



P R O S P E C T U S



AEON Credit Service (M) Berhad

(Company No.: 412767-V)
(Incorporated in Malaysia under the Companies Act, 1965)

INITIAL PUBLIC OFFERING IN CONJUNCTION WITH OUR LISTING ON THE MAIN BOARD OF BURSA MALAYSIA SECURITIES BERHAD COMPRISING:

- (I) OFFER FOR SALE OF 20,000,000 EXISTING ORDINARY SHARES OF RM0.50 EACH IN OUR COMPANY ("SHARES") MADE AVAILABLE FOR APPLICATION BY THE BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY; AND
- (II) PUBLIC ISSUE OF 22,000,000 NEW SHARES ALLOCATED IN THE FOLLOWING MANNER:
 - 6,000,000 SHARES MADE AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;
 - 15,500,000 SHARES MADE AVAILABLE FOR APPLICATION BY THE BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY; AND
 - 500,000 SHARES MADE AVAILABLE FOR APPLICATION BY OUR ELIGIBLE DIRECTORS, EMPLOYEES AND BUSINESS ASSOCIATES,

AT AN OFFER/ISSUE PRICE OF RM2.50 PER SHARE, PAYABLE IN FULL UPON APPLICATION.

Adviser, Managing Underwriter, Underwriter and Placement Agent



CIMB Investment Bank Berhad (18417-M)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

Underwriters



Aseambankers Malaysia Berhad (15938-H)
(A Participating Organisation of Bursa Malaysia Securities Berhad)



RHB INVESTMENT BANK BERHAD
(Company No: 19663-P)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH YOU SHOULD CONSIDER, SEE "RISK FACTORS" AS SET OUT IN SECTION 5 OF THIS PROSPECTUS.

LISTING SOUGHT : MAIN BOARD OF BURSA MALAYSIA SECURITIES BERHAD

This Prospectus is dated 16 November 2007

AEON Credit Service (M) Berhad PROSPECTUS



AEON Credit Service (M) Berhad (412767-V)





EVERYDAY AEON CARD™



AEON Credit Service (M) Berhad offers consumer financing products such as easy payment, personal financing schemes and credit cards to enhance the lifestyle of Malaysian consumers.

Nationwide Network for Customer Convenience

AEON Credit Service (M) Berhad has a nationwide network of branches and AEON-Spot outlets that offer convenience to customers through a variety of consumer financing products and the provision of Automated Teller Machines and Cash Deposit Machines.

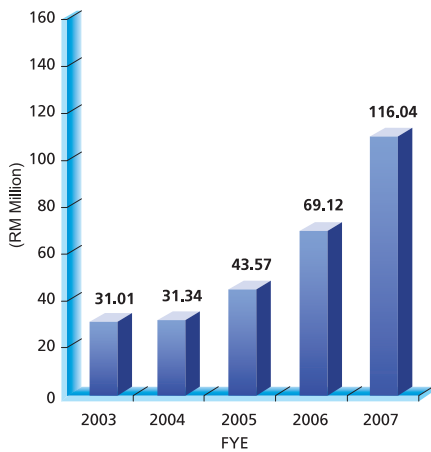


Branch and AEON-Spot Network in Malaysia

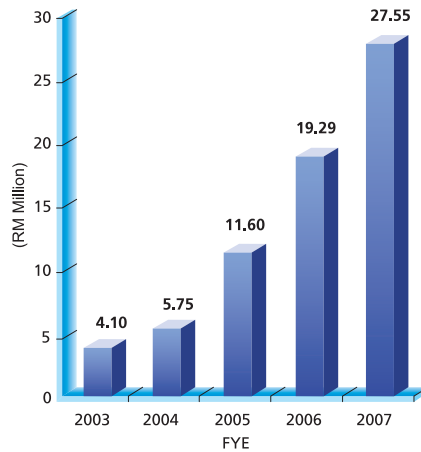


Five Year Highlights (Feb 2003 - 2007)

