

# **PADINI HOLDINGS BERHAD**

**(50202-A)**

**(Incorporated in Malaysia)**

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# Notice of Annual General Meeting

for the financial year ended 30 June 2000

**NOTICE IS HEREBY GIVEN** that the Nineteenth Annual General Meeting of the Company will be held at No. 21, Lot 116, Jalan U1/20, Hicom Glenmarie Industrial Park, 40000 Shah Alam on 20 December 2000 at 11:00 a.m. for the following purposes :-

## AGENDA

1. To receive and adopt the Audited Accounts for the year ended 30 June 2000 and the Reports of the Directors and Auditors thereon. (Resolution 1)
2. To declare a Final Dividend of 5% less Malaysian Income Tax of 28%. (Resolution 2)
3. To approve payment of Directors' fee of RM60,000-00 in respect of the year ended 30 June 2000. (Resolution 3)
4. a) To re-elect the following Directors retiring pursuant to Article 102 of the Company's Articles of Association :-
  - i) Mr. Chan Kwai Heng (Resolution 4)
  - ii) En. Sahid Bin Mohamed Yasin (Resolution 5)
- b) To re-elect the following Director retiring pursuant to Article 109 of the Company's Articles of Association :-
  - i) Mr. Cheong Chung Yet (Resolution 6)
5. To appoint Messrs Peter Chong & Co. as the Company's Auditors and to authorise the Directors to fix their remuneration. (Resolution 7)
6. To transact any other ordinary business of which due notice shall have been given.

## NOTICE OF BOOKS CLOSURE

**NOTICE IS HEREBY GIVEN** that subject to the approval of the shareholders at the Annual General Meeting to be held on 20 December 2000, a final dividend of 5%, less 28% income tax in respect of the financial year ended 30 June 2000 will be paid on 15 March 2001 to shareholders registered on the Register of Members and Records of Depositors at the close of business on 1 March 2001.

A Depositor shall qualify for entitlement to the dividend only in respect of :-

- (a) Shares transferred to the Depositor's securities account before 12:30 p.m. on 1 March 2001 in respect of ordinary transfers; and
- (b) Shares bought on the Kuala Lumpur Stock Exchange on a cum entitlement basis according to the Rules of the Kuala Lumpur Stock Exchange.

BY ORDER OF THE BOARD

**LIEW KHOON WAN**

**HO MUN YEE**

Company Secretaries

Petaling Jaya

4 December 2000

NOTES :

- i) A member of the Company entitled to attend and vote at the above Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a member of the Company.*
- ii) The instrument appointing a proxy must be deposited at the registered office of the Company at No. 21 Lot 116, Jalan U1/20, Hicom Glenmarie Industrial Park, 40000 Shah Alam not less than forty-eight (48) hours before the time set for the meeting or adjourned meeting.*
- 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.*

# Corporate Information

for the financial year ended 30 June 2000

## BOARD OF DIRECTORS

Dato'Zulkifli bin Abdul Rahman	Chairman
Yong Pang Chaun	Managing Director
Chan Kwai Heng	Executive Director
Cheong Chung Yet	Executive Director
Chong Chin Lin	Executive Director
Yong Lee Peng	Executive Director
Yong Lai Wah	Director
Sahid bin Mohamed Yasin	Director

## AUDIT COMMITTEE

Dato'Zulkifli bin Abdul Rahman	Chairman ( <i>Independent Non-Executive Director</i> )
Sahid bin Mohamed Yasin	Member ( <i>Independent Non-Executive Director</i> )
Chan Kwai Heng	Member ( <b>Executive Director</b> )

## COMPANY SECRETARIES

Ho Mun Yee (*MAICSA 0877877*)  
Liew Khoo Wan (*MACS 00103*)

## REGISTERED OFFICE

No. 21, Lot 116, Jalan U1/20  
Hicom Glenmarie Industrial Park  
40000 Shah Alam Selangor Darul Ehsan  
Tel : 03-7053535  
Fax : 03-7051066

## SHARE REGISTRARS

PFA Registration Service Sdn Bhd  
Level 13, Uptown 1, 1, Jalan SS21/58  
Damansara Uptown, 47000 Petaling Jaya  
Selangor Darul Ehsan  
Tel : 03-77254888  
Fax : 03-77222311

## AUDITORS

Peter Chong & Co.  
Public Accountants  
51, Cangkat Bukit Bintang, 50200 Kuala Lumpur

## SOLICITORS

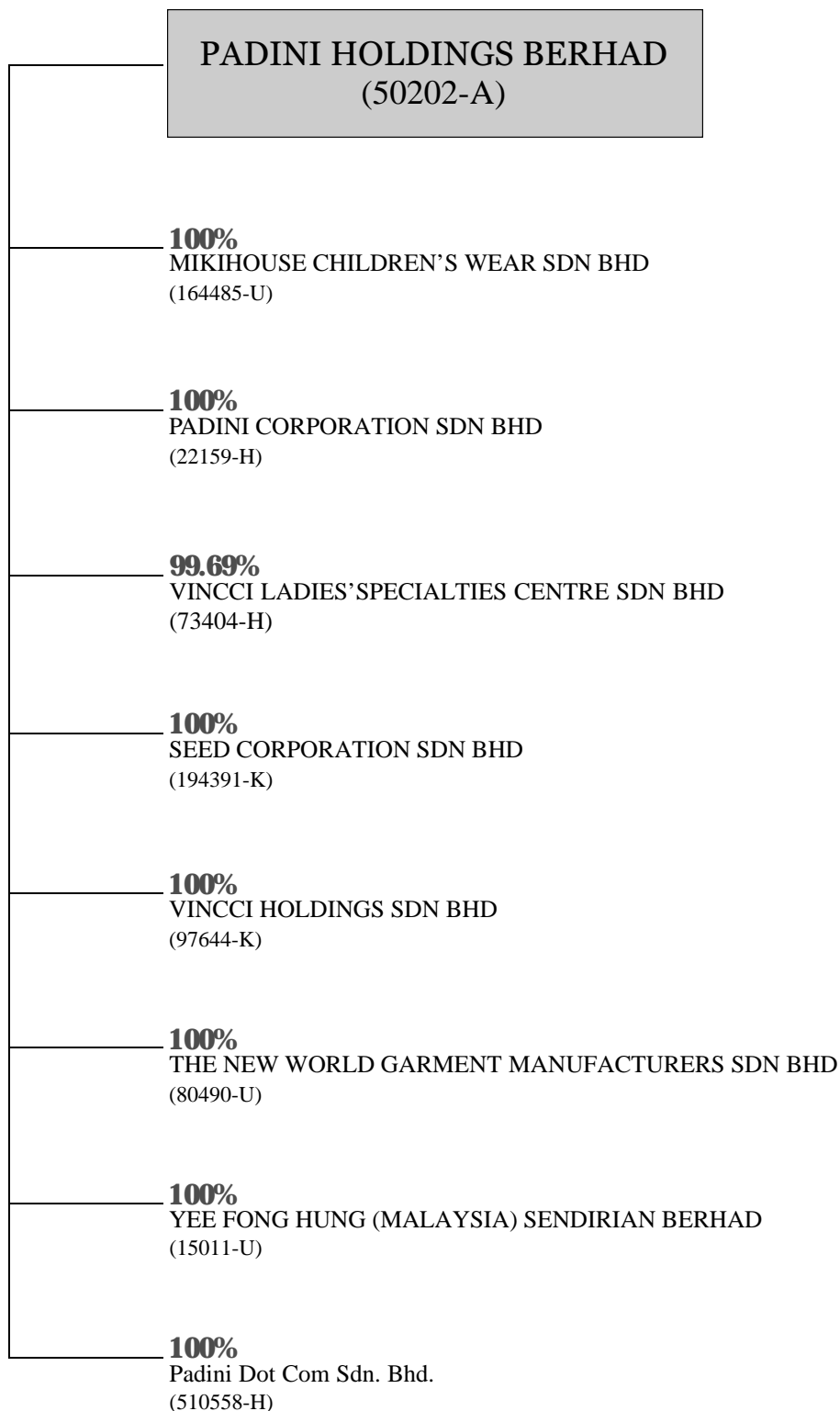
Isharidah, Ho, Chong & Menon  
Raslan Loong

## PRINCIPAL BANKERS

EON Bank Berhad  
Maybank Berhad  
Overseas Union Bank (Malaysia) Berhad  
RHB Bank Berhad  
United Overseas Bank (Malaysia) Berhad

## STOCK EXCHANGE LISTING

Second Board of the Kuala Lumpur Stock Exchange



A. The Audit Committee consists of Three Directors as follows:-

DATO'ZULKIFLI BIN ABDUL RAHMAN - CHAIRMAN  
MR CHAN KWAI HENG - MEMBER  
ENCIK SAHID BIN MOHAMED YASIN - MEMBER

B. The Terms of Reference of the Audit Committee are as follows:-

## CONSTITUTION

The Board has established a Committee of the Board to be known as the Audit Committee.

## MEMBERSHIP

1. The Committee shall be appointed by the Board from amongst the Directors of the Company and shall consist of not less than 3 members. A quorum shall be 2 members.
2. Majority of the Committee shall not be:-
  - (a) Executive Directors of the Company or any related corporation;
  - (b) A spouse, parent, brother, sister, son, or adopted son, daughter or adopted daughter of an Executive Director of the Company or of any related corporation; or
  - (c) Any person having a relationship which, in the opinion of the Board of Directors, would interfere with the exercise of independent judgement in carrying out the functions of the Audit Committee.
3. The members of the Committee shall select a Chairman from among their members who is not an Executive Director or employee of the Company or any related corporation.
4. If a member of the Committee resigns, dies or for any other reason ceases to be a member with the result that the number of the members reduced below 3, the Board of Director shall, within 3 month of that event, appoint such number of new members as may be required to make up the minimum number of 3 members.

