



รายงานประจำปี 2552/2553

(ปีบัญชีสิ้นสุดวันที่ 20 กุมภาพันธ์ 2553)

Annual Report 2009/2010

(Fiscal year ended February 20, 2010)



まいにち
AEON
CARD



บริษัท อีออน ธนสินทรัพย์ (ไทยแลนด์) จำกัด (มหาชน)

AEON Thana Sinsap (Thailand) Public Company Limited

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Respond to
Customers' Voice
Prompt Action !
Quick Improvement !

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จุดเด่นในรอบปีบัญชี 2552

(สิ้นสุดวันที่ 20 กุมภาพันธ์ 2553)

| ฐานลูกค้า | | Customers Base | |
|----------------|---------------|----------------|----------------------|
| ■ บัตรเครดิต | 1.85 ล้านบัตร | Credit card | : 1.85 million cards |
| ■ บัตรสมาชิก | 3.63 ล้านบัตร | Member card | : 3.63 million cards |
| ■ จำนวนบัตรรวม | 5.48 ล้านบัตร | Total card | : 5.48 million cards |

| เครือข่ายสาขาและร้านค้า | | Member and Branch Networks | |
|---|--|--------------------------------|--|
| ■ สาขา 80 แห่ง ทั่วประเทศ | | 80 branches nationwide | |
| ■ จุดให้บริการกว่า 300 แห่ง | | More than 300 service counters | |
| ■ เครื่องเบิกและชำระเงินสดอัตโนมัติ 320 เครื่อง | | 320 ATMs | |
| ■ ร้านคู่ค้ากว่า 14,700 แห่ง | | More than 14,700 dealer shops | |

| ปีบัญชี | Fiscal Year | 2550 2007 | 2551 2008 | 2552 2009 |
|--------------------------------------|---------------------------------------|--------------|--------------|--------------|
| ■ ฐานะการเงิน (ล้านบาท) | Financial Status (Million Baht) | | | |
| สินทรัพย์รวม | Total assets | 31,455 | 38,724 | 39,143 |
| ลูกหนี้การค้า | Accounts receivable | 26,211 | 31,305 | 34,474 |
| ค่าเผื่อหนี้สงสัยจะสูญ | Allowance for doubtful accounts | 727 | 860 | 881 |
| หนี้สินรวม | Total liabilities | 26,795 | 33,349 | 33,287 |
| เงินกู้ยืมและหุ้นกู้ | Borrowings | 24,796 | 32,160 | 31,854 |
| ส่วนของผู้ถือหุ้นรวม | Total shareholders' equity | 4,660 | 5,374 | 5,856 |
| ■ ผลการดำเนินงาน (ล้านบาท) | Financial Results (Million Baht) | | | |
| รายได้รวม | Total revenues | 8,988 | 9,834 | 9,401 |
| ค่าใช้จ่ายในการดำเนินงานและการบริหาร | Operating and administrative expenses | 3,352 | 3,696 | 3,518 |
| หนี้สูญและหนี้สงสัยจะสูญ | Bad debts and doubtful accounts | 2,494 | 2,744 | 2,803 |
| ต้นทุนทางการเงิน | Financial cost | 1,493 | 1,739 | 1,691 |
| กำไรสุทธิ | Net income | 1,174 | 1,192 | 984 |
| ■ อัตราส่วนทางการเงิน | Financial Ratios | | | |
| มูลค่าตามบัญชีต่อหุ้น (บาท) | Book value per share (Baht) | 18.64 | 21.50 | 23.42 |
| กำไรต่อหุ้น (บาท) | Net income per share (Baht) | 4.69 | 4.77 | 3.94 |
| อัตราผลตอบแทนสินทรัพย์รวม | Return on assets | 3.95% | 3.40% | 2.53% |
| อัตราผลตอบแทนผู้ถือหุ้น | Return on equity | 27.32% | 23.76% | 17.53% |
| อัตราเงินปันผลจ่ายต่อกำไรสุทธิ | Dividend payment | 42.61% | 44.04% | 53.34% |

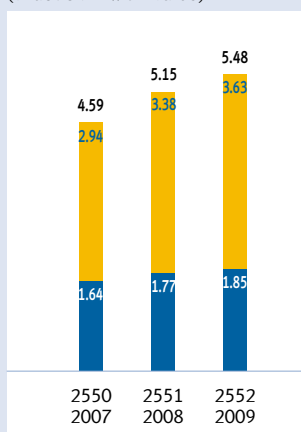
หมายเหตุ : รอบระยะเวลาบัญชีของบริษัทฯ สิ้นสุดวันที่ 20 กุมภาพันธ์ ของทุกปี
Note : All financial indicators as at the ending of February 20 of each year.

FY2009 Highlights

(Ended February 20, 2010)

จำนวนบัตร NO. OF CARDS

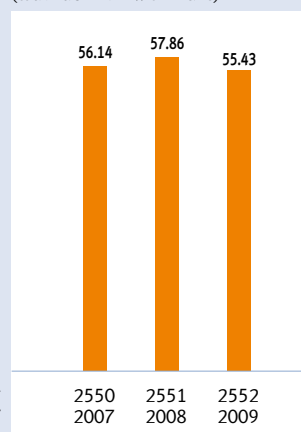
(ล้านบัตร : Million Cards)



Member Card (MCE)
Credit Card

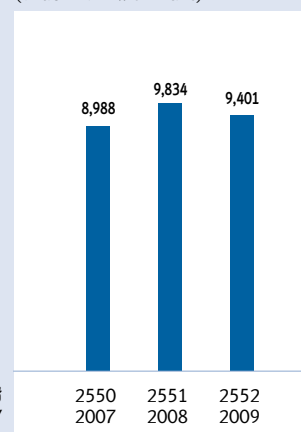
ยอดการให้สินเชื่อ TURNOVERS

(พันล้านบาท : Billion Baht)



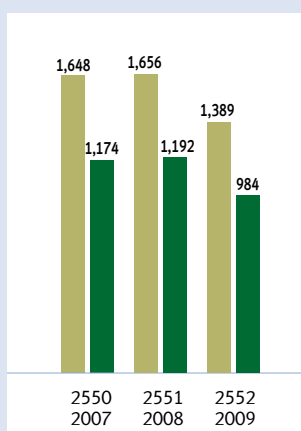
รายได้รวม TOTAL REVENUES

(ล้านบาท : Million Baht)



กำไรจากการดำเนินงานและกำไรสุทธิ OPERATING INCOME & NET INCOME

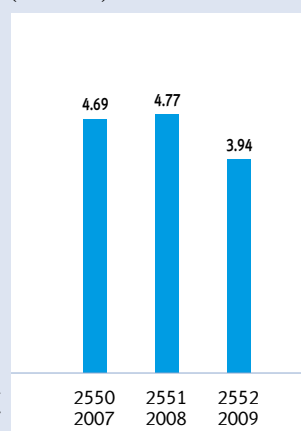
(ล้านบาท : Million Baht)



Operating Income
Net Income

กำไรต่อหุ้น EARNING PER SHARE

(บาท : Baht)



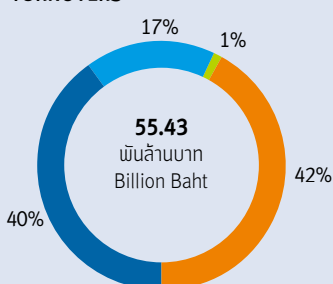
เงินปันผล DIVIDEND

(บาทต่อหุ้น : Baht per share)



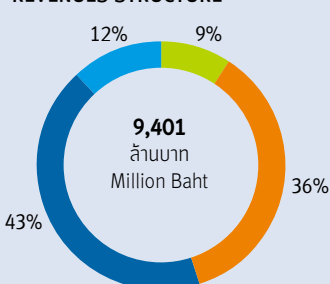
Final
Interim

ยอดการให้สินเชื่อ TURNOVERS



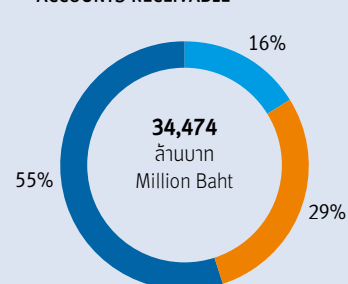
Credit card
Hire purchase
Loans
Others

โครงสร้างรายได้ REVENUES STRUCTURE



Credit card
Hire purchase
Loans
Others

ลูกหนี้การค้า ACCOUNTS RECEIVABLE



Credit card
Hire purchase
Loans

การดำเนินงานที่สำคัญในรอบปี

Milestones over the Year

| | 2552 | 2009 |
|---------------------|--|--|
| กุมภาพันธ์/FEBRUARY |  <ul style="list-style-type: none"> ■ บริษัทฯ ได้รับการรับรองมาตรฐาน ISO9001:2008 อันเป็นมาตรฐานสากลของระบบบริหารงานคุณภาพ จากบริษัท บูโร เวิร์ทส เซอร์ติฟิเคชัน (ประเทศไทย) จำกัด | <ul style="list-style-type: none"> ■ The Company was awarded the ISO9001:2008 certification, an International Standard of Quality Management System by Bureau Veritas Certification (Thailand) Ltd. |
| พฤษภาคม/MAY | <ul style="list-style-type: none"> ■ บริษัทฯ ได้เข้าร่วมงานมหกรรมการเงินครั้งที่ 9 (Money Expo 2009) ซึ่งจัดขึ้นระหว่างวันที่ 7-10 พฤษภาคม 2552 ณ ศูนย์การประชุมแห่งชาติสิริกิติ์ ซึ่งจากการเข้าร่วมงานดังกล่าว บริษัทฯ ได้รับรางวัลรางวัลดีเด่นบูธสวยงาม Money & Banking Awards 2009  | <ul style="list-style-type: none"> ■ The Company attended the ninth Money Expo (Money Expo 2009) during 7-10 May 2009 at the Queen Sirikit National Convention Center. From this event, the Company received the beautiful booth award at the Money & Banking Awards 2009. |
| มิถุนายน/JUNE |  <ul style="list-style-type: none"> ■ บริษัทฯ ร่วมกับ บริษัท เอ.พี. ฮอนด้า จำกัด เสนอโปรโมชั่นสุดคุ้มสำหรับผู้บริโภค "ผ่อนสนุกพิเศษขายกับ...อ้ออน" ด้วยอัตราดอกเบี้ยพิเศษ พร้อมรับบัตรของขวัญ เมื่อผ่อนชำระรถจักรยานยนต์ฮอนด้าทุกรุ่น ผ่านบัตรอ้ออน | <ul style="list-style-type: none"> ■ The Company and A.P. Honda Co., Ltd. jointly released "Easy Pay, Easy Ride With Aeon" campaign by offering the special interest rate together with gift voucher for the customers who buy Honda motorcycle via Aeon card. |
| กรกฎาคม/JULY | <ul style="list-style-type: none"> ■ บริษัทฯ ได้รับมอบใบอนุญาตให้ประกอบธุรกิจเป็นผู้ให้บริการการชำระเงินทางอิเล็กทรอนิกส์จากกระทรวงเทคโนโลยีสารสนเทศและการสื่อสาร ตามพระราชกฤษฎีกาว่าด้วยการควบคุมดูแลธุรกิจบริการการชำระเงินทางอิเล็กทรอนิกส์ พ.ศ. 2551  | <ul style="list-style-type: none"> ■ The Company was granted Electronic Payment Service Provider License by the Ministry of Information and Communication Technology under the Royal Decree Regulating of Electronic Payment Services B.E. 2551. ■ บริษัท เอซีเอส แคปปิตอล คอร์ปอเรชั่น จำกัด ซึ่งเป็นผู้ถือหุ้นใหญ่ของบริษัทฯ ได้เปิดสำนักงานตัวแทนที่เมืองพนมเปญ ประเทศกัมพูชา โดยได้เริ่มศึกษาและสำรวจตลาดสินเชื่อรายย่อยในประเทศกัมพูชา เพื่อเป็นการเพิ่มโอกาสทางธุรกิจ ■ ACS Capital Corporation Limited, the Company's major shareholder, set up a representative office in Phnom Penh, Cambodia, in order to start studying and exploring a new business opportunity of retail finance market in Cambodia.  |



■ มูลนิธิอโชนประเทศไทย พร้อมด้วยผู้บริหารของบริษัทฯ ร่วมบริจาคเงินสนับสนุนเพื่อช่วยเหลือผู้ประสบอุทกภัยให้แก่มูลนิธิอาสาเพื่อนพึ่ง (ภาฯ) ยามยาก สภากาชาดไทย

■ AEON Thailand Foundation together with the management of the Company presented the donation for support flood victims to Friends in Need (of "PA") Volunteers Foundation Thai Red Cross

พฤศจิกายน/NOVEMBER

■ ที่ประชุมคณะกรรมการบริษัทครั้งที่ 5/2552 มีมติอนุมัติเงินลงทุนเพิ่มเติมในบริษัท เอซีเอส เทคคิง เวียดนาม จำกัด จำนวน 8 พันล้านเวียดนามดอง (ประมาณ 16 ล้านบาท) เพื่อรักษาสัดส่วนการถือครองหุ้นที่ร้อยละ 20

■ The Board of Directors' meeting No. 5/2009 passed the resolution of an additional investment in ACS Trading Vietnam Co., Ltd. with the capital injection of VND 8 billion (approximately 16 million baht) to maintain 20% of shareholding.



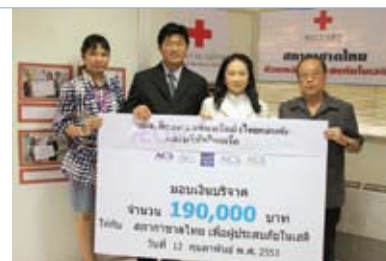
ธันวาคม/DECEMBER

2553 2010

■ บริษัทฯ บริษัทในเครือ และพนักงานของกลุ่มบริษัท ได้ร่วมมอบเงินบริจาคให้กับสภากาชาดไทยเพื่อช่วยเหลือผู้ประสบแผ่นดินไหวในสาธารณรัฐเฮติ



■ The Company, associated companies, and the employee contributed cash donation to help the earthquake victims in Republic of Haiti at The Thai Red Cross Society.



■ บริษัทฯ ได้รับการรับรองระบบมาตรฐานการจัดการสิ่งแวดล้อม หรือ ISO14001 จากบริษัท บูโร เวกิตัส เซอทิฟิเคชั่น (ประเทศไทย) จำกัด

■ The Company acquired the ISO 14001 Certificate for Environmental Management from Bureau Veritas Certification (Thailand) Ltd.

กุมภาพันธ์/FEBRUARY



ในปีที่ผ่านมา เศรษฐกิจไทยยังคงได้รับผลกระทบจากเศรษฐกิจโลกที่เกิดจากวิกฤตสินเชื่อซับไพรม์ในสหรัฐ

ภาวะเศรษฐกิจโดยรวมของปี 2551 จนถึงไตรมาสแรกของปี 2552 ตกต่ำลงอย่างต่อเนื่องจากผลกระทบของวิกฤตการเงินทั่วโลก และความไม่แน่นอนภายในประเทศ ทำให้การผลิตสินค้าอุตสาหกรรม ธุรกิจการส่งออกและนำเข้าปรับตัวลดลง

ท่ามกลางความชะงักงันของเศรษฐกิจและความขัดแย้งทางการเมืองที่เพิ่มขึ้นในประเทศไทย รัฐบาลได้ออกมาตรการเพื่อลดภาระค่าครองชีพของประชาชน และป้องกันไม่ให้อุตสาหกรรมเข้าสู่ภาวะถดถอยมากยิ่งขึ้น

ส่งผลให้เศรษฐกิจนับตั้งแต่ไตรมาสที่ 2 ของปี 2552 ปรับตัวดีขึ้นอย่างชัดเจนเมื่อเปรียบเทียบกับไตรมาสก่อนหน้า และยังมีการเติบโตต่อเนื่องในไตรมาสที่ 1 ของปี 2553 เห็นได้จากสัญญาณการฟื้นตัวที่ชัดเจน อาทิ การลดลงของอัตราการว่างงาน การปรับตัวที่ดีขึ้นของตัวเลขการส่งออกและอุตสาหกรรมการผลิต ตลอดจนการอุปโภคบริโภคภายในประเทศและการท่องเที่ยว

ความท้าทายของวิกฤตเศรษฐกิจในปีบัญชีที่ผ่านมา บริษัทฯ ต้องติดตามการปฏิบัติงานเพื่อลดต้นทุนการดำเนินงาน ลดค่าความเสี่ยงพร้อมทั้งพัฒนาคุณภาพของสินทรัพย์ให้ดีขึ้นอย่างต่อเนื่อง

บริษัทฯ ได้รวมศูนย์ปฏิบัติงานประจำภูมิภาคให้ครอบคลุมทั้ง 4 ภูมิภาค ทั้งกรุงเทพฯ เชียงใหม่ หาดใหญ่ และขอนแก่น

อีกทั้ง บริษัทฯ ยังนำระบบมาพัฒนาประสิทธิภาพและลดค่าใช้จ่ายในการปฏิบัติงาน อาทิ การเพิ่มการติดตั้งเครื่องอัตโนมัติ วงเงินอัตโนมัติ (EDC Machine) ที่เคาน์เตอร์บริการสินเชื่อแทนการใช้พนักงาน และลดจำนวนพนักงานด้วยการติดตั้งระบบการเรียกเข้าของสายโทรศัพท์อัตโนมัติ (Auto Call) และพัฒนาการทำงานของระบบการรับรู้ด้วยเสียง (IVR) บนระบบตอบรับอัตโนมัติ (IVR) ครอบคลุมศูนย์ปฏิบัติงาน

การจัดตั้งศูนย์ปฏิบัติงานประจำภูมิภาคจะช่วยสร้างความแข็งแกร่งในบริการสินเชื่อของบริษัทฯ และเพิ่มประสิทธิภาพการปฏิบัติงานในมาตรฐานเดียวกันทั่วทุกพื้นที่ อีกทั้งแต่ละศูนย์ปฏิบัติงานสามารถสนับสนุนการปฏิบัติงานทดแทนซึ่งกันและกัน หากเกิดเหตุการณ์อันไม่คาดหมายและทำให้ระบบบริการในทุกภูมิภาคยังคงดำเนินการต่อไปได้อย่างต่อเนื่อง

นอกจากการติดตามผลการดำเนินงานธุรกิจ บริษัทฯ ยังแสวงหาโอกาสในการขยายกิจการโดยให้ความสำคัญกับความโปร่งใสในการดำเนินธุรกิจให้เป็นไปตามมาตรฐานสากล และส่งเสริมหลักการกำกับดูแลกิจการตามข้อกำหนด J-SOX (Sarbanes Oxley ฉบับประเทศญี่ปุ่น) โดยกำหนดให้มีการพัฒนาและควบคุมภายในองค์กร ตลอดจนจัดตั้งการประเมินผลการปฏิบัติงานที่อาจส่งผลกระทบต่อการเงินของบริษัทฯ ซึ่งได้กำหนดให้บริษัทจดทะเบียนในประเทศญี่ปุ่นและบริษัทย่อยในต่างประเทศต้องปฏิบัติตาม

เมื่อเดือนกุมภาพันธ์ 2553 บริษัทฯ ได้รับการรับรองมาตรฐานด้านระบบการจัดการสิ่งแวดล้อม ISO 14001 ซึ่งจะเป็นอีกหนึ่งก้าวสำคัญที่แสดงออกถึงความรับผิดชอบต่อส่วนรวม เพื่อช่วยพัฒนาคุณภาพชีวิตที่ดีแก่สังคมชุมชน หลังจากที่ได้รับ การรับรองมาตรฐาน ISO 9001 และ ISO 27001 ก่อนหน้านี้

Message to Shareholders



In the past year, the Thai economy was not spared the negative effects of the worldwide economic crisis that resulted from the subprime mortgages in the United States.

The overall economy from 2008 till the first quarter 2009 continued to contract due to the global financial crisis and domestic uncertainties resulted in a drop in manufacturing production as well as export and import volumes.

Amid the economic stagnation and more intense of political conflicts in Thailand, the Thai government adopted a number of cost-of-living reduction measures to prevent the economy from slipping further.

As a result, the economy since the second half of 2009 improved significantly quarter-on-quarter and this positive trend continued in the first quarter 2010, with clear recovery signs in the dropping unemployment rate, export and production sectors, domestic spending and tourism industry.

The challenges of this economic crisis in the last financial year forced us to monitor our operations to continually reduce operation cost and risk exposure as well as improve our asset quality.

The Company centralized our operation centers in four regions located in Bangkok, Chiangmai, Had Yai, and Khon Kaen.

We also implemented new systems to enhance our operation and minimize the operating cost for example we increased EDC machine in replace of manpower at our hire purchase dealers and reduced manpower by completed Auto Call system as well as improved voice recognition function in IVR system in all our operation centers.

The operation centers have also strengthened our services and increase efficiency in controlling and monitoring all branches under the same standard and are now capable to operate as back-up centers for one another in case of disaster in any of the regions.

Besides actively monitoring our business performance and expansion opportunities, the Company also focused on ensuring the transparency in our business activities to be in line with international standard and implement our principle of corporate governance to comply with J-SOX (Japanese Sarbanes Oxley), which require internal controls over financial reports that has been enforced on all Japanese listed companies and their consolidated subsidiaries.

In February 2010, the Company earned ISO 14001 Environmental Standard Certification, which is an important step toward preserving the environment and improving the quality of life for communities, followed the accreditation of ISO 9001 and ISO 27001 previously.