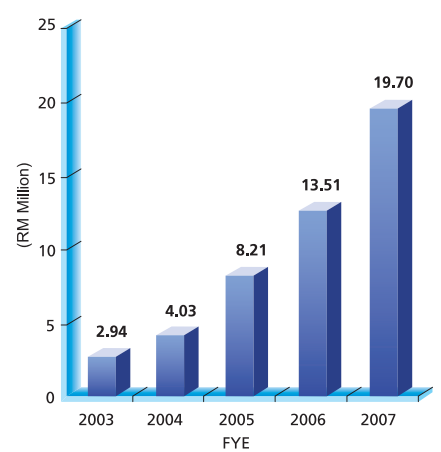
Revenue



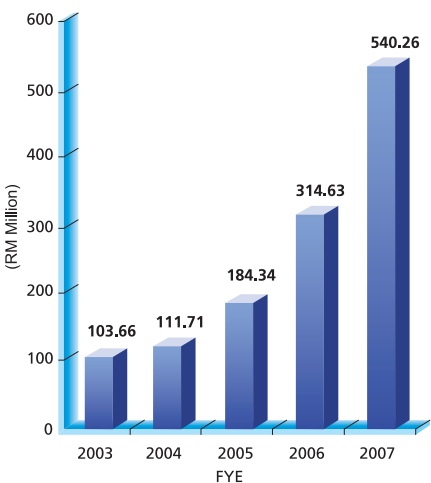
Profit before Tax



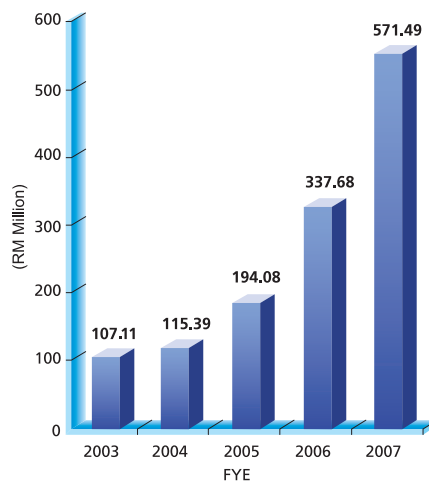
Profit after Tax



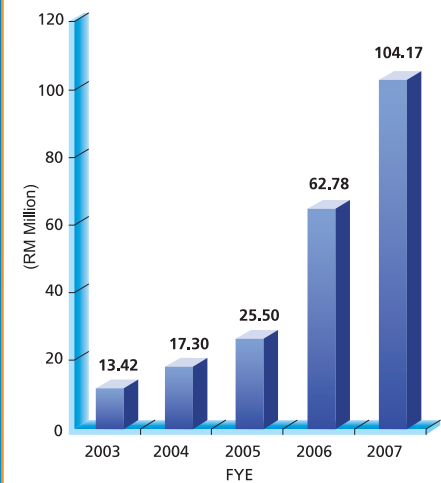
Trade Receivables



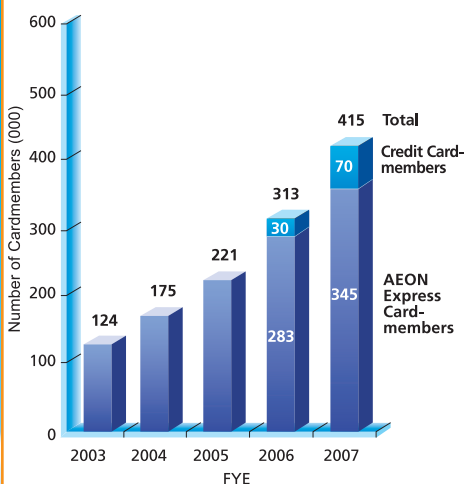
Total Assets



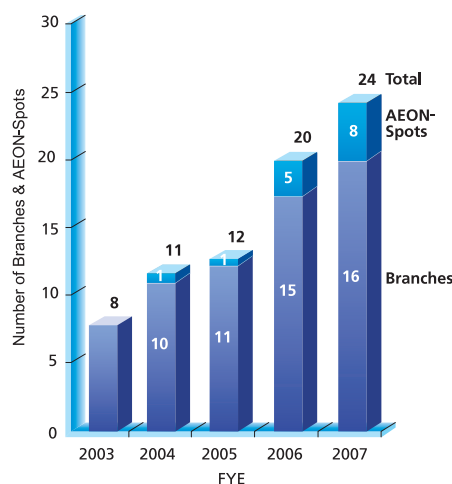
Shareholders Funds



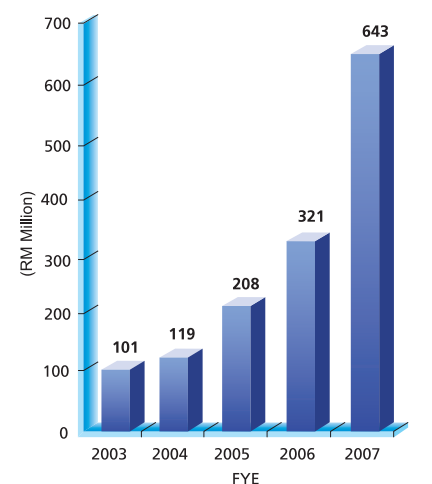
Cardmembers



Branches & AEON-Spots



Sales Volume



OUR DIRECTORS, PROMOTER AND THE OFFEROR HAVE SEEN AND APPROVED THIS PROSPECTUS AND THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION IN THIS PROSPECTUS. THEY CONFIRM, HAVING MADE ALL REASONABLE ENQUIRIES THAT, TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THERE ARE NO FALSE OR MISLEADING STATEMENTS OR OTHER FACTS, WHICH, IF OMITTED, WOULD MAKE ANY STATEMENT IN THIS PROSPECTUS FALSE OR MISLEADING. OUR DIRECTORS ACCEPT FULL RESPONSIBILITY FOR THE PROFIT FORECAST INCLUDED IN THIS PROSPECTUS AND CONFIRM THAT IT HAS BEEN PREPARED BASED ON THE ASSUMPTIONS MADE.

