



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

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Eighth Annual General Meeting (“28th AGM”) of AEON Credit Service (M) Berhad (“the Company”) will be held at Grand Ballroom, Level 2, InterContinental Kuala Lumpur, 165, Jalan Ampang, 50450 Kuala Lumpur, Malaysia (“Meeting Venue”) on Wednesday, 25 June 2025 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 28 February 2025 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of final single-tier dividend of 14.50 sen per share in respect of the financial year ended 28 February 2025.
- To approve the Directors’ fees and allowances up to an aggregate amount of RM1.518 million in respect of the financial year ended 28 February 2025 and payment thereof.
- To approve the benefits payable to the Chairman/Non-Independent Non-Executive Director up to an aggregate amount of RM35,000 from 26 June 2025 until the conclusion of the next Annual General Meeting (“AGM”) of the Company to be held in 2026.
- 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
  - Chin Pik Yuen
  - Lee Tyan Jen
- To re-elect the following Directors who are retiring pursuant to Clause 153 of the Constitution of the Company:
  - Farah Suhanah binti Ahmad Sarji
  - Wan Chee Keong
  - Naoya Okada
  - Tsutomu Omodera
- To re-appoint Messrs. Deloitte PLT as Auditors of the Company for the financial year ending 28 February 2026 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:

- Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”) and Waiver of Pre-Emption Rights Pursuant to Section 85 of the Act**

“THAT pursuant to Sections 75 and 76 of the Act, the Company’s Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and approval of the relevant government/regulatory authorities, the Directors be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, or allot shares under an agreement or option or offer (“New Shares”) from time to time, at such issue price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such New Shares issued during the preceding twelve (12) months does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being (“Proposed General Mandate”).

THAT such approval of the Proposed General Mandate shall continue to be in force until:

- the conclusion of the next Annual General Meeting (“AGM”) of the Company held after the approval was given;
- the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.

THAT pursuant to Section 85 of the Act, read together with Clause 82 of the Constitution of the Company, approval be and is given to waive the statutory pre-emption rights of the existing shareholders of the Company arising from the issuance of the New Shares in the Company to the allottees pursuant to the Proposed General Mandate.

THAT the Directors be and are hereby authorised to issue any New Shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine.

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including the execution of such documents as may be required), deeds and things in relation to the Proposed General Mandate.”

- 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 of Bursa Malaysia Securities Berhad, 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 23 May 2025 (“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 the execution of 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 of Bursa Malaysia Securities Berhad, 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 23 May 2025 (“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, 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.

*[Please refer to Explanatory Notes (i)]*

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3  
*[Please refer to Explanatory Notes (ii)]*

Ordinary Resolution 4  
Ordinary Resolution 5  
Ordinary Resolution 6  
Ordinary Resolution 7  
Ordinary Resolution 8  
Ordinary Resolution 9  
Ordinary Resolution 10  
*[Please refer to Explanatory Notes (iii)]*

Ordinary Resolution 11  
Ordinary Resolution 12  
Ordinary Resolution 13  
Ordinary Resolution 14  
*[Please refer to Explanatory Notes (iv)]*  
Ordinary Resolution 15

Ordinary Resolution 16  
*[Please refer to Explanatory Notes (iv)]*

Ordinary Resolution 17  
*[Please refer to Explanatory Notes (v)]*

Ordinary Resolution 18  
*[Please refer to Explanatory Notes (v)]*

### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders at the 28th AGM, a final single-tier dividend of 14.50 sen per ordinary share in respect of the financial year ended 28 February 2025 will be paid to shareholders on 24 July 2025 to Depositors whose names appear in the Record of Depositors of the Company on 3 July 2025.

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 3 July 2025 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: 23 May 2025

### NOTES:

- The 28th AGM of the Company will be held on a physical mode whereby member(s), proxy(ies), corporate representative(s) or attorney(s) to attend physically in person at the Meeting Venue.
- 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 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 shall not be treated as valid. Alternatively, the instrument appointing a proxy can be electronically submitted via Share Registrar’s website, Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com> (for Individual Shareholders, Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee) before the Proxy Form lodgement cut-off time as mentioned below.
- Last date and time for lodging the proxy form is on Monday, 23 June 2025 at 10.00 a.m.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 17 June 2025 (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 of Bursa Securities (“Listing Requirements”), 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 for the financial year ended 28 February 2025**

This agenda item is meant for discussion only as under the provision of Section 340(1)(a) of the Act, the Audited Financial Statements do not require a formal approval of the members and hence, this item 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 14 - 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 28th 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 14 are set out in the Board of Directors’ profiles of the Integrated Annual Report 2025.

- Ordinary Resolution 16 - Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Act and Waiver of Pre-Emption Rights Pursuant to Section 85 of the Act**

The proposed Ordinary Resolution 16, if passed, would empower the Directors of the Company to allot and issue new shares in the Company or allot new shares under an agreement or option or offer, provided that the aggregate number of new shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of the issued shares of the Company (excluding treasury shares) for the time being (“Proposed General Mandate”).

The authority for the Proposed General Mandate will, unless revoked by the Company in a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

The proposed Resolution intended to seek a renewal of the general mandate to provide flexibility for the Company to issue new shares without the need to convene a separate general meeting to obtain its shareholders’ approval so as to avoid incurring additional costs and time.

The Company has not issued any new shares pursuant to the general mandate obtained at the 27th AGM held on 20 June 2024 and which will lapse at the conclusion of the 28th AGM. Hence, no proceeds were raised from the previous general mandate.

The purpose of the Proposed General Mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise including but not limited to placement of new shares for purpose of funding current and/or future investment projects, working capital, acquisitions and/or for issuance of new shares as settlement of purchase consideration, or other circumstances arising which involve grant of rights to subscribe for new shares, conversion of any securities into new shares, or allotment of new shares under an agreement or option or offer, or such other situations as the Directors may deem fit in the best interest of the Company.

As at the date of this Notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the Proposed General Mandate is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of new shares.

Pursuant to Section 85(1) of the Act be read together with Clause 82 of the Constitution of the Company, shareholders have pre-emption rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other securities convertible into new shares. By voting in favour of this resolution, the shareholders of the Company would be waiving their statutory pre-emption rights. The resolution, if passed, would allow the Directors to issue new shares to any person without having to offer the new shares in the Company to be issued equally to all existing shareholders of the Company prior to issuance.

- Ordinary Resolutions 17 to 18 - Proposed Renewal of Existing Shareholders’ Mandate and Proposed New Shareholders’ Mandate**

The Ordinary Resolutions 17 and 18 as proposed if passed, will allow the Group to enter into recurrent related party transactions in accordance with Paragraph 10.09 of the Listing Requirements 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 Group or affecting the business opportunities available to the Group. 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 23 May 2025.

### 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.