มูลนิธิอโชนประเทศไทยครบรอบวาระการก่อตั้งปีที่ 3 ในเดือนเมษายน 2553 จากปีที่ผ่านมามูลนิธิฯ ได้จัดกิจกรรมเพื่อช่วยเหลือสังคมร่วมกับองค์กรต่างๆ ไม่เพียงกิจกรรมเพื่อการกุศล หรือกิจกรรมเพื่อสนับสนุนการพัฒนาการศึกษาของเยาวชนเท่านั้น บริษัทฯ ยังร่วมกับเครือข่ายทางธุรกิจในเอเชียเพื่อรณรงค์และปลูกจิตสำนึกในการช่วยอนุรักษ์สิ่งแวดล้อม

ภายใต้ภาวะการณ์ของเศรษฐกิจในปีที่ผ่านมา บริษัทฯ ยังมุ่งเพิ่มจำนวนบัตรโดยรวม โดยเพิ่มบัตรเครดิตใหม่ 80,000 บัตร และเพิ่มบัตรสมาชิกใหม่ 250,000 บัตร ทำให้บริษัทฯ มีจำนวนบัตรทั้งสิ้น 5.48 ล้านบัตร พร้อมจัดกิจกรรมการตลาดและโปรแกรมส่งเสริมการขายในหลากหลายรูปแบบให้กับลูกค้าอย่างต่อเนื่อง ส่งผลให้ยอดขายการให้สินเชื่อเพิ่มขึ้นนับตั้งแต่เดือนพฤศจิกายน 2552 ซึ่งเป็นไปในทิศทางเดียวกันกับการฟื้นตัวของเศรษฐกิจโลก

ในเดือนกรกฎาคม ปี 2552 บริษัทฯ ได้จัดตั้งสำนักงานตัวแทนขึ้นที่ประเทศกัมพูชาเพื่อเปิดดำเนินการธุรกิจธนาคาร

ภายหลังจากที่ประสบความสำเร็จในการจัดตั้งบริษัท เอซีเอส เทคคิง เวียดนาม จำกัด ในปี 2551 ซึ่งประเทศเวียดนามนับว่าเป็นตลาดที่มีศักยภาพสูงในการประกอบธุรกิจทางการเงิน

ภายในระยะเวลา 1 ปีในการดำเนินการธุรกิจที่เมืองโฮจิมินห์ จำนวนบัญชีลูกค้าสินเชื่อของเราเพิ่มขึ้นเกือบ 10 เท่า จาก 800 บัญชี เป็นมากกว่า 7,000 บัญชี และกำลังขยายเครือข่ายร้านค้าและขยายธุรกิจสินเชื่อที่กรุงฮานอย

การขายธุรกิจของเรามีได้จำกัดเพียงในประเทศไทย แต่ยังคงลงทุนในบริษัทในเครือที่อยู่ต่างประเทศ อาทิ ประเทศมาเลเซีย ประเทศอินโดนีเซีย และประเทศฟิลิปปินส์

บริษัทฯ ได้เล็งเห็นศักยภาพของตลาดเกิดใหม่ในภูมิภาคอินโดจีนซึ่งเป็นอีกหนึ่งแผนงานที่จะขยายการให้บริการทางการเงินเช่นกัน

ในปี 2553 กลยุทธ์ทางธุรกิจของบริษัทฯ ยังคงมุ่งขยายฐานลูกค้าอโชน โดยการเพิ่มจำนวนบัตรดังนี้

สร้างเสริมกิจกรรมในการรับสมัครบัตรใหม่ให้ครอบคลุมทุกพื้นที่ในประเทศไทย

นำเสนอความหลากหลายของบริการทางการเงินและเพิ่มกิจกรรมส่งเสริมการขายพร้อมทั้งสิทธิประโยชน์ โดยการใช้จ่ายผ่านบัตรเพียงบัตรเดียวให้ครอบคลุมทั่วทุกเครือข่ายของอโชนทั้งในประเทศและทั่วทั้งทวีปเอเชีย

พัฒนารูปแบบธุรกิจใหม่ อาทิ ธุรกิจทางการเงินผ่านบัตรอิเล็กทรอนิกส์ ธุรกิจขายสินค้าบนอินเทอร์เน็ต ธุรกิจร้านค้ารับบัตรเครดิต และอื่นๆ โดยขยายการให้บริการไปยังบริษัทในเครือที่อยู่ในกลุ่มประเทศเพื่อนบ้านในอนาคค

บริษัทฯ คาดการณ์ว่าสภาวะการแข่งขันทางการตลาดในกลุ่มธุรกิจการเงินในปี 2553 ยังคงรุนแรงมากขึ้น อย่างไรก็ตาม บริษัทฯ จะมุ่งมั่นพัฒนาภาพลักษณ์องค์กรให้แข็งแกร่งภายใต้การกำกับดูแลกิจการที่มีประสิทธิภาพ

บริษัท อโชน ธนสินทรัพย์ (ไทยแลนด์) จำกัด มหาชน ขอขอบคุณผู้ถือหุ้น ลูกค้า ผู้ลงทุน และคู่ค้าทางธุรกิจที่ให้การสนับสนุนบริษัทฯ ด้วยดีตลอดมา ทั้งนี้ บริษัทฯ ขอขอบคุณผู้บริหารและพนักงานทุกท่านสำหรับความร่วมมือในการปฏิบัติงานที่ดีมาโดยตลอด

森 美 樹

นายโยชิกิ โมริ
ประธานกรรมการ

Yoshiki Mori
Chairman of the Board

Also, AEON Thailand Foundation has reached its third anniversary in April 2010. In addition to charitable activities, promotion of youth development and related educational activities, the Company will focus its CSR programs on the promotion of environmental protection awareness with local people in Thailand and in cooperation with our business network in Asia as well.

Under this situation, the Company also focused to increase number of cards. We managed to increase our portfolio by 80,000 credit cards and 250,000 member cards totaling 5.48 million cards together with launched various marketing and promotion activities. As a result, the Company's sales improved since November 2009 in line with the recovery of the world economy.

In July 2009, the Company set up a representative office in Cambodia for future business

We are pleased to share with you the successful establishment of ACS Trading Vietnam Co. Ltd., in 2008. This market has a high potential growth for retail finance.

Within a year of operation in Ho Chi Minh City, our billing transactions of hire purchase have increased by almost 10 times from 800 to more than 7,000 accounts. We're now in the process of expanding our dealer network and also launching hire purchase business in Hanoi.

Our business expansion plans encompass not only Thailand but also in overseas markets such as Malaysia, Indonesia and Philippines.

The Company has seen strong potential growth in the emerging markets of Indo-China as well.

In 2010, the Company will continually strive to enlarge AEON members by employing the following strategies:

Expand more number of recruitment events in all over Thailand.

Provide variety of financial products and services and launch attractive promotions to customers as well as enhance AEON Group's synergy in Asia.

Develop new businesses such as electronic money, web shopping, acquiring business and others. These business models will be implemented to AEON affiliates in neighboring countries in the future.

As the retail financial business becomes more aggressive in 2010, we intend to continually develop ourselves and strengthen our corporate image by reinforcing our corporate governance system to see us on the road of success.

AEON Thana Sinsap (Thailand) Public Company Limited takes this opportunity to express its sincere appreciation to its shareholders, customers, investors and business partners for their continued support and interest in the Company. We also like to extend our thanks to the management and staff for their cooperation.

นายมาซาโอะ มิชูโน

รองประธานกรรมการและกรรมการผู้จัดการ

Masao Mizuno

Vice Chairman of the Board and Managing Director

คณะกรรมการบริษัทฯ



นายโยชิกิ โมริ

ประธานกรรมการ

Mr. Yoshiki Mori

Chairman of the Board



นายตากาโทชิ อิเคนิชิ

กรรมการ

Mr. Takatoshi Ikenishi

Director



นายชัชวาลย์ เจียรนวนนท์

กรรมการ

Mr. Chatchaval Jiaravanon

Director



นายพนพันธ์ เมืองโคตร

กรรมการอิสระและประธาน
กรรมการตรวจสอบ

Mr. Noppun Muangkote

Independent Director and
Chairman of Audit Committee



นายเดช บุลสุข

กรรมการอิสระและกรรมการ
ตรวจสอบ

Mr. Dej Bulsuk

Independent Director and
Audit Committee Member



นายซุนอิจิ โคบายาชิ

กรรมการอิสระและกรรมการ
ตรวจสอบ

Mr. Shunichi Kobayashi

Independent Director and
Audit Committee Member

- กรรมการบริหาร**
Executive Director
- กรรมการ**
Director
- กรรมการอิสระและกรรมการตรวจสอบ**
Independent Director and Audit Committee

Board of Directors



นายมาซาโอะ มิซุโน

รองประธานกรรมการและ
กรรมการผู้จัดการ

Mr. Masao Mizuno

Vice Chairman of the Board
and Managing Director



นายมิทซึฮิโระ ยาชิโร

กรรมการ

Mr. Mitsuhiro Yashiro

Director



นางสุพร วัฒนเวคิน

กรรมการ

Mrs. Suporn Wattanavekin

Director



นายอภิชาติ นันทเทม

กรรมการ

Mr. Apichat Nantatarn

Director



นางสาวกณิศา เกื้อศิริกุล

กรรมการ

Miss Kannika Kursirikul

Director



นางจิราพร คงเจริญวานิช

กรรมการ

Mrs. Jiraporn Kongcharoenwanich

Director



นายชิเกโตะ นาซุ

กรรมการ

Mr. Shigeto Nasu

Director



Respond to Customers' Voice



ความเป็นมา

บริษัท อีออน ธนสินทรัพย์ (ไทยแลนด์) จำกัด (มหาชน) ("บริษัทฯ") จดทะเบียนก่อตั้งเป็นบริษัทจำกัด เมื่อวันที่ 18 กันยายน 2535 โดยบริษัท อีออน เครดิต เซอร์วิส จำกัด ประเทศญี่ปุ่น ("อีออน เครดิต เซอร์วิส") ปัจจุบัน บริษัทฯ มีทุนจดทะเบียนที่เรียกชำระแล้วทั้งสิ้น 250 ล้านบาท อีออน เครดิต เซอร์วิส ผู้ถือหุ้นรายใหญ่ของบริษัทฯ ได้เริ่มก่อตั้งขึ้นครั้งแรกในประเทศญี่ปุ่น โดยประกอบธุรกิจให้บริการทางการเงินต่างๆ รวมถึงบริการบัตรเครดิต บริการสินเชื่อเช่าซื้อ บริการสินเชื่อส่วนบุคคล และบริการอื่นๆ จากความสำเร็จในการดำเนินธุรกิจในประเทศญี่ปุ่น และเป็นบริษัทจดทะเบียนในตลาดหุ้นโตเกียว อีออน เครดิต เซอร์วิส จึงเริ่มขยายธุรกิจไปยังประเทศต่างๆ ในภูมิภาคเอเชีย ได้แก่ ฮองกง ไทย มาเลเซีย ไต้หวัน จีน (เซินเจิ้น) อินโดนีเซีย เวียดนาม และฟิลิปปินส์ ตามลำดับ และในปี 2552 ได้เริ่มทำการศึกษา และสำรวจตลาดสินเชื่อรายย่อยในประเทศกัมพูชา โดยการเปิดสำนักงานตัวแทนในกรุงเทพมหานคร ทั้งนี้ การดำเนินธุรกิจทางการเงินในแต่ละภูมิภาคจะมุ่งเน้นการให้บริการทางการเงินแก่ประชากรในภูมินาคนั้นๆ ซึ่งการดำเนินธุรกิจดังกล่าวไม่มีผลประโยชน์ทับซ้อนกันแต่อย่างใด

ภาพรวมการประกอบธุรกิจของบริษัทฯ

บริษัทฯ ประกอบธุรกิจหลักในการให้บริการสินเชื่อรายย่อย (Retail Finance) แก่ลูกค้าในหลากหลายรูปแบบทั้งสินเชื่อบัตรเครดิต สินเชื่อเช่าซื้อ สินเชื่อส่วนบุคคล และ อื่นๆ โดยธุรกิจที่สร้างรายได้หลักให้แก่บริษัทฯ ในปีที่ผ่านมาคือ ธุรกิจบัตรเครดิต และธุรกิจสินเชื่อส่วนบุคคล ซึ่งมีสัดส่วนรายได้คิดเป็นร้อยละ 36 และ ร้อยละ 43 ของรายได้รวม ตามลำดับ และธุรกิจสินเชื่อเช่าซื้อ มีสัดส่วนร้อยละ 12 ของรายได้รวม

Background

AEON Thana Sinsap (Thailand) Public Company Limited (the Company) was incorporated on September 18, 1992 by AEON Credit Service Co., Ltd. in Japan (AEON Credit Service). The Company currently has paid up capital of 250 million baht. AEON Credit Service, the major shareholder of the Company, was listed 1st section on the Tokyo Stock Exchange and provided financial services, including credit card, hire purchase, personal loan, and other services. Following its success in the Japanese market, AEON Credit Service has expanded its business to other Asian countries such as Hong Kong, Thailand, Malaysia, Taiwan, China (Shenzhen), Indonesia, Vietnam, and Philippines respectively. In addition, representative office in Phnom Penh was set up in 2009 to start studying and exploring retail finance market in Cambodia. Financial service business in each region will focus on consumer in that area. Hence, such businesses have no conflict of interest.

Overview of The Company's Business

At present, the Company's principal business activity is the provision of a variety of retail finance services, including credit card, hire purchase, personal loan, and others. The core business, which generated most revenues for the Company in the past year, is credit card and personal loan business, representing 36% and 43% of total revenues respectively and the hire purchase business, representing 12% of total revenues.

ณ วันที่ 20 กุมภาพันธ์ 2553 บริษัทฯ มีสมาชิกที่ใช้บริการสินเชื่อรวม 2.90 ล้านบัญชี ในขณะที่สมาชิกที่ใช้บริการสินเชื่อมีจำนวน 2.03 ล้านราย และมีจำนวนลูกค้าสมาชิกบัตรเครดิตและสินเชื่ออื่นๆ ถึง 5.48 ล้านบัตร เพิ่มขึ้น 333,000 บัตรแบ่งเป็นบัตรเครดิต 1.85 ล้านบัตร และบัตรสมาชิก 3.63 ล้านบัตร มีสาขา รวมทั้งสิ้นจำนวน 80 แห่ง แบ่งเป็นสาขาในเขตกรุงเทพฯ จำนวน 28 แห่งและสาขาในต่างจังหวัดจำนวน 52 แห่ง นอกจากนี้ บริษัทฯ ยังมีการจัดตั้งจุดให้บริการอีกกว่า 300 แห่ง ตามห้างสรรพสินค้า และร้านคิสเคานท์สโตร์ ต่างๆ อาทิ เดอะมอลล์ จัสโก้ เทสโก้ โลคัส แม็คโคร คาร์ฟูร์ บิ๊กซี โอที ซีตี้ และเพาเวอร์บาย รวมทั้งมีเครื่องเบิกและชำระเงินสดอัตโนมัติจำนวน 320 เครื่องติดตั้งในเขตกรุงเทพฯ และต่างจังหวัด เพื่ออำนวยความสะดวกในการให้บริการแก่ลูกค้า

โครงสร้างรายได้ของบริษัทฯและบริษัทย่อย

| ปีบัญชี | 2550 | | | 2551 | | | 2552 | | |
|----------------------|--------------------|------------|-----------------------|--------------------|------------|-----------------------|--------------------|------------|-----------------------|
| ประเภทธุรกิจ | จำนวน (ล้านบาท) | ร้อยละ | อัตราเติบโต ร้อยละ | จำนวน (ล้านบาท) | ร้อยละ | อัตราเติบโต ร้อยละ | จำนวน (ล้านบาท) | ร้อยละ | อัตราเติบโต ร้อยละ |
| 1. บัตรเครดิต | 3,376 | 38 | 9 | 3,473 | 35 | 3 | 3,354 | 36 | (3) |
| 2. สินเชื่อเช่าซื้อ | 1,364 | 15 | 9 | 1,333 | 14 | (2) | 1,173 | 12 | (12) |
| 3. สินเชื่อส่วนบุคคล | 3,587 | 40 | 26 | 4,312 | 44 | 20 | 4,073 | 43 | (6) |
| 4. แพลตฟอร์มและอื่นๆ | 662 | 7 | 25 | 716 | 7 | 8 | 801 | 9 | 12 |
| รวม | 8,988 | 100 | 16 | 9,834 | 100 | 9 | 9,401 | 100 | (4) |

หมายเหตุ

- ธุรกิจทุกประเภทดำเนินการโดยบริษัท อีออน ธนสินทรัพย์ (ไทยแลนด์) จำกัด (มหาชน)
- รอบระยะเวลาบัญชีของบริษัทฯ สิ้นสุดวันที่ 20 กุมภาพันธ์ของทุกปี
- บริษัทฯ ได้หยุดดำเนินการธุรกิจแพลตฟอร์ม ซึ่งมีสัดส่วนรายได้ไม่น้อยกว่าร้อยละ 1 ของรายได้ทั้งหมด โดยมีผลตั้งแต่ไตรมาสที่ 2 ปี 2551 เป็นต้นไป ทั้งนี้ การหยุดดำเนินการดังกล่าว ไม่มีผลกระทบที่มีสาระสำคัญต่อการดำเนินงานของบริษัทฯ

เป้าหมายการดำเนินธุรกิจ

นโยบายหลักในการดำเนินธุรกิจตลอดมาคือการบริการที่ให้ประโยชน์กับผู้ถือบัตรอีออนผ่านบริการสินเชื่อทางการเงินต่างๆ และปรัชญาในการดำเนินธุรกิจร่วมกันของกลุ่มผู้บริหารบริษัทฯ ทั้งในญี่ปุ่นและทั่วทั้งเอเชียคือการให้โอกาสทางการเงินแก่ลูกค้าผู้ถือบัตรเพื่อใช้จ่ายในชีวิตประจำวันผ่านบริการทางการเงินที่ให้สิทธิประโยชน์สูงสุด อีออนได้ให้ความสำคัญกับความต้องการของลูกค้าเป็นหลักและพยายามเพิ่มมาตรฐานการบริการทางการเงินของบริษัทฯ เพื่อสร้างความมั่นใจในการใช้บริการให้กับลูกค้าบริษัทฯ ตลอดจนมุ่งมั่นในการดำเนินธุรกิจอย่างมีจริยธรรม และส่งเสริมการรับผิดชอบต่อสังคมและสิ่งแวดล้อม

ในปี 2553 นี้ นโยบายในการปฏิบัติงานของบริษัทฯ คือ "ฟังเสียงลูกค้า พัฒนาบริการ สนองตอบทันที" โดยมีเป้าหมายที่จะให้ประชาชนในประเทศไทยมีชีวิตความเป็นอยู่ที่ดีขึ้นผ่านการใช้บริการสินเชื่อในรูปแบบต่างๆ ของ บริษัทฯ ด้วยบริการที่สร้างความพึงพอใจสูงสุดแก่ลูกค้าและร้านค้า ซึ่งจะส่งผลให้บริษัทฯ ก้าวขึ้นสู่การเป็นผู้นำตลาดสินเชื่อรายย่อยของประเทศไทยในอนาคต ทั้งนี้ บริษัทฯ มีแผนที่จะขยายฐานลูกค้าและเครือข่ายการให้บริการให้ครอบคลุมทั่วประเทศ เพื่อให้บรรลุเป้าหมายดังกล่าว

As at February 20, 2010, the number of active billing amounted to 2.90 million accounts and ID base amounted to 2.03 million IDs. Meanwhile, the Company' total cards reached 5.48 million cards (including 1.85 million credit cards and 3.63 million member cards), increased by 333,000 cards from the last year. Also, the Company has 80 branches altogether, of which 28 branches in Bangkok and the vicinity while the remaining 52 branches in upcountry covering nationwide. In addition, the Company has more than 300 service counters set up in several department stores such as The Mall and Jusco and discount stores such as Tesco Lotus, Makro, Carrefour, Big C, IT City, and Power Buy and also has 320 ATM located in Bangkok and provinces to provide more convenient service to the customers.

Revenues Structure (Consolidated)

| Fiscal Year | 2007 | | | 2008 | | | 2009 | | |
|-------------------------|--------------|------------|-----------------|--------------|------------|-----------------|--------------|------------|-----------------|
| Business | Amount (MB) | % | Growth Rate (%) | Amount (MB) | % | Growth Rate (%) | Amount (MB) | % | Growth Rate (%) |
| 1. Credit Card | 3,376 | 38 | 9 | 3,473 | 35 | 3 | 3,354 | 36 | (3) |
| 2. Hire Purchase | 1,364 | 15 | 9 | 1,333 | 14 | (2) | 1,173 | 12 | (12) |
| 3. Loan | 3,587 | 40 | 26 | 4,312 | 44 | 20 | 4,073 | 43 | (6) |
| 4. Factoring and Others | 662 | 7 | 25 | 716 | 7 | 8 | 801 | 9 | 12 |
| Total | 8,988 | 100 | 16 | 9,834 | 100 | 9 | 9,401 | 100 | (4) |

Notes:

- All categories of business performed by AEON Thana Sinsap (Thailand) Public Company Limited.
- The Company's accounting period ends on February 20 of each year.
- Since the 2nd quarter of 2008, the Company has stopped operating Factoring business, of which revenue portion was less than 1% of total revenue. However, there was no material effect to the operation of the Company.

Business Goal

The unchanging corporate mission of the Company is to constantly benefit our cardholders through quality financial services. In Japan and the rest of Asia, our management philosophy is to "Support Cardholders lifestyles and enable each individual to maximize future opportunities through effective use of credit". The Company carefully provides financial services by paying attention to our cardholders' needs and earns cardholders trust by raising standard of corporate behavior in the financial service industry and adhering to a strict code of corporate ethics and engaging in activities that conserve the environment and contribute to the society.

Under the corporate slogan for FY2010; "Respond to Customers' Voice, Prompt Action! Quick Improvement", the Company has aimed to provide financial service with more convenience and satisfaction to customers and member stores. This will consequently lead the Company to be a Thailand's leading retail finance company in the future. Moreover, in order to achieve this goal, the Company plans to expand its customer base and also its service network nationwide.



การประกอบธุรกิจของแต่ละสายผลิตภัณฑ์ ธุรกิจบัตรเครดิต

บริษัทฯ ได้ออกบริการบัตรเครดิตซึ่งลูกค้าสามารถใช้บริการได้ 2 ลักษณะดังนี้

(ก) บริการซื้อสินค้าผ่านบัตรเครดิต (Credit Purchase) ที่ผู้ถือบัตรเครดิตของบริษัทฯ สามารถใช้บัตรเครติดังกล่าวในการซื้อสินค้าจากร้านค้าที่เข้าร่วมโครงการ โดยบริษัทฯ จะเป็นผู้ชำระค่าสินค้าดังกล่าวให้กับร้านค้านั้นๆ

(ข) บริการเบิกเงินสดล่วงหน้า (Cash Advance) ที่ผู้ถือบัตรเครดิตของบริษัทฯ สามารถใช้บัตรดังกล่าวเบิกเงินสดล่วงหน้าที่เครื่องเบิกเงินสดอัตโนมัติ (ATM) ของบริษัทฯ

บัตรเครดิตของบริษัทฯ มี 2 ประเภท คือ

(1) บัตรเครดิตสากลที่ออกโดยบริษัทฯ (AEON International Card)

บัตรเครดิตที่ใช้ในประเทศและต่างประเทศของบริษัทฯ ประกอบด้วย บัตรอออนมาสเตอร์การ์ด บัตรอออน วีซ่า การ์ด และบัตรอออนเจซีบีการ์ด ซึ่งเป็นบัตรที่บริษัทฯ ออกร่วมกับ มาสเตอร์การ์ด เวิลด์ไวด์ (MasterCard Worldwide) วีซ่า เวิลด์ไวด์ (VISA Worldwide) และ บริษัท เจซีบี อินเตอร์เนชั่นแนล จำกัด (JCB International Company Limited) ตามลำดับ โดยผู้ถือบัตรประเภทนี้สามารถนำบัตรดังกล่าวไปใช้ซื้อสินค้าและบริการได้จากร้านค้าที่มีสัญลักษณ์มาสเตอร์การ์ด วีซ่า และเจซีบี ปัจจุบันร้านค้าที่มีสัญลักษณ์มาสเตอร์การ์ดในประเทศมีจำนวนทั้งสิ้นกว่า 152,000 แห่งและอีกกว่า 28 ล้านแห่งทั่วโลก และสัญลักษณ์วีซ่าในประเทศมีจำนวนทั้งสิ้นกว่า 153,000 แห่งและอีกกว่า 29 ล้านแห่งทั่วโลก ในขณะที่ร้านค้าที่มีสัญลักษณ์เจซีบีในประเทศมีจำนวนทั้งสิ้น 42,000 แห่งและอีกกว่า 13 ล้านแห่งทั่วโลก นอกเหนือจากการที่ผู้ถือบัตรเครดิตประเภทนี้จะสามารถใช้บริการเบิกเงินสดล่วงหน้าได้จากเครื่องเบิกเงินสดอัตโนมัติของบริษัทฯ แล้ว ผู้ถือบัตรเครดิตยังสามารถทำรายการดังกล่าวได้จากเครื่องเบิกเงินสดอัตโนมัติในเครือข่าย CIRRUS และ PLUS ซึ่งมีจำนวนประมาณ 24,000 เครื่องในประเทศ และอีกกว่า 2 ล้านเครื่องทั่วโลก

(2) บัตรเครดิตสากลและบัตรเครดิตร่วมที่ออกร่วมกับบริษัทอื่น (International Co- branded Card and Affinity Card)

บัตรเครดิตประเภทนี้เป็นบัตรที่บริษัทฯ ออกร่วมกับธุรกิจประเภทต่างๆ ซึ่งผู้ถือบัตรเครดิตจะได้รับสิทธิประโยชน์พิเศษเพิ่มเติมจากธุรกิจดังกล่าว เช่น บัตรเครดิตโฟโต้ อัท บัตรเครดิตกิฟฟารีน บัตรเครดิตอออน คลับไทยแลนด์ บัตรเครดิต บี คิว บัตรเครดิตแม็คการ์ด บัตรเครดิตไทย ดีพาสเมนต์ส์ไทร์ ฯลฯ

นอกจากนี้ บริษัทฯ ได้ออกบัตรทอง (AEON Gold Card) ที่ให้สิทธิประโยชน์มากมาย อาทิ ฟรีประกันอุบัติเหตุส่วนบุคคล และรับส่วนลดสำหรับยอดการใช้จ่าย ฯลฯ โดยบัตรทองคำดังกล่าว ได้ออกเป็นชิพการ์ด ซึ่งสามารถป้องกัน และลดการทุจริตที่อาจเกิดขึ้นจากการทำธุรกรรมทางการเงินผ่านบัตรเครดิตได้ และ ได้ออกบัตรเครดิตองค์กร (Corporate Card) ซึ่งเป็นบัตรที่ออกให้แก่องค์กร เพื่อใช้บริหารจัดการค่าใช้จ่ายของพนักงาน ซึ่งส่วนใหญ่เป็นค่าใช้จ่ายเกี่ยวกับการเดินทาง และด้านบันเทิงที่เป็นค่าใช้จ่ายเพื่อองค์กรนั้นๆ โดยจะช่วยลดการใช้จ่ายในทางที่ผิดประเภท และการทุจริตที่อาจเกิดขึ้น และยังช่วยให้องค์กรนั้นๆ บริหารจัดการค่าใช้จ่ายได้อย่างมีประสิทธิภาพมากขึ้น โดยในเบื้องต้น บริษัทฯ ได้ออกบัตรองค์กรให้แก่ บริษัทที่เป็นพันธมิตรทางธุรกิจ

สำหรับรายได้ที่บริษัทฯ ได้รับจากธุรกิจบัตรเครดิต ประกอบด้วย ดอกเบี้ยรับ ค่าธรรมเนียมการใช้จ่ายเงิน ค่าติดตามหนี้จากการผิดนัดชำระเงิน และค่าธรรมเนียมอื่น ได้แก่ ค่าธรรมเนียมรายปี ค่าธรรมเนียมการเบิกเงินสดล่วงหน้า ค่าตอบแทนที่ได้รับจากร้านค้าที่ร่วมโครงการ เป็นต้น

Nature of Each Business Line

Credit Card

The Company provides two types of services as follows:

(a) Credit Purchase whereby the Company's cardholders can use their credit cards to purchase products from member stores, with the Company paying the sales amount of the product to the those stores.