CIMB INVESTMENT BANK BERHAD ("CIMB"), AS THE ADVISER TO OUR INITIAL PUBLIC OFFERING, ACKNOWLEDGES THAT, BASED ON ALL AVAILABLE INFORMATION AND TO THE BEST OF ITS KNOWLEDGE AND BELIEF, THIS PROSPECTUS CONSTITUTES A FULL AND TRUE DISCLOSURE OF ALL MATERIAL FACTS ON THE INITIAL PUBLIC OFFERING. CIMB IS SATISFIED THAT THE PROFIT FORECAST (FOR WHICH OUR DIRECTORS ARE FULLY RESPONSIBLE), HAS BEEN INCLUDED IN THIS PROSPECTUS AFTER DUE AND CAREFUL ENQUIRY BY OUR DIRECTORS AND HAS BEEN DULY REVIEWED BY OUR REPORTING ACCOUNTANTS.

THE SECURITIES COMMISSION ("SC") HAS APPROVED OUR INITIAL PUBLIC OFFERING. HOWEVER, THIS IS NOT AN INDICATION THAT THE SC RECOMMENDS THE INITIAL PUBLIC OFFERING.

OUR ADMISSION TO THE OFFICIAL LIST OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF OUR COMPANY, OUR SHARES OR THE INITIAL PUBLIC OFFERING.

THE SC IS NOT LIABLE FOR ANY NON-DISCLOSURE IN THIS PROSPECTUS BY US. THE SC ALSO TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS AND MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS THAT YOU MAY SUFFER AS A RESULT OF YOUR RELIANCE ON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS. **YOU SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INITIAL PUBLIC OFFERING AND AN INVESTMENT IN US. IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD IMMEDIATELY CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER BEFORE APPLYING FOR OUR SHARES.**

YOU ARE ADVISED TO NOTE THAT RECOURSE FOR FALSE OR MISLEADING STATEMENTS OR ACTS MADE IN CONNECTION WITH THIS PROSPECTUS IS DIRECTLY AVAILABLE THROUGH SECTIONS 248, 249 AND 357 OF THE CAPITAL MARKETS AND SERVICES ACT, 2007.

THIS PROSPECTUS HAS BEEN REGISTERED WITH THE SC. THIS PROSPECTUS AND THE ACCOMPANYING APPLICATION FORMS HAVE ALSO BEEN LODGED WITH THE REGISTRAR OF COMPANIES WHO TAKES NO RESPONSIBILITY FOR ITS CONTENTS. THIS PROSPECTUS CAN ALSO BE VIEWED OR DOWNLOADED FROM BURSA SECURITIES' WEBSITE AT www.bursamalaysia.com.

SECURITIES LISTED ON BURSA SECURITIES ARE OFFERED TO YOU PREMISED ON FULL AND ACCURATE DISCLOSURE ON ALL MATERIAL INFORMATION CONCERNING THE INITIAL PUBLIC OFFERING FOR WHICH ANY OF THE PERSONS SET OUT IN SECTION 236 OF THE CAPITAL MARKETS AND SERVICES ACT, 2007 E.G. DIRECTORS AND ADVISER, ARE RESPONSIBLE.

THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE COPY OF THIS PROSPECTUS REGISTERED WITH THE SC ARE THE SAME. YOU MAY OBTAIN A COPY OF THE ELECTRONIC PROSPECTUS (AS DEFINED HEREIN BELOW), FROM THE WEBSITE OF CIMB AT www.eipocimb.com. IN ADDITION, YOU MAY ALSO OBTAIN A COPY OF THE ELECTRONIC PROSPECTUS FROM THE WEBSITE OF CIMB BANK BERHAD AT www.cimbclicks.com.my, MALAYAN BANKING BERHAD AT www.maybank2u.com.my AND RHB BANK BERHAD AT www.rhbbank.com.my VIA HYPERLINK TO THE WEBSITE OF BURSA SECURITIES. THIS PROSPECTUS ENDS AT PAGE 293.

THE INTERNET IS NOT A FULLY SECURE MEDIUM. YOUR INTERNET SHARE APPLICATION MAY BE SUBJECT TO RISKS IN DATA TRANSMISSION, COMPUTER SECURITY THREATS SUCH AS VIRUSES, HACKERS AND CRACKERS, FAULTS WITH COMPUTER SOFTWARE AND OTHER EVENTS BEYOND THE CONTROL OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION. THESE RISKS CANNOT BE BORNE BY THE INTERNET PARTICIPATING FINANCIAL INSTITUTION. IF YOU DOUBT THE VALIDITY OR INTEGRITY OF AN ELECTRONIC PROSPECTUS, YOU SHOULD IMMEDIATELY REQUEST FROM US, OUR ADVISER OR THE ISSUING HOUSE, A PAPER/PRINTED COPY OF THE PROSPECTUS. IF THERE IS ANY DISCREPANCY BETWEEN THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE PAPER/PRINTED COPY OF THIS PROSPECTUS, THE CONTENTS OF THE PAPER/PRINTED COPY OF THIS PROSPECTUS WHICH ARE IDENTICAL TO THE COPY OF THE PROSPECTUS REGISTERED WITH THE SC SHALL PREVAIL.

