as the Company's auditors and the Directors' be authorized to fix their remuneration and are hereby approved.

SPECIAL BUSINESS

Ordinary Resolutions:

Resolution 6

THAT the proposed new and renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature as set out and contained in the Circular to Shareholders dated 3 April 2017 be and is hereby approved **AND THAT** such approval shall be in force until:

- (i) The conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at the AGM the authority is renewed;
- (ii) 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(1) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- (iii) Revoked or varied by resolution passed by the shareholders in a general meeting;

Whichever is the earlier.

Resolution 7

THAT the retention of Foo Swee Leng to continue to act as an Independent Non-Executive Director of the Company be and is hereby approved.

Resolution 8

THAT the retention of Boey Tak Kong to continue to act as an Independent Non-Executive Director of the Company be and is hereby approved.

Resolution 9

THAT the proposed amendments to the Articles of Association of the Company's Constitution be and is hereby approved.

5. POLL RESULTS

Voting on all resolutions at the AGM was conducted by poll. Symphony Share Registrars Sdn Bhd was appointed as the poll administrator and Symphony Corporatehouse Sdn Bhd was appointed as the independent scrutineer to verify and confirm the poll results.

The results of the poll on each of the resolutions put to vote at the AGM are set out below:-

Ordinary Resolutions	For		Against	
	No of Shares	%	No of Shares	%
Resolution 1: Approve the payment of Directors fees and benefits for the financial year ending 31 December 2017, to be paid quarterly.	44,744,708	100	0	0
Resolution 2: To approve the re-election of Dato' Dr. Mhd. Nordin bin Mohd Nor.	34,022,608	99.8694	44,500	0.1306

Ordinary Resolutions (cont)	For		Against	
	No of Shares	%	No of Shares	%
Resolution 3: To approve the re-election of Piet Johannes Hilarides.	34,033,908	99.9025	33,200	0.0975
Resolution 4: To approve the reappointment of Jaska Marianne de Bakker	34,022,708	99.8697	44,400	0.1303
Resolution 5: To approve the re-appointment of Messrs. PricewaterhouseCoopers as the Company's auditors.	44,744,708	100	0	0
Resolution 6: To approve the proposed renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.	12,129,908	100	0	0
Resolution 7: To approve the retention of Foo Swee Leng as an Independent Director of the Company.	33,926,808	99.5882	140,300	0.4118
Resolution 8: To approve the retention of Boey Tak Kong as an Independent Director of the Company.	33,926,808	99.5882	140,300	0.4118
Resolution 9: To approve the amendments of the Articles of Association of the Company's Constitution.	44,744,708	100	0	0

6. CLOSURE

The Meeting closed at 12.40 pm.