(b) Cash Advance whereby the Company's cardholders can use their credit cards to obtain cash advances from the ATMs of the Company.

Credit cards issued by the Company are categorized into two types as follows:

1. AEON International Card

The Company is issuing AEON MasterCard, AEON VISA Card and AEON JCB Card co-branded with MasterCard Worldwide, VISA Worldwide, and JCB International Company Limited respectively. The MasterCard credit card can be used at over 152,000 domestic member stores and over 28 million member stores worldwide and VISA Credit Card can be used at over 153,000 domestic member stores and over 29 million member stores worldwide. JCB Credit Card can be used at 42,000 domestic member stores and more than 13 million member stores worldwide. Beside the Company's cash dispensing machine, the cardholders can use the AEON MasterCard, AEON VISA Card and AEON JCB Card for cash advance through CIRRUS and PLUS network that has approximately 24,000 machines in domestic and over 2 million machines worldwide.

2. AEON Co-branded Cards

The co-branded credit cards which the Company issues with other companies in several businesses such as Photo Hut VISA, Giffarine VISA, AEON Club Thailand VISA and MasterCard, B-Quik VISA Card, MAX MasterCard, TDP VISA card, and etc. The co-branded cards will provide additional exclusive privileges for its cardholders.

Moreover, the Company launched a gold card with several privileges i.e., free insurance premium, special discount for card spending, etc. Gold card was implemented with chip which can protect and reduce fraud from credit card transaction. And the Company issued the corporate card for the organization in order to manage employee spending, which mainly are traveling and entertainment for the corporate purpose. This can help the corporate to reduce potential misuse and fraud and also to manage the business expenses efficiently. Initially, the Company has issued the corporate card to the strategic partners.

Income from credit card comprises of interest received, revolving fee, penalty and other fee e.g. annual fee, cash advance fee, commission received from participating stores, etc.



ธุรกิจสินเชื่อเช่าซื้อ

สินเชื่อเช่าซื้อเป็นการให้บริการสินเชื่อแก่ลูกค้าในรูปแบบของการให้เช่าสินค้า โดยมีเงื่อนไขการชำระค่าสินค้าที่แน่นอน โดยลูกค้าสามารถผ่อนชำระค่าสินค้าได้ตั้งแต่ 6 เดือน ถึง 48 เดือน ในช่วงระยะเวลาที่ลูกค้าผ่อนชำระค่าสินค้ากับบริษัท กรรมสิทธิ์ในสินค้าจะเป็นของบริษัทฯ และเมื่อลูกค้าชำระค่าสินค้ารวมทั้งปฏิบัติตามเงื่อนไขที่ระบุไว้ในสัญญาเช่าซื้อโดยครบถ้วนแล้ว กรรมสิทธิ์ในสินค้าดังกล่าวจึงจะตกเป็นของลูกค้าอย่างสมบูรณ์ ทั้งนี้ รายได้ที่บริษัทฯ ได้รับจากธุรกิจสินเชื่อเช่าซื้อ ประกอบด้วย ดอกเบี้ยรับจากการผ่อนชำระค่าสินค้า และค่าปรับจากการผิดนัดชำระเงิน

ลูกค้าสามารถใช้บริการสินเชื่อเช่าซื้อสินค้าเครื่องใช้ในครัวเรือนและสินค้าอุปโภคบริโภคจากร้านคู่ค้ากว่า 14,700 แห่งทั่วประเทศ ซึ่งร้านคู่ค้าดังกล่าว ได้แก่ ห้างสรรพสินค้าเดอะมอลล์ ห้างสรรพสินค้าในเครืออียอน ประเทศญี่ปุ่น (จัสโก้ และ MaxValu) ห้างเทสโก้ โลตัส ห้างแม็คโคร ห้างคาร์ฟูร์ ห้างบิ๊กซี เพาเวอร์บาย (เริ่มเดือนมีนาคม 2552) และอื่นๆ เป็นต้น ปัจจุบันสินค้าที่บริษัทฯ ให้บริการสินเชื่อเช่าซื้อได้แก่ เครื่องใช้ไฟฟ้า เครื่องตกแต่งบ้าน เครื่องใช้สำนักงาน เครื่องกีฬา เครื่องดนตรี อุปกรณ์ประติมากรรม และรถจักรยานยนต์ โดยหลังจากที่สินค้าได้ถูกส่งมอบให้แก่ลูกค้าเป็นที่เรียบร้อยแล้ว ร้านคู่ค้าก็จะส่งใบเรียกเก็บเงินให้แก่บริษัทฯ เพื่อรับชำระเงินค่าสินค้าต่อไป

ปัจจุบัน บริษัทฯ ได้เพิ่มการติดตั้งเครื่องอนุมัติวงเงินสินเชื่ออัตโนมัติผ่านบัตร (Electronic Data Capture : EDC) ไปยังห้างสรรพสินค้า ตลอดจนร้านค้าสมาชิกต่าง ๆ เพื่อช่วยให้ธุรกรรมดังกล่าวมีความสะดวกและรวดเร็วยิ่งขึ้น

ธุรกิจสินเชื่อส่วนบุคคล

บริการสินเชื่อส่วนบุคคลเป็นรูปแบบการให้กู้ยืมเงินแก่ลูกค้า โดยผู้ขอใช้บริการสินเชื่อส่วนบุคคลของบริษัทฯ สามารถติดต่อยื่นใบคำขอสินเชื่อที่สำนักงานของบริษัทฯ ทั้ง 80 แห่งและยังสามารถส่งใบคำขอสินเชื่อพร้อมทั้งเอกสารประกอบต่างๆ มาทางไปรษณีย์ หรือสมัครผ่านอินเทอร์เน็ต ทั้งนี้ รายได้ของบริษัทฯ จากธุรกิจสินเชื่อส่วนบุคคล ประกอบด้วย ดอกเบี้ยรับจากเงินกู้ยืมค่าธรรมเนียมการชำระขั้นต้น ค่าธรรมเนียมการทำสัญญา ค่าปรับจากการผิดนัดชำระเงิน อย่างไรก็ตาม ตั้งแต่วันที่ 1 กรกฎาคม 2548 สินเชื่อเช่าซื้อและสินเชื่อส่วนบุคคลได้ถูกกำหนดภายใต้ข้อบังคับของกระทรวงการคลัง และให้ธนาคารแห่งประเทศไทยออกข้อกำหนดเกี่ยวกับอัตราดอกเบี้ยค้างชำระ ค่าธรรมเนียม และค่าบริการต่างๆ สำหรับธุรกิจสินเชื่อส่วนบุคคล ไม่ให้เกินกว่าร้อยละ 28 ต่อปี

ในกรณีลูกค้าที่มีประวัติการชำระหนี้ดี บริษัทฯ จะออกบัตรสมาชิก (Member Card) เพื่อเพิ่มประสิทธิภาพในการให้บริการสินเชื่อ โดยลูกค้าสมาชิกสามารถใช้บัตรสมาชิกในการขอเงินกู้ได้อย่างรวดเร็ว เนื่องจากบัตรสมาชิกจะมีข้อมูลประวัติการกู้เงินและการชำระหนี้ของลูกค้า ทำให้การอนุมัติสินเชื่อเป็นไปอย่างรวดเร็วและมีประสิทธิภาพ ตั้งแต่เดือน มิถุนายน 2549 บริษัทฯ ได้ให้บริการเงินกู้หมุนเวียน "Your Cash" หรือ วงเงินกู้หมุนเวียน สำหรับลูกค้าชั้นดี ซึ่งลูกค้าจะได้วงเงินกู้พร้อมใช้ที่สามารถเบิกจากตู้เบิกเงินสดอัตโนมัติ และผ่อนชำระคืนได้ตามความต้องการตลอดเวลา

นอกจากนี้ บริษัทฯ ได้ขยายขอบข่ายการให้บริการเพิ่มเติม โดยเพิ่มการให้สินเชื่อเพื่อสมัครสมาชิกกอล์ฟ สินเชื่อเพื่ออุปกรณ์ทางการแพทย์ สินเชื่อทางการแพทย์ และได้เพิ่มช่องทางให้บริการด้านการเงิน โดยบริษัทฯ ได้ออก สินเชื่อเช่าซื้อรถยนต์ (Motor Cash) เพื่อเป็นทางเลือกใหม่ให้แก่เจ้าของรถยนต์ที่กำลังมองหาสินเชื่อเงินกู้ โดยเจ้าของรถยนต์เพียงนำสมุดทะเบียนรถยนต์ มาสมัครใช้บริการสินเชื่อดังกล่าวได้

Hire Purchase

Hire purchase is a form of finance whereby ownership of the merchandise is vested in the Company and the Company hires the merchandise to the borrower for a fixed term for which the Company offers from 6 months to 48 months. On expiry of the term of hire purchase, the Company transfers the ownership of the merchandise to the borrower. The Company's security derives from the fact that it retains ownership during the period of hire. The income generated from this service includes interest received from installment and penalty for late payment.

Hire purchase is available to customers for purchasing certain household merchandise and consumer products at over 14,700 of the Company's member dealer stores and in department stores such as The Mall, Department store under AEON group Japan (Jusco & MaxValu), Tesco Lotus, Makro, Carrefour, Big C, Power Buy (started in March 2009), and etc. Currently, products that can be financed by hire purchase include Electrical appliances, Home decorative items, Office equipment, Sports equipment, Musical instruments, Car accessories, and Motorcycle. Once the merchandise is delivered to a customer, the member store will submit the sales slip to the Company and the Company pays the sales amount to such member store.

Besides, the Company has installed Electronic Data Capture (EDC) implementation in department stores and member dealers in order to enhance speedy process of hire purchase transaction.

Loans

Personal loan is a form of finance to lend cash to customers. The customers may apply through its 80 branches or apply by submitting application with supporting documents via mail or through Internet. Income from personal loan includes interest received, minimum payment fee, handling fee, and penalty fee. Since July 1, 2005 Hire Purchase and Loan business were controlled under the Ministry of Finance and Bank of Thailand also issued the BOT notifications for the regulation on those businesses. The interest rates, fines, service fees, and other operation fees in aggregate can be charges at the maximum of 28% annually (effective rate).

For the AEON members, the Company has issued AEON Member Card for them in order to provide convenience for loan services. The AEON Member Card has recorded the database of each cardholder that facilitating the customers to use AEON services faster and more efficiency. Since June 2006, the Company has provided "Your Cash" or a revolving loan service to customers, having good payment history, who want to use the revolving loan or credit line by directly withdrawing money from AEON's ATM.

In addition, the Company has provided more ranges of services including golf membership loan, agricultural equipment loan, and the medical loan. To provide more financial service channel, the Company launched Motor Cash, a new alternative loan for a car owner who is looking for loan. The car owner can simply use the car registration book to apply for loan.



Prompt
Action !



ความรับผิดชอบต่อสังคมและสิ่งแวดล้อม

Corporate Social Responsibility

บริษัทฯ ตระหนักถึงความรับผิดชอบต่อสังคมและสิ่งแวดล้อมเสมอมา โดยได้พัฒนาระบบภายในและเข้าร่วมกิจกรรมเพื่อสังคมและสิ่งแวดล้อมอย่างต่อเนื่อง โดยในเดือน เมษายน 2550 มูลนิธิอโณนประเทศไทย (มูลนิธิฯ) ได้ก่อตั้งขึ้นเนื่องในวาระครบรอบปีที่ 15 ของการก่อตั้งบริษัทฯ โดยมีวัตถุประสงค์ที่จะช่วยเหลือ พัฒนาสังคม และอนุรักษ์สิ่งแวดล้อมให้ดีขึ้น ทั้งนี้ มูลนิธิอโณนประเทศไทย ได้รับการสนับสนุนหลักจากบริษัทฯ และบริษัทในกลุ่มอโณนอย่างต่อเนื่องในการประกอบกิจกรรมการกุศลตามวัตถุประสงค์ของมูลนิธิฯ

นอกจากนี้ บริษัทฯ ได้ให้ความสำคัญกับความรับผิดชอบต่อสังคมและสิ่งแวดล้อม ดังนี้

การดูแลข้อมูลของบริษัทฯและข้อมูลส่วนบุคคลของลูกค้า

บริษัทฯ มีหน่วยงานสนับสนุนงานคุณภาพองค์กร หรือ Corporate Quality Secretariat (CQS) เพื่อให้ความรู้และตระหนักถึงการรักษาความปลอดภัยของข้อมูลบริษัทฯ และข้อมูลส่วนบุคคลของลูกค้า โดยมีการแบ่งแยกหน้าที่ในการเข้าถึงข้อมูลบริษัทฯ ในแต่ละระดับอย่างชัดเจน รวมทั้งจัดให้มีการตรวจสอบการปฏิบัติงานตามข้อบังคับของบริษัทฯ ในสถานที่ทำงาน และจัดระเบียบการบริหารความปลอดภัยในข้อมูลต่างๆ โดยมีการจัดตั้งคณะทำงานเพื่อส่งเสริมกิจกรรมต่างๆ เช่น การจัดประเมินผลการปฏิบัติงานให้ได้ตามข้อกำหนดของมาตรฐาน การฝึกอบรมพนักงาน การทบทวนแผนการปฏิบัติงาน การวัดระดับความเสี่ยงในการบริหารงานในทุกส่วนงานเพื่อป้องกันความเสี่ยงในทรัพย์สินและข้อมูลของบริษัทฯ และการจัดระเบียบและระบบควบคุมการเข้าออกสถานที่ทำงานในแต่ละส่วนงาน รวมถึงการส่งข้อมูลไปยังบุคคลภายนอกองค์กร ฯลฯ

The Company is aware of the responsibility towards the public and environment by developing internal system and supporting corporate social responsibility activities regularly. In April 2007, AEON Thailand Foundation ("ATF") was established to commemorate the Company's 15th anniversary with the commitment to provide development and assistance to society and intention to preserve and recover the environment. In order to contribute many charitable projects according to the foundation's objective, ATF has mainly received regular contributions from the Company and associated companies.

In addition, the Company has focused on Corporate Social Responsibility as follow:

Protection of Personal Information

The Company has Corporate Quality Secretariat (CQS) Office for the purpose of Company's information security awareness and segregation of duty evolving Company's information in each level including monitoring compliance in the work place. The CQS Office is responsible for Information Security Management System and to promote secure management of personal information activities i.e. evaluating, training, and revising the measures of risk management for protection of company's asset and information. The Company also implemented access control system to work areas, information disclosure, and etc.



บริษัทฯ ได้รับการรับรองมาตรฐาน ISO/IEC 27001:2005 ซึ่งเป็นมาตรฐานสากล ด้านการบริหารจัดการความมั่นคงปลอดภัยของข้อมูลจากบริษัท บูโร เวอร์ริทัส เซอทิฟิเคชั่น (ประเทศไทย) จำกัด ในเดือนกุมภาพันธ์ 2551 โดยมาตรฐานดังกล่าวเป็นที่รู้จักในฐานะกรอบการทำงานที่ระบุถึงข้อกำหนดในการบริหารจัดการความมั่นคงปลอดภัยของทรัพย์สินด้านข้อมูล ซึ่งเปรียบเสมือนการรับประกันว่า บริษัทฯ ได้ปกป้องคุ้มครองข้อมูลด้วยวิธีการที่ดีที่สุดเช่นเดียวกับองค์กรชั้นนำระดับโลก และให้ความสำคัญกับการบริหารจัดการระบบรักษาความมั่นคงปลอดภัยของข้อมูลให้มีประสิทธิภาพเป็นอันดับแรกเสมอ

นอกจากนี้ ในเดือนกุมภาพันธ์ 2552 บริษัทฯ ได้รับการรับรองมาตรฐาน ISO9001:2008 อันเป็นมาตรฐานสากลของระบบบริหารงานคุณภาพ จากบริษัท บูโร เวอร์ริทัส เซอทิฟิเคชั่น (ประเทศไทย) จำกัด ซึ่งการรับรองดังกล่าว เปรียบเสมือนการรับประกันว่า บริษัทฯ จะสามารถให้บริการที่สอดคล้องต่อความต้องการและความคาดหวังของลูกค้าได้อย่างมีประสิทธิภาพและประสิทธิผล รวมทั้งสอดคล้องกับข้อกำหนดทางกฎหมายที่เกี่ยวข้อง

การอนุรักษ์สิ่งแวดล้อม

เนื่องจาก บริษัทในกลุ่มอโณมมีนโยบายหลักในการตอบแทนสังคม ซึ่งเป็นฐานในการดำเนินธุรกิจของบริษัทฯ ในขณะที่ยังประชากรโลกกำลังเผชิญกับภาวะโลกร้อนนั้น กลุ่มอโณมมีนโยบายในการอนุรักษ์สิ่งแวดล้อม เช่น การปลูกต้นไม้และรักษาแหล่งน้ำ ซึ่งบริษัทฯ ได้เข้าร่วมกิจกรรมดังกล่าวเป็นประจำทุกปี อาทิ กิจกรรมปลูกป่าที่กำแพงเมืองจีน ซึ่งจัดโดยมูลนิธิอโณมเพื่อสิ่งแวดล้อม โครงการปลูกต้นไม้มูลนิธิอโณมประเทศไทย ณ อุทยานสิ่งแวดล้อมนานาชาติสิรินธร อำเภอชะอำ จังหวัดเพชรบุรี ซึ่งเป็นส่วนหนึ่งของโครงการ "ปลูกเพื่อโลก ปลูกเพื่ออนาคต - โครงการต้นไม้พันล้านต้น" ในประเทศไทย โดยความร่วมมือของมูลนิธิอุทยานสิ่งแวดล้อมนานาชาติสิรินธร ในพระราชูปถัมภ์ สมเด็จพระเทพรัตนราชสุดาฯ สยามบรมราชกุมารี มูลนิธิ Global Peace and Environment (FGPE) แห่งประเทศญี่ปุ่น กระทรวงทรัพยากรธรรมชาติและสิ่งแวดล้อม โดยกรมส่งเสริมคุณภาพสิ่งแวดล้อม และ United Nations Environment Programme (UNEP)

ในเดือนพฤศจิกายน 2552 บริษัทฯ ร่วมกับมูลนิธิอโณมประเทศไทย และบริษัทในกลุ่มอโณมได้มอบเงินบริจาคให้กับ "มูลนิธิอาสาเพื่อนพึ่ง (ภาฯ) ยามยาก สภากาชาดไทย" เนื่องจากบริษัทฯ เห็นความสำคัญในการช่วยเหลือผู้ประสบอุทกภัย อันเป็นผลมาจากการไม่มีป่า หรือป่าถูกทำลาย เป็นการต่อยอดจากกิจกรรมการปลูกต้นไม้ อันเป็นกิจกรรมที่บริษัทฯ ให้ความสำคัญมาโดยตลอด

นอกจากนี้ ในเดือนมกราคม 2553 ที่ผ่านมา บริษัทฯ ได้รับการรับรองมาตรฐาน ISO14001 : 2004 อันเป็นมาตรฐานสากลของระบบบริหารจัดการสิ่งแวดล้อม จากบริษัท บูโร เวอร์ริทัส เซอทิฟิเคชั่น (ประเทศไทย) จำกัด เพื่อสร้างความมั่นใจในการบริการ และสามารถตอบสนองความต้องการของลูกค้า โดยคำนึงถึงผลกระทบต่อสิ่งแวดล้อมที่เกิดขึ้นจากการดำเนินธุรกิจของบริษัทฯ ทั้งนี้ บริษัทฯ ได้กำหนดนโยบายสิ่งแวดล้อม และได้เผยแพร่นโยบายดังกล่าวให้กับพนักงาน ผู้ที่เกี่ยวข้อง รวมถึงสาธารณชนได้รับทราบ

กิจกรรมสาธารณประโยชน์

พนักงานบริษัทฯ ทั้ง 80 สาขาทั่วประเทศได้ร่วมกิจกรรมสาธารณประโยชน์ต่างๆ อย่างต่อเนื่อง อาทิ กิจกรรม "อโณมร่วมร้อยหัวใจไทยร่วมสมทบทุนเพื่อมูลนิธิชัยพัฒนา ทูลเกล้าฯ ถวายพระบาทสมเด็จพระเจ้าอยู่หัว" เนื่องในวโรกาสมหามงคลสมัยฉลองสิริราชสมบัติครบ 60 ปี

ในปี 2552 บริษัทฯ และบริษัทในกลุ่มอโณม ร่วมกับมูลนิธิอโณมประเทศไทย ได้จัดกิจกรรมเพื่อสาธารณประโยชน์ต่างๆ อาทิ กิจกรรมบริจาคโลหิตทุกไตรมาส กิจกรรมเลี้ยงอาหารกลางวันและมอบสิ่งของพร้อมทั้งมอบทุนการศึกษาให้แก่เด็กนักเรียนหูหนวก ณ โรงเรียนเศรษฐเสถียร ในพระราชูปถัมภ์ และกิจกรรมบริจาคเงินแด่องค์การสาธารณกุศล โดยได้ร่วมบริจาคเงินแด่ศูนย์บริการโลหิตแห่งชาติ สภากาชาดไทย บริจาคพณานุกรมอังกฤษ-ไทย ไทย-อังกฤษ และพจนานุกรมรูปภาพให้แก่เด็กนักเรียนชั้นประถมศึกษา และชั้นมัธยมศึกษาในห้องสมุดของโรงเรียนที่ยังขาดแคลนผ่านทางมูลนิธิศุภนิมิตแห่งประเทศไทย นอกจากนี้ ในเดือนกุมภาพันธ์ 2553 บริษัทฯ และบริษัทในกลุ่มอโณม ยังได้ร่วมมอบเงินบริจาคให้กับสภากาชาดไทย เพื่อสมทบทุนช่วยเหลือผู้ประสบภัยแผ่นดินไหวในสาธารณรัฐเฮติอีกด้วย

ปัจจุบัน บริษัทฯ อยู่ระหว่างการรวบรวมและศึกษาข้อมูลเพื่อวางแผนด้านกิจกรรมความรับผิดชอบต่อสังคมเพิ่มขึ้นต่อไป

The Company was awarded the ISO/IEC 27001:2005 certification for its Information Security Management System (ISMS) by Bureau Veritas Certification (Thailand) Ltd. in February 2008. This certification is an internationally recognized information security framework standard which gives assurance and satisfaction of knowing that the Company is protecting all information with controls those are the best practices and are commonly used by world class organizations. This means that information security and data protection have top priority in the company and have been efficiently implemented.