IN RELATION TO ANY REFERENCE IN THIS PROSPECTUS TO THIRD PARTY INTERNET SITES (REFERRED TO AS "THIRD PARTY INTERNET SITES"), WHETHER BY WAY OF HYPERLINKS OR BY WAY OF DESCRIPTION OF THE THIRD PARTY INTERNET SITES, YOU ACKNOWLEDGE AND AGREE THAT:

- (I) WE DO NOT ENDORSE AND ARE NOT AFFILIATED IN ANY WAY TO THE THIRD PARTY INTERNET SITES. ACCORDINGLY, WE ARE NOT RESPONSIBLE FOR THE AVAILABILITY OF OR THE CONTENT OR ANY DATA, FILES OR OTHER MATERIAL PROVIDED ON THE THIRD PARTY INTERNET SITES. YOU BEAR ALL RISKS ASSOCIATED WITH THE ACCESS TO OR USE OF THE THIRD PARTY INTERNET SITES;
- (II) WE ARE NOT RESPONSIBLE FOR THE QUALITY OF PRODUCTS OR SERVICES IN THE THIRD PARTY INTERNET SITES, PARTICULARLY IN FULFILLING ANY OF THE TERMS OF ANY OF YOUR AGREEMENTS WITH THE THIRD PARTY INTERNET SITES. WE ARE ALSO NOT RESPONSIBLE FOR ANY LOSS OR DAMAGE OR COST THAT YOU MAY SUFFER OR INCUR IN CONNECTION WITH OR AS A RESULT OF DEALING WITH THE THIRD PARTY INTERNET SITES OR THE USE OF OR RELIANCE ON ANY DATA, FILE OR OTHER MATERIAL PROVIDED BY SUCH PARTIES; AND
- (III) ANY DATA, FILE OR OTHER MATERIAL DOWNLOADED FROM THE THIRD PARTY INTERNET SITES IS DONE AT YOUR OWN DISCRETION AND RISK. WE ARE NOT RESPONSIBLE, LIABLE OR UNDER OBLIGATION FOR ANY DAMAGE TO YOUR COMPUTER SYSTEM OR LOSS OF DATA RESULTING FROM THE DOWNLOADING OF ANY SUCH DATA, INFORMATION, FILES OR OTHER MATERIAL.

WHERE AN ELECTRONIC PROSPECTUS IS HOSTED ON THE WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION, YOU ARE ADVISED THAT:

- (I) THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS ONLY LIABLE IN RESPECT OF THE INTEGRITY OF THE CONTENTS OF AN ELECTRONIC PROSPECTUS, TO THE EXTENT OF THE CONTENT OF THE ELECTRONIC PROSPECTUS ON THE WEB SERVER OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION WHICH MAY BE VIEWED VIA YOUR WEB BROWSER OR OTHER RELEVANT SOFTWARE. THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS NOT RESPONSIBLE FOR THE INTEGRITY OF THE CONTENTS OF AN ELECTRONIC PROSPECTUS WHICH HAS BEEN OBTAINED FROM THE WEB SERVER OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION AND SUBSEQUENTLY COMMUNICATED OR DISSEMINATED IN ANY MANNER TO YOU OR OTHER PARTIES; AND
- (II) WHILE ALL REASONABLE MEASURES HAVE BEEN TAKEN TO ENSURE THE ACCURACY AND RELIABILITY OF THE INFORMATION PROVIDED IN AN ELECTRONIC PROSPECTUS, THE ACCURACY AND RELIABILITY OF AN ELECTRONIC PROSPECTUS CANNOT BE GUARANTEED BECAUSE THE INTERNET IS NOT A FULLY SECURE MEDIUM.

THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS NOT LIABLE (WHETHER IN TORT OR CONTRACT OR OTHERWISE) FOR ANY LOSS, DAMAGE OR COSTS, YOU OR ANY OTHER PERSON MAY SUFFER OR INCUR DUE TO, AS A CONSEQUENCE OF OR IN CONNECTION WITH ANY INACCURACIES, CHANGES, ALTERATIONS, DELETIONS OR OMISSIONS IN RESPECT OF THE INFORMATION PROVIDED IN AN ELECTRONIC PROSPECTUS WHICH MAY ARISE IN CONNECTION WITH OR AS A RESULT OF ANY FAULT WITH WEB BROWSERS OR OTHER RELEVANT SOFTWARE, ANY FAULT ON YOUR OR ANY THIRD PARTY'S PERSONAL COMPUTER, OPERATING SYSTEM OR OTHER SOFTWARE, VIRUSES OR OTHER SECURITY THREATS, UNAUTHORISED ACCESS TO INFORMATION OR SYSTEMS IN RELATION TO THE WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION, AND/OR PROBLEMS OCCURRING DURING DATA TRANSMISSION WHICH MAY RESULT IN INACCURATE OR INCOMPLETE COPIES OF INFORMATION BEING DOWNLOADED OR DISPLAYED ON YOUR PERSONAL COMPUTER.

