

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the course of action to be taken, you should consult your Stockbroker, Bank Manager, Solicitor, Accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad (“Bursa Securities”) has only perused the proposed new shareholders’ mandate for recurrent related party transactions of a revenue or trading nature on a limited review basis pursuant to the provisions of Practice Note 18 of Bursa Securities Main Market Listing Requirement.

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AEON CO. (M) BHD.

(Company No.: 126926-H)

(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

**PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE
FOR THE 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**

The Thirty-Fourth (“34th”) Annual General Meeting will be held at Berjaya Times Square Hotel, Kuala Lumpur, Manhattan II Ballroom, Level 14, Jalan Imbi, 55100 Kuala Lumpur on Thursday, 30 May 2019 at 10.00 a.m.. Shareholders are advised to refer to the Notice of Annual General Meeting and the Proxy Form which are included in the Annual Report of the Company for the financial year ended 31 December 2018.

Last date and time for lodging the Proxy Form : Tuesday, 28 May 2019 at 10.00 a.m.

Date and time of the Annual General Meeting : Thursday, 30 May 2019 at 10.00 a.m.

DEFINITIONS

In this Circular, except where the context otherwise requires, the following definitions shall apply throughout this Circular and have the following meaning:

Act	: Companies Act, 2016, as amended from time to time and any re-enactment thereof
AA	: AEON ASIA SDN. BHD.
ABM	: AEON BIG (M) SDN. BHD.
ACS	: AEON CREDIT SERVICE (M) BERHAD
ACC	: AEON COMPASS CO. LTD., a company incorporated in Japan
AEON, Japan	: AEON CO., LTD., a company incorporated in Japan
AEON, Malaysia or the Company	: AEON CO. (M) BHD.
AFCL	: AEON FANTASY CO., LTD., a company incorporated in Japan
AFM	: AEON FANTASY (MALAYSIA) SDN. BHD.
AGM	: Annual General Meeting
AGSCM	: AEON GLOBAL SCM CO., LTD., a company incorporated in Japan
AGSCM - M	: AEON GLOBAL SCM SDN. BHD.
AID	: PT. AEON INDONESIA, a company incorporated in Indonesia
AKH	: AEON CAMBODIA CO., LTD., a company incorporated in Cambodia
APC	: AEON PET CO., LTD., a company incorporated in Japan
ASEA	: AEON SOUTH EAST ASIA SDN. BHD.
ATM	: AEON TOPVALU MALAYSIA SDN. BHD.
ATV	: AEON TOPVALU CO., LTD. (formerly known as AIC Inc), a company incorporated in Japan
ATVHK	: AEON TOPVALU (HONG KONG) CO., LIMITED, a company incorporated in Hong Kong

DEFINITIONS

AVN	:	AEON VIETNAM CO., LTD., a company incorporated in Vietnam
Board or Board of Directors	:	Board of Directors of AEON, Malaysia
Bursa Securities	:	Bursa Malaysia Securities Berhad
CCM	:	The Companies Commission of Malaysia
CMSA	:	Capital Markets and Services Act 2007, as amended from time to time and any re-enactment thereof
Director(s)	:	Has the meaning given in Section 2(1) of the CMSA and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon: (i) a director of the listed issuer, its subsidiary or holding company; and (ii) a chief executive of the listed issuer, its subsidiary or holding company.
ILM	:	INDEX LIVING MALL CO. LTD., a company incorporated in Thailand
ILM-M	:	INDEX LIVING MALL MALAYSIA SDN. BHD.
JHorizon	:	J-HORIZONS TRAVEL (M) SDN. BHD.
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
Major Shareholder(s)	:	A person who includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the listed issuer or any other corporation which is its subsidiary or holding company, has an interest or interests in one (1) or more voting shares in the Company and the number or aggregate number of those shares, is: (a) 10% or more of the total number of voting shares in the Company; or (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company. For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act.
Period of Mandate	:	The period from the date of AGM, i.e. 30 May 2019 until the conclusion of the next AGM

DEFINITIONS

Person(s) Connected	:	Shall have the same meaning as in Chapter 1.01 of the Listing Requirements
Proposed New Shareholders' Mandate	:	Proposed new shareholders' mandate for the recurrent related party transactions of a revenue or trading nature
Proposed Renewal of Existing Shareholders' Mandate	:	Proposed renewal of existing shareholders' mandate of AEON, Malaysia for the recurrent related party transactions of a revenue or trading nature
Proposed Shareholders' Mandate	:	Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate, collectively
Recurrent Transaction(s) or "RRPT"	:	Recurrent related party transaction of a revenue or trading nature which are necessary for the day-to-day operations and are in ordinary course of business of AEON, Malaysia as specified in Section 2.3 of the Circular
Related Party(ies)	:	A "director", "major shareholder" and/or "person connected" with such director or major shareholder as defined under the Listing Requirements who are interested in the Recurrent Transactions
Related Party Transaction	:	A transaction entered into by AEON, Malaysia which involves the interest, direct or indirect, of a Related Party
Registered Office	:	The registered address of AEON, Malaysia which is at 3rd Floor, AEON Taman Maluri Shopping Centre, Jalan Jejaka, Taman Maluri, Cheras, 55100 Kuala Lumpur
Share Registrar	:	The Share Registrar of AEON, Malaysia, Tricor Investor & Issuing House Services Sdn. Bhd. which is at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia
RM	:	Ringgit Malaysia, being the lawful currency of Malaysia
Shares	:	Ordinary Shares in AEON, Malaysia

All references to "you" in this Circular are to the shareholders of the Company.