In addition, in February 2009, the Company was awarded the ISO9001:2008 certification, an International Standard of Quality Management System, by Bureau Veritas Certification (Thailand) Ltd. This achievement clearly demonstrates the Company's commitment to provide the financial services in line with the customers' need and expectation efficiently and effectively and also comply with all legislative requirements.

Environment Protection

AEON Group has a policy to give back to society as a principal of business. Facing potential risk of global warming, AEON Group has actively preserves environment through tree-planting and water resource protection. The Company has joined the tree planting campaign every year, e.g., tree planting activity initiated by AEON Environmental Foundation (Japan) in Beijing, China and AEON Thailand Foundation Tree-Planting project at the Sirindhorn National Environmental Park in Cha-am, Petchaburi Province. This project was the part of "Plant for the Planet, Plant for the Future Campaign" in Thailand which is jointly organized by the Sirindhorn International Environmental Park Foundation under the patronage of HRH Princess Maha Chakri Sirindhorn, the Japan-based Foundation for Global Peace and Environment (FGPE), the Ministry of Natural Resources and Environment-Department of Environmental Quality Promotion, and United Nations Environment Programme (UNEP).

In November 2009, the Company with AEON Thailand Foundation and its affiliated companies presented the cash donation to Friends in Need (of "PA") Volunteers Foundation Thai Red Cross owing to the Company acknowledges for helping flood victims as the result of deforestation.

In addition, in January 2010, the Company was awarded the ISO14001:2004 certification, an International Standard of Environmental Management System, by Bureau Veritas Certification (Thailand) Ltd. This achievement clearly demonstrates the Company's commitment to provide the business by concentrating on impact of operating services and also comply with related laws and regulations. Besides, the Company also announced Environmental Policy to all employees, related persons, and public.

Social Contribution Activities

Quite a few numbers of employees from 80 branches throughout the country have participated to the social welfare and community activities, i.e., promotion campaign for raising fund donation Chai Pattana Foundation in order to celebrate His Majesty's 60 years of Golden Reign.

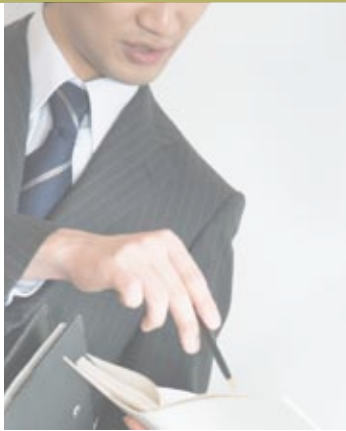
In 2009, the Company, its affiliated companies, and AEON Thailand Foundation had jointly held many CSR activities such as blood donation through Thai Red Cross, lunch treat, gifts and scholarship to Setsatien School for the Deaf, and fund donation to the charitable organizations and also donated English-Thai dictionaries, Thai-English dictionaries and picture dictionaries for Elementary and Secondary Students, in association with the World Vision.

Furthermore, in February 2010, the Company presented the donation to Earthquake victims in Republic of Haiti via the Thai Red Cross Society.

Currently, the Company continues on a research and development plan to enhance the Corporate Social Responsibilities in the long term.



Quick Improvement !



Market and Competition

บริษัทฯ ประกอบกิจการสินเชื่อรายย่อยในกลุ่มสถาบันที่ไม่ใช่ธนาคาร (Non-Bank) ซึ่งเป็นกลุ่มสถาบันการเงินที่ให้ประโยชน์ในการบริการทางการเงินที่หลากหลายให้กับกลุ่มลูกค้าทั่วไป โดยกำหนดคุณสมบัติเบื้องต้นของลูกค้าสินเชื่อรายย่อยของบริษัทฯ ไว้ กล่าวคือ มีอายุตั้งแต่ 20 ปีขึ้นไป มีรายได้ประจำ และมีอาชีพการงานที่มั่นคง เป็นต้น ทั้งนี้ จากผลสำรวจภาวะการทำงานของประชากร เดือนธันวาคม พ.ศ. 2552 โดยสำนักงานสถิติแห่งชาติ กระทรวงเทคโนโลยีสารสนเทศและการสื่อสาร พบว่า ผู้ที่มีอายุตั้งแต่ 15 ปีขึ้นไปหรือวัยทำงานมีจำนวน 53.12 ล้านคน ซึ่งเป็นผู้ที่อยู่ในกำลังแรงงาน (ผู้ที่พร้อมทำงาน) 38.95 ล้านคน หรือคิดเป็นร้อยละ 73.3 ของประชากรวัยทำงาน ประกอบไปด้วย ผู้มีงานทำ 38.54 ล้านคน ผู้รอฤดูกาล 6 หมื่นคน และผู้ว่างงาน 3.5 แสนคน โดยเมื่อเปรียบเทียบกับช่วงเวลาเดียวกันของปีที่ผ่านมาจำนวนผู้มีงานทำเพิ่มขึ้นประมาณ 5.6 แสนคน และผู้มีงานทำกระจายอยู่ในภาคเกษตรกรรมและนอกภาคเกษตรกรรมในสัดส่วนร้อยละ 41.5 และ 58.5 ตามลำดับ

นอกจากนี้ จากการสำรวจภาวะเศรษฐกิจและสังคมของครัวเรือน ในช่วง 6 เดือนแรกของปี 2552 โดยสำนักงานสถิติแห่งชาติ จากจำนวนครัวเรือนตัวอย่างประมาณ 26,000 ครัวเรือน พบว่า ครัวเรือนทั่วประเทศมีรายได้เฉลี่ยเดือนละ 21,135 บาท ซึ่งมีอัตราการเพิ่มขึ้นร้อยละ 6.4 ต่อปี โดยส่วนใหญ่เป็นรายได้จากการทำงาน ซึ่งได้แก่ค่าจ้าง เงินเดือนเป็นหลัก จากข้อมูลดังกล่าว จะเห็นได้ว่า ผู้ที่มีคุณสมบัติเบื้องต้นที่จะเป็นลูกค้าของบริษัทฯ ยังคงมีอยู่มากเมื่อเทียบกับจำนวนผู้ใช้บริการสินเชื่อในปัจจุบัน ซึ่งหมายถึงโอกาสและช่องทางของบริษัทฯ ในการขยายธุรกิจต่อไปในอนาคต

The Company has operated the retail finance as a non-bank, which supports customers in term of financial service diversification. The basic qualifications required for any retail finance customers are the age of more than 20 years old, earning a regular income, having a secure job, and etc. From the Labor Force Survey in December 2009 by the National Statistical Office of Thailand (NSO), Ministry of Information and Communication Technology of Thailand, there were 53.12 million persons, aged 15 years and over, with this number, 38.95 million were in the total labor force or accounted for 73.3%. (38.54 million were employed, 60,000 were seasonally inactive labor force, and 0.35 million were unemployed). Comparing to the same period last year, the number of employment increased by 0.56 million persons. Mostly, the employed persons were in agriculture sector and non-agriculture sector by 41.5% and 58.5% respectively.

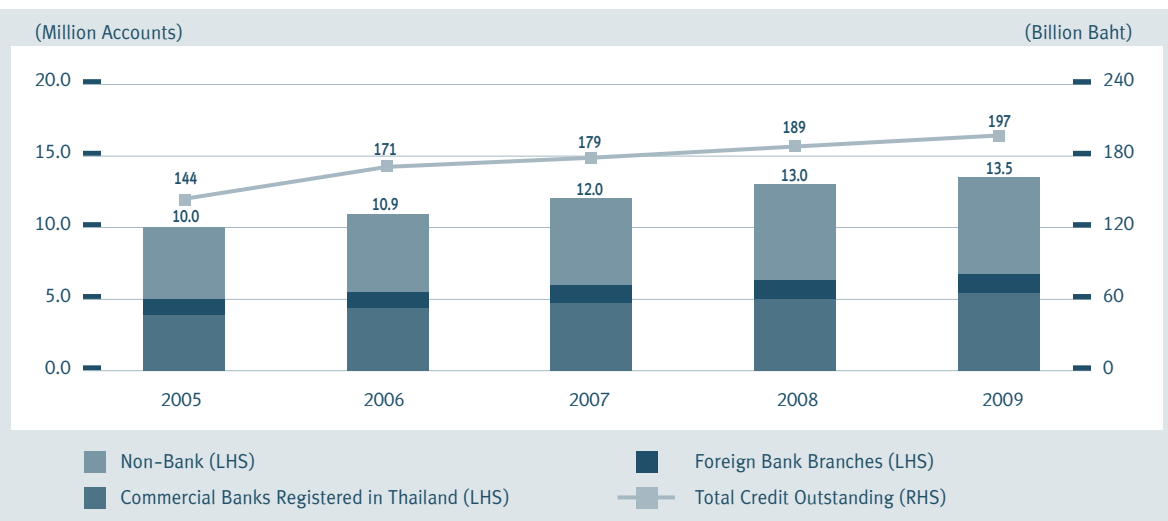
In addition, the NSO Household Socio-economic Survey for the first six months of 2009 from the sample of 26,000 households showed that average total household income was 21,135 baht per month represented a 6.4% annual growth. The major source of income was from economically activities such as wages and salaries. Considering the current number of financial service customers, there will be a lot of potential customers having primary qualification from aforementioned data. This means the market opportunity which the Company foresees for business expansion in the future.

Competitive Condition

Credit Card

The major competitors are commercial banks and other non-banks.

Number of Credit Card and Credit Outstanding in Thailand



Source: Bank of Thailand

Note: Total number of account refer to number of account of credit card loan that is outstanding as at the end of period.

Credit card business in Thailand continually grew with the number of credit card growth of 9% yoy or 1.0 million accounts increase per year during 2005–2008. However, as a result of economic downturn, number of credit card in 2009 increased 4% yoy, from 13.0 million accounts to 13.5 million accounts. At the end of 2009, the total number of credit card issued by commercial banks registered in Thailand, non-bank, and foreign bank branches amounted to 5.5 million accounts, 6.7 million accounts, and 1.3 million accounts, respectively. Considering by type of credit card, commercial banks registered in Thailand generated the highest growth rate of 9% yoy, comparing with those of 2% and –3% yoy generated by non-bank and foreign bank branches. Meanwhile, at the end of 2009, total credit outstanding amounted to 197 billion baht, increased 4% from the end of previous year. (This included 77 billion baht, increased 14% yoy, from commercial banks registered in Thailand, 85 billion baht, decreased 2% yoy, from non-bank, and 35 billion baht, decreased 1% yoy, from foreign bank branch.) Although non-bank dominated the biggest portion in term of the number of credit card (50%) and credit outstanding (43%), credit card business growth in 2009 was mainly driven by commercial banks registered in Thailand.

However, Thailand's credit card market started to saturate especially in Bangkok and vicinity area. Credit card operators tend to focus on maintaining their customers and enhancing credit cards spending rather than increasing the number of card holders.

Hire Purchase

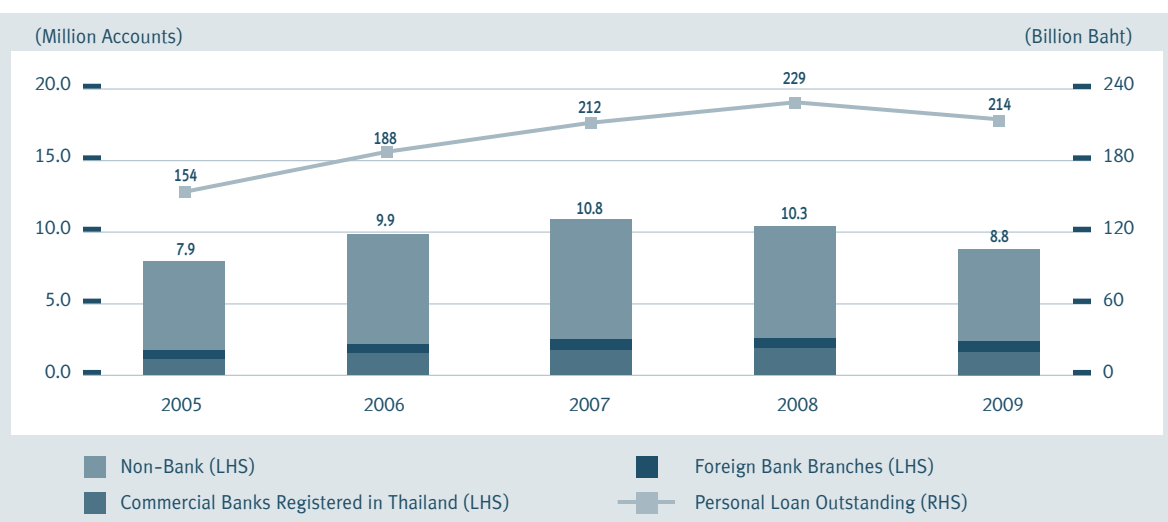
Companies engaging in the hire purchase business can be categorized in two types. The first type is a company offering its own products for installment such as Singer Thailand Public Company Limited. Another type is a company doing hire purchase business through retailers. The Company's business is considered as the latter category. The Company is the first entrepreneur who introduced this kind of hire purchase business to the customers.

Besides the Company, there are some other competitors later joined the market such as GE Capital (Thailand) Limited, EASY BUY Public Company Limited, and Mida Assets Public Co., Ltd..

Personal Loan

The major competitors are commercial banks and non-banks such as GE Capital (Thailand) Limited, EASY BUY Public Company Limited, and Promise (Thailand) Co., Ltd.

Number of Account and Outstanding of Personal Loan under supervision in Thailand



Source: Bank of Thailand

- Note:
- Personal loan under supervision refers to uncollateralized personal loans, hire purchases, and leasing loans on goods of which the licensed lenders are usually not in the business of selling. Excluded from this category are Loans for hire purchases and leasing of automobiles and motorcycles, Loans for education, Loans for working abroad, Loans for medical care and Loans pertaining to employee benefits under an agreement between the employers and the lenders.
 - Total number of account refers to number of account of only personal loan under supervision that is outstanding at the end of period.
 - Total personal loan outstanding includes only the principal (less deferred revenue) at the end of period.

Number of personal loan account under supervision in Thailand continually grew during 2005-2007 and started to decelerate since 2008. As a result of economic crisis, financial institutions are continuing to tighten their credit standards. At the end of 2009, the number of account of personal loan under supervision was 8.8 million accounts, decreased by 15% from 10.3 million accounts at the end of previous year. Mainly, this decline was due to a 17% decrease in number of non-banks accounts, from 7.6 million accounts to 6.4 million accounts. Meanwhile, the number of accounts from commercial banks registered in Thailand was 1.7 million accounts, decreased by 12% and the number of accounts from foreign bank branches was 0.7 million accounts, decreased by 9%. Moreover, personal loan outstanding at the end of 2009 dropped by 7% from the end of previous year, which was attributed to commercial banks registered in Thailand 100 billion baht, decreased by 5%, foreign bank branches 19 billion baht or decreased by 13%, and non-bank 96 billion baht, or decreased by 7%, respectively.

However, personal loan business is expected to revive in 2010 following economic recovery. Banks and non-banks will play more significant roles in this huge market. In order to gain more market shares, they tend to offer competitive promotion in term of price, services, approaching the customer, and etc.

Competitive Strategies

The Company's competitive strategies consist of:

- Utilization of Customers' database

The Company establishes customers' database which is classified by their characteristics such as age, gender, occupation, etc. The Company has used this information in developing and preparing marketing plans to provide beneficial services and information to increase customer satisfaction.

- Speedy Service

The Company has focused on providing speedy financial services to its customers through the use of up-to-date technology. Currently, the Company has implemented Electronic Data Capture (EDC) to enhance speedy credit approval process. The Company also provides cash advance and cash revolving card service through our ATMs and offers personal Loans — approval in 30 minutes. Moreover, the customer can apply for credit approval and ask for payment information on the internet at www.aeon.co.th and www.aeonthailand.com.

- Variety of Products

Increasing the range of new products or services is aimed to maximize its ability to meet customer's needs. The Company's credit card offers 3 credit limit functions within one card, which the customers can utilize credit card function, hire purchase credit, and personal loan credit through our member stores and dealers network. Also, the Company has developed more card functions by focusing on daily use to enrich its customer service.

- Expansion of Member Stores

To increase the number of member stores, the Company mainly focuses on large retail stores such as supermarkets and department stores. These stores provide consumer goods needed on a daily basis. Also, with respect to member stores expansion for credit card, the Company issued more international credit cards for the worldwide network spending. In addition, the Company and Supermarket in AEON group (Jusco and MaxValu) offered their customers the special privilege, a 5% discount when shopping via AEON credit card on 1st and 15th of every month.

- Centralization and Nationwide Networks

The Company has branches and service counters throughout the country. For the same standard of services, the Company has full centralization center in all regions including North, Northeast, Central, and South. This will not only reduce operation time and operating cost but also increase the efficiency in providing full range of services. Aiming to provide more convenience for cardholders, the Company has installed ATMs nationwide.

Distribution Channel

The Company has increased its distribution channels through the following marketing strategies:

- Credit Cards' Recruitment Campaign
- Over 14,700 Member Stores and Merchants
- Service Network with 80 branches, more than 300 serviced counters, and 320 ATM nationwide
- Advertisement and Promotional Activities for the propose of building brand recognition

In 2009, the Company conducted card recruiting activities at more than 1,800 key merchants in Bangkok and provincial area.

Credit Approval

The Company has credit process which covers credit policy, policy disclosure to operation officer, credit scoring, setting credit criteria, and reviewing credit approval and authorized person for credit approval for enhancing the credit approval standard continually.

For credit card, the criteria of cardholders have to comply with Rules, Procedures and Conditions to Undertake Credit Card Business. And for hire purchase and loan approval, the company has to comply with Prescription of Rules, Procedures, and Conditions for Undertaking of Personal Loan Business under Supervision for non-bank following Bank of Thailand's notification.

Debt Management

One of the key components of the financial service business is debt management. The Company has set up an efficient collection system and procedure to monitor and manage the debt which can be categorized into 3 main functions as follows:

- **Technology:** The Company has implemented one of the most advance technologies to manage customer database upon payment behavior and grouping data by collection aging. All customers profiles are available on-line, thus, every collection staff can directly access to the database through his/her own terminal computer. In addition, the system enables the management to monitor collection performance of each staff and each branch all over the country.
- **Monitoring and Managing:** The Company has a philosophy of close monitoring and managing the debt. It examines the collection performance on a daily basis. All database of collection performance is centralized in each regional center and at the head office. This information is examined and evaluated by the management who is ready to make decision support and exercise to improve and solve the problems of collection. In addition, 4 centralized centers will support the continuation of operations and perform as the disaster recovery sites among the others.
- **Collection Procedure:** When a debtor starts being in default, the collection staff will promptly perform their jobs in order to insure that the debt management is efficiently and promptly done.

Customer Payment

The customer's statements, calculated by the Company, need to be paid within the 2nd of the next month by cash at all branches of the Company, Company's ATMs, commercial bank's counter, Counter Service, Jay Mart Paypoint Service, TOT Just Pay Service, Pay at Post, True Partner, Tesco Lotus, Post-dated cheque as well as bank account auto-payment. For the hire purchase service, customers must pay by monthly installments over periods of 6 months to 48 months, depending on the product's value.

Policy on Provision for Doubtful Accounts

The Company has a policy to classify debtors according to the number of outstanding installments. The Company sets up a full provision for doubtful debt for debtors who have three unpaid installments. This policy also complies with announcement of Securities and Exchange Commission dated April 30, 2004. The Company has written off the balances of which are uncollectable, such as debtors with six consecutive unpaid installments outstanding balances.

Management Discussion and Analysis

The operating performance of AEON Thana Sinsap (Thailand) Public Company Limited for the year ended February 20, 2010 which was audited by Deloitte Touche Tohmatsu Jaiyos Audit Company Limited can be summarized as follows;

Overview

Overall, Thai economy has continually improved as seen from the GDP growth recovery since the second quarter of 2009. Finally, it turned to be positive in the last quarter after being contracted in the first 3 consecutive quarters of 2009. Moreover, other economic indicators; private consumption expenditures, unemployment rate, consumer confidence index, and etc., showed an improvement sign which expected to revive GDP growth in 2010 from a shrink of 2.3% in 2009.

Since the economic downturn started in the latter half of 2008, the Company has maintained the focus on asset quality improvement and cost control scheme rather than business expansion. In this regard, the Company has tightened credit approval policy in order to mitigate credit risk exposure. Moreover, the Company has implemented more technology; i.e. Interactive Voice Response (IVR) system, Electronic Data Capture (EDC) system, and Voice Recognition System to all operation centers for support day-to-day operation in order to reduce manpower.

As at February 20, 2010, the Company's total cards reached 5.48 million cards (including 1.85 million credit cards and 3.63 million member cards), increased by 330,000 cards or 7% from the last year. For network expansion, the Company has totaled 80 branches and 320 ATMs to support customers' convenience nationwide. Moreover, total dealers have reached more than 14,700 dealers.

Operating Results

■ Revenues

In the fiscal year 2009, the Company's consolidated revenues amounted to 9,401 million baht, decreased by 433 million baht or 4% from 9,834 million baht in the fiscal year 2008. As a result of economic downturn and tightening credit policy, the Company accounts receivable included securitization was flat year on year. However, the Company has number of active billing of 2.90 million accounts and ID base of 2.03 million IDs, mainly from Bangkok 44%, and provinces 56%. Details of each business can be described as follows:

● Credit Card

Credit card turnover in the fiscal year 2009 was flat compared to the prior fiscal year and represented 42% of total turnovers. Revenues from credit card were 3,354 million baht, decreased by 3% from the prior fiscal year, and shared 36% of total revenues. Under given economic condition and intense competition in the market, credit card usage in Q4/2009, however, improved year on year especially in provincial areas, due to several selective promotion campaigns. Also, the Company has focused on credit card acquisition by conducting card recruiting activities at more than 1,800 key merchants in Bangkok and provincial area, promoting co-branded cards with distinguished partners, and developed card recruitment channels through the Company's website. As a result, number of credit card as of February 20, 2010 increased by 80,000 cards or 5% year on year which is in line with the total number of credit card market growth. In addition, the Company has a plan to promote corporate card and gold card with more exclusive privileges.

- **Loans**

For the fiscal year 2009, total loan's turnover decreased by 7% from prior year and represented 40% of total turnovers (shared 26% from personal loan and 14% from purposed loan for mobile phone and IT products). This generated income of 4,073 million baht, a 6% decrease from the same period last year. Due to the impact of the economic recession on loan demands and on employment especially in factory filed around Bangkok's vicinity, the Company has tightened credit criteria in order to maintain the quality of portfolio. However, after the economic recovery, the Company launched several promotions for purposed loan resulted in an increase of total loan's turnover by 8% year on year in Q4/2009.

- **Hire Purchase**

Hire purchase turnover in the fiscal year 2009 slightly decreased from the prior fiscal year, and shared 17% of total turnovers. Revenues from hire purchase were 1,173 million baht, a 12% decrease from the same period last year. However, hire purchase turnover improved quarter on quarter. This was primarily attributed to several attractive promotion campaigns with hypermarkets and department stores, exclusive promotions with leading suppliers i.e. Honda motorcycle, and joining promotion with more partners i.e., Power Buy which successfully generated hire purchase sales to the Company. Moreover, the number of AEONTS member cards increased more than 250,000 cards, up 8% from the end of fiscal year 2008. Consequently, hire purchase's revenue in Q4/2009 slightly increased from the same period last year. To expand hire purchase shop dealers and enhance speedy hire purchase transaction to support AEON members same as credit card customers, the Company planned to implement more Electronic Data Captures (EDC) in Bangkok and provincial area.

- **Others**

Other incomes were 801 million baht, increased 12% year on year, and represented 9% of total revenues. The majority of others income came from bad debt recovery of 615 million baht which accounted for 7% of total revenues.