YOU SHOULD NOT TAKE THE AGREEMENT BY THE UNDERWRITERS TO UNDERWRITE THE INITIAL PUBLIC OFFERING AS AN INDICATION OF THE MERITS OF OUR SHARES.

THIS PROSPECTUS DOES NOT COMPLY WITH THE LAWS OF ANY JURISDICTION OTHER THAN MALAYSIA, AND HAS NOT BEEN AND WILL NOT BE LODGED, REGISTERED OR APPROVED PURSUANT TO OR UNDER ANY APPLICABLE SECURITIES OR EQUIVALENT LEGISLATION OR BY ANY REGULATORY AUTHORITY OF ANY JURISDICTION OTHER THAN MALAYSIA.

THIS PROSPECTUS IS NOT INTENDED TO BE ISSUED, CIRCULATED OR DISTRIBUTED, AND THE INITIAL PUBLIC OFFERING WILL NOT BE MADE IN ANY COUNTRY OR JURISDICTION OTHER THAN MALAYSIA OR TO PERSONS WHO ARE SUBJECT TO THE LAWS OF ANY COUNTRY OR JURISDICTION OTHER THAN THE LAWS OF MALAYSIA. THE INITIAL PUBLIC OFFERING TO WHICH THIS PROSPECTUS RELATES IS ONLY AVAILABLE TO PERSONS RECEIVING THIS PROSPECTUS ELECTRONICALLY OR OTHERWISE WITHIN MALAYSIA.

WE WILL NOT MAKE OR BE BOUND TO MAKE ANY ENQUIRY BEFORE ANY ACCEPTANCE IN RESPECT OF THE INITIAL PUBLIC OFFERING AS TO WHETHER YOU HAVE A REGISTERED ADDRESS IN MALAYSIA. WE WILL NOT ACCEPT ANY LIABILITY WHETHER OR NOT ANY ENQUIRY OR INVESTIGATION IS MADE IN CONNECTION TO IT. IT IS YOUR SOLE RESPONSIBILITY TO CONSULT YOUR LEGAL AND/OR OTHER PROFESSIONAL ADVISERS AS TO WHETHER THE INITIAL PUBLIC OFFERING WOULD RESULT IN THE CONTRAVENTION OF ANY LAWS OR JURISDICTIONS OF MALAYSIA.

FURTHER, IT SHALL ALSO BE YOUR SOLE RESPONSIBILITY TO ENSURE THAT YOUR APPLICATION FOR THE INITIAL PUBLIC OFFERING WOULD BE IN COMPLIANCE WITH THE TERMS OF THE INITIAL PUBLIC OFFERING AND WOULD NOT BE IN CONTRAVENTION OF ANY LAWS OF COUNTRIES OR JURISDICTIONS OTHER THAN MALAYSIA TO WHICH YOU MAY BE SUBJECTED TO. WE WILL FURTHER ASSUME THAT YOU HAD ACCEPTED THE INITIAL PUBLIC OFFERING IN MALAYSIA AND WILL AT ALL APPLICABLE TIMES BE SUBJECTED ONLY TO THE LAWS OF MALAYSIA IN CONNECTION TO IT.

HOWEVER, WE RESERVE THE RIGHT, IN OUR ABSOLUTE DISCRETION, TO TREAT ANY ACCEPTANCE AS INVALID IF WE BELIEVE THAT SUCH ACCEPTANCE MAY VIOLATE ANY LAW OR APPLICABLE LEGAL OR REGULATORY REQUIREMENTS.

TENTATIVE TIMETABLE

The following events are intended to take place on the following tentative dates:

Events	Date
Issuance of Prospectus/Opening of the application for the IPO	16 November 2007
	Tentative dates
Closing of the application for the IPO	28 November 2007
Balloting of applications for the Public Issue Shares	30 November 2007
Allotment of Public Issue Shares to successful applicants	7 December 2007
Listing	12 December 2007

Our Directors and the Managing Underwriter may mutually decide, at their absolute discretion, to extend the closing date and time for applications of the IPO to any later date or dates. In the event that the closing date and time of applications of the IPO is extended, the dates for the balloting, allotment of the Public Issue Shares and our Listing will be extended accordingly. We will announce any extension in a widely circulated Bahasa Malaysia and English daily newspaper within Malaysia.

Further information on the tentative timetable is set forth in Section 4.1 of this Prospectus.

[The rest of this page is left blank]

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

All references to “our Company” and “AEON Credit” in this Prospectus are to AEON Credit Service (M) Berhad. Unless the context otherwise requires, references to “Management” are to our Directors and key management personnel as at the date of this Prospectus, and statements as to our beliefs, expectations, estimates and opinions are those of our Management.

In this Prospectus, references to the “Government” are to the Government of Malaysia; references to “Ringgit”, “Malaysian Ringgit”, “RM” and “sen” are to the lawful currency of Malaysia; and references to “US dollars” and “USD” are to the lawful currency of the United States of America. Any discrepancies in the tables between the amounts listed and the totals in this Prospectus are due to rounding. Certain acronyms, technical terms and other abbreviations used are defined in “Definitions” appearing after this section. Words denoting the singular only shall include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine gender and vice versa. Reference to persons shall include companies and corporations.