Unless specifically referred to, words denoting the singular shall, where applicable, include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter gender, and vice versa. Reference to persons shall include corporations, unless otherwise specified.

Any reference to any legislation or guideline in this Circular is a reference to that legislation or guideline as amended or re-enacted from time to time.

Any reference to time of day in this Circular is a reference to Malaysian time, unless otherwise stated.

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AEON

AEON CO. (M) BHD.

(Company No.: 126926-H)
(Incorporated in Malaysia)

Registered Office:

3rd Floor
AEON Taman Maluri Shopping Centre
Jalan Jejaka
Taman Maluri, Cheras
55100 Kuala Lumpur

30 April 2019

Board of Directors

Datuk Iskandar bin Sarudin (*Independent Non-Executive Chairman*)
Shinobu Washizawa (*Managing Director*)
Poh Ying Loo (*Executive Director*)
Hiroyuki Kotera (*Executive Director*)
Datuk Syed Ahmad Helmy bin Syed Ahmad (*Independent Non-Executive Director*)
Dato' Tunku Putra Badlishah Ibni Tunku Annuar (*Independent Non-Executive Director*)
Abdul Rahim bin Abdul Hamid (*Independent Non-Executive Director*)
Charles Tseng @ Charles Tseng Chia Chun (*Independent Non-Executive Director*)
Chong Swee Ying (*Non-Independent Non-Executive Director*)

To: The Shareholders of AEON, Malaysia

Dear Sir/Madam,

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR THE 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

1. INTRODUCTION

The Company had during the previous AGM held on 24 May 2018, obtained a mandate from its shareholders for the Recurrent Transactions with Related Parties that are necessary for the day-to-day operations in the ordinary course of business carried out on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

The said shareholders' mandate for Recurrent Transactions shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming AGM unless authority for its renewal is obtained from the shareholders of the Company at the AGM.

On 27 February 2019, the Company announced to Bursa Securities that the Board intends to seek its shareholders' approval for the Proposed Shareholders' Mandate in accordance with Paragraph 10.09, Part E of Chapter 10 of the Listing Requirements.

The purpose of this Circular is to provide you with the relevant information on the Proposed Shareholders' Mandate, to set out the recommendation of the Board and to seek your approval for the ordinary resolution to be tabled at the forthcoming AGM. The notice of the AGM and the Proxy Form are included in the Annual Report of the Company for the financial year ended 31 December 2018.

2. PROPOSED SHAREHOLDERS' MANDATE

2.1 *Provisions under the Listing Requirements*

Pursuant to Paragraph 10.09(2) of the Listing Requirements, the Company may seek a shareholders' mandate in respect of RRPT which are necessary for day-to-day operations subject to the following:

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where, the Company with a share capital of RM60 million and above must immediately announce such RRPT where:
 - a) the consideration, value of the assets, capital outlay or costs of the Recurrent Transactions is RM1 million or more; or
 - b) the percentage ratio of such Recurrent Transactions is 1% or more,whichever is the higher;
- (iii) the issuance of a circular to its shareholders which includes information as may be prescribed by Bursa Securities;
- (iv) in a meeting to obtain shareholders' mandate, the Related Party with any interest, direct or indirect ("interested related party") must not vote on the resolution in respect of the related party transaction; an interested related party who is a corporation, director or major shareholder must ensure that persons connected with it abstain from voting on the resolution in respect of the related party transaction; and where the interested related party is a person connected with a corporation, director or shareholder must not vote on the resolution in respect of the related party transaction; and
- (v) the Company immediately announces to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by the Bursa Securities in its announcement.

Where the Company has obtained the shareholders' mandate, the provisions of Paragraph 10.08 of the Listing Requirements will not apply.

2.2 *Principal business activities of AEON, Malaysia*

The principal activities of AEON, Malaysia consist of the operations of a chain of departmental stores and supermarkets selling a broad range of goods ranging from clothing, food, household goods, other merchandise and shopping centre operation.

The shopping malls and stores currently operated by the Company are as follows:

No	Location
(1)	AEON Taman Maluri Shopping Centre, Kuala Lumpur
(2)	AEON Melaka Shopping Centre, Melaka
(3)	Alpha Angle Shopping Centre, Kuala Lumpur
(4)	AEON Bandar Utama, Petaling Jaya, Selangor
(5)	AEON Mall Bukit Raja, Klang, Selangor
(6)	AEON Mall Kinta City, Ipoh, Perak
(7)	AEON Mid Valley, Kuala Lumpur
(8)	AEON Bandar Puchong, Puchong, Selangor
(9)	AEON Taman Universiti Shopping Centre, Skudai, Johor
(10)	AEON Permas Jaya Shopping Centre, Johor Bahru, Johor
(11)	AEON Mall Metro Prima, Kepong, Kuala Lumpur
(12)	AEON Mall Seremban 2, Seremban, Negeri Sembilan
(13)	AEON Mall Tebrau City, Johor Bahru, Johor
(14)	AEON Taman Equine Shopping Centre, Seri Kembangan, Selangor
(15)	AEON Queensbay, Bayan Lepas, Pulau Pinang
(16)	AEON Mall Cheras Selatan, Balakong, Selangor
(17)	AEON Bandar Sunway, Petaling Jaya, Selangor
(18)	AEON Mall Bukit Tinggi, Klang, Selangor
(19)	AEON Mall AU2 Setiawangsa, Kuala Lumpur
(20)	AEON Mall Bukit Indah, Johor Bahru, Johor
(21)	AEON Mall Bandaraya Melaka, Melaka
(22)	AEON Mall Rawang Anggun, Rawang, Selangor

