

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth Annual General Meeting ("20th AGM") of AEON Credit Service (M) Berhad will be held at Ballroom 1 and 2, Level 2, InterContinental Hotel, 165 Jalan Ampang, 50450 Kuala Lumpur, Malaysia on Wednesday, 21 June 2017 at 10.30 a.m. to transact the following businesses:-

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 28 February 2017 together with the Reports of the Directors and Auditors thereon. (Please refer to Note(i) of the Explanatory Notes) **Ordinary Resolution 1**
2. To approve the payment of a final dividend of 32.50 sen per ordinary share in respect of the financial year ended 28 February 2017. **Ordinary Resolution 2**
3. To approve the increase of Directors' Fees to RM804,000 for the financial year ended 28 February 2017 and payments thereof. **Ordinary Resolution 3**
4. To re-elect the following Directors retiring pursuant to Article 129 of the Articles of Association of the Company:-
(i) Mr. Kenji Fujita **Ordinary Resolution 4**
(ii) Ms. Lee Tyan Jen **Ordinary Resolution 5**
5. To re-elect Mr. Tomokatsu Yoshitoshi who is retiring in accordance with the Article 134 of the Articles of Association of the Company. Mr. Koji Hatakeda and Mrs. Jiraporn Kongcharoenwanich, who retire in accordance with Article 134 of the Articles of Association of the Company, have expressed their intention not to seek re-election at the 20th AGM and will retain office until the conclusion of the 20th AGM. **Ordinary Resolution 6**
6. To re-appoint the following Directors:-
(i) Dato' Abdullah bin Mohd Yusof **Ordinary Resolution 7**
(ii) Datuk Ramli bin Ibrahim **Ordinary Resolution 8**
7. To appoint Messrs. Deloitte PLT as the Auditors of the Company in place of the retiring Auditors, Messrs. KPMG PLT and to authorise the Directors to fix their remuneration.
Notice of Nomination (a copy of which is annexed and marked as "Appendix I" in the Annual Report 2017) has been received by the Company for the nomination of Messrs. Deloitte PLT who have given their consent to act, for appointment as Auditors in place of the retiring Auditors, Messrs. KPMG PLT and of the intention to propose the following ordinary resolution:-
"That Messrs. Deloitte PLT having consented to act, be and are hereby appointed as the new Auditors of the Company for the financial year ending 28 February 2018 at a fee to be determined by the Directors and shall hold office until the conclusion of the next AGM, in place of the retiring Auditors, Messrs. KPMG PLT."

As Special Business

To consider and, if thought fit, to pass the following resolutions:-

8. **Authority for Dato' Abdullah bin Mohd Yusof to continue in office as Independent Non-Executive Director** **Ordinary Resolution 9**
"THAT authority be and is hereby given to Dato' Abdullah bin Mohd Yusof who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with Malaysian Code on Corporate Governance."
9. **Authority for Datuk Ramli bin Ibrahim to continue in office as Independent Non-Executive Director** **Ordinary Resolution 10**
"THAT authority be and is hereby given to Datuk Ramli bin Ibrahim who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with Malaysian Code on Corporate Governance."
10. **Authority for Dato' Md Kamal bin Ismaun to continue in office as Independent Non-Executive Director** **Ordinary Resolution 11**
"THAT authority be and is hereby given to Dato' Md Kamal bin Ismaun who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with Malaysian Code on Corporate Governance."
11. **Authority for Mr. Ng Eng Kiat to continue in office as Independent Non-Executive Director** **Ordinary Resolution 12**
"THAT authority be and is hereby given to Mr. Ng Eng Kiat who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with Malaysian Code on Corporate Governance."
12. **Proposed Renewal of Authority under Section 76 of the Companies Act 2016 for the Directors to allot and issue shares** **Ordinary Resolution 13**
"THAT pursuant to Section 76 of the Companies Act 2016, the Directors be and are hereby authorised to allot and issue shares in the share capital of the Company at any time until the conclusion of the next AGM, upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue."
13. **Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature and New Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")** **Ordinary Resolution 14**
"THAT, subject to the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given for the Company to enter into the recurrent transactions of a revenue or trading nature as set out in Section 2.2 of the Circular to Shareholders dated 29 May 2017 ("Circular") with the related parties mentioned therein which are necessary for the Company's day-to-day operations.
THAT the Company be and is hereby authorised to enter into the recurrent transactions with the related parties mentioned therein provided that:-
a) the transactions are in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
b) the disclosure will be made in the Annual Report of the breakdown of the aggregate value of the Recurrent Related Party Transactions entered into pursuant to the Proposed Shareholders' Mandate during the financial year with details on the nature and type of Recurrent Related Party Transactions, the names of the related parties involved in each type of Recurrent Related Party Transactions and their relationships with the Company.
THAT the authority conferred shall continue to be in force until:-
i) the conclusion of the next AGM of the Company following the forthcoming AGM at which the Proposed Shareholders' Mandate is approved, at which time it will lapse, unless by a resolution passed at the AGM, the mandate is again renewed;
ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
iii) revoked or varied by resolution passed by the shareholders in general meeting, whichever is earlier.
AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders at the 20th AGM, a final dividend of 32.50 sen per ordinary share in respect of the financial year ended 28 February 2017 will be paid to shareholders on 19 July 2017. The entitlement date for the said dividend shall be 29 June 2017.

