



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventeenth Annual General Meeting of AEON Credit Service (M) Berhad will be held at Prince Hotel & Residence Kuala Lumpur, Level 3, Prince Grand Ballroom, Jalan Conlay, 50450 Kuala Lumpur, Malaysia on Thursday, 19 June 2014 at 10.30 a.m.

AGENDA

As Ordinary Business

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| 1. To receive the Audited Financial Statements for the financial year ended 20 February 2014 together with the Reports of the Directors and Auditors thereon. | (Please refer to Note (i) of the Explanatory Notes) |
| 2. To declare a single tier final dividend of 24.00 sen per ordinary share of RM0.50 each for the financial year ended 20 February 2014. | Ordinary Resolution 1 |
| 3. To approve the increase in Directors' Fees from RM446,000 to RM519,000 for the financial year ended 20 February 2014 and payment thereof. | Ordinary Resolution 2 |
| 4. To re-elect the following Directors retiring pursuant to Article 129 of the Articles of Association of the Company: | |
| (i) Dato' Md Kamal bin Ismaun | Ordinary Resolution 3 |
| (ii) Mr. Ng Eng Kiat | Ordinary Resolution 4 |
| 5. To re-elect the following Directors retiring pursuant to Article 134 of the Articles of Association of the Company: | |
| (i) Mr. Masanori Kosaka | Ordinary Resolution 5 |
| (ii) Mr. Kenji Fujita | Ordinary Resolution 6 |
| (iii) Ms. Lee Tyan Jen | Ordinary Resolution 7 |
| 6. To re-appoint Dato' Abdullah bin Mohd Yusof as Director pursuant to Section 129 (6) of the Companies Act, 1965. | Ordinary Resolution 8 |
| 7. To re-appoint Datuk Ramli bin Ibrahim as Director pursuant to Section 129 (6) of the Companies Act, 1965. | Ordinary Resolution 9 |
| 8. To re-appoint Messrs. KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 10 |

As Special Business

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

9. Proposed Renewal of Authority under Section 132D of the Companies Act, 1965 for the Directors to allot and issue shares
- "That pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and 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 issued share capital of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue."
- Ordinary Resolution 11**
10. 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")
- "THAT, subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, 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 28 May 2014 ("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 conducted pursuant to the Proposed Shareholders' Mandate during the financial year on the type of Recurrent Related Party Transactions made, 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 Annual General Meeting ("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 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); 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."
- Ordinary Resolution 12**

NOTICE OF DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the Seventeenth Annual General Meeting, a single tier final dividend of 24.00 sen per ordinary share of RM0.50 each for the financial year ended 20 February 2014 will be paid to shareholders on 16 July 2014. The entitlement date for the said dividend shall be 2 July 2014.

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

- (a) Shares transferred to the Depositor's securities account before 4.00 p.m. on 2 July 2014 in respect of transfers.
- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

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

Selangor Darul Ehsan
Date: 28 May 2014

NOTES:

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provision of Section 149(1) (b) of the Companies Act, 1965 shall not apply.
- A member is entitled to appoint up to two (2) proxies to attend and vote in his place, at the same meeting.
- Where a member appoints up to two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- 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.
- 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 PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 10 June 2014 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

EXPLANATORY NOTES

(i) Item 1 of Agenda – To receive the Audited Financial Statements

Agenda item no. 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 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 11 – Proposed Renewal of Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares

The Company had, during its Sixteenth Annual General Meeting ("AGM") held on 18 June 2013, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 ("the Act"). As at the date of this notice, the Company did not issue any shares pursuant to this mandate obtained.

Ordinary Resolution 11 proposed under item 9 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Act. 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 share capital 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.

The 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 acquisitions.

(iii) Ordinary Resolution 12 - Proposed Shareholders' Mandate

Ordinary Resolution 12 proposed, if passed, will allow the Company and its subsidiaries to enter into recurrent related party transactions in accordance with paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad 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 Group or affecting the business opportunities available to the Group. The proposed shareholders' mandate is subject to renewal on an annual basis.