All references to dates and times are references to dates and times in Malaysia.

This Prospectus includes statistical data provided by us and various third parties and cites third-party projections regarding growth and performance of the industry in which we operate. This data is taken or derived from information published by industry sources and from our internal data. In each such case, the source is stated in this Prospectus, provided that where no source is stated, it can be assumed that the information originates from us. In particular, certain information in this Prospectus is extracted or derived from report(s) prepared by the Independent Market Researcher. We believe that the statistical data and projections cited in this Prospectus are useful in helping prospective investors understand the major trends in the industry in which we operate. However, neither we nor our advisers have verified these figures.

We and our advisers do not make any representation as to the correctness, accuracy or completeness of such data. You should not place undue reliance on the statistical data cited in this Prospectus. Similarly, third-party projections cited in this Prospectus are subject to significant uncertainties that could cause actual data to differ materially from the projected figures. We give no assurance that the projected figures will be achieved. You should not place undue reliance on the third-party projections cited in this Prospectus.

The information on our websites, or any website directly or indirectly linked to such websites does not form part of this Prospectus and you should not rely on it.

FORWARD LOOKING STATEMENTS

This Prospectus contains forward-looking statements. All statements other than statements of historical facts included in this Prospectus, including, without limitation, those regarding our financial position, business strategies, plans and objectives of our Management for future operations, are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, our performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Such forward-looking statements reflect our Management's current view with respect to future events and are not a guarantee of future performance. Forward-looking statements can be identified by the use of forward-looking terminology such as the words "may", "will", "would", "could", "believe", "expect", "anticipate", "intend", "estimate", "aim", "plan", "forecast" or similar expressions and include all statements that are not historical facts. Such forward-looking statements include, without limitation, statements relating to:

- (i) demand for our products and services;
- (ii) our business strategies;
- (iii) plans and objectives of our Management for future operations;
- (iv) our financial position; and
- (v) our future earnings, cash flows and liquidity.

Our actual results may differ materially from information contained in such forward-looking statements as a result of a number of factors beyond our control, including, without limitation:

- (i) the economic, political and investment environment in Malaysia and globally; and
- (ii) government policy, legislation or regulation.

Additional factors that could cause our actual results, performance or achievements to differ materially include, but are not limited to those discussed in Section 5 and Section 8 of this Prospectus. We cannot give any assurance that the forward-looking statements made in this Prospectus will be realised. Such forward-looking statements are made only as at the date of this Prospectus. We expressly disclaim any obligation or undertaking to release publicly any update or revision to any forward-looking statement contained in this Prospectus to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

DEFINITIONS

The following terms in this Prospectus bear the same meanings as set out below unless the term is defined otherwise or the context requires otherwise:

Act	:	Companies Act, 1965
ADA	:	Authorised Depository Agent
Admission	:	Admission of our Shares to the Official List of the Main Board of Bursa Securities
AEON Co	:	AEON CO. (M) BHD (126926-H)
AEON Credit or Company	:	AEON Credit Service (M) Berhad (412767-V)
AEON Credit Japan	:	AEON Credit Service Co., Ltd
AEON Credit Japan Group	:	AEON Credit Japan and its subsidiaries
AEON Credit Shares or Shares	:	Ordinary shares of RM0.50 each in our Company
AEON Express Cards	:	Loyalty cards issued to customers with good credit standing. The AEON Express Card is used for identification purpose and to facilitate the card members' participation in the Easy Payment Scheme in participating retail stores
AEON Japan	:	AEON Co., Ltd
AEON Japan Group	:	AEON Japan and its subsidiaries
AEON-Spots	:	Locations established by AEON Credit, primarily in shopping complexes, for consumers to make applications for Personal Financing Scheme, credit card and general insurance scheme, to access ATM services and to make payments on accounts
Allotment I	:	Allotment and issuance of 1,000,000 new ordinary shares of RM1.00 each in AEON Credit at an issue price of RM6.00 per share in AEON Credit
Allotment II	:	Allotment and issuance of 20,000,000 new AEON Credit Shares at an issue price of RM1.00 per AEON Credit Share
Articles	:	Articles of Association of our Company
Aseam	:	Aseambankers Malaysia Berhad (15938-H)
ATM	:	Automated teller machine
BAFIA	:	Banking and Financial Institutions Act, 1989
BNM	:	Bank Negara Malaysia
Board or Directors	:	Our Board of Directors
Bonus Issue	:	Bonus issue of 52,000,000 new AEON Credit Shares, credited as fully paid-up, on the basis of two (2) new AEON Credit Shares for every one existing (1) AEON Credit Share held

DEFINITIONS (Cont'd)

