



Good Food, Good Life

Nestlé (Malaysia) Berhad (110925-W)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the **30th (Thirtieth) Annual General Meeting of the Company** will be held at the **Ballroom A & B, Hilton Kuala Lumpur, 3 Jalan Stesen Sentral, 50470 Kuala Lumpur** on **Thursday, 24 April 2014 at 10.00 a.m.** for the transaction of the following business:

A G E N D A

As Ordinary Business

1. To receive the statutory financial statements for the financial year ended 31 December 2013 and the directors' and auditors' reports thereon.

Resolution 1
2. To approve the payment of a final dividend of 175 sen per share, under a single-tier system, in respect of the financial year ended 31 December 2013.

Resolution 2
3. To approve the payment of directors' fees of RM737,452 for the financial year ended 31 December 2013. (2012 : RM280,000)

Resolution 3

Please refer to Explanatory Note 1
4. To re-elect the following directors retiring in accordance with the Company's Articles of Association:
 - 4.1 **Under Article 90.1**
 - (i) Tan Sri Dato' Seri Syed Zainol Anwar Jamalullail

Resolution 4
 - (ii) Dato' Frits van Dijk

Resolution 5
 - 4.2 **Under Article 97**

Toh Puan Dato' Seri Hajjah Dr. Aishah Ong

Resolution 6

Please refer to Explanatory Note 2
5. To re-appoint Messrs KPMG (Firm No. AF 0758) as auditors of the Company and to authorise the directors to fix their remuneration.

Resolution 7

Please refer to Explanatory Note 3



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As Special Business

To consider and if thought fit, to pass the following as Ordinary Resolutions:

6. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature as set out under Section 2.3(a) of the Circular to Shareholders dated 02 April 2014.**

"That the mandate granted by the shareholders of the Company on 02 May 2013 pursuant to paragraph 10.09 of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad, authorising the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature as set out in Section 2.3(a) of the Circular to Shareholders dated 02 April 2014 with the related parties mentioned therein which are necessary, for the Company and/or its subsidiaries' day-to-day operations and which are carried out in the ordinary course of business on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of minority shareholders, be and is hereby renewed.

That the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which such mandate is approved, at which time it will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;
- (ii) the expiration of the period within which the next AGM of the Company after the forthcoming AGM is required to be held pursuant to Section 143(1) of the Companies Act 1965 (but must not extend to such extension as may be allowed pursuant to Section 143[2] of the Companies Act 1965); or
- (iii) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is earlier;

That the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution."

Resolution 8

Please refer to Explanatory Note 4



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7. **Retention of Independent Director**

“THAT Tan Sri Dato' Seri Syed Zainol Anwar Jamalullail be hereby retained as an Independent Director of the Company until the conclusion of the next Annual General Meeting, in accordance with the Malaysian Code on Corporate Governance 2012.”

Resolution 9

Please refer to Explanatory Note 5

To consider and if thought fit, to pass the following Special Resolution:

8. **Proposed Amendments to the Company's Articles of Association**

“THAT the following alterations, modifications, additions or deletions to the Company's Articles of Association be hereby approved:-

No.	Existing Article	No.	Proposed Article
157	The Directors shall from time to time in accordance with Section 169 of the Act, cause to be prepared and laid before the Company in general meeting such financial statements and report as are referred to in the section. The interval between the close of a financial year of the Company and the issue of the annual audited financial statements, the directors' and auditors' reports relating to it shall not exceed 4 months. A copy of each such documents shall not less than 21 days (or such other shorter period as may be agreed by all members entitled to attend and vote at the meeting) before the date of the meeting, be sent to every member of, and to every holder of debentures of the Company under the provisions of the Act or of these Articles. The requisite number of copies of each such document as may be required by the Exchange and Securities Commission shall at the same time be likewise sent to the Exchange	157	The Directors shall from time to time in accordance with Section 169 of the Act, cause to be prepared and laid before the Company in general meeting such financial statements and report as are referred to in the section. The interval between the close of a financial year of the Company and the issue of the annual audited financial statements, the directors' and auditors' reports relating to it shall not exceed 4 months. A copy of each such documents shall not less than 21 days (or such other shorter period as may be agreed by all members entitled to attend and vote at the meeting) before the date of the meeting, be sent to every member of, and to every holder of debentures of the Company under the provisions of the Act or of these Articles. The requisite number of copies of each such document as may be required by the Exchange and Securities Commission shall at the same time be likewise sent to the Exchange



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and Securities Commission provided that this Articles shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.	and Securities Commission provided that this Articles shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.
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Resolution 10

Please refer to Explanatory Note 6

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

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the 30th (Thirtieth) Annual General Meeting of the Company, a final dividend of 175 sen per share, under a single-tier system in respect of the financial year ended 31 December 2013 will be paid to the shareholders on 05 June 2014. The entitlement date for the said dividend shall be 15 May 2014.