■ Expenses

The Company's expenses mainly consist of operating and administrative expenses, directors and managements remuneration, bad debt and doubtful accounts, and finance cost. In fiscal year 2009, the Company had total consolidated expenses of 8,012 million baht, decreased by 166 million baht or 2% from the previous fiscal year. Details of total expenses can be described as follows:

- **Operating and Administrative Expenses**

In fiscal year 2009, the Company's operating and administrative expenses were 3,518 million baht (included directors and managements remuneration of 49 million baht), a 5% decrease from last fiscal year. This decrease was mainly resulted from monitoring and controlling some major expenses i.e., personnel expenses, marketing expenses, equipment and rental expenses, communication expenses, and general expenses. Therefore, operating and administrative expenses accounted for 37% of the total revenues which was slightly decreased from the same period last year, due to efficient cost management scheme. However, the Company has a plan to continue focusing on cost control policy by utilizing the existing resources efficiently and implementing and expanding technology and system in all operation areas.

- **Bad debt and doubtful accounts**

The Company posted bad debt and doubtful accounts of 2,803 million baht, or 30% of total revenues. The bad debt and doubtful accounts increased by 2% from last fiscal year. The Company and subsidiaries have fully set a provision for all receivables which are 3 installments and up contractually past due.

- **Finance Cost**

For the fiscal year 2009, the Company's finance cost recorded at 1,691 million baht, a 3% decreased from that of 1,739 million baht in the fiscal year 2008. This was mainly due to the fact that average interest rate cost of 4.87% in the fiscal year 2009 was 25 basis points (bps) lower than that of 5.12% in the fiscal year 2008. Finance cost accounted for 18% of total revenue, maintained the same level as last fiscal year.

■ Net Income

For the fiscal year 2009, the Company's consolidated net income was 984 million baht or 3.94 baht per share, decreased 17% from the same period last year, and representing net profit margin of 10% accordingly, compared to that of 12% in last fiscal year.

Financial Status

■ Total Assets

As of February 20, 2010, consolidated total assets were 39,143 million baht, an increase of 419 million baht or 1% from 38,724 million baht as of February 20, 2009. This was primarily due to an increase in accounts receivable offset by a decrease of participation amount in Special Purpose Vehicle and subordinated lending as Eternal Credit Card Special Purpose Vehicle Company Limited (ECC) already ended its securitization transaction in February 2010, and also a decrease in cash and cash equivalents and receivables per currency swap contracts.

- **Accounts Receivable**

As at February 20, 2010, the Company's consolidated gross accounts receivable (both current assets and non-current assets) increased by 10% to 34,474 million baht, net accounts receivable sharing by 86% of total assets. This can be categorized by business type as follows: credit card receivable 9,980 million baht, increased by 33% (1,788 million baht was transferred back from credit card securitization), loans receivable 18,813 million baht, increased 4%, and hire purchase receivable 5,681 million baht, decreased by 1%.

As of February 20, 2010, the Company provided allowance for doubtful accounts of 881 million baht or 2.56% of total accounts receivable, a decrease of 18 basis points (bps) from 2.74% at the end of the prior fiscal year. This covered full amount of 3-month and upward overdue delinquency of 776 million baht and general reserve of 105 million baht.

■ Total Liabilities

As of February 20, 2010, total liabilities amounted to 33,287 million baht, a decrease of 62 million baht from 33,349 million baht as of February 20, 2009. This was mainly due to a decrease in total borrowings of 306 million baht. At the end of fiscal year 2009, there were both short-term and long-term borrowings totally 31,854 million baht, comparing with that of 32,160 million baht in the previous fiscal year. The portion of long-term borrowings was 17,729 million baht or represented 56% of total borrowings.

■ Shareholders' Equity

As of February 20, 2010, shareholders' equity was 5,856 million baht, representing an increase of 482 million baht or 9% from February 20, 2009. This increase was mainly due to a net income of 984 million baht for the fiscal year 2009 offset by dividends paid of 525 million baht and a record of unrealized gain on available-for-sale security, AEON Credit Service (M) Berhad listed on Kuala Lumpur Stock Exchange, of 22 million baht, respectively. Consequently, Book value of the Company as of February 20, 2010 was 23.4 baht per share, increased from that of 21.5 baht per share at the end of last fiscal year.

Debt to Equity ratio in the fiscal year 2009 decreased to 5.7 times from 6.2 times in the fiscal year 2008. Return on Equity and Return on Asset were 17.5% and 2.5%, comparing with those of 23.8% and 3.4% in the previous fiscal year, respectively.

In addition, the Company announced the final dividend payment at the rate of 1.05 baht per share or 54.2% payout ratio which will be paid after being approved by the shareholders meeting on June 17, 2010. As the Company already paid interim dividend of 1.05 baht per share on October 20, 2009, therefore, dividend payment for the fiscal year 2009 totaled 2.10 baht per share or 53.3% payout ratio.

Financial Liquidity

As at February 20, 2010, the Company and subsidiaries recorded cash balance of 1,520 million baht, decreased by 640 million baht from previous year, which can be categorized as follows:

- net cash flow used in operating activities 3,670 million baht mainly resulted from an increase of accounts receivable,
- net cash flow used in investing activities 450 million baht mainly resulted from investment in software and fixed assets, and
- net cash flow provided by financing activities 3,480 million baht mainly from sales of additional revolving receivables under securitization projects, long-term loan, and subordinated lending.

Combined the net decrease in net cash inflow of 640 million baht with beginning cash balance of 2,160 million baht, the Company had ending cash balance at the end of the fiscal year 2009 in the amount of 1,520 million baht accordingly.

AEONTS is aware that there are various risk factors that may affect the Company's business operations. The Company has accordingly established risk management policy and regularly reviewed business operation in order to strengthen the current standard and availability for support relevant risks that may incur in the future. The risk factors that may incur and affect the Company's performance are described as follows:

1. Interest rate fluctuation risk

The Company is exposed to interest rate risk that may incur and affect the Company's performance caused by the risk for a rise in interest rates that would result in higher cost of funding. The Company is particularly aware of significant affect of the risk from a potential rise in interest rates to have an adverse effect on the Company. Therefore the Company has a policy to borrow long-term loan with THB fixed rate over the loan period and to hedge against the risk of interest rate fluctuation in which it enters into an interest rate swap contract for THB floating rate and enters into Cross Currency Swap contract for long-term foreign currency loan to swap to THB fixed rate. (Details are disclosed in Notes to Financial Statements No. 14 and 15.) The Company enters into derivative financial instruments for only hedging the risk of increase of funding cost caused by potential rise in future and not for trading or speculative purposes in the present and for future.

2. Foreign Exchange rate risk

As of February 20, 2010, the Company has short-term liabilities in the amount of USD 19 million or equivalent to 631 million baht and current portion of long-term loan in the amount of JPY 10,500 million or equivalent to 3,864 million baht. In addition, the Company also has long-term loan in the amount of JPY 21,000 million or equivalent to 7,728 million baht and USD 73 million or equivalent to 2,439 million baht.

In order to hedge its exposure to foreign exchange rate risks, the Company entered into forward exchange contract for all short term foreign currency loan included interest amounting and entered into Cross Currency Swap contract for all long-term foreign currency loan included current portion of long term loan at total amount. (Details are disclosed in Notes to Financial Statements No. 14 and 15.) The Company does not or will not enter into such contracts for trading or speculation purposes at present or in the future.

3. Working Capital Insufficiency Risk

The Company extends credit to the customer by lending funds borrowed. As of February 20, 2010, the Company's net accounts receivable stood at 33,592 million baht and its working capital was raised by borrowing and issuing debentures with the amount of 31,854 million baht.

The Company is aware of risk that may arise from depending on any major source of funds. The Company, therefore, diversified its sources of funds by borrowing or setting credit facility from 17 banks including 9 foreign bank's branches and 8 local banks. During the past period, the Company has not relied on any creditor's fund for more than 30% of the total loans. The Company also raised fund through direct financing such as issuing debenture and bills of exchange and entering into the contract with financial institutions for committed revolving Credit Facility Agreement of 770 million baht. The Company also has a policy to consistently keep sufficient fund position in order to increase the receivable by sales expansion. Thus, the Company considerably plans to diversify its financing by issuing straight bonds, commercial paper, and securitization.

The Company raised fund through securitization by establishing Special Purpose Vehicle Company (SPV) under Securitization Law. The Company held 26% of the each SPV's shares capital and the SPVs issued debentures, which were backed by the credit card receivables of the Company that sold to the SPVs.

4. Credit Risk

Credit risk is risk due to uncertainty in a counterparty's (also called an obligor's or credit's) ability to meet its obligations. This resulted from risk factors arising under the current economic condition.

- World economic slowdown directly affected customer's ability to repay loan.
- Risk due to loan misconduct which is against the Company's objective. For instance, to increase financial liquidity, product obtaining on hire purchase system was sold for cash. This is against the Company's objective which aims to provide financial service with more convenience and satisfaction to customers for daily life.

The Company has set up standards and processes for credit approval which include credit policy, credit policy disclosure to operation officer, credit risk rating and credit scoring for customers, setting credit criteria, performing credit review, and also authority for credit approval in order to enhance the standard of credit approval onward.

5. Risk from Data Storage

The Company is aware that its operation relies on the huge database of numerous customers' information and computer network, which may cause significant adverse effect to the Company if any contingent accident happens. Risk from data storage includes loss of the data, system failure of host computer and leakage of confidential information out of the Company. Against the risk from loss of the data or system failure of host computer, the Company introduces the synchronized system which links database between the primary and secondary computers, and preserving the database information at the different location daily, weekly, or monthly backed up into magnetic tape.

Besides, for the protection of risk from leakage of confidential information out of the Company, the Company has implemented Information Security Management System (ISMS) which is designed to ensure the selection of adequate and proportionate security controls that protect information assets and give confidence to interested parties. The Company realizes that Information Security and data protection are placed in top priority.

In February 2008, the Company was awarded the prestigious ISO/IEC 27001:2005 certification for its Information Security Management System (ISMS). The standard gives assurance and satisfaction of knowing that the Company is protecting all information with controls those are the best practices and are commonly used by world class organizations.

6. Risk from the Government's Control

On November 11, 2002, the Ministry of Finance has issued a notification on the Permission to Operate Credit Card under Section of the Announcement of National Executive Council No. 58 that delegated authority to Bank of Thailand to control the credit card business. In this regard, Bank of Thailand also issued the BOT notifications for the regulation on the credit card services to control the maximum interest rate and other fees charged of 18% per annum and cash advance and other fees of not more than 3% of cashing amount. In addition, the minimum qualification of the credit cardholder is required of 15,000 baht minimum salary per month.

In April 2004, the Bank of Thailand also issued a notification regarding minimum payment, credit quality, and marketing restrictions on credit card business as follows:

- Minimum payment increased from 5% to 10% of outstanding balance effective in April 2007.
- The credit card companies have to cancel the credit cards of any cardholders who have defaults on payment more than 3 months.
- The credit card companies have to verify customers' information with the credit bureau before issuing the credit card.
- The credit line to be granted to each credit card must not be exceeding 5 times of monthly income or cash flow in the deposit accounts.
- The credit card companies have to establish restricted marketing procedures for their own marketing officers in term of seeking new cardholders or exiting cardholders

In July 2005, the Ministry of Finance has issued a notification on the permission to operate personal loan business under the Announcement of National Executive Council No. 58 that delegated authority to Bank of Thailand to control "Personal Loan under supervision" which is defined as:

- Non-collateralized loans extended to a person with no particular objective or not for business purpose.
- Loans from hire purchase and leasing for goods that operators do not sell as ordinary course of business, except cars and motorcycles.

In this regard, the Bank of Thailand also issued notifications regarding qualifications of Personal Loan operators, maximum interest rate and other fees charged per annum, and maximum line of credit extend to customers as follows:

- Non-finance institution Personal Loan operators must have registered capital of no less than 50 million baht and required to seek permission from the Ministry of Finance.
- Interest rates, fines, service fees, and other operating fees in aggregate can be charged at the maximum of 28% annually. The others additional charges could be on actual base expenses in accordance with the Bank of Thailand's regulations.
- The line of credit extended to customers shall not exceed 5 times of his or her average monthly salary.

On November 28, 2006, the Bank of Thailand issued the notification to increase the ceiling of interest and other service charges from 18% per annum to 20% per annum, according to the higher operating cost. The effective date was on December 1, 2006 onwards, however, the debt spending or cashing before the enforceable date will be charged not higher than 18% per annum until June 30, 2007. The Bank of Thailand also revised the other regulations on qualification of a credit cardholder and conditions of operating the credit card business summarized as follows;

- Considering qualifications of a credit card holder, the operators can consider a credit cardholder's deposits or investments in debt instruments issued by commercial banks, government agencies, or state owned enterprises founded by a specific law.
- Extending a regulation on considering qualifications of a corporate cardholder, the operators can consider qualifications of a corporate cardholder by evaluating the financial positions of the company requesting for credit cards in replacement of considering qualifications of an individual cardholder.

In September 2007, the Bank of Thailand issued a policy statement on debt collection for credit card and personal loan business to set standard guidelines about debt-collecting manners.

In addition, in March 31, 2008, the Bank of Thailand issued notification regarding rules, procedures and conditions to undertake credit card business for the credit card business operator to increase the qualified credit card holders by allowing to consider the criteria of having fixed account with any banks more than 500,000 baht within 6 month period or investing in any fixed income securities not less than 1,000,000 baht within 6 month period.

Up to the present time, the Company has honestly followed all related regulations. In addition, if any regulation related to the Company's business is issued in the future, the Company will also comply with such regulation.

7. Risk of an Option to Buy Back Excess Defaulted Receivables from Special Purpose Vehicle Company Limited (SPV) Under the Securitization Plan

The Company sold an amount of revolving 2,782.51 million baht non-recourse credit card receivable to Eternal 3 Special Purpose Vehicle Company Limited (ESPT) on February 6, 2006, and 3,038.02 million baht non-recourse credit card receivable to Eternal 4 Special Purpose Vehicle Company Limited (Eternal 4) on June 25, 2007 accordingly. These 2 Special Purpose Vehicle Companies were incorporated under the Civil and Commercial Code of Thailand to be special purpose vehicles (SPV) under the Royal Enactment on Special Purpose Juristic Persons for Securitization B.E. 2540 (1997), under securitization plan which was approved by the Office of the Securities and Exchange Commission.

The Company has an option to buy back those excess defaulted receivables from the SPVs. However, if the Company does not exercise the option or having exercised the option fails to repurchase all such excess defaulted receivables from the SPVs, such non-exercise of failure shall constitute a trigger event. Such situation will not occur as long as the Company has performed a good debt management. (Details of agreements relating to securitization transaction see Note to Financial Statements No.29)

8. Risk from Controlling of the Major Shareholder more than 50%

Currently, AEON group is a major shareholder of the Company holding 157,800,000 shares or equivalent to 63.12% of paid-up capital. This results in the fact that the major shareholder can control almost all shareholders' resolutions which require more than 50% of the votes except the agenda stipulated by Laws or Articles of Association that must have a vote of not less than three quarters of the total number of votes. Consequently, other shareholders of the Company may not be able to gather their voting rights in order to check and balance the agenda proposed by the major shareholder.

However, the Company has regularly monitored and assessed risk in all aspects. In order to evaluate the business environmental change and its effect, the Company has held monthly risk management meeting and department meeting which the executive directors and related executive managements join this meeting and consider how to improve the strategy and reach target. In addition, the Company has monitored the risks by assessing other risk factors that might affect to the Company's achievement.

Shareholders Structure

The Company has registered capital of 250 million baht, paid-up capital of 250 million baht divided into 250 million ordinary shares with a par value of 1 baht each.

List of 10 major shareholders as at February 19, 2010

| Name of Shareholders | Number of shares | % |
|---|------------------|-------|
| 1. AEON Credit Service Co., Ltd. / Japan | 87,800,000 | 35.12 |
| 2. ACS Capital Corporation Limited | 48,000,000 | 19.20 |
| 3. Thai NVDR Co., Ltd. | 23,659,538 | 9.46 |
| 4. AEON Holding (Thailand) Co., Ltd. | 22,000,000 | 8.80 |
| 5. Mr. Chatchaval Jiaravanon | 15,000,000 | 6.00 |
| 6. BNP Paribas Securities Services Luxembourg | 9,580,900 | 3.83 |
| 7. BNP Paribas Securities Services Singapore Branch | 4,236,200 | 1.69 |
| 8. Mr. Sompong Chonkadeedamrongkul | 3,380,000 | 1.35 |
| 9. Aberdeen Long Term Equity Fund | 3,166,500 | 1.27 |
| 10. Chase Nominees Limited 1 | 3,047,497 | 1.22 |

Source: Thailand Securities Depository Co., Ltd.

Shareholders from AEON Group are as follows :

| Shareholder/ Location | Relationship | No. of Shares | % |
|--|---|---------------|-------|
| 1. AEON Credit Service Co., Ltd./ Japan | AEON Co., Ltd. (Japan) is the major shareholder. | 87,800,000 | 35.12 |
| 2. ACS Capital Corporation Ltd./ Thailand | AEON Credit Service Co., Ltd. is the major shareholder. | 48,000,000 | 19.20 |
| 3. AEON Holding (Thailand) Co., Ltd./ Thailand | AEON Co., Ltd. (Japan) is the major shareholder. | 22,000,000 | 8.80 |
| Total | | 157,800,000 | 63.12 |

Board of Directors Profile

Mr. Yoshiki Mori*

| | |
|--|---|
| Position | Chairman of the Board |
| Age (Year) | 59 |
| Education Background | Bachelor Degree in Economics, Nanzan University, Japan |
| Shareholding Percentage (20/02/10) | 0.5610% |
| Working Experience for the last 5 years | |
| 1997 – Present | Director, AEON Credit Service (M) Berhad / Retail Finance |
| 1999 – Present | Chairman, AEON Thana Sinsap (Thailand) Public Company Limited / Retail Finance |
| 1999 – Present | Chairman, AEON Credit Service (Asia) Company Limited / Retail Finance |
| 2002 – Present | Chairman, AEON Credit Service (Taiwan) Co., Ltd. / Retail Finance |
| 2005 – Present | Director, ACS Capital Corporation Limited / Leasing |
| 2008 – Present | Chairman, AEON Credit Service Co., Ltd. / Retail Finance |
| 2008 – 2009 | Chairman of the Financial Service Business Executive Committee, Aeon Co., Ltd. / Retail |
| 2009 – Present | Director, Vice President, CEO, Financial Service Business, Aeon Co., Ltd. / Retail |

Mr. Masao Mizuno*

| | |
|--|---|
| Position | Vice Chairman of the Board and Managing Director |
| Age (Year) | 51 |
| Education Background | Bachelor Degree in Law, Aichi Gakuin University, Japan Director Certificate, Thai Institute of Directors Association |
| Shareholding Percentage (20/02/10) | 0.5940% |
| Working Experience for the last 5 years | |
| 1992 – Present | Vice Chairman of the Board and Managing Director, AEON Thana Sinsap (Thailand) Public Company Limited / Retail Finance |
| 2001 – Present | Director, ACS Capital Corporation Limited / Leasing |
| 2005 – Present | Director, ACS Insurance Broker (Thailand) Company Limited / Insurance Broker |
| 2006 – Present | Director, AEON (Thailand) Co., Ltd. / Retail |
| 2006 – Present | Director, ACS Life Insurance Broker (Thailand) Company Limited / Life Insurance Broker |
| 2007 – Present | Director, ACS Servicing (Thailand) Company Limited / Collection Servicer |
| 2007 – Present | Chairman, AEON Thailand Foundation / Foundation |

Mr. Mitsuhiko Yashiro

| | |
|--|--|
| Position | Director |
| Age (Year) | 51 |
| Education Background | Diploma in Computer Science, Tokyo Science and Engineering College, Japan Director Certificate, Thai Institute of Directors Association |
| Shareholding Percentage (20/02/10) | 0.0960% |
| Working Experience for the last 5 years | |
| 2001 – Present | Director, AEON Thana Sinsap (Thailand) Public Company Limited / Retail Finance |
| 2008 – Present | Director, AEON Credit Technology Systems (Philippines) Inc. / Information Technology |

* The authorized signatory of the Company is Mr. Yoshiki Mori or Mr. Masao Mizuno with affixing the Company's seal.

Mrs. Suporn Wattanavekin

| | |
|--|---|
| Position | Director |
| Age (Year) | 46 |
| Education Background | Master Degree in Business Administration, National Institute of Development Administration Director Diploma, Thai Institute of Directors Association |
| Shareholding Percentage (20/02/10) | 0.0800% |
| Working Experience for the last 5 years | |
| 2000 – Present | Director, AEON Thana Sinsap (Thailand) Public Company Limited / Retail Finance |
| 2005 – Present | Director, ACS Insurance Broker (Thailand) Company Limited / Insurance Broker |
| 2005 – Present | Director, NAVA Leasing Public Company Limited / Auto Finance |
| 2006 – Present | Director, ACS Life Insurance Broker (Thailand) Company Limited / Life Insurance Broker |
| 2007 – Present | Vice Chairman, AEON Thailand Foundation / Foundation |

Mr. Apichat Nantatarm

| | |
|--|--|
| Position | Director |
| Age (Year) | 55 |
| Education Background | Master in Computer Science, Atlanta University, USA Director Accreditation Program, Thai Institute of Directors Association |
| Shareholding Percentage (20/02/10) | 0.0040% |
| Working Experience for the last 5 years | |
| 2001 – Present | Director, AEON Thana Sinsap (Thailand) Public Company Limited / Retail Finance |
| 2005 – Present | Director, ACS Insurance Broker (Thailand) Company Limited / Insurance Broker |
| 2006 – Present | Director, ACS Life Insurance Broker (Thailand) Company Limited / Life Insurance Broker |

Miss Kannika Kursirikul

| | |
|--|---|
| Position | Director |
| Age (Year) | 56 |
| Education Background | Bachelor Degree in Accounting, Thammasat University Directors Certificate, Thai Institute of Directors Association |
| Shareholding Percentage (20/02/10) | 0.0200% |
| Working Experience for the last 5 years | |
| 2004 – Present | Director, AEON Thana Sinsap (Thailand) Public Company Limited / Retail Finance |
| 2005 – Present | Director, ACS Capital Corporation Limited / Leasing |

Mrs. Jiraporn Kongcharoenwanich

| | |
|--|--|
| Position | Director |
| Age (Year) | 41 |
| Education Background | Master of Public and Private Management, National Institute of Development Administration Director Accreditation Program, Thai Institute of Directors Association |
| Shareholding Percentage (20/02/10) | 0.0005% |
| Working Experience for the last 5 years | |
| 2004 – 2006 | Vice President, AEON Thana Sinsap (Thailand) Public Company Limited / Retail Finance |
| 2006 – Present | Director, AEON Thana Sinsap (Thailand) Public Company Limited / Retail Finance |

Mr. Shigeto Nasu

| | |
|--|---|
| Position | Director |
| Age (Year) | 40 |
| Education Background | Bachelor of Arts in Economics, Aoyama Gakuin University, Japan Director Certificate, Thai Institute of Directors Association |
| Shareholding Percentage (20/02/10) | 0.0013% |
| Working Experience for the last 5 years | |
| 2004 – 2004 | Assistant Vice President, AEON Thana Sinsap (Thailand) Public Company Limited / Retail Finance |
| 2004 – 2005 | Vice President, AEON Thana Sinsap (Thailand) Public Company Limited / Retail Finance |
| 2004 – Present | Director, ACS Capital Corporation Limited / Leasing |
| 2006 – 2007 | Senior Vice President, AEON Thana Sinsap (Thailand) Public Company Limited / Retail Finance |
| 2007 – Present | Director, AEON Thana Sinsap (Thailand) Public Company Limited / Retail Finance |

Mr. Chatchaval Jiaravanon

| | |
|--|---|
| Position | Director |
| Age (Year) | 48 |
| Education Background | Bachelor of Science in Business Administration, University of Southern California , USA |
| Shareholding Percentage (20/02/10) | 6.0000% |
| Working Experience for the last 5 years | |
| 1993 – Present | Director, TRUE Corporation Public Company Limited / Telecommunication |
| 2000 – Present | Director, AEON Thana Sinsap (Thailand) Public Company Limited / Retail Finance |
| 2000 – Present | President and CEO, Telecom Holding Company Limited / Holding Company |
| 2002 – 2007 | Director, Syrus Securities Public Company Limited / Securities Business |
| 2005 – Present | Chairman, NAVA Leasing Public Company Limited / Auto Finance |
| 2007 – Present | Chairman and Chairman of the Executive Board, Finansia Syrus Securities Public Company Limited / Securities Business |
| 2007 – Present | Director, AEON Thailand Foundation / Foundation |