## AUTHORITY

5. The Committee is authorised by the Board to investigate any activity within its Term Of Reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
6. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this is necessary.

### **FUNCTIONS**

7. The functions of the Committee shall be:-

(a) to review:-

- (i) with the external auditors, the audit plan;
- (ii) with the external auditors, their evaluation of the system of internal accounting controls;
- (iii) with the external auditors, their audit report;
- (iv) the assistance given by the Company's officers to the auditors;
- (v) the scope and results of the internal audit procedures;
- (vi) the balance sheet and income statement of the Company and the consolidated balance sheet and income statement of the Group and thereafter to submit them to the Directors of the Company, and
- (vii) any related party transactions that may arise within the Company and group

(b) to consider the nomination of a person or persons as auditors together with such other function as may be agreed to by the Audit Committee and the Board of Directors.

### **ATTENDANCE AT MEETING**

8. The Financial Controller, the Head of Internal Audit, and a representative of the external auditors shall normally attend meetings. Other Board members shall also have the right of attendance. However, at least once a year the Committee shall meet the external auditors without executive Board members present.

9. The Company Secretary shall be the secretary of the Committee.

### **FREQUENCY OF MEETINGS**

10. Meeting shall be held not less than twice a year. The external auditors may request a meeting if they consider that one is necessary.

### **REPORTING PROCEDURES**

11. The Secretary shall circulate the minutes of meetings of the audit Committee to all members of the Board.



## Chairman's Statement

On behalf of the Board of Directors, I am pleased to present the Annual Report and the Audited Financial Statements of the Company and its subsidiary companies for the financial year ended 30 June 2000.

### FINANCIAL RESULTS

For the financial year under review, the Group achieved a revenue of RM131.29 million, which represented an increase of 41.4% over the previous year's amount of RM92.85 million. Group profit before taxation also rose significantly by 116%, from RM4.38 million achieved in the previous year to RM9.46 million for the current financial year.

The marked improvement in revenue and profit before taxation were mainly due to the Group's continued expansion in its retailing and brand-building activities, as well as the continued improvement in the overall state of the economy.

### DIVIDENDS

The Board of Directors is pleased to recommend a first and final dividend of 5% less 28% income tax for the financial year ended 30 June 2000 for approval by the shareholders at the forthcoming Annual General Meeting.

### BUSINESS REVIEW

The Group's revenues were derived primarily from the sale of garments, shoes, fashion accessories and other finished goods through its own chain of retail shops and through consignment counters located at major department stores.

The financial year under review had been an exciting one. The economy is recovering and growth is back in the positive region, and this has presented immense opportunities for the Group to further build on and take advantage of the development and expansion activities that were first initiated during the recession years.

Amidst this recovering economy, the Group expanded its brand-building activities and network of retail shops. Increased revenues provided the Group with more resources to increase brand building, and economic activities.

In addition to the 11 new shops set up for its existing brands, the Group also completed two major new developments during this financial year. In September of 1999, a new label "PDI", which catered to a segment of the apparels market wherein the Group had no prior presence, was launched and total of 10 free-standing shops were opened in conjunction with the launch. In the same month, a multi-concept shop in City Square in Johor Baru, was also opened for business. Covering some 11,000 square feet, the shop showcased all of the Group's brands and related merchandise under one roof. This multi-concept shop not only enhanced the standing of the Group's brands in the apparels market, but also enabled the Group to raise the awareness of its brands among shoppers and consumers in Johor Baru and Singapore, both of which are very affluent markets.

### **BUSINESS REVIEW** *(Cont'd)*

In an effort to further expand its retailing network, the Group had also embarked on efforts to develop the franchising side of its business. Considering the strength and the attractiveness of the Group's brands and merchandise, we are quite positive that the operation of a franchising business would not only enhance Group revenues, but would also strengthen our brands' market positions considerably. To that end, we are currently in the midst of developing a comprehensive franchising program that would probably be launched at a suitable time in the near future.

To take advantage of the growing pervasiveness of the internet and the rapid development of e-tailing, we have also commenced the development of a website for the Group. Such a website would among other things, disseminate corporate data and information via the internet, serve as a contact point for parties wanting to contact the Group for business or employment opportunities, and provide for on-line shopping. While fully cognizant of the low success rate of e-tailers, we feel that on-line shopping would be here to stay, and that the virtual shops would be a nice complement to our brick-and-mortar shops. The Group expects to launch the website sometime in the first half of 2001.

### **YEAR 2000 (Y2K) DISCLOSURE**

The Group's management information systems were successfully rolled over from 31 December of 1999 to 1 January 2000. No glitches were reported, and all business activities and operations continued smoothly. Up till the time of this report, no further problems relating to the Y2K bug has arisen.

### **PROFIT GUARANTEE**

For the financial year under review, the Group has met the revised warranted profits of RM4,800,000.00 as contained in the Proposed Revision of the Terms and Conditions of the Stakeholder Agreement in respect of Profit Guarantee dated 15 December 1997, approved by the Securities Commission vide its letter dated 15 June 1999, and announced to the Kuala Lumpur Stock Exchange on 22 June 1999.

As at the time of this report, the entire shortfall between the original warranted profit before taxation and the audited profit before taxation for the financial year ended 30 June 1998 has been recovered in full from the Guarantor, Yong Pang Chaun Holdings Sdn. Bhd.

The Stakeholder currently still holds 5.5 million shares in Padini Holdings Berhad as the Deposited Securities.

### FUTURE OUTLOOK

With economic growth projected to increase by more than 5%, and the 2001 Budget aimed at increasing domestic consumption, the outlook for the retail sector in the financial year ahead should be optimistic.

Therefore, a continuing expansion in the Group's chain of retail shops would be expected, but with the focus being on the opening of more multi-concept stores modelled after the one in City Square in Johor Baru. In fact, on the 21 November 2000, another multi-concept shop covering some 14,000 square feet had been opened in Kuala Lumpur. Located on the mezzanine floor of the Ampang Point Shopping Centre, this shop will certainly provide a new and exciting shopping experience for shoppers in the city. 6 other individual shops for 4 of the Group's existing brands are also expected to open by the end of 2000; 3 of the shops will be in Pulau Pinang, and 3 other will be in Kuala Lumpur.

Foremost in the Group's strategies for brand-building and development would be to continually upgrade its existing brands so that they become on par with the more well-known regional and international brands. This is absolutely necessary to ensure that the Group's brands remain competitive in face of increasing trade liberalisation brought on by the nation's participation in the AFTA and the WTO. To achieve this, more resources would be expended in promoting, revamping, and reinventing our existing brands so that they remain relevant at all times to an increasingly discerning population of consumers. Shop facades would have to be upgraded as and when necessary to cater for the relentless change in visual merchandising trends and preferences.

Simultaneously, new labels embodying new concepts will also have to be developed from time to time to cater to changing tastes, and to emerging markets segments.

### ACKNOWLEDGEMENT

On behalf of the Board of Directors, I would like to extend my deepest appreciation to the management and the employees of the Group for their contributions towards the achievements of the Group during the past year. The team spirit, dedication and diligence exhibited is highly commendable. In addition, our business associates, bankers and financiers, advisors and shareholders also have our sincere thanks for their continued support of and confidence in the Group.

We are also pleased to welcome our new Executive Director Mr Cheong Chung Yet. Mr Cheong was appointed to the Board on 14 July 2000 to replace Mdm Yong Yee Ching who resigned from the Board on 28 February 2000. Our sincere thanks and appreciation go to Mdm Yong Yee Ching for her valuable contributions during her tenure as Executive Director of the Company.

**Dato' Zulkifli bin Abdul Rahman**

Chairman

23 November 2000

# Financial Statements

*for the financial year ended 30 June 2000*

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# Directors' Report

for the financial year ended 30 June 2000

The Directors have pleasure in presenting their report together with the audited financial statements of the Group and the Company for the financial year ended 30 June 2000.

## PRINCIPAL ACTIVITIES

The Company is principally involved in investment holding and provision of management consultancy services to its subsidiary companies.

The principal activities of the subsidiary companies are as disclosed in Note 6 to the financial statements.

There have been no significant changes in the nature of these activities of the Company and of its subsidiary companies during the financial year.

## FINANCIAL RESULTS

	<b>Group RM</b>	<b>Company RM</b>
Profit after taxation	5,510,650	880,631
Minority interests	(13,836)	-
Profit attributable to shareholders	5,496,814	880,631
Retained profits brought forward	24,775,402	3,487,145
Profit available for appropriation	30,272,216	4,367,776
Dividend	(1,080,000)	(1,080,000)
Retained profits carried forward	29,192,216	3,287,776

## DIVIDEND

A final dividend of 5% less tax at 28%, amounting to RM1,080,000 proposed in respect of the previous financial year and dealt with in the previous Directors' Report was paid by the Company during the current financial year.

The Directors proposed a final dividend of 5% less tax at 28%, amounting to RM1,080,000 in respect of the current financial year.

## RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the financial year other than those disclosed in the notes to the financial statements.

## ISSUE OF SHARES AND DEBENTURES

The Company has not issued any new shares or debentures during the financial year.

## SHARE OPTIONS

No options have been granted by the Company to any parties during the financial year to take up unissued shares of the Company.

No shares have been issued during the financial year by virtue of the exercise of any option to take up unissued shares of the Company. As at the end of the financial year, there were no unissued shares of the Company under options.

## DIRECTORS IN OFFICE

The following Directors served on the Board of the Company since the date of the last report:

Dato'Zulkifli bin Abdul Rahman	
Yong Pang Chaun	
Yong Lai Wah	
Yong Lee Peng	
Chong Chin Lin	
Chan Kwai Heng	
Sahid bin Mohamed Yasin	
Cheong Chung Yet	<i>(appointed on 14.7.2000)</i>
Yong Yee Ching	<i>(resigned on 28.2.2000)</i>

In accordance with the Company's Articles of Association, Messrs. Chan Kwai Heng and Sahid bin Mohamed Yasin retire by rotation, and being eligible, offer themselves for re-election.

