



AEON CREDIT SERVICE

AEON CREDIT SERVICE (M) BERHAD

(Company No. 412767-V)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting ("19th AGM") of AEON Credit Service (M) Berhad will be held at Pullman Kuala Lumpur City Centre Hotel & Residences, Jalan Conlay, 50450 Kuala Lumpur on Tuesday, 21 June 2016 at 10.30 a.m. to transact the following businesses:-

AGENDA

As Ordinary Business

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| 1. To receive the Audited Financial Statements for the financial year ended 29 February 2016 together with the Reports of the Directors and Auditors thereon. | (Please refer to Note (f) of the Explanatory Notes) |
| 2. To approve the payment of a final dividend of 29.60 sen per ordinary share of RM0.50 each under single-tier system in respect of the financial year ended 29 February 2016. | Ordinary Resolution 1 |
| 3. To approve the Directors' Fees of RM519,000.00 for the financial year ended 29 February 2016 and payment thereof. | Ordinary Resolution 2 |
| 4. To re-elect Dato' Md Kamal Bin Ismaun who is retiring in accordance with Article 129 of the Articles of Association of the Company. | Ordinary Resolution 3 |
| 5. To re-elect Mr. Ng Eng Kiat who is retiring in accordance with Article 129 of the Articles of Association of the Company. | Ordinary Resolution 4 |
| 6. To re-elect Mr. Kiyooki Takano who is retiring in accordance with Article 134 of the Articles of Association of the Company. | Ordinary Resolution 5 |

Mr. Nuntawat Chotvijit who retires in accordance with Article 134 of the Articles of Association of the Company, has expressed his intention not to seek re-election at the 19th AGM and will retain office until the conclusion of the 19th AGM.

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| 7. To re-appoint Dato' Abdullah Bin Mohd Yusof as Director pursuant to Section 129(6) of the Companies Act, 1965. | Ordinary Resolution 6 |
| 8. To re-appoint Datuk Ramli Bin Ibrahim as Director pursuant to Section 129(6) of the Companies Act, 1965. | Ordinary Resolution 7 |
| 9. To re-appoint Messrs. KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 8 |

As Special Business

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

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| 10. 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 nine years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with Malaysian Code of Corporate Governance 2012." | |
| 11. 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 nine years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with Malaysian Code of Corporate Governance 2012." | |
| 12. 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 nine years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with Malaysian Code of Corporate Governance 2012." | |
| 13. 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 nine years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with Malaysian Code of Corporate Governance 2012." | |
| 14. Proposed Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares | Ordinary Resolution 13 |
| "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 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." | |
| 15. 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 27 May 2016 ("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 Annual General Meeting of the Company following the forthcoming Annual General Meeting at which the Proposed Shareholders' Mandate is approved, at which time it will lapse, unless by a resolution passed at the Annual General Meeting, the mandate is again renewed;
ii) the expiration of the period within which the next Annual General Meeting 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 Companies Act, 1965); 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 19th Annual General Meeting, a final dividend of 29.60 sen per ordinary share of RM0.50 each under single-tier system in respect of the financial year ended 29 February 2016 will be paid to shareholders on 15 July 2016. The entitlement date for the said dividend shall be 28 June 2016.

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

- Shares transferred into the Depositor's securities account before 4.00 p.m. on 28 June 2016 in respect of transfers; and
- 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: 27 May 2016

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 13 June 2016 (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

- 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 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.
- Ordinary Resolution 9 - Authority for Dato' Abdullah Bin Mohd Yusof to continue in office as Independent Non-Executive Director**
The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of Dato' Abdullah Bin Mohd Yusof, who has served as Independent Non-Executive Director of the Company for a cumulative term of nine years, and recommended him to continue to act as Independent Non-Executive Director of the Company based on the justification as set out in Appendix I.
- Ordinary Resolution 10 - Authority for Datuk Ramli Bin Ibrahim to continue in office as Independent Non-Executive Director**
The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of Datuk Ramli Bin Ibrahim, who has served as Independent Non-Executive Director of the Company for a cumulative term of nine years, and recommended him to continue to act as Independent Non-Executive Director of the Company based on the justification as set out in Appendix I.
- Ordinary Resolution 11 - Authority for Dato' Md Kamal Bin Ismaun to continue in office as Independent Non-Executive Director**
The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of Dato' Md Kamal Bin Ismaun, who has served as Independent Non-Executive Director of the Company for a cumulative term of nine years, and recommended him to continue to act as Independent Non-Executive Director of the Company based on the justification as set out in Appendix I.
- Ordinary Resolution 12 - Authority for Mr. Ng Eng Kiat to continue in office as Independent Non-Executive Director**
The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of Mr. Ng Eng Kiat, who has served as Independent Non-Executive Director of the Company for a cumulative term of nine years, and recommended him to continue to act as Independent Non-Executive Director of the Company based on the justification as set out in Appendix I.
- Ordinary Resolution 13 - Proposed Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares**
The Ordinary Resolution 13 proposed under item 14 of the Agenda is a general mandate for issuance of shares by the Company under Section 132D of the Companies Act, 1965. 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 Annual General Meeting 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).
- 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.

PERSONAL DATA POLICY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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.