



AEON Credit Service (M) Berhad  
Registration No. 199601040414 (412767-V)

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Seventh Annual General Meeting (“27th AGM”) of AEON Credit Service (M) Berhad (“the Company”) will be conducted on a virtual basis through live streaming and online remote voting using the Remote Participation and Electronic Voting (“RPEV”) facilities from the Broadcast Venue at Pullman Room 3, 4 & 5, Level 3, Pullman Kuala Lumpur City Centre Hotel & Residences, No. 4, Jalan Conlay, 50450 Kuala Lumpur, Malaysia on Thursday, 20 June 2024 at 10.00 a.m. to transact the following businesses:

## AGENDA

### As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 29 February 2024 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of final single-tier dividend of 14.00 sen per share in respect of the financial year ended 29 February 2024.
- To approve the Directors’ fees and allowances up to an aggregate amount of RM1.538 million in respect of the financial year ended 29 February 2024 and payment thereof.
- To approve the benefits payable to the Chairman/Non-Independent Non-Executive Director up to an aggregate amount of RM31,150 from 21 June 2024 until the conclusion of the next AGM of the Company to be held in 2025.
- To re-elect the following Directors who are retiring pursuant to Clause 148 of the Constitution of the Company:
  - Ng Eng Kiat
  - Daisuke Maeda
  - S Sunthara Moorthy A/L S Subramaniam
  - Datuk Adinan bin Maning
  - Datin Yasmin Ahmad Merican
  - Lee Tyan Jen
- To re-elect Chin Pik Yuen who is retiring pursuant to Clause 153 of the Constitution of the Company.
- To re-appoint Messrs. Deloitte PLT as Auditors of the Company for the financial year ending 28 February 2025 and to authorise the Board of Directors to determine their remuneration.

### As Special Business

To consider and, if thought fit, to pass the following resolutions, with or without modifications:

- Proposed Renewal of Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and the Constitution of the Company, 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 (“Proposed Renewal of Existing Shareholders’ Mandate”)**

“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 and/or its subsidiary company(ies) (‘the Group’) 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 21 May 2024 (“the Circular”) with the related parties mentioned therein which are necessary for the day-to-day operations of the Group.

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 not to the detriment of the minority shareholders of the Company; and
- the disclosure will be made in the Integrated Annual Report of the breakdown of the aggregate value of the Recurrent Related Party Transactions entered into pursuant to the Proposed Renewal of Existing 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 Annual General Meeting (“AGM”) of the Company following the forthcoming AGM at which the Proposed Renewal of Existing 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
- 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 Renewal of Existing Shareholders’ Mandate.”

- Proposed New Shareholders’ Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature (“Proposed New Shareholders’ Mandate”)**

“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 and/or its subsidiary company(ies) (‘the Group’) 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 21 May 2024 (“the Circular”) with the related parties mentioned therein which are necessary for the day-to-day operations of the Group.

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 not to the detriment of the minority shareholders of the Company; and
- the disclosure will be made in the Integrated Annual Report of the breakdown of the aggregate value of the Recurrent Related Party Transactions entered into pursuant to the Proposed New 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 Annual General Meeting (“AGM”) of the Company following the forthcoming AGM at which the Proposed New Shareholders’ Mandate is approved,

(Please refer to the  
Explanatory Notes(i))

#### Ordinary Resolution 1

#### Ordinary Resolution 2

#### Ordinary Resolution 3

(Please refer to the  
Explanatory Notes (iii))

#### Ordinary Resolution 4

#### Ordinary Resolution 5

#### Ordinary Resolution 6

#### Ordinary Resolution 7

#### Ordinary Resolution 8

#### Ordinary Resolution 9

(Please refer to  
Explanatory Notes (iii))

#### Ordinary Resolution 10

(Please refer to  
Explanatory Notes (iii))

#### Ordinary Resolution 11

#### Ordinary Resolution 12

(Please refer to the  
Explanatory Notes (iv))

#### Ordinary Resolution 13

(Please refer to the  
Explanatory Notes(v))

#### Ordinary Resolution 14

(Please refer to the  
Explanatory Notes(v))

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
- 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 New 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 27th AGM, a final single-tier dividend of 14.00 sen per ordinary share in respect of the financial year ended 29 February 2024 will be paid to shareholders on 25 July 2024. The entitlement date for the said dividend shall be 5 July 2024.