Mr. Cheong Chung Yet who was appointed to the Board since the last Annual General Meeting, retires under the Company's Articles of Association and, being eligible, offers himself for re-election.

# Directors' Report *(Cont'd)*

for the financial year ended 30 June 2000

## DIRECTORS' INTERESTS

According to the register of directors' shareholdings, the interests of Directors in office at the end of the financial year in shares of the Company and related corporations were as follows :-

	Number of ordinary shares of RM1.00 each			
	Balance at 1.7.1999	Bought	Sold	Balance at 30.6.2000
<b>Indirect interest by virtue of shares held by company in which Directors are interested</b>				
Yong Pang Chaun	13,500,002	-	-	13,500,002
Yong Lai Wah	13,500,002	-	-	13,500,002
Yong Lee Peng	13,500,002	-	-	13,500,002
Chong Chin Lin	13,500,002	-	-	13,500,002

## **Direct interest in shares of a subsidiary company Vincci Ladies' Specialties Centre Sdn. Bhd.**

Yong Lai Wah	5,000	-	-	5,000
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No other Directors in office at the end of the financial year held or dealt in shares of the Company and related corporations during the financial year.

## DIRECTORS' BENEFITS

Since the end of the previous financial year, no Director of the Company has received or become entitled to receive any benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by Directors shown in the Group's and the Company's financial statements, or the fixed salary of a full-time employee of the Group and of the Company) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest except for any benefit arising from related party transactions as disclosed in Note 22 to the financial statements.

Neither during nor at the end of the financial year, was the Company a party to any arrangements whose object is to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

**OTHER STATUTORY INFORMATION**

Before the income statements and balance sheets of the Group and the Company were made out, the Directors took reasonable steps :

- a) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts, and have satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful debts; and
- b) to ensure that any current assets which were unlikely to realise their book values in the ordinary course of business have been written down to their estimated realisable values.

At the date of this report, the Directors are not aware of any circumstances :

- a) which would render the amount written off for bad debts or the amount of the provision for doubtful debts in the financial statements of the Group and the Company inadequate to any substantial extent; or
- b) which would render the values attributed to the current assets in the financial statements of the Group and the Company misleading; or
- c) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and the Company misleading or inappropriate; or
- d) not otherwise dealt with in this report or financial statements which would render any amount stated in the financial statements of the Group and the Company misleading.

At the date of this report, there does not exist:

- a) any charge on the assets of the Group and the Company which has arisen since the end of the financial year and secure the liability of any other person; or
- b) any contingent liability of the Group and the Company which has arisen since the end of the financial year.

No contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the Directors, will or may substantially affect the ability of the Group and the Company to meet their obligations as and when they fall due.



# Directors' Report *(Cont'd)*

for the financial year ended 30 June 2000

## OTHER STATUTORY INFORMATION *(Cont'd)*

In the opinion of the Directors,

- a) the results of the Group's and the Company's operations during the financial year have not been substantially affected by any item, transaction or event of a material and unusual nature; and
- b) there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of operations of the Group and the Company for the financial year in which this report is made.

## AUDITORS

The auditors, Messrs. Peter Chong & Co., Public Accountants, have indicated their willingness to accept re-appointment.

On behalf of the Board

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**DATO' ZULKIFLI BIN ABDUL RAHMAN**

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**YONG PANG CHAUN**

Kuala Lumpur  
30 October 2000

## Statement by Directors

*Pursuant to Section 169 (15) of the Companies Act, 1965*

We, DATO' ZULKIFLI BIN ABDUL RAHMAN and YONG PANG CHAUN, being two of the Directors of PADINI HOLDINGS BERHAD state that, in the opinion of the Directors, the financial statements set out on pages 20 to 47 are drawn up in accordance with the applicable approved accounting standards in Malaysia, so as to give a true and fair view of the state of affairs of the Group and the Company at 30 June 2000 and of the results of the Group and the Company and the cash flow statement of the Group for the financial year ended on that date.

On behalf of the Board

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**DATO' ZULKIFLI BIN ABDUL RAHMAN**

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**YONG PANG CHAUN**

Kuala Lumpur  
30 October 2000

## Statutory Declaration

*Pursuant to Section 169 (15) of the Companies Act, 1965*

I, **CHAN KWAI HENG**, being the Director primarily responsible for the financial management of **PADINI HOLDINGS BERHAD** do solemnly and sincerely declare that, to the best of my knowledge and belief, the financial statements set out on pages 20 to 47 are correct.

And I make this solemn declaration, conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by )  
the abovenamed **CHAN KWAI HENG** at )  
**KUALA LUMPUR** in the **FEDERAL** )  
**TERRITORY** this 30 day of October 2000 )

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**CHAN KWAI HENG**

Before me

**Manmohan Singh A/L Chanan Singh**  
Commissioner for Oaths  
Kuala Lumpur

# Report of the Auditors to the Members

of **PADINI HOLDINGS BERHAD**

We have audited the financial statements set out on pages 20 to 47 of **PADINI HOLDINGS BERHAD** for the financial year ended 30 June 2000. These financial statements are the responsibility of the Company's Directors. Our responsibility is to express an opinion on the financial statements based on our audit.

We conducted our audit in accordance with approved Standards on Auditing in Malaysia. These standards require that we plan and perform the audit to obtain all the information and explanations, which we considered necessary to provide us with sufficient evidence to give reasonable assurance that the financial statements are free of material misstatement. Our audit includes examining, on a test basis, evidence relevant to the amounts and disclosures in the financial statements. Our audit also includes an assessment of the accounting principles used and significant estimates made by the Directors as well as evaluating the overall adequacy of the presentation of information in the financial statements. We believe our audit provides a reasonable basis for our opinion.

In our opinion:

- (a) the financial statements are properly drawn up in accordance with the provisions of the Companies Act, 1965 and the applicable approved accounting standards in Malaysia so as to give a true and fair view of:
  - (i) the state of affairs of the Group and of the Company as at 30 June 2000 and of the results of the Group and of the Company and the cash flow of the Group for the financial year ended on that date; and
  - (ii) the matters required by Section 169 of the Companies Act, 1965 to be dealt with in the financial statements and the consolidated financial statements.

# Report of the Auditors to the Members *(Cont'd)*

of PADINI HOLDINGS BERHAD

- (b) the accounting and other records and the registers required by the Companies Act, 1965 to be kept by the Company and by its subsidiary companies for which we have acted as auditors have been properly kept in accordance with the provisions of the Act.

We are satisfied that the financial statements of the subsidiary companies that have been consolidated with the Company's financial statements are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.

Our audit reports on the financial statements of the subsidiary companies were not subject to any qualification and did not include any comment required to be made under section 174(3) of the Companies Act, 1965.

**Peter Chong & Co.**

No AF 0165

Public Accountants

**Peter Chong Ton Nen**

No 394/3/02/J/PH

Partner of the Firm

30 October 2000

# Consolidated Balance Sheet

as at 30 June 2000

	Note	2000 RM	1999 RM
<b>FIXED ASSETS</b>	3	24,541,431	21,904,085
<b>INVESTMENT</b>	4	157,450	188,831
<b>INTANGIBLE ASSETS</b>	5	11,171	1,677
<b>CURRENT ASSETS</b>			
Inventories	7	39,305,290	39,870,559
Receivables	8	16,966,290	19,111,485
Cash and bank balances	9	11,089,670	7,026,293
		67,361,250	66,008,337
<b>CURRENT LIABILITIES</b>			
Payables	10	16,915,309	13,478,905
Bank borrowings	11	5,609,189	10,948,055
Taxation		3,386,602	1,838,352
Proposed dividend		1,080,000	1,080,000
		26,991,100	27,345,312
<b>NET CURRENT ASSETS</b>		40,370,150	38,663,025
		65,080,202	60,757,618
<b>FINANCED BY</b>			
<b>SHARE CAPITAL</b>	12	30,000,000	30,000,000
<b>RESERVES</b>	13	33,371,477	28,954,663
<b>SHAREHOLDERS' FUNDS</b>		63,371,477	58,954,663
<b>MINORITY INTERESTS</b>		197,826	185,430
<b>LONG TERM LIABILITIES</b>	14	997,472	572,178
<b>DEFERRED TAXATION</b>	15	513,427	1,045,347
		65,080,202	60,757,618

The attached notes form an integral part of the financial statements.

# Consolidated Income Statement

for the financial year ended 30 June 2000

	Note	2000 RM	1999 RM
<b>REVENUE</b>		131,285,289	92,847,389
<b>COST OF SALES</b>		(79,385,497)	(57,522,444)
<b>GROSS PROFIT</b>		51,899,792	35,324,945
<b>OTHER OPERATING INCOME</b>		292,884	204,802
		52,192,676	35,529,747
<b>DISTRIBUTION COST</b>		(29,425,342)	(20,099,294)
<b>ADMINISTRATION EXPENSES</b>		(11,880,637)	(9,089,038)
<b>PROFIT FROM OPERATIONS</b>		10,886,697	6,341,415
<b>FINANCE COST</b>		(1,431,405)	(1,960,634)
<b>PROFIT BEFORE TAXATION</b>	16	9,455,292	4,380,781
<b>TAXATION</b>	17	(3,944,642)	(366,872)
<b>PROFIT AFTER TAXATION BUT BEFORE MINORITY INTERESTS</b>		5,510,650	4,013,909
<b>MINORITY INTERESTS</b>		(13,836)	(13,236)
<b>NET PROFIT FOR THE FINANCIAL YEAR</b>		5,496,814	4,000,673
<b>EARNINGS PER SHARE (SEN)</b>	18	18.3	13.3
<b>DIVIDEND PER SHARE (SEN)</b> <b>5% (1999 : 5%) less tax at 28%</b>		3.6	3.6

The attached notes form an integral part of the financial statements.