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

- (a) Shares transferred into the Depositor's securities account before 4.00 p.m. on 29 June 2017 in respect of transfers; and
- (b) Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143)
CHOONG LEE WAH (MAICSA 7019418)
Company Secretaries

Selangor Darul Ehsan

Date: 29 May 2017

NOTES:-

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, participate, speak and vote in his/her stead. A proxy may but need not be a member of the Company.
2. A member is entitled to appoint up to two (2) proxies to attend, participate, speak and vote in his/her place, at the same meeting. Where a member appoints up to two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
3. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
4. The instrument appointing a proxy or (in the case of a power of attorney appointing an attorney to or to (inter alia) attend and vote at meetings or polls) such power of attorney or a notarially certified copy of such power or authority and (if required by any Director) any authority under which such proxy or power of attorney is executed or a copy of such authority certified notarially or in some other way approved by the Directors shall be deposited at the Company's Share Registrar Office at Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJJ 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time set for holding the 20th AGM or any adjournment thereof.
5. In respect of deposited securities, only members whose names appear on the Record of Depositors on 13 June 2017 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.
6. Pursuant to Paragraph 8.29A(1) of the MMLR of Bursa Securities, all the resolutions set out in the Notice of the 20th AGM will be put to vote by way of poll.

EXPLANATORY NOTES

- (i) **Item 1 of the Agenda - to receive the Audited Financial Statements**
Agenda item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.
- (ii) **Ordinary Resolution 6 - Re-appointment of Dato' Abdullah bin Mohd Yusof**
Ordinary Resolution 7 - Re-appointment of Datuk Ramli bin Ibrahim

With the coming into force of the Companies Act 2016 on 31 January 2017, there is no age limit for directors.

At the Nineteenth AGM ("19th AGM") of the Company held on 21 June 2016, Dato' Abdullah bin Mohd Yusof and Datuk Ramli bin Ibrahim, who are above the age of seventy (70), were re-appointed pursuant to Section 129(6) of the Companies Act, 1965 to hold office until the conclusion of the 20th AGM. Their terms of office will end at the conclusion of the 20th AGM and they have offered themselves for re-appointment.

The proposed Ordinary Resolutions 6 and 7, if passed, will enable Dato' Abdullah bin Mohd Yusof and Datuk Ramli bin Ibrahim to continue to act as Directors of the Company and they shall be subject to retirement by rotation at a later date.

The Nomination Committee ("NC") of the Company has assessed the criteria and contribution of Dato' Abdullah bin Mohd Yusof and Datuk Ramli bin Ibrahim and recommended for their re-appointment. The Board has endorsed the NC's recommendation that Dato' Abdullah bin Mohd Yusof and Datuk Ramli bin Ibrahim be re-appointed as Directors of the Company.

- (iii) **Authority for the following Directors to continue in office as Independent Non-Executive Directors:**
Ordinary Resolution 9 - Dato' Abdullah bin Mohd Yusof
Ordinary Resolution 10 - Datuk Ramli bin Ibrahim
Ordinary Resolution 11 - Dato' Md Kamal bin Ismaun
Ordinary Resolution 12 - Mr. Ng Eng Kiat

The Board of Directors has via the NC conducted an annual performance evaluation and assessment of Dato' Abdullah bin Mohd Yusof, Datuk Ramli bin Ibrahim, Dato' Md Kamal bin Ismaun and Mr. Ng Eng Kiat, who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine years, and recommended them to continue to act as Independent Non-Executive Directors of the Company based on the justification as set out in Appendix II.

- (iv) **Ordinary Resolution 13 - Proposed Renewal of Authority under Section 76 of the Companies Act 2016 for the Directors to allot and issue shares**
The Company had, during its 19th AGM held on 21 June 2016, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to the then Section 132D of the Companies Act, 1965. As at the date of this notice, the Company has not issued any shares pursuant to that mandate obtained.

The Ordinary Resolution 13 proposed under item 12 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 76 of the Companies Act 2016. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 10% of the issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

This authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for purpose of funding investment project(s), working capital and/or acquisition(s).

- (v) **Ordinary Resolution 14 - Proposed Shareholders' Mandate**

Ordinary Resolution 14 proposed, if passed, will allow the Company to enter into recurrent related party transactions in accordance with paragraph 10.09 of the MMLR of Bursa Securities and the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur would not arise. This would reduce substantial administrative time and expenses associated with the convening of such meetings without compromising the corporate objectives of the Company or affecting the business opportunities available to the Company. The proposed shareholders' mandate is subject to renewal on an annual basis.

Further information on the Proposed Shareholders' Mandate is set out in the Circular to Shareholders dated 29 May 2017 which was despatched together with this Annual Report.

PERSONAL DATA POLICY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.