No	Location (Cont'd)
(23)	AEON Mall Ipoh Station 18, Ipoh, Perak
(24)	AEON Mall Seri Manjung, Seri Manjung, Perak
(25)	AEON Mall Kulaijaya, Kulaijaya, Johor
(26)	AEON Mall Bukit Mertajam, Bukit Mertajam, Pulau Pinang
(27)	AEON Mall Taiping, Taiping, Perak
(28)	AEON Mall Ipoh Klebang, Chemor, Perak
(29)	AEON Mall Shah Alam, Shah Alam, Selangor
(30)	AEON Mall Kota Bharu, Kota Bharu, Kelantan
(31)	AEON Ipoh Falim, Ipoh, Perak
(32)	AEON Mall Bandar Dato' Onn, Johor Bahru, Johor
(33)	AEON Mall Kuching Central, Kuching, Sarawak
(34)	AEON Mall Nilai, Nilai, Negeri Sembilan

The Company also operates a total of six (6) outlets of MaxValu standalone supermarkets sixty one (61) outlets of Wellness pharmacy shops and thirty seven (37) Daiso outlets.

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2.3 Class of Related Parties and nature of the Recurrent Transactions for the Proposed Shareholders' Mandate

2.3.1 The Proposed Renewal of Existing Shareholders' Mandate will apply to the following class of the Related Parties and nature of the Recurrent Transactions:

Type of Transactions		Related Parties	Estimated value of preceding year's mandate ("EV") RM'000	Actual value transacted from 24.05.2018 up to 31.03.2019 ^(a) ("AV") RM'000	Estimated aggregate value during the validity period of mandate RM'000
<i>Revenue to AEON, Malaysia</i>					
(1)	Sales through easy payment scheme ¹	ACS ²³	10,500	4,905	10,500
(2)	Sales through credit cards/prepaid cards ²	ACS ²³	250,000	18,646	250,000
(3)	Convertible AEON Member points & top-up fee ³	ACS ²³	5,000	2,747	7,000
(4)	Rental ⁴	ACS ²³	11,300	9,445	22,000
(5)	Rental & others ⁵	AFM ²⁴	15,000	14,511	15,000
(6)	Rental ⁶	AA ²⁵	150	100	150
(7)	Management and retail support services ⁷	AA ²⁵	150	22	150
(8)	Management services ⁸	ABM ²⁶	150	7	850
(9)	Management services ⁹	AGSCM-M ²⁷	150	-*	-**
(10)	Rental ⁶	AGSCM-M ²⁷	100	30	100
(11)	Support services ¹⁰	ABM ²⁶	2,500	2,477	3,500
(12)	Support services ¹⁰	AVN ²⁸	1,500	1,843	2,000
(13)	Support services ¹⁰	AKH ²⁹	1,000	572	1,000
(14)	Support services ¹⁰	AID ³⁰	600	670	800
(15)	Support services ¹⁰	AGSCM-M ²⁷	300	103	300
(16)	License fee ¹¹	ILM-M ³¹	1,000	-*	-**
(17)	Sales ¹²	ABM ²⁶	5,000	352	5,000
(18)	Rental ⁶	ILM-M ³¹	4,000	651	-**
Total			308,400	57,081	318,350

Type of Transactions	Related Parties	Estimated value of preceding year's mandate ("EV") RM'000	Actual value transacted from 24.05.2018 up to 31.03.2019 ^(a) ("AV") RM'000	Estimated aggregate value during the validity period of mandate RM'000	
<i>Expenses to AEON, Malaysia</i>					
(1)	Royalties ¹³	AEON, Japan ³²	20,000	17,285	25,000
(2)	Credit/prepaid card commission/ loyalty point cost/ processing fee ¹⁴	ACS ²³	15,000	194	15,000
(3)	Supply chain and distribution centre management services ¹⁵	AGSCM-M ²⁷	70,000	65,990	100,000
(4)	Purchase of merchandise ¹⁶	ATM ³³	200,000	97,666	200,000
(5)	Purchase of merchandise ¹⁶	ILM-M ³¹	12,000	-*	-**
(6)	Purchase of merchandise ¹⁶	APC ³⁴	20,000	-*	10,000
(7)	Rental ¹⁷	ABM ²⁶	2,500	2,206	3,000
(8)	Management services ¹⁸	AA ²⁵	20,000	14,168	20,000
(9)	Purchase of merchandise ¹⁶	ATVHK ³⁵	9,000	-*	-**
Total			368,500	197,509	373,000

Note:

(a) The date 31 March 2019 coincides with end of latest financial month for which data is available on actual amounts incurred since last AGM before this Circular is issued.