# Statement of Changes in Equity of the Group

for the financial year ended 30 June 2000

	Note	Share capital RM	Share premium RM	Retained profits RM	Total RM
At 1 July 1998		30,000,000	4,179,261	21,854,729	56,033,990
Net profit for the financial year		-	-	4,000,673	4,000,673
Dividend	19	-	-	(1,080,000)	(1,080,000)
At 30 June/1 July 1999		30,000,000	4,179,261	24,775,402	58,954,663
Net profit for the financial year		-	-	5,496,814	5,496,814
Dividend	19	-	-	(1,080,000)	(1,080,000)
At 30 June 2000		30,000,000	4,179,261	29,192,216	63,371,477
Total equity at 30 June 2000 are analysed as follows :					
Distributable		-	-	29,192,216	29,192,216
Non-distributable		30,000,000	4,179,261	-	34,179,261
		30,000,000	4,179,261	29,192,216	63,371,477

The attached notes form an integral part of the financial statements.

# Balance Sheet

as at 30 June 2000

	Note	2000 RM	1999 RM
FIXED ASSETS	3	8,604,256	8,689,072
INTEREST IN SUBSIDIARY COMPANIES	6	28,727,868	26,638,870
CURRENT ASSETS			
Receivables	8	3,942,277	6,123,749
Cash and bank balances	9	48,085	111,798
		3,990,362	6,235,547
CURRENT LIABILITIES			
Payables	10	87,366	181,920
Proposed dividend		1,080,000	1,080,000
		1,167,366	1,261,920
NET CURRENT ASSETS		2,822,996	4,973,627
		40,155,120	40,301,569
FINANCED BY			
SHARE CAPITAL	12	30,000,000	30,000,000
RESERVES	13	10,101,120	10,300,489
SHAREHOLDERS' FUNDS		40,101,120	40,300,489
LONG TERM LIABILITIES	14	-	1,080
DEFERRED TAXATION	15	54,000	-
		40,155,120	40,301,569

The attached notes form an integral part of the financial statements.



# Income Statement

for the financial year ended 30 June 2000

	Note	2000 RM	1999 RM
<b>REVENUE</b>		2,901,100	3,871,932
<b>COST OF SALES</b>		-	-
<b>GROSS PROFIT</b>		2,901,100	3,871,932
<b>OTHER OPERATING INCOME</b>		1,018,224	2,787
		3,919,324	3,874,719
<b>ADMINISTRATION EXPENSES</b>		(2,343,523)	(2,074,009)
<b>PROFIT FROM OPERATIONS</b>		1,575,801	1,800,710
<b>FINANCE COST</b>		(22,170)	(56,831)
<b>PROFIT BEFORE TAXATION</b>	16	1,553,631	1,743,879
<b>TAXATION</b>	17	(673,000)	(566,920)
<b>NET PROFIT FOR THE FINANCIAL YEAR</b>		880,631	1,176,959

The attached notes form an integral part of the financial statements.

# Statement of Changes in Equity of the Company

for the financial year ended 30 June 2000

	Note	Share capital RM	Share premium RM	Revaluation reserve RM	Retained profits RM	Total RM
At 1 July 1998		30,000,000	4,179,261	2,634,083	3,390,186	40,203,530
Net profit for the financial year		-	-	-	1,176,959	1,176,959
Dividend	19	-	-	-	(1,080,000)	(1,080,000)
At 30 June/1 July 1999		30,000,000	4,179,261	2,634,083	3,487,145	40,300,489
Net profit for the financial year		-	-	-	880,631	880,631
Dividend	19	-	-	-	(1,080,000)	(1,080,000)
At 30 June 2000		30,000,000	4,179,261	2,634,083	3,287,776	40,101,120
Total equity at 30 June 2000 are analysed as follows :						
Distributable		-	-	-	3,287,776	3,287,776
Non-distributable		30,000,000	4,179,261	2,634,083	-	36,813,344
		30,000,000	4,179,261	2,634,083	3,287,776	40,101,120

The attached notes form an integral part of the financial statements.

# Consolidated Cash Flow Statement

for the financial year ended 30 June 2000

	Note	2000 RM	1999 RM
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit before taxation		9,455,292	4,380,781
Adjustments for:			
Amortisation of intangible assets		848	656
Amortisation of reserve arising on consolidation		-	(1,563)
Depreciation of fixed assets		4,458,835	4,248,135
Dividend income		-	(324)
Interest income		(533)	(2,070)
Gain on disposal of fixed assets		(134,686)	(26,819)
Gain on disposal of investment		(11,260)	(6,552)
Interest expense		1,303,535	1,871,380
Provision for doubtful debts		450,367	246,242
Bad debts written off		204,712	-
Operating profit before working capital changes		15,727,110	10,709,866
Inventories		565,269	6,729,140
Receivables		879,450	(909,080)
Payables		3,581,669	(1,698,128)
Cash generated from operations		20,753,498	14,831,798
Dividend paid		(1,080,000)	(1,080,000)
Interest paid		(1,303,535)	(1,871,380)
Tax paid		(2,317,646)	(3,595,777)
Net cash generated from operating activities		16,052,317	8,284,641

The above consolidated cash flow statement is to be read in conjunction with the notes to the financial statements.

# Consolidated Cash Flow Statement *(Cont'd)*

for the financial year ended 30 June 2000

	Note	2000 RM	1999 RM
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Additions to intangible assets		(10,342)	(958)
Dividend received		-	324
Interest received		533	2,070
Proceeds from disposal of fixed assets		326,745	42,611
Proceeds from disposal of investment		42,641	90,171
Purchase of fixed assets	20	(4,903,922)	(1,784,295)
Net cash used in investing activities		(4,544,345)	(1,650,077)
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Dividend paid to minority interests		(1,440)	(360)
Changes to short term borrowings		101,010	(4,212,727)
Repayment of hire purchase and lease creditors		(2,104,289)	(2,113,276)
Net cash used in financing activities		(2,004,719)	(6,326,363)
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>		9,503,253	308,201
<b>CASH AND CASH EQUIVALENTS BROUGHT FORWARD</b>		(1,552,751)	(1,860,952)
<b>CASH AND CASH EQUIVALENTS CARRIED FORWARD</b>	21	7,950,502	(1,552,751)

The above consolidated cash flow statement is to be read in conjunction with the notes to the financial statements.

# Notes to the Financial Statements

for the financial year ended 30 June 2000

## 1. PRINCIPAL ACTIVITIES

The Company is principally involved in investment holding and provision of management consultancy services to its subsidiary companies.

The principal activities of the subsidiary companies are as disclosed in Note 6 to the financial statements.

There have been no significant changes in the nature of these activities of the Company and of its subsidiary companies during the financial year.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### 2.1 Basis of accounting

The financial statements of the Group and of the Company are prepared under the historical cost convention and modified to include the revaluation of certain assets in accordance with the provisions of the Companies Act, 1965 and comply with the applicable approved accounting standards in Malaysia.

### 2.2 Basis of consolidation

The consolidated financial statements incorporate the audited financial statements of the Company and its subsidiary companies made up to the end of the financial year.

All the subsidiary companies are consolidated on the acquisition method and the results of the subsidiary companies acquired during the financial year are included in the consolidated income statement from the date of acquisition.

All inter-company transactions and balances are eliminated on consolidation and the consolidated financial statements reflect external transactions only.

### 2.3 Investment in subsidiary companies

Investment in subsidiary companies, which is eliminated on consolidation, is stated at cost or valuation in the Company's financial statements.

No provision for diminution in value of investment has been made unless, in the opinion of the Directors, the diminution in value is permanent in nature.

These notes form part of the financial statements.

## 2. SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

### 2.4 Investment

Investment is stated at cost. No provision for diminution in value of investment has been made unless, in the opinion of the Directors, the diminution in value is permanent in nature.

### 2.5 Intangible assets

#### 2.5.1 Trademarks

All expenses incurred in connection with the registration of the trademarks have been deferred and charged to trademarks.

Trademarks are amortised over a period of 5 years.

#### 2.5.2 Expenditure carried forward

Expenditure carried forward are deferred and will be charged out to the income statement upon commencement of commercial business.

### 2.6 Fixed assets and depreciation

Fixed assets are stated at cost or valuation less accumulated depreciation.

Leasehold land is classified into long term and short term.

Long term leases are those which have an unexpired period of 50 years or more and short term leases are those which have an unexpired period of less than 50 years.

Depreciation is provided on the straight line method in order to write off each assets over its estimated useful life. The principal rates are as follows:

Long term leasehold land is amortised over the remaining lease period which ranges from 78 to 84 years.

Buildings	2%
Plant and machinery	20%
Vehicles, furniture, fittings, equipment and others	20% - 25%

No depreciation is provided on freehold land.

The land and buildings have not been revalued since the date of the revaluation exercise as stated in note 3. The Directors have adopted the transitional provisions in respect of assets carried at previously revalued amounts for International Accounting Standards No. 16 (Revised) : Property, Plant and Equipment as allowed for by Malaysian Accounting Standards Board to retain the carrying amounts of these land and buildings on the basis of their previous revaluation subject to the continuing application of current depreciation policy.

These notes form part of the financial statements.

# Notes to the Financial Statements *(Cont'd)*

for the financial year ended 30 June 2000

## 2. SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

### 2.7 Inventories

Inventories have been valued at the lower of cost and net realisable value after adequate provision has been made for all deteriorated, damaged, obsolete or slow-moving inventories. Cost of raw materials comprises the original cost of purchase plus the cost of bringing the inventories to their intended location and condition.

The cost of finished goods and work-in-progress include the cost of raw materials, direct labour and a proportion of production overheads.

Cost is determined on a first-in, first-out basis.

