

PADINI HOLDINGS BERHAD

(Company No. 50202-A)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE IS HEREBY GIVEN that the Thirty First Annual General Meeting of the Company will be held at No. 19 Jalan Jurunilai U1/20, Hicom Glenmarie Industrial Park, 40150 Shah Alam, Selangor Darul Ehsan on 18 December 2012 at 10:00 a.m. for the following purposes:-

AGENDA

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 30 June 2012 together with the Reports of the Directors and Auditors thereon. *(Ordinary Resolution 1)*
2. To approve payment of Directors' fee of RM115,000.00 in respect of the financial year ended 30 June 2012 (2011 : RM120,000.00). *(Ordinary Resolution 2)*
3. To re-elect the following Directors who are retiring in accordance with Article 102(1) of the Company's Articles of Association:-
 - i) Mr. Cheong Chung Yet *(Ordinary Resolution 3)*
 - ii) Mr. Foo Kee Fatt *(Ordinary Resolution 4)*

[Tuan Haji Sahid Bin Mohamed Yasin who is also subject to retirement by rotation in accordance with Article 102(1) of the Company's Articles of Association, has indicated that he will not be seeking re-election as a Director of the Company at this Annual General Meeting.]
4. To appoint Messrs BDO as the Auditors of the Company and to authorise the Directors to fix their remuneration. *(Ordinary Resolution 5)*

Notice of Nomination pursuant to Section 172 (11) of the Companies Act, 1965, a copy of which is annexed to the Company's Annual Report 2012 and marked "APPENDIX A", has been received by the Company for the nomination of Messrs BDO, who have given their consent to act, for appointment as Auditors of the Company and to propose the following ordinary resolution:

"That Messrs. BDO, Chartered Accountants, be appointed as Auditors of the Company in place of the retiring Auditors Messrs. PETER CHONG & CO., to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors."

Special Business

5. To consider and, if thought fit, to pass, with or without modifications, the following as an ordinary resolution :

Proposed Renewal of the Authority for Padini to purchase up to Ten Percent (10%) of its Issued and Paid-up Share Capital ("Proposed Share Buy-Back")

...2/-

“THAT, subject to the Companies Act, 1965, the Articles of Association of the Company, the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approval of such relevant government and/or regulatory authorities where necessary, the Company be and is hereby authorised to purchase its own ordinary shares (“Shares”) on the Bursa Securities (“Proposed Share Buy-Back”) at any time, upon such terms and conditions as the Directors shall in their discretion deem fit and expedient in the best interest of the Company provided that:-

- (a) The aggregate number of Shares in the Company which may be purchased and/or held by the Company shall not exceed ten percent (10%) of the prevailing issued and paid-up share capital of the Company at the time of purchase and the compliance with the public shareholding spread requirements as stipulated in Paragraph 8.02(1) of the Listing Requirements or such other requirements as may be determined by Bursa Securities from time to time;
- (b) The maximum funds to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the audited retained profits and/or share premium accounts of the Company of RM48.915 million and RM3.772 million, respectively as at 30 June 2012;
- (c) The authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:-
 - (i) the conclusion of the next Annual General Meeting (“AGM”) at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
 - (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;whichever occurs first; and
- (d) Upon the purchase by the Company of its own Shares, the Board of Directors (“Board”) be and is hereby authorised to:-
 - (i) cancel all or part of the Shares purchased pursuant to the Proposed Share Buy-Back (“Purchased Shares”); and/or
 - (ii) retain all or part of the Purchased Shares as Treasury Shares; and/or
 - (iii) distribute the Treasury Shares as share dividends to the Company’s shareholders for the time being; and/or
 - (iv) resell the Treasury Shares on Bursa Securities.

AND that authority be and is hereby given to the Board to take all such steps as necessary to implement, finalise and give full effect to and to implement the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be required or imposed by the relevant authorities from time to time and to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

*(Ordinary
Resolution 6)*

6. To consider and, if thought fit, to pass, with or without modifications, the following as a special resolution :

**Proposed Amendments to the Company’s Articles of Association
 (“Proposed Amendments of Articles of Association”)**

“THAT the amendments to the Articles of Association of the Company as set out in Part B of the Circular to Shareholders dated 26 November 2012 be and is hereby approved and adopted AND THAT the Directors of the Company be and are hereby authorised to give full effect to the said amendments, alterations, modifications and deletions to the Articles of Association of the Company as may be required by any relevant authorities as they deem fit, necessary or expedient in order to give full effect to the Proposed Amendments to the Company’s Articles of Association.”

*(Special
Resolution 1)*

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

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this Thirty First Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. (“Bursa Depository”) in accordance with Article 67B of the Company’s Articles of Association and Section 34 (1) of the Securities Industry (Central Depositories) Act 1991 to issue a General Meeting Record of Depositors as at 12 December 2012. Only a depositor whose name appears on the Record of Depositors as at 12 December 2012 shall be entitled to attend the said meeting or appoint proxy/proxies to attend and/or vote on his behalf.

BY ORDER OF THE BOARD

HO MUN YEE (MAICSA 0877877)
TAM FONG YING (MAICSA 7007857)
Company Secretaries

Selangor
26 November 2012

Notes:

- (i) *A member of the Company entitled to attend and vote at the above meeting, is entitled to appoint a proxy to attend and vote in his/her stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.*
- (ii) *Where a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.*
- (iii) *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.*
- (iv) *The instrument appointing a proxy must be completed and deposited at the registered office of the Company at 3rd Floor, No. 17 Jalan Ipoh Kecil, 50350 Kuala Lumpur not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting (or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll).*