(b) None of the actual value of the Recurrent Transactions has exceeded the estimated value by 10% or more except for transaction item No.12 and 14 where there were additional Support services rendered by AEON, Malaysia for the use of information technology software and hardware services to AVN and AID. However, the total aggregate of actual value transacted did not exceed 10%

* There were no actual values transacted from 24 May 2018 up to 31 March 2019^(a). The transaction may occur during the validity period of mandate sought.

** These transactions were approved at the last AGM held on 24 May 2018. However, the Company does not intend to seek further mandate at the forthcoming AGM.

2.3.2 The Proposed New Shareholders' Mandate will apply to the following class of the Related Parties and nature of the Recurrent Transactions:

Type of Transactions	Related Parties	Estimated aggregate value during the validity period of mandate RM'000
<i>Revenue to AEON, Malaysia</i>		
(1) Printing fees ¹⁹	ACS ²³	250
(2) Management services ²⁰	ACS ²³	5,000
<i>Expense to AEON, Malaysia</i>		
(1) Support service fee ²¹	ACS ²³	1,400
(2) Travelling expenses ²²	JHorizon ³⁶	1,000

Details of the type of transactions:

- ¹ Sales through easy payment instalment scheme factored to ACS. Recurrent Transactions are on daily basis.
- ² Sales through credit cards/prepaid cards issued by ACS. Recurrent Transactions are on daily basis.
- ³ Convertible AEON Member points charged by AEON, Malaysia to ACS for the AEON Member gift redemption by ACS's credit/prepaid cardholders who are also AEON members of AEON, Malaysia, which also includes prepaid card top-up fee services charged by AEON, Malaysia to ACS. Recurrent Transactions are on monthly basis.
- ⁴ Rental of premises and counters charged to ACS for the usage as shoplot, counters and promotional event in all shopping centres operated by AEON, Malaysia. Recurrent Transactions are rental receivable on monthly basis for usage of shoplot and counters. For usage as promotional event, recurrent transactions are effected as and when the need arises.
- ⁵ Rental of space, commission and miscellaneous charges to AFM for its amusement business in the Company's stores and shopping centres. Recurrent Transactions are rental receivable on monthly basis.
- ⁶ Rental charges for office space/tenant lot in the Company's premise/shopping centres. Recurrent Transactions are rental receivable on monthly basis.
- ⁷ Management and retail support services rendered by AEON, Malaysia to AA for providing administrative, accounting and personnel to support business in ASEAN region. Recurrent Transactions are on monthly basis.
- ⁸ Management services rendered by AEON, Malaysia to ABM for providing administrative, information technology and any other management services. Recurrent Transactions are on monthly basis.
- ⁹ Management services rendered by AEON, Malaysia to AGSCM-M for providing administrative, information technology, accounting and any other management services. Recurrent Transactions are on monthly basis.
- ¹⁰ Support services rendered by AEON, Malaysia for the use of information technology software and hardware services. Recurrent Transactions are on monthly basis.

Details of the type of transactions (Cont'd):

- ¹¹ Licence fee charged to ILM-M for usage of trademark and operation assistant provided by AEON, Malaysia. Recurrent Transactions are on quarterly basis.
- ¹² Sales by AEON, Malaysia to ABM for its retail business. Recurrent Transactions are effected as and when the trade needs arise.
- ¹³ Royalties on technical services rendered by AEON, Japan and usage of trademarks by AEON, Malaysia. Recurrent Transactions are on yearly basis.
- ¹⁴ Credit/prepaid card commission, loyalty point cost, other processing fee and maintenance charges payable to ACS for the sales through credit/prepaid cards and loyalty card. Recurrent Transactions are on daily basis.
- ¹⁵ Supply chain and distribution centre management service and perishable transfer centre services rendered by AGSCM-M to AEON, Malaysia. Recurrent Transactions are on monthly basis.
- ¹⁶ “Merchandise” refers to stock-in-trade, whether the purchases are made direct and/or indirect for AEON, Malaysia’s retail business. Recurrent Transactions are effected as and when the trade and inventory needs arise.
- ¹⁷ Rental of premises charged by ABM for the usage as shoplot/anchor tenant in its shopping centres operated by ABM. Recurrent Transactions are rental payable on monthly basis.
- ¹⁸ Management and support services rendered by AA to AEON, Malaysia for its businesses. Recurrent Transactions are on monthly basis.
- ¹⁹ Printing fees charged to ACS in respect of ACS’s easy payment processing usage in AEON stores. Recurrent Transactions are on monthly basis.
- ²⁰ Management services rendered by AEON, Malaysia to ACS for providing administrative, personnel and other management services. Recurrent Transactions are on monthly basis.
- ²¹ Support service fee charged by ACS for information technology software and hardware services in respect of common loyalty programme platform. Recurrent Transactions are on monthly basis.
- ²² Travelling cost charged by JHorizon to AEON, Malaysia for its businesses. Recurrent Transactions are on monthly basis.