### 2.8 Provision for bad and doubtful debts

All known bad debts are written off and specific provision are made for any material debts where collection is considered to be doubtful.

### 2.9 Leased assets

Assets acquired under finance lease agreements that give rights approximating ownership are capitalised in the balance sheet, as if they had been purchased outright. Outstanding obligations due under the lease agreements after deducting finance expenses are included as liabilities in the financial statements. The excess of the lease payments over the recorded lease obligations is treated as finance charges which are amortised over each lease term to give a constant rate of charge on the remaining balance of the obligations.

These assets are depreciated in accordance with the depreciation policy of the Company and of the Group.

### 2.10 Revenue

Revenue of the Group represents the invoiced value of goods sold during the financial year net of sales tax, returns and discounts.

Revenue of the Company represents management and consultancy fees and dividend received and receivable from the subsidiary companies.

These notes form part of the financial statements.

## **2. SIGNIFICANT ACCOUNTING POLICIES** *(Cont'd)*

### **2.11 Currency conversion and translation**

Transactions in foreign currencies during the financial year are converted into Ringgit Malaysia at rates of exchange approximating those ruling at the transaction dates. Foreign currency monetary assets and liabilities at the balance sheet date are translated into Ringgit Malaysia at rates of exchange approximating those ruling at that date. All exchange gains or losses are dealt with in the income statement.

### **2.12 Deferred taxation**

Deferred taxation is provided using the liability method on all material timing differences between accounting income and taxable income except where there is reasonable evidence that these timing differences will not reverse in the foreseeable future.

### **2.13 Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and in hand, including bank overdraft, short-term fixed deposits and highly liquid investment that are readily convertible into known amount of cash and are subject to an insignificant risk of changes in value.

These notes form part of the financial statements.



# Notes to the Financial Statements (Cont'd)

for the financial year ended 30 June 2000

## 3. FIXED ASSETS

### Group

2000

Freehold land and buildings RM	Long term leasehold land and buildings RM	Plant and machinery RM	Vehicles, furniture, fittings, equipment and others RM	Total RM
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### AT COST OR VALUATION

At 1 July 1999	8,811,683	5,062,515	2,174,265	22,328,611	38,377,074
Additions	280,000	-	255,509	6,752,731	7,288,240
Disposals	-	-	(149,834)	(325,595)	(475,429)
At 30 June 2000	9,091,683	5,062,515	2,279,940	28,755,747	45,189,885
Representing:					
At valuation	1,164,000	750,000	-	-	1,914,000
At cost	7,927,683	4,312,515	2,279,940	28,755,747	43,275,885
	9,091,683	5,062,515	2,279,940	28,755,747	45,189,885

### ACCUMULATED DEPRECIATION

At 1 July 1999	238,244	459,895	1,398,805	14,376,045	16,472,989
Charge for the year	121,844	75,215	262,938	3,998,838	4,458,835
Disposals	-	-	(146,215)	(137,155)	(283,370)
Reclassifications	-	-	73,252	(73,252)	-
At 30 June 2000	360,088	535,110	1,588,780	18,164,476	20,648,454
Representing:					
At valuation	162,960	83,075	-	-	246,035
At cost	197,128	452,035	1,588,780	18,164,476	20,402,419
	360,088	535,110	1,588,780	18,164,476	20,648,454

### NET BOOK VALUE

	8,731,595	4,527,405	691,160	10,591,271	24,541,431
Representing:					
At valuation	1,001,040	666,925	-	-	1,667,965
At cost	7,730,555	3,860,480	691,160	10,591,271	22,873,466
	8,731,595	4,527,405	691,160	10,591,271	24,541,431

These notes form part of the financial statements.

# Notes to the Financial Statements (Cont'd)

for the financial year ended 30 June 2000

## 3. FIXED ASSETS (Cont'd)

Group	Freehold land and buildings RM	Long term leasehold land and buildings RM	Plant and machinery RM	Vehicles, furniture, fittings, equipment and others RM	Total RM
<b>1999</b>					
<b>AT COST OR VALUATION</b>					
At 1 July 1998	8,514,000	5,062,515	2,169,507	19,944,363	35,690,385
Additions	297,683	-	4,758	2,482,768	2,785,209
Disposals	-	-	-	(98,520)	(98,520)
At 30 June 1999	8,811,683	5,062,515	2,174,265	22,328,611	38,377,074
Representing:					
At valuation	1,164,000	750,000	-	-	1,914,000
At cost	7,647,683	4,312,515	2,174,265	22,328,611	36,463,074
	8,811,683	5,062,515	2,174,265	22,328,611	38,377,074
<b>ACCUMULATED DEPRECIATION</b>					
At 1 July 1998	116,400	384,678	1,088,261	10,718,243	12,307,582
Charge for the year	121,844	75,217	310,544	3,740,530	4,248,135
Disposals	-	-	-	(82,728)	(82,728)
At 30 June 1999	238,244	459,895	1,398,805	14,376,045	16,472,989
Representing:					
At valuation	139,680	71,729	-	-	211,409
At cost	98,564	388,166	1,398,805	14,376,045	16,261,580
	238,244	459,895	1,398,805	14,376,045	16,472,989
<b>NET BOOK VALUE</b>					
	8,573,439	4,602,620	775,460	7,952,566	21,904,085
Representing:					
At valuation	1,024,320	678,271	-	-	1,702,591
At cost	7,549,119	3,924,349	775,460	7,952,566	20,201,494
	8,573,439	4,602,620	775,460	7,952,566	21,904,085

These notes form part of the financial statements.

# Notes to the Financial Statements *(Cont'd)*

for the financial year ended 30 June 2000

## 3. FIXED ASSETS *(Cont'd)*

<b>Company</b>	<b>Freehold land and building RM</b>	<b>Vehicles, furniture, fittings, equipment and others RM</b>	<b>Total RM</b>
<b>2000</b>			
<b>AT COST</b>			
At 1 July 1999	7,647,683	2,256,686	9,904,369
Additions	280,000	152,078	432,078
At 30 June 2000	7,927,683	2,408,764	10,336,447
<b>ACCUMULATED DEPRECIATION</b>			
At 1 July 1999	98,564	1,116,733	1,215,297
Charge for the year	98,564	418,330	516,894
At 30 June 2000	197,128	1,535,063	1,732,191
<b>NET BOOK VALUE</b>	7,730,555	873,701	8,604,256
<b>1999</b>			
<b>AT COST</b>			
At 1 July 1998	7,350,000	2,141,609	9,491,609
Additions	297,683	115,077	412,760
At 30 June 1999	7,647,683	2,256,686	9,904,369
<b>ACCUMULATED DEPRECIATION</b>			
At 1 July 1998	-	697,018	697,018
Charge for the year	98,564	419,715	518,279
At 30 June 1999	98,564	1,116,733	1,215,297
<b>NET BOOK VALUE</b>	7,549,119	1,139,953	8,689,072

These notes form part of the financial statements.

# Notes to the Financial Statements *(Cont'd)*

for the financial year ended 30 June 2000

## 3. FIXED ASSETS *(Cont'd)*

- (a) Titles to the following properties of the Group have yet to be issued by the relevant authorities:
- (i) Freehold land and buildings with a total carrying value of RM8,731,595 (1999 : RM8,573,439).
- (ii) Long term leasehold land and buildings with a total carrying value of RM4,527,405 (1999 : RM4,602,620).
- (b) The freehold land and buildings and long term leasehold land and buildings based on a valuation carried out by independent professional valuers in 1983 were revalued at RM1,164,000 and RM750,000 respectively.
- (c) The carrying amounts for freehold land and buildings and long term leasehold land and buildings at valuation that would have been included in the financial statements had the freehold land and buildings and long term leasehold land and buildings been carried at cost less accumulated amortisation/depreciation are :

	<b>Group</b>	
	<b>2000 RM</b>	<b>1999 RM</b>
Freehold land and buildings	300,312	307,312
Long term leasehold land and buildings	372,491	378,828
	<u>672,803</u>	<u>686,140</u>

- (d) Freehold land and buildings and long term leasehold land and buildings of the Group have been charged as security for banking facilities.
- (e) Included in the above fixed assets of the Group and Company are assets held under :-

### (i) Finance lease

<b>Group</b>			
<b>2000</b>	<b>Cost RM</b>	<b>Accumulated depreciation RM</b>	<b>Net book value RM</b>
Furniture, fittings and equipment	4,992,918	(1,689,186)	3,303,732
Motor vehicles	140,739	(40,234)	100,505
	<u>5,133,657</u>	<u>(1,729,420)</u>	<u>3,404,237</u>

These notes form part of the financial statements.

# Notes to the Financial Statements *(Cont'd)*

for the financial year ended 30 June 2000

## 3. FIXED ASSETS *(Cont'd)*

### Group

	<b>Cost RM</b>	<b>Accumulated depreciation RM</b>	<b>Net book value RM</b>
<b>1999</b>			
Furniture, fittings and equipment	3,284,178	(1,196,331)	2,087,847
Motor vehicles	285,107	(70,134)	214,973
Machinery, tools and equipment	689,667	(413,799)	275,868
	4,258,952	(1,680,264)	2,578,688

### (ii) Hire purchase

### Group

	<b>Cost RM</b>	<b>Accumulated depreciation RM</b>	<b>Net book value RM</b>
<b>2000</b>			
Motor vehicles	892,845	(528,470)	364,375
<b>1999</b>			
Furniture, fittings and equipment	433,350	(223,898)	209,452
Motor vehicles	1,028,874	(634,087)	394,787
	1,462,224	(857,985)	604,239

### Company

### 2000

Motor vehicles	53,471	(32,083)	21,388
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### 1999

Furniture, fittings and equipment	433,350	(223,898)	209,452
Motor vehicles	368,161	(287,472)	80,689
	801,511	(511,370)	290,141

These notes form part of the financial statements.