FURTHER NOTICE IS HEREBY GIVEN THAT a depositor shall qualify for entitlement only in respect of:

- A. Shares transferred into the Depositors' Securities Account before 4.00 p.m. on 15 May 2014 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

TENGGU IDA ADURA BINTI TENGGU ISMAIL

Company Secretary
(MACS 01686)

Petaling Jaya
02 April 2014



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NOTES:

- (i) A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy may, but need not be, a member of the Company and the provision of Section 149(1)(b) of the Companies Act 1965, shall not apply to the Company.
- (ii) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- (iii) Where a member of the Company 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. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

Where an authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- (iv) An authorised nominee or an exempt authorised nominee with more than one (1) securities account must submit a separate instrument of proxy for each securities account.
- (v) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at the Share Registrar of the Company at Tricor Investor Services Sdn. Bhd. (Company No. 118401-V) Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- (vi) In respect of deposited securities, only members whose names appear in the Record of Depositors on 17 April 2014 shall be entitled to attend, speak and vote at the general meeting.

Explanatory Notes on Ordinary Business:-

1. Increase In Directors' Fees

The proposed increase in Directors' fees, is to reflect the increased responsibilities of the Non-Executive Directors including the Chairman of the Board, the Chairman and the members of the Board Committees. The quantum proposed is based on the outcome of benchmarking analysis carried out by an external consultant engaged by the Company. The proposed Ordinary Resolution 3 is in accordance with Article 98, of the Company's Articles of Association and if passed, shall be effective from 01 January 2013. In previous years, no fees was paid to the Non-Executive Directors who are members of the Board Committees. All the Non-Executive Directors who are shareholders of the Company will abstain from voting on Ordinary Resolution 3, concerning Directors' fees at the 30th Annual General Meeting.

2. Re-election of Retiring Directors

Tan Sri Dato' Seri Syed Zainol Anwar Jamalullail, Dato' Frits van Dijk and Toh Puan Dato' Seri Hajjah Dr. Aishah Ong are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election.

3. Re-appointment of Messrs KPMG as Auditors of the Company

The Board had at its meeting held on 24 February 2014 approved the recommendation by the Audit Committee on the re-appointment of KPMG as Auditors of the Company. The Board and Audit Committee collectively agreed that KPMG has met the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.



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Explanatory Notes on Special Business:-

4. Recurrent Related Party Transactions

For further information, please refer to the Circular to Shareholders dated 02 April 2014 accompanying the Company's Annual Report for the financial year ended 31 December 2013.

5. Retention of Independent Director

The proposed resolution is to seek shareholders' approval to retain Tan Sri Dato' Seri Syed Zainol Anwar Jamalullail as an Independent, Non-Executive Director. He has served the Company as an Independent, Non-Executive Director since 05 November 2004 for a cumulative period of over nine (9) years. The Nomination Committee has made the necessary assessment and recommended to the Board of Directors that he be retained as an Independent Director of the Company based on his ability to maintain his independence of judgment and to express and maintain unbiased views without any influence. Tan Sri has a good understanding of the Company's business, the challenges faced by the Company and the environment in which the Company operates. The Board values his contribution to the Company and he is also committed in performing his functions and duties as an Independent, Non-Executive Chairman and as the Chairman of the Audit Committee, including but not limited to attendance at Board and Board Committees' meetings. This proposed resolution is in line with the recommendation under the Malaysian Code on Corporate Governance 2012 and this would allow him to continue to serve as Chairman of the Audit Committee, pursuant to the requirement of Paragraph 15.10 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

6. Proposed Amendments to the Company's Articles of Association

The proposed amendments will bring the Company's Articles of Association in line with the proposed amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and to enhance administrative efficiency.