

PADINI HOLDINGS BERHAD

(Company No. 50202-A)
(Incorporated in Malaysia)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Thirty Seventh Annual General Meeting of the Company will be held at Saujana Ballroom, The Saujana Hotel Kuala Lumpur, Jalan Lapangan Terbang Subang, 40150 Shah Alam, Selangor Darul Ehsan on Tuesday, 13 November 2018 at 10:00 a.m. for the following purposes:-

AGENDA

Ordinary Business

- To receive the Directors' Report and the Audited Financial Statements for the financial year ended 30 June 2018 together with the Auditors' Report. **(Please refer to Note A)**
- To approve payment of Directors' Fee of RM300,000 in respect of the financial year ended 30 June 2018 (2017 : RM260,000). **(Ordinary Resolution 1)**
- To approve the payment of Directors' Benefits (excluding Directors' Fees) up to an amount of RM30,000 payable to the Independent Directors from 1 July 2018 until the next Annual General Meeting of the Company to be held in 2019. **(Ordinary Resolution 2)**
- To re-elect the following Directors who are retiring in accordance with Article 102(1) of the Company's Constitution:-
 - Mr Lee Peng Khoon **(Ordinary Resolution 3)**
 - Mr Benjamin Yong Tze Jet **(Ordinary Resolution 4)**
- To re-elect the following Director who is retiring in accordance with Article 109 of the Company's Constitution:-
 - Ms Sung Fong Fui **(Ordinary Resolution 5)**
- To re-appoint Messrs BDO as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

Special Business

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

Proposed Renewal of the authority for the Company to purchase up to Ten Percent (10%) of its total number of Issued Shares ("Proposed Share Buy-Back")

"THAT, subject to the Companies Act, 2016, the Constitution of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Malaysia") 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 Malaysia ("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:-

- 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 total number of issued shares 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 Malaysia from time to time;
- The maximum funds to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the aggregate of the retained profit of the Company based on the latest Audited Financial Statements and/or the latest management accounts of the Company (where applicable) available at the time of purchase(s);
- The authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:-
 - 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
 - the expiration of the period within which the next AGM after that date is required by law to be held; or
 - revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;whichever occurs first; and
- Upon the purchase by the Company of its own Shares, the Board of Directors of the Company ("Board") be and is hereby authorised to:-
 - cancel all or part of the Shares purchased pursuant to the Proposed Share Buy-Back ("Purchased Shares"); and/or
 - retain all or part of the Purchased Shares as treasury shares; and/or
 - distribute the treasury shares as share dividends to the Company's shareholders for the time being; and/or
 - resell all or part of the treasury shares on Bursa Malaysia; and/or
 - transfer all or part of the treasury shares for the purposes of or under an employees' share scheme; and/or
 - transfer all or part of the treasury shares as purchase consideration; and/or
 - sell, transfer or otherwise use the treasury shares for such other purposes as the Minister may by order prescribe.

AND THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as are necessary or expedient to finalise, to implement or to effect 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 7)**

- To consider and if thought fit, to pass the following as an ordinary resolution:-

Retention of Independent Director

"That Mr Foo Kee Fatt who has served the Board for more than nine years be retained as Independent Non-Executive Director of the Company." **(Ordinary Resolution 8)**

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

Proposed Adoption of a New Constitution of the Company ("Proposed Adoption")

"THAT approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company, as set out in Appendix IV of the Circular to Shareholders dated 22 October 2018, be and is hereby adopted as the Constitution of the Company." **(Special Resolution 1)**

AND THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Adoption with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities."

- To transact any other business of which due notice shall have been received.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this Thirty Seventh Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. ("Bursa Depository") in accordance with Article 67B of the Company's Constitution and Section 34 (1) of the Securities Industry (Central Depositories) Act 1991 to issue a General Meeting Record of Depositors as at 2 November 2018. Only a depositor whose name appears on the Record of Depositors as at 2 November 2018 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
22 October 2018

Notes:

- 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.
- 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.
- 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.
- 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).

Notes:

- The Audited Financial Statements are for discussion only as they do not require shareholders' approval pursuant to Section 340(1) of the Companies Act 2016. Hence, this matter will not be put for voting.
- The Benefits payable to the Directors (excluding Directors' Fees) comprises meeting allowances payable to the Independent Directors. The estimated meeting allowances payable to the Directors from 1 July 2018 until the next Annual General Meeting of the Company, are calculated based on the number of scheduled meetings for Board of Directors, Board Committees and general meetings of the Company.

EXPLANATORY NOTE ON SPECIAL BUSINESS

1. Proposed Share Buy-Back

The Proposed Resolution, if passed, will renew the mandate to empower the Directors of the Company to exercise the power of the Company to purchase its own shares up to a limit of 10% of the existing total number of issued shares of the Company. Further details / explanatory notes on Ordinary Resolution 7 is set out in the Share Buy-Back Statement dated 22 October 2018 despatched together with the Annual Report.

2. Retention of Independent Director

The Board of Directors has vide the Nominating and Remuneration Committee conducted an assessment of independence on Mr Foo Kee Fatt who has served as an Independent Non-Executive Director for a cumulative term of more than nine years and recommended him to continue to act as an Independent Non-Executive Director based on the following justifications:-

Justifications

- He has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements and is therefore able to give independent opinion to the Board;
- He has contributed positively during deliberations/discussions at meetings as he is familiar with the operations of the Company and possess knowledge of the Company's operations;
- He has contributed sufficient time and exercised due care during his tenure as an Independent Non-Executive Director;
- He has discharged his professional duties in good faith and also in the best interest of the Company and shareholders;
- He has the calibre, qualifications, experiences and personal qualities to challenge management in an effective and constructive manner; and
- He has never compromised on his independent judgement.

3. Proposed Adoption of a New Constitution of the Company

The Proposed Adoption is undertaken primarily to streamline the existing Constitution of the Company with the Companies Act 2016, which was effective on and from 31 January 2017. The Proposed Adoption is also to align the existing Constitution with the amendments of the Main Market Listing Requirements that came into effect from 2 January 2018, to provide clarity to certain provisions thereof and to render consistency throughout in order to facilitate and further enhance administrative efficiency.

The details are set out in Part B of the Circular to Shareholders dated 22 October 2018.