



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

NOTICE IS HEREBY GIVEN that the Forty-Seventh 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, 19 May 2010 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 2009, together with the Reports of the Directors and Auditors thereon.

**Ordinary Resolution 2**

- 2 To approve the payment of a final dividend of gross 10.0 sen per share, less income tax, and a tax exempt dividend of 5.0 sen per share, in respect of the financial year ended 31 December 2009.

**Ordinary Resolution 3**

- 3 To approve the Directors' fees of RM164,000 for the financial year ended 31 December 2009.

**Ordinary Resolution 4 & 5**

- 4 To re-elect the following Directors, who retire by rotation pursuant to Article 94(a) of the Company's Articles of Association:-
  - (i) Mr. Boey Tak Kong
  - (ii) Mr. Huang Shi Chin

**Ordinary Resolution 6 & 7**

- 5 To re-elect the following Directors, who were appointed during the year and retire pursuant to Article 97 of the Company's Articles of Association:
  - (i) Dato' Zainal Abidin bin Putih
  - (ii) Mr. Sebastiaan G. van den Berg

**Ordinary Resolution 8**

- 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 resolution:

**Ordinary Resolution 9**

**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 2010 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."

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

**Notice of Dividend Entitlement**

NOTICE IS ALSO HEREBY GIVEN that a final dividend of gross 10.0 sen per share, less income tax, and a tax exempt dividend of 5.0 sen per share, in respect of the financial year ended 31 December 2009, if approved by the shareholders, will be paid on 1 July 2010 to shareholders whose names appear in the Register of Members and Record of Depositors at the close of business on 3 June 2010.

A Depositor shall qualify for entitlement only in respect of:

- (a) Shares transferred to the Depositor's securities account before 4.00 p.m. on 3 June 2010 in respect of ordinary transfers; and
- (b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board  
**HUANG SHI CHIN (MIA 3891)**  
**CHIN NGEOK MUI (MAICSA 7003178)**  
Joint Secretaries  
Petaling Jaya  
27 April 2010

**Notes:**

*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.*

*Save for an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991 which may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account, a Member shall be entitled to appoint not more than two proxies to attend and vote at the same meeting provided that where a Member appoints two proxies, the appointment shall not be valid unless such Member specifies the proportion of his holdings to be represented by each proxy.*

*The instrument appointing the proxy must be signed by the Member or his attorney duly authorised in writing, or if the appointor is a corporation, the instrument must be executed under its common seal or under the hand of its officer 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 notarially 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.*

**Explanatory Notes on Special Business:**

**Ordinary Resolution 9**

**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 2010.