Mr. Takatoshi Ikenishi

| | |
|--|--|
| Position | Director |
| Age (Year) | 45 |
| Education Background | Bachelor of Economics, Kwansei Gakuin University, Japan |
| Shareholding Percentage (20/02/10) | - |
| Working Experience for the last 5 years | |
| 2000 – 2006 | General Manager, Toyota Finance Corporation, Japan / Finance |
| 2006 – 2007 | Chief General Manager, AEON Credit Service Co., Ltd. / Retail Finance |
| 2007 – 2008 | Head of Overseas Business Administration, AEON Credit Service Co., Ltd. / Retail Finance |
| 2008 – Present | Director, AEON Credit Service Co., Ltd. / Retail Finance |
| 2008 – Present | Director, AEON Credit Service (M) Berhad / Retail Finance |
| 2008 – Present | Director, AEON Credit Service (Asia) Co., Ltd. / Retail Finance |
| 2008 – Present | Director, AEON Thana Sinsap (Thailand) Public Company Limited / Retail Finance |

Mr. Noppun Muangkote

Position

Age (Year)

Education Background

Shareholding Percentage (20/02/10)

Working Experience for the last 5 years

1981 – Present

1990 – Present

1994 – Present

2001 – Present

2001 – Present

2005 – Present

2007 – Present

Independent Director and Chairman of Audit Committee

62

Master Degree in Law, New York University, USA

Director Accreditation Program, Thai Institute of Directors Association

0.0520%

Director, International Business Lawyers Company Limited / Legal Advisor

Director and Vice Chairman, Sahakol Group of Companies/ Construction Contractor/ Energy

Director, AEON (Thailand) Co., Ltd. / Retail

Independent Director and Chairman of Audit Committee,

AEON Thana Sinsap (Thailand) Public Company Limited / Retail Finance

Independent Director and Audit Committee,

Amata Corporation Public Company Limited / Property Development

Director, AEON Holding (Thailand) Company Limited / Holding

Director, AEON Thailand Foundation / Foundation

Mr. Dej Bulsuk

Position

Age (Year)

Education Background

Shareholding Percentage (20/02/10)

Working Experience for the last 5 years

2001 – Present

2002 – Present

2004 – Present

2004 – Present

2004 – Present

2002 – Present

2002 – 2009

2006 – 2009

2007 – 2009

2004 – 2006

2001 – 2006

Independent Director and Audit Committee Member

60

Bachelor in Faculty of Commerce and Accountancy, Thammasat University

Director Accreditation Program, Thai Institute of Directors Association

-

Independent Director and Audit Committee Member,

AEON Thana Sinsap (Thailand) Public Company Limited / Retail Finance

Independent Director and Audit Committee Member, JAY MART Public Company Limited / Mobile Phone

Director, Siam Future Development Public Company Limited / Property

Independent Director and Audit Committee Member,

The Erawan Group Public Company Limited / Hotel Service

President, CCC Business Development Co., Ltd. / Training

Independent Director and Audit Committee Member, GMM Grammy Public Company Limited / Entertainment

Independent Director and Audit Committee Member,

GMM Media Public Company Limited / Entertainment

Advisor to Board of Director, President Bakery Public Company Limited / Bakery / Food

Director and Chairman of the Good Governance, Recruitment and Remuneration Committee,

Thailand Convention and Exhibition Bureau (TCEB) / Public Organization Office of the Prime Minister

Honorary Chairman, McThai Company Limited (McDonald's) / Food

Chairman, Ronald McDonald House Charities Foundation / Foundation

Mr. Shunichi Kobayashi

Position

Age (Year)

Education Background

Shareholding Percentage (20/02/10)

Working Experience for the last 5 years

1991 – Present

2001 – Present

Independent Director and Audit Committee Member

67

Diploma in Language, Kanda Foreign Language Institute, Japan

Director Certificate, Thai Institute of Directors Association

0.0400%

President, International Administration (Thailand) Company Limited /

Accounting and Legal Consulting

Independent Director and Audit Committee Member,

AEON Thana Sinsap (Thailand) Public Company Limited / Retail Finance

Structure of Directors of the Company

The Company has two committees; the Board of Directors of the Company and the Audit Committee, the details of which are as follows:

Board of Directors of the Company

Board of Directors of the Company composed of 13 directors whose names and the number of Board of Directors' Meetings, which they attended in the FY2009, are listed below:

| Name | Position | Number of Meetings Attended |
|-----------------------------------|--|-----------------------------|
| 1. Mr.Yoshiki Mori | Chairman of the Board | - |
| 2. Mr.Masao Mizuno | Vice Chairman and Managing Director | 5/5 |
| 3. Mr.Mitsuhiko Yashiro | Director | 5/5 |
| 4. Mrs.Suporn Wattanavekin | Director | 5/5 |
| 5. Mr.Apichat Nantaterm | Director | 5/5 |
| 6. Ms.Kannika Kursirikul | Director | 5/5 |
| 7. Mr.Chatchaval Jiaravanon | Director | 2/5 |
| 8. Mr. Takatoshi Ikenishi | Director | 3/5 |
| 9. Mrs.Jiraporn Kongcharoenwanich | Director | 4/5 |
| 10. Mr.Shigeto Nasu | Director | 5/5 |
| 11. Mr.Noppun Muangkote | Independent director and Chairman of audit committee | 5/5 |
| 12. Mr.Dej Bulsuk | Independent director and audit committee member | 4/5 |
| 13. Mr.Shunichi Kobayashi | Independent director and audit committee member | 5/5 |

Note : The authorized director of the Company is Mr. Yoshiki Mori or Mr. Masao Mizuno with the Company's seal and their signature.

The Company has appointed Corporate Secretary as follows:

1. Miss Supanee Asawasuwana Senior Vice President, MD's Office
2. Mr. Eiichiro Kimura Senior Vice President, Business Control Management Department

Scope of powers and duties of the Board of Directors of the Company

1. A director shall perform his/her duties in compliance with the law, objectives and articles of association of the Company as well as the resolutions of the shareholders' meeting.

2. A director shall not operate any business which has the same nature as and is in competition with that of the Company, nor be a partner in an ordinary partnership or unlimited partner in a limited partnership, nor be a director in other limited or public limited company having a business of a similar nature competing against the business of the Company, unless they have informed the shareholders' meeting before the resolution appointing them as directors has been passed.

3. A director shall, without delay, inform the Company in case where he/she has a direct or indirect interest in any contract, which is made by the Company, or he/she holds shares or debentures of the Company or an affiliated company increasingly or decreasingly.

4. The Board of Directors shall hold at least once every three months.

5. A Director who has an interest in any resolution shall have no right to vote on such resolution.

6. At any meeting, in case of equality of votes, the chairman of the meeting shall be entitled to a casting vote.

Scope of duties and responsibilities of the Corporate Secretary

1. Prepare and maintain the following documents:

a. Directors' Registry

b. Notices for the Board of Directors' Meetings, Minutes of the Board of Directors' Meetings and Annual Report of the Board of Directors

c. Notices for the Shareholders' Meetings and Minutes of the Shareholders' Meetings

2. Maintain the Report on Stake Holding of Directors and Management.

3. Carry out other tasks as assigned by the Board of Directors.

Independent Directors and Audit Committee

The Audit Committee composed of 3 members whose names and the number of the audit committee meetings, which they attended in the FY2009, are listed below:

| Name | Position | Number of Meetings Attended |
|---------------------------|--|-----------------------------|
| 1. Mr. Noppun Muangkote | Independent Director and Chairman of Audit Committee | 4/4 |
| 2. Mr. Dej Bulsuk | Independent Director and Audit Committee Member | 4/4 |
| 3. Mr. Shunichi Kobayashi | Independent Director and Audit Committee Member | 4/4 |

Scope of powers and duties of the Audit Committee

The Board of Directors' meeting approved the preliminary policies of Audit Committee which was in line with Notification of the Stock Exchange of Thailand regarding Qualifications and Scope of Work of the Audit Committee, 2008. Details can be summarized as follows:

1. Review the Company's financial reporting process to ensure accuracy and adequacy.

2. Ensure the Company has suitable and efficient internal control system and internal audit. The Committee shall consider the independence of the Internal Audit Office.

3. Review the performance of the Company to ensure compliance with the securities and exchange law, regulations of the Stock Exchange of Thailand or laws relating to business of the Company.

4. Consider, select and nominate the Company's external auditor and recommend its remuneration. The Committee shall meet privately with the external auditor once a year, without the management team being present.

5. Review the disclosure of the Company in case where there are any connected transactions that may lead to conflict of interest so as to ensure the reasonable transaction and benefit to the Company.
6. Prepare a report on monitoring activities of the Committee to be disclosed in the annual report of the Company, which shall be signed by the Chairman of the Committee and contained at least the following information:
 - 6.1 an opinion on the accuracy, completeness and creditability of the Company's financial report,
 - 6.2 an opinion on the adequacy of the Company's internal control system,
 - 6.3 an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,
 - 6.4 an opinion on the suitability of an auditor,
 - 6.5 an opinion on the transactions that may lead to conflicts of interests,
 - 6.6 the number of the audit committee meetings, and the attendance of such meetings by each committee member,
 - 6.7 an opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and
 - 6.8 other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors; and
7. Perform anything else which was assigned by the Board of Directors of the Company together with an approval and under the scope of duties and responsibilities of the Committee.

Definition of Independent Director

The qualification of "Independent Director" has been defined by the Company which are required by Securities and Exchange Commission and the Stock Exchange of Thailand, as summarized below.

1. They must not involve in the day-to-day management of the Company or an affiliated company, an associated company, a related company or with the major shareholders of the company.
2. They must not be the employees or a staff member or an advisor who receives a regular salary from the Company, an affiliated company, an associated company, a related company or the major shareholders of the company.
3. They must be free of any present, directed, financial or, other interest in the management and business of the listed company, its subsidiaries, associated companies, or its major shareholders and must be free of any past direct or indirect, financial, or other interest in the management and business of the company.
4. They must not be a relative of any executive director, executive officer or major shareholders of the Company.
5. They must not be acting as a nominee or representative of any director, major shareholder, or shareholders who are a relative of any major shareholders of the Company.
6. They must be able to carry out their duties, exercise their judgment, and report the committee's performance, which are assigned by the board of directors without influenced by executive directors or major shareholders of the Company.
7. Any criteria specified by Stock Exchange of Thailand and Securities and Exchange Commission which are:
 - (1) Must not hold more than one percent of the total voting rights in the Company, the Company's subsidiary or affiliated company with potential conflicts of interest.
 - (2) Must not have a connection to the Company and associated company as a stakeholder or as recipient of financial or management benefits for at least two years. Examples of this connection are:

- being a management member, employee, staff, or advisor who receives a salary, or a person with controlling power in the Company or subsidiary company, or a person with a potential conflict of interest;
- having a business relationship, an interest or a stake whether directly or indirectly both financially and in the management of the Company, subsidiary or affiliated company which may lead to a lack of independence;
- being a provider of professional service, such as an auditor, legal consultant, financial consultant, or property assessor;
- being a close relative of an executive, a major shareholder of the Company, subsidiary or affiliated company, or is appointed to protect the interests of a director or major shareholder;
- not operating the same and competitive business with the business of the Company, or its subsidiary, or is not a significant partner of the partnership, or is not an executive director of any other company which operates same and competitive business with the business of the Company, or its subsidiary;
- not having any otherwise connection which is unable to have the independent opinion regarding the business operation of the Company.

The Company requires independent directors and audit committee members to meet at least 4 times a year to promote the opportunity for them to meet among themselves to propose guidelines in improving the quality of the Company's corporate governance consistent with good governance practices of registered companies in the Stock Exchange of Thailand.

Management

As of February 20, 2010, the Company has totaling 12 executive officers, whose names are as listed below:

| Name-Surname | Position |
|------------------------------------|--|
| 1. Mr. Masao Mizuno | Vice Chairman of the Board and Managing Director* |
| 2. Mr. Mitsuhiro Yashiro | Director* |
| 3. Mrs. Suporn Wattanavekin | Director* |
| 4. Mr. Apichat Nantatarn | Director* |
| 5. Ms. Kannika Kursirikul | Director* |
| 6. Mrs. Jiraporn Kongcharoenwanich | Director* |
| 7. Mr. Shigeto Nasu | Director* |
| 8. Mr. Tawatchai Peechapatt | Senior Vice President — MIS Department |
| 9. Mr. Nobuaki Onishi | Senior Vice President — CSR Department |
| 10. Mr. Nuntawat Chotvijit | Senior Vice President — Marketing Department |
| 11. Ms. Supanee Asawasuwat | Senior Vice President — MD's Office |
| 12. Mr. Eiichiro Kimura | Senior Vice President — Business Control Management Department |

*Directors who involve in day-to-day operation of the Company.

Note: Mr. Nuntawat Chotvijit has resigned from the Company since 1 April 2010.

Scope of power and duties of Managing Director

The Managing Director shall have the authority and duty to manage the Company as delegated by the Board of Directors and shall perform in accordance with the corporate plan including conducting and/or managing the Company's routine tasks, and conducting activities pursuant to the policies, business plans and budget as approved by the Board of Directors. In this regard, the Managing Director can delegate the other person(s) the authority to perform his duties.

The Managing Director or the person(s) delegated by him shall not approve, involve in or transact business, or deal in which he or any person who is likely to have a conflict of interest, has an interest or is likely to have a conflict of interest of any kind with the Company or the Company's subsidiaries.

Nomination of Directors and Executives

The process of nominating director is not performed by Nomination Committee as the Company has not yet appointed Nomination Committee. However, the Board of Directors will consider nominating director from qualifications, experiences and expertise in various areas. And the general meeting of shareholders will elect and appoint the directors of the Company. The Board of Directors shall operate the business of the Company under the control of the general meeting of shareholders and the articles of association of the Company. The procedure for the appointment of directors can be summarized as follows:

1. One shareholder has one vote per one share;
2. In choosing the directors, the voting method used may be to vote on candidate by candidate or several candidates together, whichever the shareholders' meeting finds appropriate, but in voting to pass the resolution the shareholders shall vote using all the votes under Clause 1 which cannot be divided for any person or group to any extent at all.
3. In the election of the directors, the vote shall be on the majority basis. In case of equality of votes, the chairman of the meeting shall be entitled to a casting vote.

The Chairman of the Board is the representative of the AEON Credit Service, Japan, which held the Company's shares of 54.32% and he is not the Managing Director of the Company. Moreover, both of them are the representatives from the same major shareholders but in order to balance the power of management, the Company's board structure also consists of 3 independent directors.

To comply with rules regarding the proportion of independent directors, equivalent to at least one-third of total board members but not less than 3, which will be effective on the Annual General Meeting of Shareholders in the year 2010, the Board of Director No. 1/2010 on April 20, 2010 approved the appointment of an additional independent director which shall be further proposed to the Annual General Meeting of Shareholders for the year 2010 on June 17, 2010 for approval.

Remuneration of the Board of Directors and Management

The determination of remuneration of the Company's directors is not performed by Remuneration Committee as the Company has not yet appointed Nomination Committee. However, the Board of Directors' Meeting had made an annual review of the directors' remuneration to ensure that remuneration is commensurate with their duties and responsibilities and then proposed to the shareholders' meeting to consider and approve.

Monetary Remuneration

In FY2009, the Company has totaling 13 directors and 12 executive officers. The directors' remuneration for FY2009 commencing from February 21, 2009, and ending on February 20, 2010, can be summarized as follows:

Remuneration for Directors and Executive Officers

| Types of Remuneration | Remuneration of Executive Officers (Million Baht) | |
|--|--|--------|
| | FY2008 | FY2009 |
| Number of Executives | 21 | 12 |
| Salary and other incentives for executive officers | 63.56 | 39.65 |
| Directors' remuneration | 9.41 | 8.94 |
| Contribution added into provident fund | 0.69 | 0.51 |
| Total | 73.66 | 49.10 |

Note: In FY2008, those included Vice President and Senior Vice President totaled 14 persons. However, after reorganizing the management structure at the binning of the FY2009, Management under SEC definition would include 5 Senior Vice President.

Directors' Remuneration

| Name | Position | Remuneration (Million Baht) | |
|-----------------------------------|--|--------------------------------|--------|
| | | FY2008 | FY2009 |
| 1. Mr.Yoshiki Mori | Chairman of the Board** | None | None |
| 2. Mr.Masao Mizuno | Vice Chairman and Managing Director* | 3.10 | 2.85 |
| 3. Mr.Mitsuhiko Yashiro | Director* | 0.75 | 0.70 |
| 4. Ms.Suporn Wattanavekin | Director* | 0.70 | 0.66 |
| 5. Mr.Apichat Nantatarn | Director* | 0.72 | 0.68 |
| 6. Ms.Kannika Kursirikul | Director* | 0.63 | 0.60 |
| 7. Mr.Chatchaval Jiaravanon | Director | 0.74 | 0.74 |
| 8. Mr. Takatoshi Ikenishi | Director** | Appointed June 18, 2008 | None |
| 9. Mrs.Jiraporn Kongcharoenwanich | Director* | 0.50 | 0.47 |
| 10. Mr.Shigeto Nasu | Director* | 0.48 | 0.45 |
| 11. Mr.Noppun Muangkote | Independent director and Chairman of audit committee | 0.67 | 0.67 |
| 12. Mr.Dej Bulsuk | Independent director and audit committee member | 0.56 | 0.56 |
| 13. Mr.Shunichi Kobayashi | Independent director and audit committee member | 0.56 | 0.56 |
| Total | | 9.41 | 8.94 |

* Executive directors

** Directors from AEON Credit Service do not have any remuneration from the Company.

Other remuneration

-None-

Governance of the usage of inside information

AEONTS recognizes the importance of information disclosure and transparency to all related parties including shareholders, investors, securities analysts and the public. The Company sets up the policies to protect directors and executive officers to exploit the Company's inside information for their own benefit. (Detailed as prescribed in Equitable Treatment of Shareholders under Corporate Governance)

In addition, the directors, executives, and employees have to sign in the agreements for keeping confidential information and/or the Company's inside information. The Company also has the penalties imposed upon those who violate such agreements.

Internal Control

At the meeting of the Audit Committee Members No. 1/2010 dated April 20, 2010, there are 2 committee members in attendance, the Audit Committee meeting approved the Code of Corporate Governance Conduct as proposed by the Executive Board and evaluated the internal control systems covering 5 parts: organization and environment, risk management, supervision of the management, information technology and data communication, and monitoring system, by asking for information from the Company's management. The Audit Committee meeting considered that the Company has sufficient internal controls systems regarding the making of transactions with major shareholders, directors, management or any person related to all such persons. In respect of internal control of other issues, the Audit Committee Meeting considered that the internal controls also are sufficient. (Detailed as prescribed in Audit Committee Report).

Dividend Policy

The policy for dividend payment of the Company is at the rate of not less than 30% of the Company's net profit. The Board of Directors' resolution of dividend payment has to be approved at the Shareholders' Meeting, unless it is an interim dividend distribution. The Board of Directors authorized to approve the interim dividend payment before reporting it at the next Shareholders' Meeting.

For the fiscal year 2009, the Board of Directors' Meeting on September 24, 2009 resolved to pay interim dividend payment at 1.05 baht per share and paid the dividend to shareholders on October 20, 2009. In addition, the Board of Directors' meeting on April 20, 2010 approved the final dividend payment of 1.05 baht per share, which will be paid after being approved by the shareholders meeting on June 17, 2010. Totally, dividend payment for FY2009 will be 2.10 baht per share, totally 525 million baht.

The dividend payments of the Company compared to the previous year are as follow:

| | | FY2008 | FY2009 |
|---------|---------------------------|--------|--------|
| Interim | Dividend (baht per share) | 1.05 | 1.05 |
| Final | Dividend (baht per share) | 1.05 | 1.05 |
| Total | Dividend (baht per share) | 2.10 | 2.10 |
| | Payout ratio | 44.0% | 53.3% |

The Auditors' Remunerations

For the fiscal year 2009 ended February 20, 2010, the Company appointed three auditors from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited. Deloitte Touche Tohmatsu Jaiyos Audit Company limited and the auditors proposed as auditor of the Company and subsidiaries have no relationship or any interest with the Company or subsidiaries, executives, major shareholders, or related persons, in the way impact their performing task independently. Moreover, Deloitte Touche Tohmatsu Jaiyos Audit Company Limited is the auditor of Eternal 3 Special Purpose Vehicle Co., Ltd. and Eternal 4 Special Purpose Vehicle Co., Ltd., the subsidiaries of the Company. The auditors of the Company and subsidiaries are as follows:

- | | |
|--------------------------------|--|
| 1) Mr. Niti Jungnitnirundr | C.P.A. (Thailand) Registration No.3809 |
| 2) Ms. Nachalee Boonyakarnkul | C.P.A. (Thailand) Registration No.3126 |
| 3) Dr. Suphamit Techamontrikul | C.P.A. (Thailand) Registration No.3356 |

The auditors' remunerations for the fiscal year 2009 ended February 20, 2010 are as follows:

| | The Company | Subsidiaries |
|--|----------------|--------------|
| Auditor fee | 5,000,000 baht | 700,000 baht |
| Non- auditor fee (Miscellaneous expenses*) | 8,500 baht | - |
| Total | 5,008,500 baht | 700,000 baht |

Note: *The miscellaneous expenses are copy, stamps, transportation etc. pay to Deloitte Touche Tohmatsu Jaiyos Audit Company Limited

1. Rights of Shareholders

Recognizing the importance of the shareholders' rights, including sharing in the Company's profit, being able to buy, sell or transfer shares, receiving adequate information, participating and voting in the shareholders' meeting on significant issues, etc., the Company has continually protected and encouraged the shareholders to exercise their rights by emphasizing the disclosure of accurate, complete, timely, and transparent information to shareholders. In 2009, the Company has taken step to promote the shareholders' rights on the following tasks:

1. The Company conducted shareholders' meeting on June 17, 2009 and sent a notification of shareholders' meeting, containing agenda details and related appendices together with opinion of the Board of Directors, Articles of Association relating to shareholder's meeting, proxy forms, a list of all Independent Directors, a map showing the meeting venue, and also the criteria and procedures governing shareholders' meeting to shareholders for their consideration more than 15 days prior to the meeting date as well as disclosed the notice of shareholders' meeting on the Company's website at least 30 days before the meeting date. To comply with Public Limited Companies Act, B.E. 2535 (1992), the shareholders' notice was also published in a Thai and English daily newspaper.

2. The Company always allows registration of shareholders at least 1 hour before each meeting. Barcode system was used for shareholder registration and proxy registration, allowing for a quick and efficient registration procedure and also printed ballots were handed out to each shareholder for voting.

3. Before each meeting, Company Secretary clearly informed all shareholders of voting and vote counting procedures with one share being equal to one vote. The Company will provide an independent legal advisor together with shareholder volunteers to witness ballot counts for greater transparency. To protect the rights of shareholders, the Company conducts balloting for each matter separately. In addition, approval of each resolution was based on the majority votes, except for special resolutions which required approval of no less than three-fourths of total votes of eligible voters present at the meeting.

4. For the shareholders' meeting on June 17, 2009, Vice Chairman of the Board of directors was the Chairman of the meeting as the Chairman of the Board of directors cannot attend this meeting. There were 10 directors in attendance such meeting together with auditor and legal advisers of the Company. The Chairman of the meeting had allocated appropriate time and encouraged equal opportunities for shareholders to express their opinions and raise any question at the meeting. Those issues and questions also are included in the minute of the meeting. Shareholders are free to send their meeting-related questions to the Company at least 15 days before of the meeting date.

5. The Company regularly disseminates information to shareholders via the Stock Exchange of Thailand (SET) channel, media, and publications, including on the Company's website and also set up information request through the E-mail addresses of the Investor Relations Section.

2. Equitable Treatment of Shareholders

The Company always treats all shareholders fairly through the following actions:

1. The Chairman of the meeting conducts the meeting in sequence of agenda items as specified in the notice and not adding agenda items without notifying shareholders in advance, so that they may have enough time for investigation before making their decisions.

