

NOTICE OF ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN THAT the Twenty-Third Annual General Meeting ("23rd AGM") of AEON Credit Service (M) Berhad will be conducted virtually for the purpose of considering and, if thought fit, passing with or without modifications the resolutions as set out in this Notice.

Meeting Date : Wednesday, 24 June 2020
Time : 10.30 a.m.
Meeting Platform : <https://web.lumiagm.com/>
Mode of Communication : i. Submit questions to the Board prior to the 23rd Annual General Meeting ("AGM") by emailing to ir_info@aeoncredit.com.my no later than 10.30 a.m. on Friday, 19 June 2020
ii. Pose questions to the Board via real time submission of typed texts at <https://web.lumiagm.com/> during live streaming of the 23rd AGM

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 29 February 2020 together with the Reports of the Directors and Auditors thereon. (Please refer to the Explanatory Note (i))
- To approve the payment of a final dividend of 14.00 sen per ordinary share in respect of the financial year ended 29 February 2020. Ordinary Resolution 1
- To approve the Directors' Fees up to an aggregate amount of RM1.528 million in respect of the financial year ended 29 February 2020 and payments thereof. Ordinary Resolution 2 (Please refer to the Explanatory Note (ii))
- To approve the payment of Benefits Payable to the Chairman / Non-Independent Non-Executive Director up to an aggregate amount of RM31,150 from 25 June 2020 until the next AGM of the Company in year 2021. Ordinary Resolution 3
- To re-elect the following Directors who are retiring pursuant to Clause 148 of the Constitution of the Company:
(i) Ng Eng Kiat Ordinary Resolution 4
(ii) Dato' Md Kamal bin Ismaun Ordinary Resolution 5
(iii) Tomokatsu Yoshitoshi Ordinary Resolution 6
(iv) S Sunthara Moorthy A/L S Subramaniam Ordinary Resolution 7
(v) YBhg. Datuk Adinan bin Maning Ordinary Resolution 8
(vi) Datin Khoo Pek Ling Ordinary Resolution 9
(vii) Datin Yasmin Ahmad Merican Ordinary Resolution 10
(viii) Rashidah binti Abu Bakar Ordinary Resolution 11
(ix) Lee Tyan Jen Ordinary Resolution 12
- To re-elect the following Directors who are retiring pursuant to Clause 153 of the Constitution of the Company:
(i) Yuro Kisaka Ordinary Resolution 13
(ii) Masaaki Mangetsu Ordinary Resolution 14
- To re-appoint Messrs. Deloitte PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. Ordinary Resolution 15

As Special Business

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

- Proposed Renewal of Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares Ordinary Resolution 16 (Please refer to the Explanatory Note (iii))

"THAT pursuant to Sections 75 and 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."
- Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature and Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate") Ordinary Resolution 17 (Please refer to the Explanatory Note (iv))

"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 22 May 2020 ("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:

 - 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
 - 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:

 - 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;
 - 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 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."

- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders at the 23rd AGM, a final dividend of 14.00 sen per ordinary share in respect of the financial year ended 29 February 2020 will be paid to shareholders on 16 July 2020. The entitlement date for the said dividend shall be 2 July 2020.

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

- shares transferred into the Depositor's securities account before 4.30p.m. on 2 July 2020 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 (SSM PC No. 202008001023) (MAICSA 7009143)
WONG WEI FONG (SSM PC No. 201908001352) (MAICSA 7006751)
Company Secretaries

Selangor Darul Ehsan
Date: 22 May 2020

NOTES:

- As part of the initiatives to curb the spread of Coronavirus Disease 2019 (COVID-19), the Company will conduct the 23rd AGM entirely via remote participation and electronic voting facilities. Kindly refer to the attached Administrative Details for the 23rd AGM for more information.
- The only venue involved is the broadcast venue for the compliance with Section 327(2) of the Companies Act 2016 that the Chairman of the Meeting shall be present at the main venue of the AGM. No Shareholders/ Proxies/Corporate Representatives from the public should be physically present nor admitted at the broadcast venue on the day of the AGM.
- As the 23rd AGM will be conducted as a fully virtual meeting, a member who is not able to participate in the AGM is encouraged to appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the Form of Proxy.
- A member of the Company entitled to attend, participate, speak and vote at this Meeting is entitled to appoint up to two (2) proxies to attend, participate, speak and vote in his/her stead 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. A proxy may but need not be a member of the Company.
- 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 by a member who is entitled to participate and vote at the Meeting, shall be in writing, executed by the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or the hand of its officer or its duly authorised attorney. The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Company's Share Registrar office at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time set for holding the meeting or adjourned meeting, otherwise the instrument of proxy should not be treated as valid. Alternatively, the instrument appointing a proxy can be deposited electronically (for individual shareholders only) through the Share Registrar's website, Boardroom Smart Investor Online Portal at <https://www.boardroomlimited.my/> or via email to bsr.helpdesk@boardroomlimited.com before the Form of Proxy lodgement cut-off time as mentioned above.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 12 June 2020 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend, participate and/or vote on his/her behalf.
- Pursuant to Paragraph 8.29A(1) of the MMLR of Bursa Securities, all the resolutions set out in the Notice of the 23rd AGM will be put to vote by way of poll.

EXPLANATORY NOTES:

- Item 1 of the Agenda - To receive the Audited Financial Statements**
Agenda item 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.
- Ordinary Resolution 3 - To approve the payment of Benefits Payable to the Chairman/Non-Independent Non-Executive Director up to an aggregate amount of RM31,150 from 25 June 2020 until the next AGM of the Company in year 2021**
The benefits payable (excluding Directors' Fees) to Mr. Ng Eng Kiat, the Chairman/Non-Independent Non-Executive Director of the Company, comprises benefits-in-kind (computed in accordance with Lembaga Hasil Dalam Negeri's guideline) for the use of a company car, driver and petrol.
- Ordinary Resolution 16 - Proposed Renewal of Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares**
The Company had, during its Twenty-Second AGM held on 20 June 2019, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Sections 75 and 76 of the Companies Act 2016. As at the date of this notice, the Company has not issued any shares pursuant to that mandate obtained.
The ordinary resolution 16 proposed under item 8 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of Companies Act 2016. The resolution, 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 ten per centum (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).
- Ordinary Resolution 17 - Proposed Shareholders' Mandate**
Ordinary Resolution 17 proposed under item 9 of the Agenda, 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 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 22 May 2020 which was despatched together with this Annual Report.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, 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.