BSI	:	BSI Management System (Asean) Pte Ltd
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (165570-W)
Bursa Securities	:	Bursa Malaysia Securities Berhad (635998-W)
Bursa Securities LR	:	Listing Requirements of Bursa Securities
CCRIS	:	Central Credit Reference Information System of BNM
CDS	:	Central Depository System
CIMB	:	CIMB Investment Bank Berhad (18417-M)
CMSA	:	Capital Markets and Services Act, 2007
Courts	:	Courts Mammoth Berhad (154820-D)
CP/MTN	:	Commercial Paper/Medium Term Notes
CP/MTN Programmes	:	Conventional/Islamic programmes for the issuance by AEON Credit of CP/MTN with a nominal value of up to RM400 million
D&B Malaysia or Independent Market Researcher	:	Dun & Bradstreet (D&B) Malaysia Sdn Bhd (527570-M)
Easy Payment Scheme	:	Collectively, GEP Scheme and MEP Scheme
EBITDA	:	Earnings before finance costs, taxation, depreciation and amortisation
EDC	:	Electronic Data Capture
Electronic Prospectus	:	Copy of this Prospectus that is issued, circulated or disseminated via the Internet, and/or an electronic storage medium, including but not limited to CD-ROMs or floppy disks
Electronic Share Application	:	Application for the Public Issue Shares through a Participating Financial Institution's ATMs
EPS	:	Earnings per share
FIC	:	Foreign Investment Committee
FYE	:	Financial year ended or ending 20 February
GDP	:	Gross Domestic Product
GEP Scheme	:	General Easy Payment Scheme
GNP	:	Gross National Product
Initial Public Offering or IPO	:	Collectively, the Offer for Sale and Public Issue
Internet Participating Financial Institution	:	The participating financial institution for Internet Share Application

DEFINITIONS (Cont'd)

Internet Share Application	:	Application for the Public Issue Shares through an Internet Participating Financial Institution
IPO Price	:	RM2.50 per IPO Share, being the price payable by investors under the Offer for Sale and Public Issue
IPO Shares	:	Collectively, the Offer Shares and Public Issue Shares
ISMS	:	Information Security Management System
ISO 27001:2005	:	ISO 27001:2005 ISMS certification certified by BSI, provider of Management Systems Registrations
Issuing House	:	Malaysian Issuing House Sdn Bhd (258345-X)
IT	:	Information technology
Latest Practicable Date	:	30 September 2007, being the latest practicable date prior to the registration of our Prospectus
Listing	:	Listing of and quotation for all of our issued and paid-up Shares on the Main Board of Bursa Securities
Listing Scheme	:	Collectively, our Initial Public Offering and Listing
Managing Underwriter	:	CIMB
Market Day	:	Day on which Bursa Securities is open for securities trading
Memorandum	:	Memorandum of Association of our Company
Memorandum and Articles of Association	:	Collectively, Memorandum and Articles
MEP Scheme	:	Motorcycle Easy Payment Scheme
MITI	:	Ministry of International Trade and Industry
NBV	:	Net book value
NTA	:	Net tangible assets
Offer for Sale	:	Offer for sale of 20,000,000 Offer Shares by the Offeror to Bumiputera investors approved by the MITI at the IPO Price payable in full upon application
Offer Shares	:	Existing AEON Credit Shares to be offered by the Offeror pursuant to the Offer for Sale
Offeror	:	AEON Credit Japan
Official List	:	A list specifying all securities which have been admitted for listing on the Bursa Securities and not removed
Participating Financial Institutions	:	Participating financial institutions for Electronic Share Application

DEFINITIONS (Cont'd)

PAT	:	Profit after taxation
PBT	:	Profit before taxation
PE Multiple	:	Price-earnings multiple
Placement Agent	:	CIMB
Preferential Share Allocation Scheme	:	500,000 Public Issue Shares to be made available to our Directors, employees and business associates
PSA	:	Payment Systems Act, 2003
Public Issue	:	22,000,000 Public Issue Shares to be offered to: (i) the Malaysian public; (ii) Bumiputera investors approved by the MITI; and (iii) our eligible Directors, employees and business associates, at the IPO Price payable in full upon application
Public Issue Shares	:	New AEON Credit Shares being offered pursuant to the Public Issue
RHB	:	RHB Investment Bank Berhad (19663-P)
ROC	:	Registrar of Companies, Malaysia
SC	:	Securities Commission, Malaysia
SC Guidelines	:	Policies and Guidelines on Issue/Offer of Securities issued by the SC
Share Split	:	Share split of every one (1) existing ordinary share of RM1.00 each in AEON Credit into two (2) AEON Credit Shares
SICDA	:	Securities Industry (Central Depositories) Act, 1991
Singer	:	Singer (Malaysia) Sdn Bhd (97871-K)
sq ft	:	Square feet
UKAS	:	United Kingdom Accreditation Service
Underwriters	:	CIMB, Aseam and RHB
USA	:	United States of America, its territories and possessions, any state of the United States and the District of Columbia