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

- Shares transferred into the Depositor’s securities account before 4.30 p.m. on 5 July 2024 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)

Company Secretary

Selangor Darul Ehsan

Date: 21 May 2024

#### NOTES:

- The Company will conduct the Annual General Meeting (“AGM”) on a virtual basis through live streaming and online remote voting using the Remote Participation and Electronic Voting (“RPEV”) facilities at <https://meeting.boardroomlimited.my>. Kindly refer to the attached Administrative Details for the AGM of the Company for more information.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 (“the Act”) which specifies that the Chairman of the Meeting shall be present at the main venue of the AGM and is in accordance with Clause 86 of the Company’s Constitution which allows a meeting of members to be held at more than one (1) venue, using any technology or method so that all members of the Company can participate and be able to exercise their rights to participate and vote at the general meeting. The Broadcast Venue of the AGM is to inform members where the electronic AGM production and live streaming would be conducted from. No shareholder or proxy from the public should be physically present nor admitted at the Broadcast Venue on the day of the AGM.
- As the AGM will be conducted via a virtual meeting platform, a member who is not able to participate in the AGM may appoint the Chairman of the AGM as his/her proxy and indicate the voting instruction in the Proxy Form.
- A member of the Company entitled to attend, participate, speak and vote at the AGM 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 AGM, 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 electronically submitted via e-mail to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) (for Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee only) or submitted through the Share Registrar’s website, Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com> (for individual shareholders only) before the Proxy Form 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 2024 (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 Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), all the resolutions set out in the Notice of the AGM will be put to vote by way of poll.

#### EXPLANATORY NOTES:

- Item 1 of the Agenda – To receive the Audited Financial Statements**  
The Audited Financial Statements are laid out pursuant to Section 340(1)(a) of the Act and meant for discussion only, as they do not require members’ approval pursuant to Section 251(1)(a) of the Act. As such, the matter will not be put forward for voting.
- Ordinary Resolution 3 – To approve the payment of Benefits Payable to the Chairman/Non-Independent Non-Executive Director**  
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 Resolutions 4 to 10 - Re-election of Directors**  
Each of the Director standing for re-election had undergone a performance evaluation and had provided his/her annual declaration on his/her fitness and propriety to continue acting as Directors of the Company in accordance with the Fit and Proper Policy of the Group, as well as the confirmation of their independence (as the case may be). Upon the Nomination and Remuneration Committee’s (“NRC”) assessment, the performance and suitability of each of the retiring Directors was found to be satisfactory and that each of the retiring Directors had demonstrated his/her commitment to the role and continues to be an effective and valuable member of the Board. Based on the above premise, the NRC had recommended for the retiring Directors to be re-elected at the 27th AGM and the Board had endorsed NRC’s recommendations. The retiring Directors had abstained from deliberations and decisions on their re-election at the NRC and Board meetings.

The profiles of the Directors who are standing for re-election under Ordinary Resolutions 4 to 10 are set out in the Board of Directors’ profiles of the Integrated Annual Report 2024.

#### Retirement of Directors

Ms. Rashidah binti Abu Bakar and Mr. Mitsugu Tamai did not seek re-election, after having served on the Board of the Company for almost six (6) years and three (3) years respectively since their appointment as Directors. Hence, they will retain office until the close of the 27th AGM, and retires in accordance with Clause 148 of the Constitution of the Company.

- Ordinary Resolution 12 - 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-Sixth (26th) AGM held on 21 June 2023, obtained its shareholders’ approval for the general mandate for issuance of shares pursuant to Section 75 and 76 of the Act. As at the date of the notice, the Company did not issue any shares pursuant to this mandate obtained.

The Ordinary Resolution 12 proposed under item 8 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 75 and 76 of the Act. 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 (excluding treasury shares) of the Company for such purpose 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.

The authority will provide flexibility for 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 Resolutions 13 and 14 - Proposed Renewal of Existing Shareholders’ Mandate and Proposed New Shareholders’ Mandate**  
The Ordinary Resolutions 13 and 14 proposed under items 9 and 10 of the Agenda, if passed, will allow the Group to enter into recurrent related party transactions in accordance with paragraph 10.09 of the MMLR of Bursa Securities and without the necessity to convene separate general meetings from time to time to seek shareholders’ approval as and when such recurrent related party transactions occur. 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 Renewal of Existing Shareholders’ Mandate and Proposed New Shareholders’ Mandate are set out in the Circular to Shareholders dated 21 May 2024.

#### 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 Purpose, 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.