# Notes to the Financial Statements *(Cont'd)*

for the financial year ended 30 June 2000

## 4. INVESTMENT

	<b>Group</b>	
<b>At cost</b>	<b>2000 RM</b>	<b>1999 RM</b>
Unquoted shares	30,000	30,000
Quoted shares in Malaysia	3,700	35,081
Club membership	123,750	123,750
	<hr/>	<hr/>
	157,450	188,831
	<hr/>	<hr/>
Market value of quoted shares	1,700	30,720
	<hr/>	<hr/>

## 5. INTANGIBLE ASSETS

<b>Group</b>			
	<b>Cost RM</b>	<b>Accumulated amortisation RM</b>	<b>Net book value RM</b>
<b>2000</b>			
<b>Trademarks</b>			
At 1 July 1999	182,884	(181,207)	1,677
Additions	-	(848)	(848)
	<hr/>	<hr/>	<hr/>
At 30 June 2000	182,884	(182,055)	829
	<hr/>	<hr/>	<hr/>
<b>Expenditure carried forward</b>			
Additions	10,342	-	10,342
	<hr/>	<hr/>	<hr/>
At 30 June 2000	10,342	-	10,342
	<hr/>	<hr/>	<hr/>
Total	193,226	(182,055)	11,171
	<hr/>	<hr/>	<hr/>
<b>1999</b>			
<b>Trademarks</b>			
At 1 July 1998	181,926	(180,551)	1,375
Additions	958	(656)	302
	<hr/>	<hr/>	<hr/>
At 30 June 1999	182,884	(181,207)	1,677
	<hr/>	<hr/>	<hr/>

Included in expenditure carried forward was auditors' remuneration of RM600 (1999 : RM Nil).

These notes form part of the financial statements.

# Notes to the Financial Statements *(Cont'd)*

for the financial year ended 30 June 2000

## 6. INTEREST IN SUBSIDIARY COMPANIES

	<b>Company</b>	
	<b>2000 RM</b>	<b>1999 RM</b>
Unquoted shares		
- at cost	15,441,245	15,441,243
- at valuation	11,037,583	11,037,583
	<hr/>	
	26,478,828	26,478,826
Due from subsidiary companies	2,495,583	1,744,637
Due to subsidiary companies	(246,543)	(1,584,593)
	<hr/>	
	28,727,868	26,638,870
	<hr/>	

The investment in subsidiary companies have been revalued based on the net tangible assets of the subsidiary companies as at 30 June 1997 and was approved by the Securities Commission.

The amount due by/(to) subsidiary companies are unsecured, interest free with no fixed terms of repayment.

All the subsidiary companies of the Company are incorporated in Malaysia. The subsidiary companies are as follows :

<b>Name of Company</b>	<b>Direct Equity Interest</b>		<b>Principal Activities</b>
	<b>2000 %</b>	<b>1999 %</b>	
The New World Garment Manufacturers Sdn. Bhd.	100	100	Manufacturer of garments and shoes.
Vincci Holdings Sdn. Bhd.	100	100	Manufacturer of garments.
Yee Fong Hung (Malaysia) Sendirian Berhad	100	100	Dealers of garments and ancillary products.
Padini Corporation Sdn. Bhd.	100	100	Dealers of garments and investment holding.
Seed Corporation Sdn. Bhd.	100	100	Dealers of garments and ancillary products.

These notes form part of the financial statements.

# Notes to the Financial Statements *(Cont'd)*

for the financial year ended 30 June 2000

## 6. INTEREST IN SUBSIDIARY COMPANIES *(Cont'd)*

Name of Company	Direct Equity	Interest	Principal Activities
	2000 %	1999 %	
Mikihouse Children's Wear Sdn. Bhd.	100	100	Dealers of children's garments and accessories.
Vincci Ladies' Specialties Centre Sdn. Bhd.	99.69	99.69	Dealers of ladies' shoes and accessories.
Padini Dot Com Sdn. Bhd.	100	-	Dormant

## 7. INVENTORIES

	Group	
	2000 RM	1999 RM
Raw materials	4,774,853	5,388,801
Work-in-progress	395,506	762,439
Completed garments, shoes and accessories	34,134,931	33,719,319
	<u>39,305,290</u>	<u>39,870,559</u>

## 8. RECEIVABLES

	Group		Company	
	2000 RM	1999 RM	2000 RM	1999 RM
Trade receivables	11,123,182	11,175,033	100,000	100,000
Provision for doubtful debts	(696,609)	(246,242)	-	-
	<u>10,426,573</u>	<u>10,928,791</u>	<u>100,000</u>	<u>100,000</u>
Other receivables, deposits and prepayments	5,859,729	6,892,040	2,794,618	4,733,095
Tax credit	679,988	1,290,654	1,047,659	1,290,654
	<u>16,966,290</u>	<u>19,111,485</u>	<u>3,942,277</u>	<u>6,123,749</u>

Included in trade receivables of the Group is a balance amounting to RM88,350 (1999 : RM127,180) owing by a related party.

Included in other receivables of the Group and the Company is a sum of RM528,103 (1999 : RM2,448,103) due and receivable from substantial shareholder pursuant to an agreement and approved by the Securities Commission to meet the guaranteed profit shortfall for the year ended 30 June 1998.

These notes form part of the financial statements.



# Notes to the Financial Statements *(Cont'd)*

for the financial year ended 30 June 2000

## 9. CASH AND BANK BALANCES

	<b>Group</b>		<b>Company</b>	
	<b>2000</b>	<b>1999</b>	<b>2000</b>	<b>1999</b>
	<b>RM</b>	<b>RM</b>	<b>RM</b>	<b>RM</b>
Cash and bank balances	11,075,706	7,012,329	48,085	111,798
Fixed deposits with licensed banks	13,964	13,964	-	-
	<b>11,089,670</b>	<b>7,026,293</b>	<b>48,085</b>	<b>111,798</b>

The fixed deposits have been pledged to a licensed bank to secure banking facility.

## 10. PAYABLES

	<b>Group</b>		<b>Company</b>	
	<b>2000</b>	<b>1999</b>	<b>2000</b>	<b>1999</b>
	<b>RM</b>	<b>RM</b>	<b>RM</b>	<b>RM</b>
Trade payables	13,766,146	11,136,881	-	-
Other payables and accruals	2,128,881	1,176,477	86,286	77,277
Hire purchase and lease creditors (Note 14)	1,020,282	1,165,547	1,080	104,643
	<b>16,915,309</b>	<b>13,478,905</b>	<b>87,366</b>	<b>181,920</b>

## 11. BANK BORROWINGS

	<b>Group</b>	
<b>Secured</b>	<b>2000</b>	<b>1999</b>
	<b>RM</b>	<b>RM</b>
Bank overdrafts	3,139,168	8,046,660
Bankers' acceptance	78,821	570,000
Trust receipts	2,391,200	1,799,011
	<b>5,609,189</b>	<b>10,415,671</b>
<b>Unsecured</b>		
Bank overdrafts	-	532,384
	<b>5,609,189</b>	<b>10,948,055</b>

The bank borrowings are secured by way of legal charges over the Group's land and buildings.

Interests charged during the financial year ranged from 1.5% to 2.25% (1999 : 1.5% to 2.5%) per annum above the respective banks' base lending rates.

These notes form part of the financial statements.

# Notes to the Financial Statements *(Cont'd)*

for the financial year ended 30 June 2000

## 12. SHARE CAPITAL

	<b>Group/Company</b>	
	<b>2000</b>	<b>1999</b>
	<b>RM</b>	<b>RM</b>
<b>Authorised:</b>		
Ordinary shares of RM1 each	50,000,000	50,000,000
<b>Issued and fully paid:</b>		
Ordinary shares of RM1 each	30,000,000	30,000,000

## 13. RESERVES

	<b>Group</b>		<b>Company</b>	
	<b>2000</b>	<b>1999</b>	<b>2000</b>	<b>1999</b>
	<b>RM</b>	<b>RM</b>	<b>RM</b>	<b>RM</b>
<b>Non distributable</b>				
Reserve arising on consolidation				
At 1 July	-	1,563	-	-
Amortised during the financial year	-	(1,563)	-	-
At 30 June	-	-	-	-
Share premium	4,179,261	4,179,261	4,179,261	4,179,261
Revaluation reserve	-	-	2,634,083	2,634,083
	4,179,261	4,179,261	6,813,344	6,813,344
<b>Distributable</b>				
Retained profits	29,192,216	24,775,402	3,287,776	3,487,145
	33,371,477	28,954,663	10,101,120	10,300,489

Subject to agreement by the Inland Revenue Board, the Company has sufficient tax credit under Section 108 of the Income Tax Act, 1967 to frank the payment of dividend approximately RM943,000 (1999 : RM431,000) out of its distributable reserves as at 30 June 2000. Any dividend paid in excess of this amount would result in a tax charge calculated at 28% on the gross amount of dividend paid.

These notes form part of the financial statements.

# Notes to the Financial Statements *(Cont'd)*

for the financial year ended 30 June 2000

## 14. LONG TERM LIABILITIES

	<b>Group</b>		<b>Company</b>	
	<b>2000</b>	<b>1999</b>	<b>2000</b>	<b>1999</b>
	<b>RM</b>	<b>RM</b>	<b>RM</b>	<b>RM</b>
Hire purchase and lease creditors	2,017,754	1,737,725	1,080	105,723
Due within 12 months disclosed as current liabilities (Note 10)	(1,020,282)	(1,165,547)	(1,080)	(104,643)
Non current portion	997,472	572,178	-	1,080

The non current portion of hire purchase and lease creditors are repayable as follows:

	<b>Group</b>		<b>Company</b>	
	<b>2000</b>	<b>1999</b>	<b>2000</b>	<b>1999</b>
	<b>RM</b>	<b>RM</b>	<b>RM</b>	<b>RM</b>
Years ending 30 June				
2001	-	403,126	-	1,080
2002	730,257	134,724	-	-
2003	238,279	34,328	-	-
2004	19,596	-	-	-
2005	9,340	-	-	-
	997,472	572,178	-	1,080

Interest on hire purchase and lease financing are charged at rates ranging from 5.5% to 8.7% (1999: 5.5% to 8.7%) per annum on a flat rate basis.