TABLE OF CONTENTS

	Page
1. INTRODUCTION	1
2. CORPORATE DIRECTORY	3
3. SUMMARY	9
3.1 Overview	9
3.2 Details on the IPO	11
3.3 Utilisation of Proceeds	12
3.4 Risk Factors	12
3.5 Financial Information	14
3.6 Dividend Forecast and Policy	18
4. DETAILS OF OUR INITIAL PUBLIC OFFERING	19
4.1 Opening and Closing of Application	20
4.2 Our IPO	20
4.3 Details of Allocation to Eligible Directors, Employees and Business Associates	22
4.4 Share Capital	23
4.5 Classes of Shares and Rankings	23
4.6 Brokerage, Placement Fee and Underwriting Fee.....	24
4.7 Details of the Underwriting	24
4.8 Objectives of Our IPO	24
4.9 Basis of Arriving at the IPO Price	25
4.10 Utilisation of Proceeds	25
4.11 Estimated Expenses of the IPO	27
4.12 Trading and Settlement in Secondary Market	27
5. RISK FACTORS	28
5.1 Risks Relating to the Industry that We Operate In	28
5.2 Risks Relating to Our Company and Operations	34
5.3 Risks Relating to Our Shares	39
5.4 Other Risks	41
6. FUTURE FINANCIAL INFORMATION	43
6.1 Profit Forecast	43
6.2 Dividend Forecast and Policy	44
6.3 Sensitivity Analysis	45
6.4 Directors' Analysis and Commentary on Our Profit Forecast	46
6.5 Reporting Accountants' Letter on AEON Credit's Profit Forecast for the FYE 2008	47
7. HISTORICAL FINANCIAL INFORMATION	54
7.1 Income Statements	54
7.2 Proforma Balance Sheets	56
7.3 Proforma Cash Flow Statement	58
7.4 Working Capital, Borrowings, Contingent Liabilities, Material Capital Commitment, Material Litigation and Financial Risk Management	60
7.5 Reporting Accountants' Letter on the Proforma Financial Information	64

TABLE OF CONTENTS (Cont'd)

8.	MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	72
8.1	Overview	73
8.2	Revenue	74
8.3	Operating Profits	78
8.4	Year on Year/Period on Period Review	79
9.	ACCOUNTANTS' REPORT	86
10.	INDUSTRY OVERVIEW	117
10.1	Global Economy	117
10.2	Overview and Outlook of the Economy of Malaysia	117
10.3	The Malaysian Consumer Credit Services Industry	119
10.4	Introduction and Background of Consumer Credit Services	120
10.5	Industry Dynamics	124
10.6	Outlook, Prospects and Positioning	132
10.7	Contribution to the Country's Economy	136
10.8	Government Legislations, Incentives and Policies	137
11.	BUSINESS	140
11.1	Overview	140
11.2	Competitive Strengths	144
11.3	Future Plans and Strategies	147
11.4	Products and Services	151
11.5	Operational Process	156
11.6	Process Flow of Easy Payment Scheme, Personal Financing Scheme and Credit Card	158
11.7	Sales and Marketing	161
11.8	Technology	162
11.9	Approvals, Licences and Certifications	162
11.10	Intellectual Properties	165
11.11	Regulations	166
11.12	Major Merchants	166
11.13	Major Source of Funds	166
11.14	Major Customers	167
11.15	Location of Operations/Branches	168
11.16	Employees	174
11.17	Agreements	175
11.18	Seasonality	176
11.19	Interruption in Business	176
12.	INFORMATION ON AEON CREDIT	177
13.	INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, SUBSTANTIAL SHAREHOLDERS AND PROMOTER	178
13.1	Board of Directors	178
13.2	Key Management	188
13.3	Substantial Shareholders	192
13.4	Promoter	200
13.5	Relationships or Associations Between Our Directors, Key Management, Substantial Shareholders and Promoter	201
13.6	Declaration By Our Directors, Key Management and Promoter	201

TABLE OF CONTENTS (Cont'd)

14.	LISTING SCHEME	203
	14.1 IPO	203
	14.2 Listing	203
	14.3 Approvals	203
15.	UNDERWRITING FOR THE PUBLIC ISSUE	206
16.	INDEPENDENT MARKET RESEARCHER LETTER	211
17.	DIRECTORS' REPORT	230
18.	RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS	231
	18.1 Related Party Transactions	231
	18.2 Conflict of Interests	235
	18.3 Declaration by Advisers on Conflict of Interests	240
19.	ADDITIONAL INFORMATION	241
	19.1 Share Capital	241
	19.2 Extracts of Articles of Association	241
	19.3 Directors, Substantial Shareholders, Key Management and Promoter	249
	19.4 General Information	250
	19.5 Material Litigation	251
	19.6 Material Contracts	251
	19.7 Consents	251
	19.8 Documents Available for Inspection	252
	19.9 Responsibility Statements	252
20.	PROCEDURES FOR APPLICATION	253
	20.1 Opening and Closing of Applications	253
	20.2 Eligibility	253
	20.3 Procedures for Application	254
	20.4 Terms and Conditions	266
	20.5 Authority of Our Directors and the Issuing House	269
	20.6 Over/Under-Subscription	269
	20.7 Unsuccessful/Partially Successful Applicants	270
	20.8 Successful Applicants	271
	20.9 Enquiries	271
21.	LIST OF ADAS	272