Relationships of the Related Parties:

- ²³ Please refer to section 2.4(a) below;
- ²⁴ Please refer to section 2.4(b) below;
- ²⁵ Please refer to section 2.4(c) below;
- ²⁶ Please refer to section 2.4(d) below;
- ²⁷ Please refer to section 2.4(e) below;
- ²⁸ Please refer to section 2.4(f) below;
- ²⁹ Please refer to section 2.4(g) below;
- ³⁰ Please refer to section 2.4(h) below;
- ³¹ Please refer to section 2.4(i) below;
- ³² Please refer to section 2.4(j) below;
- ³³ Please refer to section 2.4(k) below;
- ³⁴ Please refer to section 2.4(l) below;
- ³⁵ Please refer to section 2.4(m) below; and
- ³⁶ Please refer to section 2.4(n) below.

The basis of arriving at the values for the Recurrent Transactions:

The values for the Recurrent Transactions were derived based on budgeted and forecasted figures. The actual values transacted may vary from the estimated values above.

2.4 *Details on the Related Parties*

The interests of the Related Parties in the Recurrent Transactions as set out in section 2.3 above are as follows:

- (a) AEON, Japan has a direct interest of 51.68% in AEON, Malaysia, representing 725,640,000 ordinary shares of AEON, Malaysia and 45.30% in AEON Financial Service Co., Ltd, representing 102,166,396 ordinary shares of AEON Financial Service Co., Ltd.. AEON, Malaysia and AEON Financial Service Co., Ltd. have direct interest of 1.85% and 62.60% in ACS respectively representing 4,644,000 ordinary shares and 157,017,252 ordinary shares of ACS. AEON, Japan, being the holding company of AEON, Malaysia, is in turn a Major Shareholder of ACS by virtue of its substantial shareholdings in AEON, Malaysia and AEON Financial Service Co., Ltd..
- (b) AEON, Japan, the holding company of AEON, Malaysia, is also the holding company of AFCL. AEON, Japan has a direct interest of 65.64% in AFCL representing 12,950,251 ordinary shares of AFCL. AFCL and AEON, Malaysia are shareholders of AFM through their direct interests of 80% and 20% in AFM respectively representing 35,200,000 ordinary shares and 8,800,000 ordinary shares of AFM. AEON, Japan is in turn a Major Shareholder of AFM by virtue of its substantial shareholdings in AEON, Malaysia and AFCL.
- (c) AEON, Japan, the holding company of AEON, Malaysia is also the holding company of AA. AEON, Japan has a direct interest of 100% in AA representing 69,895,000 ordinary shares of AA.
- (d) AEON, Japan, the holding company of AEON, Malaysia has a direct interest of 100% in ASEA representing 5,100,002 ordinary shares of ASEA. AEON, Japan and ASEA have direct interest of 94.83% and 5.17% in ABM respectively representing 659,714,286 ordinary shares and 36,000,000 ordinary shares of ABM.
- (e) AEON, Japan, the holding company of AEON, Malaysia is also the ultimate holding company of AGSCM-M by virtue of its 85% direct interest in AGSCM representing 4,250 ordinary shares of AGSCM which owns 100% direct interest in AGSCM-M representing 2,300,002 ordinary shares of AGSCM-M.
- (f) AEON, Japan, the holding company of AEON, Malaysia is also the holding company of AVN. AEON, Japan has a direct interest of 100% in AVN representing 1 ordinary share of AVN.
- (g) AEON, Japan, the holding company of AEON, Malaysia is also the holding company of AKH. AEON, Japan has a direct interest of 100% in AKH representing 25,000,000 ordinary shares of AKH.
- (h) AEON, Japan, the holding company of AEON, Malaysia is also the holding company of AID. AEON, Japan has a direct interest of 97.38% in AID representing 40,900,000 ordinary shares of AID.
- (i) AEON Malaysia and ILM are shareholders of ILM-M through their direct interests of 49% and 51% in ILM-M representing 49,000,000 ordinary shares and 51,000,000 ordinary shares of ILM-M respectively.
- (j) AEON, Japan is the holding company of AEON, Malaysia.

2.4 Details on the Related Parties (Cont'd):

- (k) AEON, Japan, the holding company of AEON, Malaysia, is also the holding company of ATV. AEON, Japan has a direct interest of 80.12% in ATV representing 1,088,692 ordinary shares of ATV. ATV and AEON, Malaysia are shareholders of ATM through their direct interests of 80% and 20% in ATM representing 1,600,000 ordinary shares and 400,000 ordinary shares of ATM respectively.
- (l) AEON, Japan, the holding company of AEON, Malaysia is also the holding company of APC. AEON, Japan has a direct interest of 74.61% in APC representing 687,000 ordinary shares of APC.
- (m) AEON, Japan, the holding company of AEON, Malaysia, is also the holding company of ATV. AEON, Japan has a direct interest of 80.12% in ATV representing 1,088,692 ordinary shares of ATV. ATV owns 100% direct interest in ATVHK representing 1,000 ordinary shares of ATVHK.
- (n) AEON, Japan, AEON Delight Co. Ltd and AEON Financial Service Co., Ltd. have respective direct interest of 31.3%, 54.9% and 13.8% in ACC. Mr Tsutomu Taniguchi and Mr Yumiko Motoura who are directors of ACC and also directors of JHorizon. Mr Yoshiyuki Kyomoto, a director of AEON Delight (Malaysia) Sdn. Bhd. is also a director of JHorizon.

