

# **AEON CREDIT SERVICE (ASIA) COMPANY LIMITED**

## **STRATEGY COMMITTEE**

### **TERMS OF REFERENCE**

#### **Membership**

1. Members of the Strategy Committee shall be appointed by the Board of Directors of the Company from amongst the Directors of the Company and shall consist of not less than three members, of which there shall be a Non-executive Director (including Independent Non-Executive Director) and the Managing Director.
2. The Chairman of the Strategy Committee shall be appointed by the Board.

#### **Attendance at Meetings**

3. Any Directors, general managers of the Company, external advisers or other person may be invited to attend all or part of any meetings as and when appropriate.
4. The Company Secretary or his/her nominee shall act as the secretary of the Strategy Committee.

#### **Frequency and Proceedings of Meetings**

5. The Strategy Committee shall meet at least twice a year.
6. Unless otherwise agreed by all the members, a meeting shall be called by at least 14 days' notice.
7. The quorum for a meeting shall be two members.
8. Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by electronic means including telephonic or video conferencing.
9. Resolutions of the Strategy Committee at any meetings shall be passed by a majority of votes of members present. In the case of an equality of votes, the Chairman shall have a second or casting vote.
10. A resolution in writing signed by all members of the Strategy Committee shall be as valid and effectual as if it had been passed at a meeting of the Strategy Committee duly convened and held.

#### **Annual General Meeting**

11. The Chairman of the Strategy Committee or in his absence, another member of the Strategy Committee or failing him/her, his/her duly appointed delegate shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Strategy Committee's activities and responsibilities.

## **Authority**

12. The Strategy Committee is authorised to seek any information it requires from any relevant parties of the Company in order to perform its duties.
13. The Strategy Committee is authorised to obtain, at the expense of the Company, external professional advice and consultation services on matters within its terms of reference.

## **Duties**

14. The duties of the Strategy Committee shall be:
  - (a) to review and make recommendations on the medium and long-term strategic planning and development of the Company and its subsidiaries' (the "Group"), taking into account a range of viable alternatives and their respective limitations, downsides and risks involved.
  - (b) to make recommendations on plans and matters to be approved by the Board that have significant strategic implications, including without limitation:
    - (i) market entry and exit, in terms such as geographical locations, sectors and/ or industries;
    - (ii) introduction of lines of business, as well as their major expansion or withdrawal;
    - (iii) changes relating to control and capital structure;
    - (iv) major acquisition and disposal of equity stakes and/ or assets; and
    - (v) major investment projects and financing arrangements;
  - (c) to oversee the formulation of the Group's strategic plans and to review, evaluate and supervise their implementation; and
  - (d) other duties as from time to time delegated by the Board.

## **Reporting Procedures**

15. Full minutes of the meetings of the Strategy Committee and all written resolutions of the Strategy Committee shall be kept by the secretary of the Strategy Committee. Such minutes and written resolutions shall be open for inspection by the Directors.
16. The secretary of the Strategy Committee shall circulate the draft and final versions of minutes of the meetings or, as the case may be, written resolutions of the Strategy Committee to all members of the Strategy Committee for their comments and records respectively within a reasonable time after the meeting or the passing of the written resolutions.
17. The secretary shall circulate the agenda and supporting papers and materials and draft and final versions of the minutes of the meetings or, as the case may be, written resolutions of the Strategy Committee to all members of the Board.

18. The Strategy Committee shall report to the Board concerning its activities as the Board may request from time to time.

29 June 2023