2. Shareholders have an option to appoint any Independent Directors as their proxies, and a choice over

which Independent Director(s) to entrust their views by providing shareholders with a list of all Independent Directors on proxy forms that allow balloting direction, to encourage them to decide their own voting direction.

3. The Company has encouraged shareholders to use ballots in every agenda item by using voting tickets provided for each critical matter separately. The voting tickets are collected at the meeting and then summed with the pre-cast votes as prescribed in the proxy forms before announcing the resolution to the meeting.

4. The Company records the minutes accurately and completely for sending to SET and the Securities and Exchange Commission (SEC) within 14 days after the meeting. The minutes are also posted on the Company's website.

5. The Company sets up the following policies to protect directors and executive officers to exploit the Company's inside information for their own benefit.

- The directors or executive officers, including his/her spouse and minor child, shall not use any inside information for the buying, selling, transferring or acceptance of transfer of the Company's securities before the disclosure of such information to the public, especially one month before the disclosure of the financial statement to the public. In addition, after the disclosure of the information, the above-mentioned person should not buy or sell securities until the public has received such information and had an opportunity to evaluate it thoroughly.
- The Company shall educate the directors and executive officers who have responsibilities to report the possession of the securities by himself/herself, his/her spouse and his/her minor child that when the directors or executive officers including their spouse or their minor child buy, sell, transfer or accept transfer of the securities of the Company, they have duties to submit the reports of securities holding in accordance with the rules, conditions and procedures specified in the notification of the Capital Market Supervisory Board.

However, the Company is now studying a process of allowing each shareholder to propose agenda items for consideration at a shareholders' meeting as well as allowing each shareholder to nominate Directors who must meet the qualifications of Company directorship ahead of the actual meeting date.

3. Roles of Stakeholders

The Company's guidelines for treatment of major stakeholders are summarized as follows:

| | |
|---------------------|---|
| Shareholder: | The Company is responsible to the shareholders by emphasizing on sustaining business growth in order to create long-term returns to maximize shareholder value. After became listed company in 2001, the Company has continually generated dividend payment every year. |
| Employee: | The Company has recognized its employees as crucial to success. The Company supports good quality of life in the workplace, education and training to the employees to ensure their standards of professional service to customers. The employees also receive fairly benefits and reward for their dedication to the Company on yearly basis. |
| Customer: | As customers' satisfaction is the first priority focus, the Company has committed to promote secure management of personal information and raised awareness of the need to protect personal information and comply fully with relevant laws. In addition, the Company has Customer Service Department to be responsible for customer relationship management involving inquiry and complaint resolution in the framework of customer satisfaction approach, which is evaluated and reported to the management on monthly basis. |
| Competitor: | The Company executes the business under a fair competition and integrity approaches. |

| | |
|---------------------------------|---|
| Business partner: | The Company strictly treats any agreements and conditions with honorably for a long-term relationship with all partners. |
| Creditor: | The Company abides by lending terms and conditions, and all legitimate duties to creditors and debenture holders. In addition, the Company values compliance with all obligations under Securitization Law 1997, as the Company raised fund through securitization by establishing Special Purpose Vehicle Company. |
| Society and Environment: | The Company is aware of the responsibility towards the public and environment by supporting activities that conserve the environment and contribute to society. (Please see more information under Corporate Social Responsibility Part) |

4. Information Disclosure and Transparency

Information disclosure is a crucial principle for Good Corporate Governance. The Company has set up clear policies, approved by the Board of Directors, relating to information disclosure for external parties in order to ensure that such disclosure information; financial and non-financial information, is accurate, adequate, timely, and equally accessible by all related recipients and also complies with related laws and regulations.

The Company has set up the Investor Relations section to represent the Company in communication with institutional and individual investors, stock analysts, shareholders, and other people. Investors and interested parties can contact Investor Relations section directly for the Company's information, including financial statements, annual report, and notifications to SET/SEC, etc., via telephone number: 0-2689-7008-9, facsimile number: 0-2689-7007, E-mail address: ir@aeon.co.th, and mailing address: 27th floor, Exchange Tower, 388 Sukhumvit Road, Klongtoey, Bangkok 10110.

The Company conducted international and domestic roadshows, company visit, and conference calls, and joined domestic and international roadshow activities every year. The Company also disclosed other financial transactions such as issuing debenture and securitization to analysts and investors through the Company's website; www.aeon.co.th, and press release. The Investor Relations also communicated with investors through conference calls and emails on regular basis.

The financial information, particularly the reviewed/audited financial statements have been audited by the external auditor in accordance with generally accepted auditing standards. These financial statements have been reviewed by the Audit Committee and endorsed by the Board of Directors before disclosure to the public. The Board also reports of its responsibility to financial reports in the annual report. For non-financial information such as connected transactions, management discussions and analysis, risk management information and the Company's corporate governance, the Company has published such information in the annual report and Form 56-1 for the benefit of shareholders, investors, and analysts. All disclosed information is disseminated in both Thai and English version on the Company's website, and its accuracy has been regularly maintained and reviewed.

In addition, the Company also discloses other information such as background of the directors, the duties of the Board of Directors, number of meeting and attendance of each director, the remuneration of directors and managements, and etc., in annual report and Form 56-1.

5. Responsibilities of the Board

Board Structure

As at February 20, 2010, the Board of Directors consists of 13 Directors as follows:

- 7 Executive Directors
- 3 Non-Executive Directors
(2 directors from AEON Credit Service (Japan), and 1 outside director)
- 3 Independent Directors

The authorized director with signatory authority on behalf of the Company is Mr. Yoshiki Mori or Mr. Masao Mizuno and affixed with the Company's seal.

To comply with rules regarding the proportion of independent directors, equivalent to at least one-third of total board members but not less than 3, which will be effective on the Annual General Meeting of Shareholders in the year 2010, the Board of Director No.1/2010 on April 20, 2010 approved the appointment of an additional independent director which shall be further proposed to the Annual General Meeting of Shareholders for the year 2010 on June 17, 2010 for approval. The qualification of independent director as specified by the Company is in compliance with the regulation of the SET and SEC. (Please see the names of directors, duties and responsibilities of the board of directors, and detail of independent directors' qualification in Management part)

The Chairman of the Board of Directors is from AEON Credit Service (Japan), the major shareholder, and not the same person as Managing Director. The Directors perform their duties in compliance with the law, objectives, and articles of association of the Company as well as the resolutions of the shareholders' meeting.

In term of office, the Board of Directors has established directorship term in the Articles of Association of the Company which states that at each annual ordinary meeting of shareholders, one-third (1/3) of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third (1/3), but not in excess of one-third (1/3), of the total number of directors shall retire. In addition, a director who vacates his office may be re-elected.

The Board of Directors appoints 2 company secretaries to serve the Board of Directors in the areas of providing legal advice, taking care of the Board's activities, and monitoring compliance to the Board's resolution.

Committee

Currently, the Company has audit committee which consists of 3 independent directors. (Please see the detail of audit committee in Management part)

In addition, the Company has Executive Committee which consists of 7 executive directors to study and screen special tasks on behalf of the Board, especially issues that need unbiased opinions and monitor the Company's operation in each department to achieve the Company's objectives and to ensure efficiency in the management and operation as well as compliance with relevant laws and ethical standards. By doing this, the Executive Committee Meeting usually holds twice a month.

To improve work efficiency of the Board, the Board of Directors is now in process of setting up several committees; such as nomination committee, remuneration committee, risk management committee, and etc., to handle specific tasks for the Board.

Roles, Duties and Responsibilities of the Board of Directors

The Board of Directors considers and approves the important issues regarding the Company's operation such as strategies, financial goal, budget, etc., supervises the Management's performance to comply with the specified policies and plans, effectively and efficiently, and also provides the system to monitor, improve, and evaluate the Company's operation in order to achieve the Company's maximum value.

After the Company became a public limited company and the listed company in 2001, the Board of Directors prepared and determined the code of best practices in accordance with the rules and regulations of the Stock Exchange of Thailand to provide the maximum benefit to the shareholders. The Board of Directors has initially approved the principle of corporate governance policy of the Company.

The Executive Committee and the Audit Committee reviewed and approved the new principles of good corporate governance for the Company as follows:

- Facilitate all shareholders with fair and equal treatments
- Operate business with transparency and scrutiny, and disclose adequate information to all stakeholders and related parties
- The responsibilities of executive committee and management must be clear and concise with check an balance control system
- Must follow all the related rules and regulations
- Determine to create long-term value-added to the corporate for the maximum benefit of the shareholders, mitigate conflict of interest
- Strict to the code of corporate ethics and engage in activities that conserve the environment and contribute to society
- Must have meeting regularly, all information must be given before the meeting according to the rule and regulations and must have a well prepared minutes

The Company has provided "AEON Code of Conduct" for the Board of Directors, the Management, and the employees of the Company to use as a guideline in performing their duties to accomplish the Company's goal. Code of Conduct covers ethics for business conduct, practice towards related stakeholders. In addition, the Company has distributed "Business Manner Handbook" to all new employees on orientation date for guiding and introducing the employees to know the basic of business manner of the Company.

The Company has clear procedures to monitor transaction that may have conflict of interest. By doing this, all Directors, management, and employees strictly comply with laws and the rules, conditions and procedures specified by the Capital Market Supervisory Board and SET, particularly concerning connected transactions.

The Board of Directors has specified the risk management policy, covering the overall organization. Risk management section has been established to be responsible for risk management and reported to the Management on monthly basis. Moreover, the Company has Internal Audit section to evaluate the efficiency of the Company's internal control system which includes auditing, evaluating, recommending, and supporting the effectiveness improvement in risk management, control, and corporate governance.

In addition, the Company established Internal Control Office, aiming to develop internal control system throughout the Company. This is to comply with Japanese version of Sarbanes Oxley (J-SOX) Act enacted by Japanese Financial Service Agency (FSA) to be applied to all the listed companies in Japan. Their major missions

are to set up the enterprise level internal control, analyzing and visualizing the major business processes, etc., in order to achieve reliability of financial reporting, effective operation and compliance with applicable laws. In December 2008, the Board of Directors' meeting approved the policies of Board of Directors, Appointment of Directors, and Audit Committee in order to comply with rules and regulations of SET, SEC, and related laws and also in line with J-SOX policy.

The Board of Directors' Meetings

To facilitate the Directors to allocate the time and attend the meeting, the Company has the Board of Directors' meeting schedule in advance. The meeting of the Board of Directors shall be held at least once every three (3) months. (Please see number of the meeting and number of attendance of each director in Management part) Related document will be sent to all member of the Board of Directors at least 7 days prior to the date of meeting. Especially, for the important agendas the relevant documents shall be submitted to directors prior to the meeting for an adequate time to consider. While the Board of Directors can invite any involved executive or personnel for inquiry during the meeting.

In each meeting, the Chairman lets each director express his opinion extensively and freely. Thus, each decision is made rationally and thoroughly. Also considering each meeting agenda item is made under the proper time.

The Board of Directors' Self Assessment

The Company has annual assessment for the Board of Directors in order to evaluate the performance of the Board of Directors by reviewing performance as well as obstacles facing each director and also defining the guidelines to improve and increase operational effectiveness of the Board.

Remuneration

The Company defines the remuneration by taking into consideration the appropriateness of remuneration for the Board of Directors and the Committee. Such remuneration is also considered and approved by the shareholders' meeting. (Please see the detail of remuneration in Management part)

Development for the Directors and Managements

Directors regularly upgrade themselves by attending in both domestic and oversea seminars and courses, and also meetings organized by the Institute of Directors of Thailand (IOD), SET, and SEC. When there is a new Director, the Company provides a Director an introduction of the Company's business and Directors' responsibilities, as well as acknowledgment of essential information for their tasks and duties in compliance with relevant SET's regulations.

The Company actively primes its management for internal rotation. As regards succession planning for Managing Director position, the major shareholder's policy prevails.

During the fiscal year ended on February 20, 2010, the Company had related party transactions with persons with a possibility of conflict of interest, as follows:

| Person with possibility to cause conflict | Relationship | Nature/ Size of Transaction | Necessity and Reasonableness of Transactions |
|--|---|---|---|
| ACS Capital Corporation Ltd. ("ACS") Leasing Business | <ul style="list-style-type: none"> ■ A shareholder of AEONTS, holding 19.20% of shares ■ Four common directors: Mr. Yoshiki Mori Mr. Masao Mizuno Ms. Kannika Kursirikul Mr. Shigeto Nasu | <p>1. The Company provides management services to ACS with the fee charged as follows:</p> <ul style="list-style-type: none"> • Management and operating fee at the rate of 950,000 baht per month • Computer service fee at the rate of 1,000,000 baht per month • Marketing support fee at the rate of 200,000 baht per month • Marketing research fee at the rate of 50,000 baht per month <p>In FY2009, the Company had the revenue from this service in the amount of 26,400,000 baht. As of February 20, 2010, the Company has accounts receivable with ACS at the amount of 61,804 baht</p> <p>2. The Company also rented cars from ACS for the Company's management and branch managers. In FY2009, the Company paid 16,303,665 baht for car rental. And the Company has accounts payable with ACS at the amount of 159,695 baht as at February 20, 2010.</p> | <p>The Company provides back office service such as accounting, personnel, and computer system services. This is the normal business supporting transaction among the affiliated companies. The pricing policy is considered from cost of operation such as human resource cost, system developing cost, servicing time, promotion service through AEONTS networks as well as marketing research plus profit as similar to the market.</p> <p>The Company rents the Company's cars as the car allowance for management of the Company and subsidiaries and for branch manager in some areas from ACS, a subsidiary of the parent company (Aeon Credit Service Co., Ltd., Japan). Pricing policy is in accordance with normal car rental business condition and also following the approval process in compliance with the Company's regulation.</p> |
| ACS Insurance Broker (Thailand) Co., Ltd. ("ACS Insurance") Non-Life Insurance broker | <ul style="list-style-type: none"> ■ 99.99% of shares held by ACS ■ Three common directors Mr. Masao Mizuno Mrs. Suporn Wattanavekin Mr. Apichat Nantatarn | <p>1. The Company provides management services to ACS Insurance with the fee charged as follows:</p> <ul style="list-style-type: none"> • Management and operating fee at the rate of 300,000 baht per month • The computer fee at the rate of 100,000 baht per month | <p>The Company provides back office service for affiliated companies such as accounting, personnel, and computer system services. This is the normal business supporting transaction among the affiliated companies. The pricing policy is considered from cost of operation such as human resource cost,</p> |

| Person with possibility to cause conflict | Relationship | Nature/ Size of Transaction | Necessity and Reasonableness of Transactions |
|--|--|--|---|
| | | <p>The Company also had revenue from insurance collection fee. In FY2009, total income from ACS Insurance were 9,885,493 baht</p> <p>2. As at February 20, 2010, the Company had other accounts receivable with ACS Insurance at the amount of 367,423 baht and accounts payable of 44,699,718 baht, other liabilities of 3,196,008 baht and other accrued expenses of 15,197 baht</p> | <p>system developing cost, servicing time, promotion service through AEONTS networks, and etc. plus profit as similar to the market.</p> <p>In addition, the Company has a management fee received from ACS Insurance in term of motorcycle insurance premium which the Company collects the insurance from motorcycle hire purchase customer. Pricing and fee is in the normal course of business and based on market price.</p> |
| ACS Life Insurance Broker (Thailand) Co., Ltd. ("ACS Life Insurance") Life Insurance broker | <ul style="list-style-type: none"> ■ 99.99% of shares held by ACS ■ Three common directors Mr. Masao Mizuno Mrs. Suporn Wattanavekin Mr. Apichat Nantatarm | <p>1. The Company provides management services to ACS Life Insurance with the fee charged as follows:</p> <ul style="list-style-type: none"> • Management and operating fee at the rate of 300,000 baht per month • The computer fee at the rate of 100,000 baht per month <p>In FY2009, total income from ACS Life Insurance were 4,800,000 baht</p> <p>2. As at February 20, 2010, the Company had accounts receivable with ACS Life Insurance at the amount of 230,403 baht and account payable of 24,201,180 baht.</p> | <p>The Company provides back office service for affiliated companies such as accounting, personnel, and computer system services. This is the normal business supporting transaction among the affiliated companies. The pricing policy is considered from cost of operation such as human resource cost, system developing cost, servicing time, promotion service through AEONTS networks, and etc. plus profit as similar to the market.</p> <p>The Company has management fee received from ACS Life Insurance in term of life insurance collection through the Company's channel. Pricing and fee is in the normal course of business and based on market price.</p> |
| ACS Servicing (Thailand) Co., Ltd. ("ACS Servicing") Collection Servicer | <ul style="list-style-type: none"> ■ 99.99% of shares held by ACS ■ One common director Mr. Masao Mizuno | <p>1. The Company provides management services to ACS Servicing with the fee charged as follows:</p> <ul style="list-style-type: none"> • Management and operating fee at the rate of 400,000 baht per month • The computer fee at the rate of 200,000 baht per month <p>In FY2009, total income from ACS Servicing were 7,200,000 baht.</p> <p>As at February 20, 2010, the Company had accounts receivable with ACS Servicing at the amount of 40,966 baht.</p> | <p>The Company provides back office service for affiliated companies such as accounting, personnel, and computer system services. This is the normal business supporting transaction among the affiliated companies. The pricing policy is considered from cost of operation such as human resource cost, system developing cost, servicing time, promotion service through AEONTS networks, and etc. plus profit as similar to the market.</p> |

| Person with possibility to cause conflict | Relationship | Nature/ Size of Transaction | Necessity and Reasonableness of Transactions |
|---|--|---|---|
| | | <p>2. ACS Servicing provides debt collection service to the Company with the collection service fee of 272,611,720 baht and other expenses of 2,658,462 baht.</p> <p>As at February 20, 2010, the Company had accounts payable with ACS Servicing at the amount of 25,664,515 baht.</p> | ACS Servicing provides debt collection service to the Company. Collection service fee paid to ACS Servicing is based on general market price and in the normal course of business. |
| AEON (Thailand) Co., Ltd. ("Aeon") Retail | <ul style="list-style-type: none"> ■ 8.50% of shares held by the Company ■ Two common directors Mr. Masao Mizuno Mr. Noppun Muankote | <p>1. In FY2009, the Company had expenses paid to Aeon at the amount of 4,173,492 baht. As at February 20, 2010, the Company had accounts payable with Aeon at the amount of 5,915,713 baht. Those expenses included:</p> <ul style="list-style-type: none"> • The Company entered into the rental and service agreements for one branch office with Aeon, Ratchada branch. Total rental area of 128 square meters with monthly rental and service fee of 72,450 baht. However, this branch already moved to new location since February 2010 as Aeon, Ratchada branch, is now closed for renovation. • The Company also rented areas in 12 locations of Aeon for installing ATM in which the Company has total expenses of 95,900 baht per month. <p>2. The Company operates credit card businesses with Aeon. In FY2009, the Company received commission fee from Aeon for credit card business in the amount of 696,964 baht</p> <p>As at February 20, 2010, received payment from the Company's customers amounted to 344,732 baht and other receivable amounted to 190,500 baht.</p> | <p>The Company rents area in order to set up its branch office which is considered as the normal business operation. Rental and service fees that the Company paid to Aeon were relatively closed to the fees Aeon charged from other customers.</p> <p>The Company rents area from Aeon in order to locate ATMs. This is considered as a normal business practice as the rental fee the Company paid to Aeon was close to the fee that the Company paid to other department stores in the same location. Doing Credit Card business through Aeon is considered as the Company's normal business operation. For Credit Card business, the commission fee that the Company charged from Aeon is nearly the same as the fee charged from other department stores.</p> |

| Person with possibility to cause conflict | Relationship | Nature/ Size of Transaction | Necessity and Reasonableness of Transactions |
|--|--|---|---|
| Aeon Credit Service Co., Ltd. ("Aeon Credit Service") Retail Finance | <ul style="list-style-type: none"> ■ A major shareholder of AEONTS, holding 35.12% of shares ■ Two common directors: Mr. Yoshiki Mori Mr. Takatoshi Ikenishi | <p>The Company paid technical assistant fee to Aeon Credit Service Japan at the amount of 49,415,755 baht.</p> <p>As at February 20, 2010, the Company has accounts payable with Aeon Credit Service of 1,479,038 baht and accounts receivable of 5,406 baht.</p> | Aeon Credit Service provides the technical assistant to the Company as Aeon Credit Service Co., Ltd. needs to support other Credit Service companies group under the same direction. Therefore, they provide management support, staff, technical and marketing strategies and computer system for cost efficiency. Aeon Credit Service (Japan) has charged the technical assistance fee for all oversea listed companies in AEON Credit Service Group. The technical assistance fee is paid to AEON Credit Service as stated in the agreement. However, the value of transaction is unable to declare with any market price, the value of transaction is then determined on time consume basis among the oversea listed companies in Aeon Credit Service Group and based on the cost plus basis. |
| Aeon Credit Technology Systems (Philippines) ("Aeon Credit Technology") System Development | <ul style="list-style-type: none"> ■ 10.00% of shares held by the Company ■ One common director Mr. Mitsuhiro Yashiro | In FY2009, the Company service fee in developing system to Aeon Credit Technology at the amount of 4,662,421 baht and paid for purchase of software at the amount of 8,572,878 baht. | The Company receives system development service from Aeon Credit Technology for the same standard among affiliated companies under Aeon Credit Service group. The service agreement to develop system between the Company and Aeon Credit Technology is also fair and comparable to the similar market price charged by other outsourcers which providing the same services. |
| Jay Mart Public Company Limited ("Jay Mart") Mobile Phone Distributor | <ul style="list-style-type: none"> ■ One common independent director Mr. Dej Bulsuk | In FY2009, the Company had expenses paid to Jay Mart at the amount of 9,223,083 baht and has other liabilities with Jay Mart at of 427,600 baht. | The Company has entered loan business for purchasing mobile phones and equipment through Jay Mart as one of the Company's dealers. Doing business through Jay Mart is considered as the Company's normal business operation. The commission fee that the Company paid to Jay Mart for loan of mobile phones and equipment was considered as the normal rate as the market charged from other stores. |

- Note:**
- Revenues relating to securitization transactions are determined by the Company and the related parties in accordance with securitization project (see Notes to Financial Statements No. 5.6 and 19)
 - The Company also gained dividend income from investment in ACS Credit Management Company Limited and AEON Credit Service (M) Sdn. Bhd. in the amount of 2,204,910 baht and 2,695,200 baht respectively.

Opinion of the Audit Committee on the Connected Transaction

The audit committee has an opinion that these transactions are reasonable with the price and condition being fair as well as maximize the benefit to the Company. These are supporting normal business transactions in accordance to the business nature and practice and not intended to be beneficial to anyone or any group of person. Pricing and fee are able to declare with the market price (if any), otherwise to be determined by the Company and contracted parties based on cost plus basis.

Measures and Procedures for the Approval of Related Parties Transactions

The Company has a measure not allowing its management or persons who have direct or indirect interest to involve in the approval of the related transaction between the Company and persons with possibility to cause conflicts. The Company also arranges the audit committee to consider and provide the opinion on such related transactions.

Policy and Tendency of Related Party Transactions in the Future

The Company has policy to continue to enter into the present related party transactions in the future. Such transactions include the lease of areas, loans, and credit card business with Aeon and Jay Mart, Management service to ACS Capital, ACS Insurance, ACS Life Insurance, and ACS Servicing, Technical assistant service provided by Aeon Credit Service, and System development service provided by Aeon Credit Technology. In doing such transactions, the Company will set forth conditions in accordance with general terms and conditions as well as the market value, the Company shall arrange the audit committee, auditor or independent specialist to examine and provide opinion about the reasonableness of the transactions and the fairness of the value.

The Board of Directors shall execute the related party transactions to be made in the future in compliance with the securities and exchange law, the regulations of the Stock Exchange of Thailand and the regulation regarding information disclosure of connected transaction and acquisition and disposition of the assets of the Company.

If the Company makes any transactions with persons with possibility of causing a conflict of interest in the future, the Company shall have the audit committee to provide an opinion on the reasonableness of the transactions. If the audit committee has no skill in considering the related party transaction, the Company shall then arrange the specialist, such as the auditor or appraiser or law firm, who is independent from the Company and the persons with possibility of causing a conflict of interest to provide an opinion on the related party transaction. The opinion of the audit committee or the specialist will be used by the Board of Directors or the shareholders, as the case may be, in making a decision upon the matter.