2.5 Amount due and owing by the Related Parties

For the financial year ended 31 December 2018, there was no amount due and owing by the Related Parties pursuant to the Recurrent Transactions that exceeded the credit terms. Hence, there was no late payment charges imposed on the Related Parties.

2.6 Rationale for the Proposed Shareholders' Mandate

The Recurrent Transactions entered, or to be entered into by AEON, Malaysia are all in the ordinary course of business and are undertaken on 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. It is envisaged that in the normal course of their business, transactions between AEON, Malaysia and the Related Parties are likely to occur from time to time and it may be impractical to seek shareholders' approval on a case to case basis before entering into such Recurrent Transactions.

By obtaining the shareholders' mandate and renewing the same on an annual basis, the Company does not have to convene separate general meetings from time to time to seek shareholders' approval as and when the Recurrent Transactions occur. This would substantially reduce administrative time, inconvenience and expenses associated with the convening of such meetings on an ad-hoc basis, and allow manpower, resources and time to be channelled towards attaining corporate objectives.

Hence, the Board is seeking approval from shareholders on the Proposed Shareholders' Mandate for the respective Recurrent Transactions as described in section 2.3 above.

2.7 *Benefits of the Recurrent Transactions*

Generally, the Recurrent Transactions provide AEON, Malaysia with support to its operational and business needs. It also allows the rights to use trademarks, information and know-how for the management and operation of retail stores and shopping centres and would further enhance AEON, Malaysia's retail sales and shopping centre business.

2.8 *Review procedures for the Recurrent Transactions*

Generally, the terms and conditions of the Recurrent Transactions are determined based on normal commercial terms, business practices and policies. The pricing is determined after taking into consideration the prevailing market prices/rates which are competitive with that offered/provided by/to unrelated third parties, quality of products and level of services offered in accordance with other applicable industry norm/consideration and negotiated on a willing-buyer willing-seller basis.

The following internal review procedures, which are in place, have been established to ensure that the Recurrent Transactions are undertaken on terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of minority shareholders:

- (i) The details of the Related Parties mandated pursuant to the Proposed Shareholders' Mandate will be circulated within AEON, Malaysia, including all the Major Shareholders and Directors of AEON, Malaysia, with notification that all Recurrent Transactions are required to be undertaken on 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;
- (ii) The shareholding interests of the Related Parties in AEON, Malaysia and their interests in any corporation/partnership will be continuously monitored;
- (iii) Records are kept at AEON, Malaysia to keep track of the changes in the composition of the Directors and the Major Shareholders in AEON, Malaysia;
- (iv) All Recurrent Transactions will be captured within the accounting system maintained by AEON, Malaysia;
- (v) The Recurrent Transactions will be reviewed on a quarterly basis by the Management and the Audit and Risk Management Committee to ensure that they are transacted on terms and conditions, 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 in the light of the circumstances concerned. In the event that the established procedures are not sufficient to ensure that the Recurrent Transactions will be conducted on normal commercial terms and/or the Recurrent Transactions are not detrimental to the minority shareholders of AEON, Malaysia, the Company will obtain a fresh mandate from shareholders based on the new guidelines and procedures. If a member of the Board or Audit and Risk Management Committee has an interest in the transaction to be reviewed by the Board or the Audit and Risk Management Committee as the case may be, he shall abstain from all deliberations at Board of Directors' and Audit and Risk Management Committee Meetings and voting on the resolution in respect of the Recurrent Transactions at the AGM;

2.8 *Review procedures for the Recurrent Transactions (Cont'd):*

- (vi) The annual internal audit plan shall incorporate a review of the Recurrent Transactions. The Board and Audit and Risk Management Committee shall review the internal audit reports to ascertain that the review procedures established to monitor the Recurrent Transactions have been complied with;
- (vii) At least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities;
- (viii) In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction prices will be reviewed to ensure that the RRPT are not detrimental to AEON, Malaysia; and
- (ix) The Audit and Risk Management Committee will review all aspects of the RRPT amounting to RM10 million and above, entered into to ensure that the relevant approvals will have to be obtained from the Board of Directors and that the transactions are conducted at arm's length basis. Where the RRPT is below RM10 million, it will be reviewed and approved according to the Company's internal levels of approving authority limits specified for managing director, executive directors, general managers, senior managers and department heads.

The Board and the Audit and Risk Management Committee have reviewed the procedures and shall continue to review the procedures as and when required, with the authority to sub-delegate to individuals or committees within AEON, Malaysia as they deemed appropriate.

2.9 *Conditions and the disclosure of the Proposed Shareholders' Mandate*

The Proposed Shareholders' Mandate, if approved at the forthcoming AGM, will be subject to annual renewal and shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the forthcoming AGM of the Company 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;
- (b) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is the earlier.

Thereafter, approval from shareholders for renewal of the mandate will be sought at each subsequent AGM of the Company.

2.9 Conditions and the disclosure of the Proposed Shareholders' Mandate (Cont'd):

The breakdown of the aggregate value of the Recurrent Transactions conducted pursuant to the Proposed Shareholders' Mandate will be disclosed in the Annual Report of the Company based on the following information:

- (a) the types of Recurrent Transactions entered into; and
- (b) the names of the Related Parties involved in each type of the Recurrent Transactions entered into and the nature of the relationship of the Related Parties with AEON, Malaysia.