## 15. DEFERRED TAXATION

	<b>Group</b>		<b>Company</b>	
	<b>2000</b>	<b>1999</b>	<b>2000</b>	<b>1999</b>
	<b>RM</b>	<b>RM</b>	<b>RM</b>	<b>RM</b>
At 1 July	1,045,347	545,427	-	-
Transfers (to)/from income statement (Note 17)	(531,920)	499,920	54,000	-
At 30 June	513,427	1,045,347	54,000	-

These notes form part of the financial statements.

# Notes to the Financial Statements *(Cont'd)*

for the financial year ended 30 June 2000

## 16. PROFIT BEFORE TAXATION

Profit before taxation are stated:

	Group		Company	
	2000	1999	2000	1999
	RM	RM	RM	RM
<b>After charging:</b>				
Auditors' remuneration				
- current year	90,000	82,000	10,000	10,000
- overprovision in prior year	(1,000)	-	-	-
Amortisation of intangible assets	848	656	-	-
Bad debts written off	204,712	-	-	-
Depreciation of fixed assets	4,458,835	4,248,135	516,894	518,279
Director's fees	60,000	60,000	60,000	60,000
Directors' other emoluments	1,238,465	1,143,644	-	-
Interest on				
- hire purchase and lease	358,780	416,300	21,806	56,402
- bank overdrafts	660,156	839,340	-	-
- bankers' acceptance and trust receipts	281,413	615,740	-	-
- other interest	3,186	-	-	-
Provision for doubtful debts	450,367	246,242	-	-
Rental of equipment	22,516	24,597	-	-
Rental of premises	7,979,550	5,131,364	-	-
Staff cost	23,936,746	18,364,430	779,204	715,778
<b>and crediting:</b>				
Amortisation of reserve arising on consolidation	-	1,563	-	-
Dividend income	-	324	2,621,100	3,871,932
Gain on disposal of fixed assets	134,686	26,819	-	-
Gain on disposal of investment	11,260	6,552	-	2,787
Interest income	533	2,070	-	-
Rental income	139,600	128,800	1,018,224	-

The total number of employees of the Group and the Company at the end of the financial year were 1,521 (1999 : 1,073) and 18 (1999 : 9) respectively.

These notes form part of the financial statements.

# Notes to the Financial Statements *(Cont'd)*

for the financial year ended 30 June 2000

## 17. TAXATION

The taxation expense comprises :

	<b>Group</b>		<b>Company</b>	
	<b>2000 RM</b>	<b>1999 RM</b>	<b>2000 RM</b>	<b>1999 RM</b>
Taxation charge for the financial year:				
Malaysian taxation	4,438,000	-	619,000	566,920
Adjustment in respect of prior years	38,562	(133,048)	-	-
	4,476,562	(133,048)	619,000	566,920
Deferred taxation (Note 15)	(531,920)	499,920	54,000	-
	3,944,642	366,872	673,000	566,920

The Company's effective tax rate is higher than the statutory tax rate as certain expenses were disallowed for tax purposes.

Subject to agreement by the Inland Revenue Board, the Company has unutilised capital allowances of RM1,151,000 (1999 : RM963,000) which can be used to set off against future taxable profits.

## 18. EARNINGS PER SHARE

The earnings per share of the Group for the financial year are based on the profit after taxation and minority interests divided by the number of ordinary shares in issue during the financial year as follows :-

	<b>Group</b>	
	<b>2000 RM</b>	<b>1999 RM</b>
Profit after taxation and minority interests	5,496,814	4,000,673
Number of ordinary shares of RM1 each	30,000,000	30,000,000

These notes form part of the financial statements.

# Notes to the Financial Statements *(Cont'd)*

for the financial year ended 30 June 2000

## 19. DIVIDEND

	<b>Group/Company</b>	
	<b>2000</b>	<b>1999</b>
	<b>RM</b>	<b>RM</b>
<b>On ordinary shares:</b>		
Proposed final dividend :		
5% (1999 : 5%) less tax at 28%	1,080,000	1,080,000

## 20. PURCHASE OF FIXED ASSETS

	<b>Group</b>	
	<b>2000</b>	<b>1999</b>
	<b>RM</b>	<b>RM</b>
Additions to fixed assets	7,288,240	2,785,209
Financed by hire purchase and lease	(2,384,318)	(1,000,914)
Cash payment	4,903,922	1,784,295

## 21. CASH AND CASH EQUIVALENTS

	<b>Group</b>	
	<b>2000</b>	<b>1999</b>
	<b>RM</b>	<b>RM</b>
<b>Represented by:</b>		
Cash and bank balances	11,075,706	7,012,329
Fixed deposits with a licensed bank	13,964	13,964
Bank overdrafts	(3,139,168)	(8,579,044)
	7,950,502	(1,552,751)

These notes form part of the financial statements.

# Notes to the Financial Statements *(Cont'd)*

for the financial year ended 30 June 2000

## 22. SIGNIFICANT RELATED PARTY TRANSACTIONS

	<b>Group</b>		<b>Company</b>	
	<b>2000</b>	<b>1999</b>	<b>2000</b>	<b>1999</b>
	<b>RM</b>	<b>RM</b>	<b>RM</b>	<b>RM</b>
<b>Transactions with subsidiary companies</b>				
Rental of premises	-	-	1,018,224	-
Management fees	-	-	280,000	-
Dividend income	-	-	2,621,100	3,871,932
<b>Transactions with a related party</b>				
Sales	102,775	166,098	-	-
Purchases	375,523	295,028	-	-

The Directors are of the opinion that these transactions have been entered into in the normal course of business and have been established on a negotiated basis.

## 23. COMMITMENTS

As at the end of the financial year, non cancellable long-term lease commitments pertaining to the Group in respect of rental of premises are as follows :

	<b>Group</b>
	<b>RM</b>
2001	8,915,730
2002	8,265,585
2003	4,578,578
	<b>21,759,893</b>

## 24. CONTINGENT LIABILITIES

	<b>Company</b>	
	<b>2000</b>	<b>1999</b>
	<b>RM</b>	<b>RM</b>
Corporate guarantee to banks and financial institutions for banking facilities granted to subsidiary companies	34,516,000	33,330,000

These notes form part of the financial statements.

# Notes to the Financial Statements *(Cont'd)*

for the financial year ended 30 June 2000

## 25. SEGMENTAL ANALYSIS

Group analysis by industries:

	Revenue RM	Cost of sales RM	Profit/(loss) before taxation RM	Gross assets RM
<b>2000</b>				
Investment	2,901,100	-	1,553,631	41,322,486
Manufacturing	13,475,929	14,161,372	(884,041)	6,730,482
Retailing	135,038,397	82,733,810	11,530,728	84,686,725
	151,415,426	96,895,182	12,200,318	132,739,693
Consolidation adjustments	(20,130,137)	(17,509,685)	(2,745,026)	(40,668,391)
	131,285,289	79,385,497	9,455,292	92,071,302
<b>1999</b>				
Investment	3,871,932	-	1,743,879	41,563,489
Manufacturing	13,611,335	14,177,863	(968,244)	7,904,410
Retailing	98,484,978	63,012,519	7,056,501	78,806,532
	115,968,245	77,190,382	7,832,136	128,274,431
Consolidation adjustments	(23,120,856)	(19,667,938)	(3,451,355)	(40,171,501)
	92,847,389	57,522,444	4,380,781	88,102,930

The Group's business were predominantly carried out in Malaysia and therefore information by geographical segment is not applicable.

## 26. SUBSEQUENT EVENT

Subsequent to the financial year ended 30 June 2000, the Group and the Company acquired fixed assets amounting to RM2,653,000 and RM249,000 respectively.

## 27. COMPARATIVE FIGURES

The Group and the Company have adopted the MASB 1 - Presentation of Financial Statements. As a result, certain comparative figures have been reclassified to conform with current year's presentation.

These notes form part of the financial statements.



# Analysis of Shareholdings

as at 31 October 2000

Authorised Share Capital	:	RM50,000,000-00
Issued and Paid-up Capital	:	RM30,000,000-00
Class of Shares	:	Ordinary Shares of RM1-00 each
Voting Rights	:	One vote per Ordinary shares
No. of Shareholders	:	444

## DISTRIBUTION OF SHAREHOLDERS

Category	No. of Holders		No. of Shares		%	
	Malaysian	Foreign	Malaysian	Foreign	Malaysian	Foreign
1 - 1,000	263	1	263,000	1,000	0.88	0.00
1,001 - 5,000	109	1	331,000	2,000	1.10	0.01
5,001 - 10,000	30	1	249,000	10,000	0.83	0.03
10,001 - 100,000	21	1	529,000	60,000	1.76	0.20
100,001 - 1,000,000	12	0	4,286,998	0	14.29	0.00
over 1,000,000	5	0	24,268,002	0	80.90	0.00
<b>Total</b>	440	4	29,927,000	73,000	99.76	0.24