2.10 Statement by the Audit and Risk Management Committee

The Audit and Risk Management Committee has the overall responsibility of determining whether the procedures for reviewing all RRPT are appropriate to ensure that the RRPT are within the scope approved by the shareholders' mandate.

The Audit and Risk Management Committee of AEON, Malaysia has seen and reviewed the procedures as mentioned in paragraph 2.8 above and is satisfied that the procedures are sufficient to ensure that the Recurrent Transactions are undertaken on 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 AEON, Malaysia. AEON, Malaysia has in place adequate procedures and processes to identify, monitor, track and disclose RRPT in a timely and orderly manner and such procedures and processes are reviewed on a quarterly basis or whenever the need arises.

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3. SHAREHOLDINGS OF INTERESTED DIRECTORS, MAJOR SHAREHOLDER AND PERSONS CONNECTED TO INTERESTED DIRECTORS AND MAJOR SHAREHOLDER

Mr Poh Ying Loo is Director of AEON, Malaysia, AGSCM-M, ILM-M, ATM and shareholder of ACS. He has direct interest of 0.0007% in ACS representing 1,800 ordinary shares of ACS. He is deemed interested in the Proposed Shareholders' Mandate. Accordingly, Mr Poh Ying Loo has and will continue to abstain from all deliberations and voting on the resolution approving the Proposed Shareholders' Mandate at all Board meetings.

Ms Chong Swee Ying is a shareholder of the Company and ACS. She has a direct interest of 0.0016% and 0.0101% representing 22,600 and 20,440 ordinary shares of the Company and ACS respectively. She is deemed interested in the Proposed Shareholders' Mandate. Accordingly, Ms Chong Swee Ying will abstain from all deliberations and voting on the resolution approving the Proposed Shareholders' Mandate at the forthcoming AGM and all Board meetings.

AEON, Japan being the holding company, will abstain from voting in respect of its direct and/or indirect shareholdings in AEON, Malaysia on the resolution approving the Proposed Shareholders' Mandate at the forthcoming AGM.

The persons connected to AEON, Japan are Mr Shinobu Washizawa and Mr Hiroyuki Kotera. Mr Shinobu Washizawa is a shareholder of AEON, Japan and he has a direct interest of 0.0010% in AEON Japan representing 8,412 ordinary shares of AEON, Japan and he is a Managing Director of AEON, Malaysia and also Director of AA. Mr Hiroyuki Kotera is a shareholder of AEON, Japan and he has a direct interest of 0.0001% in AEON, Japan representing 586 ordinary shares of AEON, Japan and he is also a Director of AEON, Malaysia. As Mr Shinobu Washizawa and Mr Hiroyuki Kotera are Directors of AEON, Malaysia, they are deemed interested in the Proposed Shareholders' Mandate. Accordingly, Mr Shinobu Washizawa and Mr Hiroyuki Kotera have and will continue to abstain from all deliberations and voting on the resolution approving the Proposed Shareholders' Mandate at all Board meetings.

Mr Shinobu Washizawa, Mr Poh Ying Loo, Mr Hiroyuki Kotera and Ms Chong Swee Ying, being interested Directors, will abstain from voting in respect of their direct and/or indirect shareholding (if any) in AEON, Malaysia on the resolution approving the Proposed Shareholders' Mandate at the forthcoming AGM.

Mr Shinobu Washizawa, Mr Poh Ying Loo, Mr Hiroyuki Kotera and Ms Chong Swee Ying and AEON, Japan have undertaken to ensure that the Persons Connected to them will abstain from voting on the resolution, deliberating or approving the Proposed Shareholders' Mandate at the forthcoming AGM.

The direct and indirect interests of the interested Directors of AEON, Malaysia as at 31 March 2019 are as follows:

Directors	<-----Direct ----->		<-----Indirect ----->	
	No. of Ordinary Shares	%	No. of Ordinary Shares	%
Shinobu Washizawa	-	-	-	-
Poh Ying Loo	144,000	0.010	¹ 96,000	0.007
Hiroyuki Kotera	-	-	-	-
Chong Swee Ying	22,600	0.0016	-	-

Notes:

¹ Deemed interested through his spouse's shareholdings pursuant to Section 59(11)(c) of the Act

3. SHAREHOLDINGS OF INTERESTED DIRECTORS, MAJOR SHAREHOLDER AND PERSONS CONNECTED TO INTERESTED DIRECTORS AND MAJOR SHAREHOLDER (Cont'd):

The direct and indirect interests of the interested Major Shareholder who is also the holding company of AEON, Malaysia as at 31 March 2019 are as follows:

Major Shareholder	<-----Direct----->		<-----Indirect----->	
	No. of Ordinary Shares	%	No. of Ordinary Shares	%
AEON, Japan	725,640,000	51.684	-	-

Save as aforesaid, none of the other Directors, Major Shareholders of AEON, Malaysia and Persons Connected to them has any interest, direct or indirect in the Proposed Shareholders' Mandate.

4. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is not expected to have any effect on the issued and paid-up share capital, shareholdings of major shareholders, net assets per share and earnings per share of the Company.

5. DIRECTORS' RECOMMENDATION

The Board (save and except for Mr Shinobu Washizawa, Mr Poh Ying Loo, Mr Hiroyuki Kotera and Ms Chong Swee Ying), having considered all aspects of the Recurrent Transactions, is of the opinion that the Proposed Shareholders' Mandate is in the best interest of AEON, Malaysia and accordingly the Board (save and except for Mr Shinobu Washizawa, Mr Poh Ying Loo, Mr Hiroyuki Kotera and Ms Chong Swee Ying) recommends that you vote in favour of the resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

6. ANNUAL GENERAL MEETING

The notice of AGM and Proxy Form that contains the resolution in respect of the Proposed Shareholders' Mandate have been incorporated into the Annual Report of the Company for the financial year ended 31 December 2018 that is circulated to you together with this Circular.

If you are unable to attend and vote in person at the Thirty-Fourth ("34th") AGM, you should complete and return the Proxy Form, in accordance with the instructions therein as soon as possible and in any event, so as to arrive at the Share Registrar of the Company not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.

The lodging of the Proxy Form will not preclude you from attending and voting in person at the 34th AGM of the Company should you subsequently wish to do so.

7. FURTHER INFORMATION

Shareholders are requested to refer to Appendices for further information.

Yours faithfully
For and on behalf of the Board of Directors of
AEON CO. (M) BHD.

Abdul Rahim bin Abdul Hamid
Independent Non-Executive Director

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FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of AEON, Malaysia and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement stated herein misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, neither the Company has entered into any material contracts (not being contracts entered into in the ordinary course of business) within two years preceding the date of this Circular.

On 12 December 2017, the Company entered into a Supplemental Agreement to the Joint Venture Agreement with ILM to revise the shareholdings structure of ILM-M. Upon execution of the Supplement Agreement, ILM-M has on 12 December 2017, allotted an additional 30,000,000 ordinary shares to ILM and subsequently, the shareholding structure of ILM-M has been revised to ILM 51% : AEON, Malaysia 49%. Accordingly, ILM-M became an associate company of AEON, Malaysia.

3. MATERIAL LITIGATION

Save as disclosed below, the Company is not engaged in any material litigation, claims or arbitration including those pending or threatened, which in the opinion of the Directors, will have a material effect on the financial position or the business of the Company.

References are made to the Company's announcements on 9 November 2017, 7 December 2017, 30 April 2018, 25 July 2018 and 17 October 2018 pertaining to the suit against Gemilang Waras Sdn. Bhd. (496922-H) ("the Respondent") in the High Court of Malaya in Kuala Lumpur and the appeal in the Court of Appeal (Civil Appeal) on the renewal of lease for AEON Mall Bukit Tinggi ("the Suit").

The Company wishes to inform that the Company and the Respondent have reached an amicable settlement and entered into a Supplemental Lease Agreement dated 17 October 2018 which provides, among others, for the renewal of the lease for AEON Mall Bukit Tinggi for a term of 6 years commencing from 24 November 2017 until 23 November 2023 and the Company has the option to further renew the lease for a term of 6 years followed by a term of 3 years respectively.

In view thereof, the Company and the Respondent have jointly proceeded to withdraw the appeal and cross appeal before the Court of Appeal on 17 October 2018 and the Respondent has agreed and undertaken not to enforce the High Court Order dated 27 April 2018.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company during normal business hours from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the forthcoming AGM:

- (a) Memorandum and Articles of Association of the Company; and
- (b) The audited financial statements of the Company for the past two (2) financial years ended 31 December 2017 and 31 December 2018.

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EXTRACT OF THE NOTICE OF THE 34TH ANNUAL GENERAL MEETING

ORDINARY RESOLUTION

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR THE 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")

"THAT approval be and is hereby given to the Company, to enter and give effect to the recurrent related party transactions of a revenue or trading nature (hereinafter to be referred to as "Recurrent Transactions") with the related parties as stated in Section 2.3 of the Circular to Shareholders dated 30 April 2019 which are necessary for the Company's day-to-day operations subject further to the following:

- (i) the Recurrent Transactions contemplated are in the ordinary course of business and on terms which are not more favourable to related parties than those generally available to the public, and are not to the detriment of the minority shareholders;
- (ii) the approval is subject to annual renewal and shall only continue to be in force until
 - (a) the conclusion of the next Annual General Meeting of the Company following the forthcoming Annual General Meeting of the Company 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;
 - (b) the expiration of the period within which the next Annual General Meeting of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); or
 - (c) revoked or varied by resolution passed by the shareholders in general meeting,whichever is the earlier; and
- (iii) the disclosure of the breakdown of the aggregate value of the Recurrent Transactions conducted pursuant to the Proposed Shareholders' Mandate in the Annual Report of the Company based on the following information:
 - (a) the type of Recurrent Transactions entered into; and
 - (b) the names of the related parties involved in each type of the Recurrent Transactions entered into and their relationship with the Company.

AND THAT the Directors of the Company be and are hereby authorised to do all acts and things to give full effect to the Recurrent Transactions contemplated and/or authorised by this resolution, as the Directors of the Company, in their absolute discretion, deem fit."