# Analysis of Shareholdings *(Cont'd)*

as at 31 October 2000

## LIST OF TOP 20 SHAREHOLDERS

*(As per the Record of Depositors)*

No.	Name	No. of Shares	%
1	HDM Nominees (Tempatan) Sdn. Bhd. Qualifier : Vickers Ballas & Company Pte. Ltd. for Syed Mokhtar Shah Bin Syed Nor	8,963,000	29.88
2	OUB Nominees (Tempatan) Sdn. Bhd. Qualifier : Pledged Securities Account for Yong Pang Chaun Holdings Sdn. Bhd.	6,000,000	20.00
3	PAB Nominee (Tempatan) Sdn. Bhd. Qualifier : PAB Trustee Berhad	5,500,000	18.33
4	Yong Pang Chaun Holdings Sdn. Bhd.	2,000,002	6.67
5	AAANominees (Tempatan) Sdn. Bhd. Qualifier : Pledged Securities Account for Seo Cheng Gaok	1,805,000	6.02
6	Arab-Malaysian Nominees (Tempatan) Sdn. Bhd. Qualifier : Arab-Malaysian Trustee Bhd for BHLB Pacific Dana Al-Ihsan	557,000	1.86
7	Universal Trustee (Malaysia) Berhad Qualifier : BHLB Pacific Emerging Companies Growth Fund	534,000	1.78
8	Hong Leong Finance Berhad Qualifier : Pledged Securities Account for Chin Lih Lih	530,000	1.77
9	Shia Yoon @ Chia Win Thy	517,000	1.72
10	Citicorp Nominees (Tempatan) Sdn. Bhd. Qualifier : Perbadanan Nasional Berhad	450,000	1.50
11	Lah Kar Seong	416,999	1.39
12	Soon Peng Len	295,000	0.98
13	Universal Trustee (Malaysia) Berhad Qualifier : BHLB Pacific High Growth Fund	280,000	0.93
14	Ho Kok Keong	252,999	0.84
15	Amsteel Equity Nominees (Tempatan) Sdn. Bhd. Qualifier : Pledged Securities Account for Chin Lih Lih	190,000	0.63
16	Wong Kiat Choong	153,000	0.51
17	Syarikat Nominee Bumiputra (Tempatan) Sdn. Bhd. Qualifier : Pledged Securities Account for AAAnthony & Co. Sdn. Bhd. (2555 Peng)	111,000	0.37
18	Leong Choong Wai	100,000	0.33
19	Citicorp Nominees (Tempatan) Sdn. Bhd. Qualifier : Pledged Securities Account for Yip Swee Kian	65,000	0.22
20	Akira Koizumi	60,000	0.20
<b>TOTAL</b>		<b>28,780,000</b>	<b>95.93</b>

# Analysis of Shareholdings (Cont'd)

as at 31 October 2000

## LIST OF SUBSTANTIAL SHAREHOLDERS (as at 31 October 2000)

Substantial Shareholder	Nationality	Registered holder	No. of shares held or beneficially interested in	
			Direct	Indirect
1 Syed Mokhtar Shah bin Syed Nor	Malaysian	HDM Nominees (Tempatan) Sdn Bhd	8,963,000	
2 Yong Pang Chaun Holdings Sdn Bhd		OUB Nominees (Tempatan) Sdn Bhd	6,000,000	
		PAB Nominee (Tempatan) Sdn Bhd	5,500,000	
		Yong Pang Chaun Holdings Sdn Bhd	2,000,002	
3 **Yong Pang Chaun	Malaysian	OUB Nominees (Tempatan) Sdn Bhd		6,000,000
		PAB Nominee (Tempatan) Sdn Bhd		5,500,000
		Yong Pang Chaun Holdings Sdn Bhd		2,000,002
4 **Yong Lai Wah	Malaysian	OUB Nominees (Tempatan) Sdn Bhd		6,000,000
		PAB Nominee (Tempatan) Sdn Bhd		5,500,000
		Yong Pang Chaun Holdings Sdn Bhd		2,000,002
5 **Yong Lee Peng	Malaysian	OUB Nominees (Tempatan) Sdn Bhd		6,000,000
		PAB Nominee (Tempatan) Sdn Bhd		5,500,000
		Yong Pang Chaun Holdings Sdn Bhd		2,000,002
6 **Chong Chin Lin	Malaysian	OUB Nominees (Tempatan) Sdn Bhd		6,000,000
		PAB Nominee (Tempatan) Sdn Bhd		5,500,000
		Yong Pang Chaun Holdings Sdn Bhd		2,000,002
7 Seo Cheng Gaok	Malaysian	AAA Nominees (Tempatan) Sdn Bhd	1,805,000	

Note : All names listed above as substantial shareholders are the beneficial owners even though they may not be the registered holders.

\*\* Those whose names are preceded by a double asterisk are deemed to have an interest in the shares by virtue of Section 6A (4) (c) of the Companies Act, 1965.

## Directors' Shareholdings

as at 21 July 2000

### Shareholdings in the Company

Director	Indirect	Direct
Dato'Zulkifli bin Abdul Rahman	nil	nil
Yong Pang Chaun	13,500,002	nil
Chan Kwai Heng	nil	nil
Cheong Chung Yet	nil	8,000
Chong Chin Lin	13,500,002	nil
Yong Lee Peng	13,500,002	nil
Yong Lai Wah	13,500,002	nil
Sahid bin Mohamed Yasin	nil	nil

### Shareholdings in a subsidiary company - Vincci Ladies' Specialties Centre Sdn Bhd

Director	Indirect	Direct
Yong Pang Chaun	1,605,000	nil

## List of Group Properties

as at 30 June 2000

Location	Description / Existing Use
No. 21, Lot 116, Jalan U1/20, Hicom Glenmarie Industrial Park, 40000 Shah Alam	3-storey office cum 2-storey warehouse: Corporate headquarters & central warehouse
Lots LG 028 & 044, Lower ground floor Sungai Wang Plaza, Kuala Lumpur	Retail shoplots : utilised by a subsidiary as a free-standing retail outlet
No. 247, Jalan Mahkota, Taman Maluri Cheras, 56100 Kuala Lumpur	4-storey shophouse : Partly rented out and partly used for employees accommodation
No. 1, Lorong 6E/91, Taman Shamelin Perkasa Batu 3 1/2 Jalan Cheras, 56100 Kuala Lumpur	4-storey shophouse : partly rented out and partly used for in-house manufacturing
No. 3, Lorong 6E/91, Taman Shamelin Perkasa Batu 3 1/2 Jalan Cheras, 56100 Kuala Lumpur	4-storey shophouse : partly rented out and partly used for in-house manufacturing
No. 29, Lorong 6E/91, Taman Shamelin Perkasa Batu 3 1/2 Jalan Cheras, 56100 Kuala Lumpur	4-storey shophouse : Rented out
No. 2, Jalan 8/91, Taman Shamelin Perkasa Batu 3 1/2 Jalan Cheras, 56100 Kuala Lumpur	1 1/2-storey terrace factory : used for in-house manufacturing
No. 15, Jalan 8/91, Taman Shamelin Perkasa Batu 3 1/2 Jalan Cheras, 56100 Kuala Lumpur	1 1/2-storey duplex factory : used for in-house manufacturing

## List of Group Properties

as at 30 June 2000

Land Area / Built-Up Area (sq.ft.)	Tenure	Approximate Age of Buildings	Net Book Value @ 30.06.2000 (RM)
45,962 / 56,568	Freehold	4.5 years	7,730,556
1455 / 1455	Freehold	27 years	1,001,040
2514 / 8212	Leasehold - 99 years expiring on 24.05.2076	18.5 years	666,925
2208 / 7552	Leasehold - 99 years expiring on 11.09.2082	10 years	653,456
1760 / 6135	Leasehold - 99 years expiring on 11.09.2082	10 years	674,405
1760 / 6135	Leasehold - 99 years expiring on 11.09.2082	10 years	660,749
4000 / 3913	Leasehold - 99 years expiring on 11.09.2082	10 years	721,414
11040 / 10150	Leasehold - 99 years expiring on 11.09.2082	10 years	1,150,456

Notes

# Form of Proxy

PADINI HOLDINGS BERHAD

(50202-A)  
(Incorporated in Malaysia)

I/We \_\_\_\_\_  
of \_\_\_\_\_  
being a member/members of PADINI HOLDINGS BERHAD, \_\_\_\_\_  
hereby appoint \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy, to vote for me/us and on my/our behalf at the NINETEENTH ANNUAL GENERAL MEETING of the Company to be held at No. 21 Lot 116, Jalan U1/20, Hicom Glenmarie Industrial Park, 40000 Shah Alam on Wednesday, 20th December 2000 at 11:00 a.m. and at any adjournment thereof.

With reference to the Agenda set forth in the Notice of Meeting, please indicate with an 'X' in the spaces below how you wish your votes to be cast on the resolutions specified.

		FOR	AGAINST
Resolution 1	To adopt the Reports and Accounts		
Resolution 2	To declare a Final dividend of 5% less income tax		
Resolution 3	To approve the payment of Directors' fee of RM60,000/-		
Resolution 4	To re-elect Mr. Chan Kwai Heng as Director		
Resolution 5	To re-elect En. Sahid Bin Mohamed Yasin as Director		
Resolution 6	To re-elect Mr. Cheong Chung Yet as Director		
Resolution 7	To appoint Messrs Peter Chong & Co. as Auditors of the Company		

Subject to any voting instructions so given, the proxy will vote, or may abstain from voting on any resolution as he/she may think fit.

Signature \_\_\_\_\_

Signature of Witness \_\_\_\_\_

Name of Witness \_\_\_\_\_

Number of Shares held	
-----------------------	--

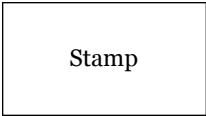
Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2000

## NOTES:

- A member of the Company entitled to attend and vote at the above Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a member of the Company.*
- The instrument appointing a proxy must be deposited at the registered office of the Company at No. 21 Lot 116, Jalan U1/20, Hicom Glenmarie Industrial Park, 40000 Shah Alam not less than forty-eight (48) hours before the time set for the meeting or adjourned meeting.*
- 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.*



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The Secretary  
**Padini Holdings Berhad**  
(Company No: 50202-A)

No. 21, Lot 116, Jalan U1/20  
Hicom Glenmarie Industrial Park  
40000 Shah Alam, Selangor Darul Ehsan

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