The Audit Committee Report

To Shareholders of AEON Thana Sinsap (Thailand) Public Company Limited:

The Audit Committee consists of three independent directors, who possess all the required qualifications according to the Securities and Exchange Commission's regulations. The Audit Committee completely performed the duties and responsibilities, as assigned by the Board of Directors, defined in the Audit Committee's Charter and complied with the Securities and Exchange Commission's regulations and the Notification of the Stock Exchange of Thailand.

During the fiscal year ended February 20, 2010, Audit Committee held four meetings with the external auditor. The major issues considered and reviewed were the Company's quarterly financial statements, the annual financial statements as well as the consolidated financial statements. Moreover, the Audit Committee held four meetings, where the following issues were considered, reviewed in the Company's quarterly financial statements, the annual financial statements and the consolidated financial statements: the compliance with Securities and Exchange Act, regulations of the Stock Exchange of Thailand or other laws that might relate to the Company's business, internal control systems in several aspects such as organization and environment, risk management, control on operation of the administration, information technology and data communication, and follow up system, the transactions with related parties including the ones which might have conflict of interest. Furthermore, the Audit committee considered and recommended the Board of Directors to nominate the Company's auditor, the level of audit fee, and to approve the annually internal audit planning.

Audit committee inferred that, the Company complied with the Securities and Exchange Commission's regulations, Securities and Exchange Act, regulations of the Stock Exchange of Thailand or other laws may relate to the Company's business. The Company has also structured the appropriate and sound internal control system and corporate governance. The Company's financial statements and its consolidated financial statements were correctly and completely presented and disclosed in accordance with the generally accepted accounting principles. Moreover, the Audit committee has recommended the level of audit fee and proposed Mr. Niti Jungnithirundr, Certified Public Accountant (Thailand) Registration No. 3809, Dr. Suphamit Techamontrikul, Certified Public Accountant (Thailand) Registration No.3356 and Mr. Chavala Tienpasertkij, Certified Public Accountant (Thailand) Registration No.4301, to be the Company's external auditors for the fiscal year ended February 20, 2011 based on their business knowledge, experiences, the level of audit fee and their independent status to the Board of Directors for getting approval from the Annual Shareholders Meeting 2010.



(Mr. Noppun Muangkote)
Chairman of the Audit Committee

Issuer of Securities

| | |
|---|--|
| Company Name | AEON Thana Sinsap (Thailand) Public Company Limited |
| Business | Credit Card, Hire Purchase, and Personal Loan |
| Address | 388 Exchange Tower, 27th Floor, Sukhumvit Road Khwaeng Klongtoey, Khet Klongtoey, Bangkok 10110 |
| Registration Number | 0107544000078 |
| Home Page | www.aeon.co.th |
| Tel. | 0-2689-7197 (Call Center 0-2665-0123) |
| Fax. | 0-2689-7007 |
| Authorized share capital | Ordinary shares 250,000,000 baht |
| Issued and paid up share capital | Ordinary shares 250,000,000 baht |
| Par Value of share | 1 baht |

Juristic person which the Company has more than 10% of ownership

| | |
|--|--------------------|
| Eternal Special Purpose Vehicle Company Limited | (26% of ownership) |
| Eternal Credit Card Special Purpose Vehicle Company Limited | (26% of ownership) |
| Eternal 3 Special Purpose Vehicle Company Limited* | (26% of ownership) |
| Eternal 4 Special Purpose Vehicle Company Limited* | (26% of ownership) |

| | |
|---|--|
| Business | Special purpose vehicles (SPV) under the Royal Enactment on Special Purpose Juristic Persons for Securitization |
| Head Office | 388 Exchange Tower, 27th Floor, Sukhumvit Road Khwaeng Klongtoey, Khet Klongtoey, Bangkok 10110 |
| Tel. | 0-2689-7039 |
| Authorized share capital | Ordinary shares 10,400 baht, Preferred share 29,600 baht |
| Issued and paid up share capital | Ordinary shares 10,400 baht, Preferred share 29,600 baht |
| Par Value of share | 100 baht |

*The Company's subsidiaries

ACS Trading Vietnam Co., Ltd.* (20% of ownership)

| | |
|---------------------------|---|
| Business | Retail business by installment payment of household consumer durables |
| Head Office | 2F, 456 Xo Viet Nghe Tinh, Ward 25, District Binh Thanh, Ho Chi Minh City, Vietnam |
| Tel. | 84-8-54453800 |
| Fax. | 84-8-54453801 |
| Authorized capital | VND 10 Billion (To be VND 50 Billion after increase capital) |
| Paid up capital | VND 10 Billion (To be VND 50 Billion after increase capital) |

* ACS Trading Vietnam Co., Ltd. , is now under the process of capital increase for business expansion. In this regard, the Board of Directors' meeting of the Company already approved an additional investment to maintain 20% of shareholding.

* ACS Trading Vietnam Co., Ltd. has moved its office from 31 Nguyen Trai, District 1, Ho Chi Minh City, Vietnam since March 29, 2010.

AEON Credit Technology Systems (Philippines) Inc. (10% of ownership)

| | |
|---|---|
| Business | Information Technology |
| Head Office | Unit 703, 7 th Floor, Total Corporate Center 1012 Triangle Drive corner 10th and 11 th Avenue, Bonifacio Global City, Taguig City 1634 Metro Manila Philippines |
| Tel. | 63-2-856-6424 |
| Authorized share capital | Ordinary shares PHP 100,000,000 (Philippines Peso) |
| Issued and paid up share capital | Ordinary shares PHP 100,000,000 (Philippines Peso) |
| Par Value of share | PHP 100 (Philippines Peso) |

Reference

| | |
|-----------------------------|---|
| Securities Registrar | Thailand Securities Depository Company Limited Capital Market Academy Building 2 nd Floor (North Park Project) 2/7 Moo 4 Vibhavadi-Rangsit Road, Tungsonghong, Laksi, Bangkok 10210 Tel. 0-2596-9000 |
| Auditor | Deloitte Touche Tohmatsu Jaiyos Audit Company Limited Rajanakarn Building, 25th Floor, 183 South Sathon Road, Yannawa, Sathon, Bangkok 10120 Tel. 0-2676-5700 Fax. 0-2676-5757-8 |

Branch Network

| ภาค / สาขา Region / Branch | ที่อยู่ Address | โทรศัพท์ Telephone No. | โทรสาร Fax No. |
|---|--|------------------------------|----------------------------|
| กรุงเทพฯและปริมณฑล / Bangkok and Vicinity Branches | | | |
| 1 โอเชียนทาวเวอร์ 2 Ocean Tower II | โอเชียน ทาวเวอร์ 2 เลขที่ 75/2 ถ.สุขุมวิท 19 (วัฒนา) แขวงคลองเตยเหนือ เขตวัฒนา กรุงเทพฯ 10110 | 02-689-7128 | 02-661-7090 |
| 2 โรบินสัน รัชดา Robinson Ratchada | โรบินสัน รัชดา ชั้น 2 ถ.รัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400 | 02-642-2165 | 02-642-2166 |
| 3 เซ็นทรัล รัตนาธิเบศน์ Central Rattana Thibet | เซ็นทรัล รัตนาธิเบศน์ ชั้น 2 68/100 หมู่ 8 ถ.รัตนาธิเบศน์ แขวงบางกระสอบ อ.เมือง จ.นนทบุรี 11000 | 02-526-8031-2 | 02-526-8030 |
| 4 ซีพี ทาวเวอร์ CP Tower | อาคาร ซีพี ทาวเวอร์ ชั้น 4 313 ถ.สีลม แขวงสีลม เขตบางรัก กรุงเทพฯ 10500 | 02-238-2132- 5 | 02-6382928 |
| 5 ฟิวเจอร์ พาร์ค รังสิต Future Park Rangsit | 94 โครงการฟิวเจอร์ พาร์ค รังสิต ห้อง PLZ.2.SHP 020 ชั้น 2 ต.ประชาธิปัตย์ อ.ธัญบุรี จ.ปทุมธานี 12110 | 02-958-6204-8 | 02-958-6209 |
| 6 แฟชั่นไอส์แลนด์ Fashion Island | 5/5-6 ม.7 ห้อง2032 ถ.รามอินทรา แขวงคันนายาว เขตคันนายาว กรุงเทพฯ 10230 | 02-947-5088 02-540-6700-6 | 02-947-5089 02-540-6709 |
| 7 เซ็นทรัล พาวเวอร์ เซ็นเตอร์ หัวหมาก Central Power Center Huamark | ศูนย์การค้าเซ็นทรัล พาวเวอร์ เซ็นเตอร์ หัวหมาก 177 ห้อง G02-1, ชั้น ใต้ดิน, ถ.รามคำแหง แขวงหัวหมาก, เขตบางกะปิ ,กรุงเทพฯ 10240 | 02-314-7341-2 | 02-314-7343 |
| 8 เทสโก้ โลตัส บางนา Tesco Lotus Bangna | 14/9 ม.13 ถ.บางนา-ตราด ต.บางแก้ว อ.บางพลี จ.สมุทรปราการ 10540 | 02-313-3196 | 02-739-9167 |
| 9 เดอะมอลล์ ท่าพระ The Mall Thapra | 3S-C2-A1,3S-C2-B1 ชั้น 3 เลขที่ 99 ถ.รัชดาภิเษก แขวงบุคคโล เขตธนบุรี กรุงเทพฯ 10600 | 02-477-7220-1 | 02-477-9950 |
| 10 เทสโก้ โลตัส รังสิต Tesco Lotus Rangsit | 392/104 ห้อง 106 หมู่ 2 ต.ประชาธิปัตย์ อ.ธัญบุรี จ.ปทุมธานี 12130 | 02-567-0359 | 02-567-4962 |
| 11 เทสโก้ โลตัส บางกะปิ Tesco Lotus Bangkok | 3109 ถ.ลาดพร้าว แขวงคลองจั่น เขตบางกะปิ กรุงเทพฯ 10240 | 02-374-2823 | 02-374-2836 |
| 12 เดอะมอลล์บางกะปิ The Mall Bangkok | 3522 ชั้น 1 ห้อง 1S-L23 ถ.ลาดพร้าว แขวงคลองจั่น เขตบางกะปิ กรุงเทพฯ | 02-374-5165 02-704-7640 | 02-374-5175 |
| 13 เซ็นทรัลพระราม2 Central Rama II | 128 หมู่ที่ 6 ห้อง 329 ชั้น 3 ศูนย์การค้าเซ็นทรัล พลาซ่า พระราม 2 ถ.พระรามที่ 2 แขวงสามค่า เขตบางขุนเทียน กรุงเทพฯ 10150 | 02-872-4486 | 02-872-4487 |
| 14 เทสโก้ โลตัส หลักสี่ Tesco Lotus Laksi | 559 ชั้น 2 หมู่ที่ 3 แขวงอนุสาวรีย์ เขตบางเขน กรุงเทพฯ 10220 | 02-955-7213-4 | 02-955-7215 |
| 15 เทสโก้ โลตัส จรัญสนิทวงศ์ Tesco Lotus Jarasani Wong | 244 ถ.จรัญสนิทวงศ์ แขวงบางพลัด เขตบางพลัด กรุงเทพฯ 10700 | 02-424-9275-6 | 02-424-9408 |
| 16 คาร์ฟูร์ รามอินทรา Carrefour Ramindra | 59 หมู่ 4 ถ.รามอินทรา แขวงอนุสาวรีย์ เขตบางเขน กรุงเทพฯ 10220 | 02-971-5176-7 | 02-971-5178 |
| 17 บิ๊กซี สมุทรปราการ Big C Samutprakan | 498/1 ถ.สุขุมวิท ต.ปากน้ำ อ.เมือง จ.สมุทรปราการ 10270 | 02-702-4488, 02-702-4489 | 02-702-4487 |
| 18 ซีคอนสแควร์ Secon Square | 904 ห้อง 2018 ชั้น 2 ถ.ศรีนครินทร์ แขวงหนองบอน เขตประเวศ กรุงเทพฯ 10250 | 02-320-2950-4 | 02-721-8379 |
| 19 อิมพีเรียล สำโรง Imperial Samrong | 999 หมู่ 1 อิมพีเรียล สำโรง ชั้น2 ห้อง S2FIS-49 ถ.สุขุมวิท ต.สำโรงเหนือ อ.เมือง จ.สมุทรปราการ 10270 | 02-756-8726-7 | 02-756-8728 |

| ภาค / สาขา Region / Branch | ที่อยู่ Address | โทรศัพท์ Telephone No. | โทรสาร Fax No. |
|--|--|----------------------------|-------------------|
| 20 บิ๊กซี สะพานควาย Big C Sapankwai | 618/1 บิ๊กซี สะพานควาย ชั้นBF ถ.พหลโยธิน แขวงสามเสนใน เขตพญาไท กรุงเทพฯ 10400 | 02-615-4527-8 | 02-615-4529 |
| 21 เทสโก้ โลตัส พระราม 1 Tesco Lotus Rama 1 | 831 โลตัส พระราม 1 ชั้น3 ถ.พระราม 1 แขวงวังใหม่ เขตปทุมวัน กรุงเทพฯ 10330 | 02-612-3405-6 | 02-219-1936 |
| 22 เทสโก้ โลตัส ปิ่นเกล้า Tesco Lotus Pinklao | เทสโก้ โลตัส ปิ่นเกล้า เลขที่ 3 ถ.บรมราชชนนี แขวงอรุณอมรินทร์ เขตบางกอกน้อย กรุงเทพฯ | 02-884-8762, 3 | 02-884-8473 |
| 23 เดอะมอลล์ งามวงศ์วาน The mall Ngamwongwan | เลขที่ 30/39-50,639 หมู่ที่ 2 ห้องเลขที่ 3S-C4A, 3S-C5A ชั้น 3 ถ.งามวงศ์วาน ต.บางเขน อ.เมืองนนทบุรี จ.นนทบุรี 11000 | 02-951-9092 02-951-9268 | 02-951-9497 |
| 24 เซ็นทรัล ลาดพร้าว Central Ladplao | ศูนย์การค้าเซ็นทรัล พลาซ่า ลาดพร้าว 1691/1 ห้องเลขที่ 261 ชั้น 2 ถ.พหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพฯ | 02-513-3677 02-513-3690 | 02-937-0530 |
| 25 เทสโก้ โลตัส ปทุมธานี Tesco Lotus Prathumthani | 21/49 ถ.ปทุมสามโคก ต.บางปรอก อ.เมือง จ.ปทุมธานี 12000 | 02-581-8453 | 02-581-8454 |
| 26 เทสโก้ โลตัส บางพลี Tesco Lotus Bangphli | 99/27 ม.1 ต.ราชาเทวะ อ.บางพลี จ.สมุทรปราการ 10540 | 02-751-0594 | 02-751-0595 |
| 27 เดอะมอลล์ บางแค The Mall Bangkhae | 2S-L19 ชั้น2 275 ม.1 ถ.เพชรเกษม แขวงบางแคเหนือ เขตบางแค กรุงเทพฯ 10160 | 02-454-8177 | 02-454-8178 |
| 28 เทสโก้ โลตัส นวนคร Tesco Lotus Navanakorn | 98/103 ม.13 ต.คลองหนึ่ง อ.คลองหลวง จ.ปทุมธานี | 02-520-4970-1 | 02-520-4972 |

ภาคเหนือ / Northern

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| 29 เชียงใหม่ บิสซิเนส Chiang Mai Business | อาคาร AIR PORT BUSINESS PARK ห้อง 308-309 เลขที่ 90 ถ.มหิดล ต.หายยา อ.เมือง จ.เชียงใหม่ 50000 | 053-403123 | 053-403222 |
| 30 เซ็นทรัล แอร์พอร์ต พลาซ่า เชียงใหม่ Central Airport Plaza Chiangmai | เซ็นทรัล แอร์พอร์ต พลาซ่า ห้อง 359/1 ชั้น 3 เลขที่ 2 ถ.มหิดล ต.หายยา อ.เมือง จ.เชียงใหม่ 50000 | 053-202031-2 | 053-202033 |
| 31 เทสโก้ โลตัส หางดง เชียงใหม่ Tesco Lotus Hangdong (Sub Chiangmai) | 132 หมู่ 1 ต.ป่าแดด อ.เมือง จ.เชียงใหม่ 50000 | 053-807524-6 | 053-807517 |
| 32 เทสโก้ โลตัส คำเที่ยง เชียงใหม่ Tesco Lotus Khamthieng (Sub Chiangmai) | 19 ถ.ตลาดคำเที่ยง ต.ป่าตัน อ.เมือง จ.เชียงใหม่ 50000 | 053-872845 | 053-842846 |
| 33 อภิสแควร์ เชียงราย Api Square Chiang Rai | ห้างสรรพสินค้า อภิสแควร์พลาซ่า ชั้น1 เลขที่ 882/102 ถ.อุตรกิจ ต.เวียง อ.เมือง จ.เชียงราย 57000 | 053-633123 | 053-718449 053-718368 |
| 34 ลำปาง Lampang | 238-238/1 ถ.สนามบิน ต.หัวเวียง อ.เมือง จ.ลำปาง 52000 | 054-377123 | 054-377191-2 054-314511 |
| 35 เทสโก้ โลตัส พิษณุโลก Tesco Lotus Phitsanulok | โลตัส พิษณุโลก 909 หมู่ 3 ถ.พิษณุโลก-หล่มสัก ต.อรัญญิก อ.เมือง จ.พิษณุโลก 65000 | 055-229123 | 055-229191-2 |
| 36 วิสแควร์ นครสวรรค์ V Square Nakhonsawan | ศูนย์การค้าวิสแควร์ 320/11ห้องเลขที่ 208 และ 209/1 ชั้น 2 ถ.สวรรคคีติ ต.ปากน้ำโพ อ.เมือง จ.นครสวรรค์ 60000 | 056-321123 | 056-321191-3 |
| 37 เทสโก้ โลตัส เพชรบูรณ์ Tesco Lotus Petchaboon | 19 ถ.เกตุปัญญา ต.ในเมือง อ.เมือง จ.เพชรบูรณ์ | 056-741619-21 | 056-741621 |

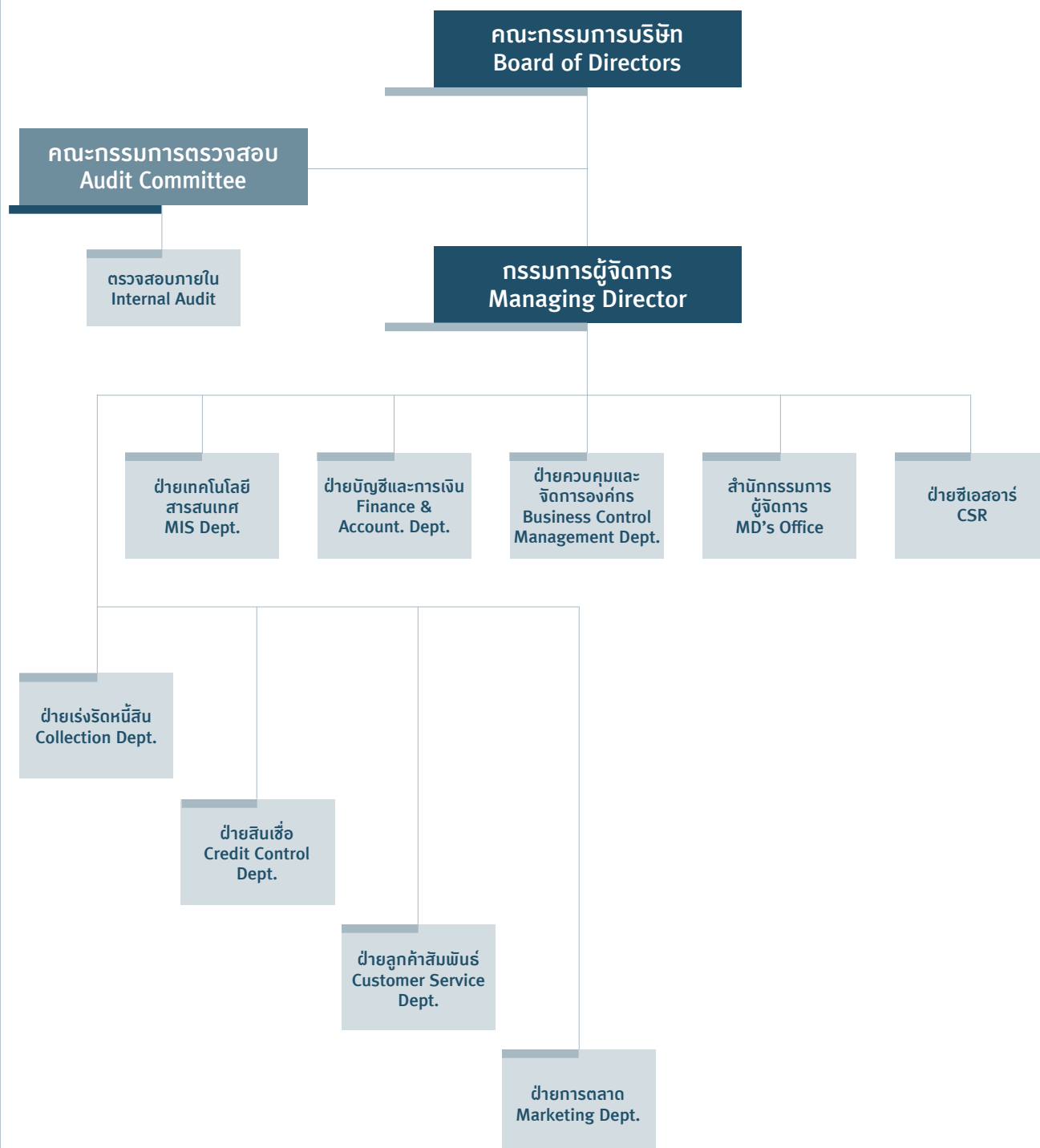
| ภาค / สาขา Region / Branch | ที่อยู่ Address | โทรศัพท์ Telephone No. | โทรสาร Fax No. |
|---|--|---------------------------|----------------------------|
| ภาคกลาง / Central | | | |
| 38 สระบุรี Saraburi | เลขที่ 141 สามแยกมิตรภาพ ถ.พหลโยธิน ต.ปากเพรียว อ.เมือง จ.สระบุรี | 036-328123 | 036-328912 |
| 39 เทสโก้ โลตัส ลพบุรี Tesco Lotus Lophuri | โลตัส ลพบุรี ชั้น 2 ถ.พหลโยธิน ต.ท่าศาลา อ.เมือง จ.ลพบุรี 15000 | 036-634123 | 036-634191 |
| 40 เทสโก้ โลตัส สุพรรณบุรี Tesco Lotus Suphanburi | 293 ม.5 ถ.สุพรรณบุรี-ชัยนาท ต.ท่าระหัด อ.เมือง จ.สุพรรณบุรี 72000 | 035-401123 | 035-502666-7 |
| 41 อโยธยา (แกรนด์) Ayuthaya (Grand) | 51/287-290 ถ.โรจนะ ต.ธนู อ.อุทัย จ.พระนครศรีอยุธยา 13000 | 035-336670 | 035-714191-2 |
| 42 อโยธยา พาร์ค Ayuthaya Park | 126 ชั้น 2 ห้อง I-46 หมู่ 3 ถ.เอเชีย ต.คลองสวนพลู อ.พระนครศรีอยุธยา จ.อยุธยา 13000 | 035-714123 | 035-346256 |
| 43 นครปฐม Nakhonpathom | เลขที่ 286,288 ถ.เทศบาล ต.พระประโทน อ.เมือง จ.นครปฐม 73000 | 034-362123 | 034-362191-2 |
| 44 ราชบุรี / Ratchaburi | 8/4 ถ.กทธาร ต.หน้าเมือง อ.เมือง จ.ราชบุรี 70000 | 032-350372-3 | 032-350372-3 |
| 45 มหาชัย / Mahachai | 322/90 ถ.เอกชัย ต.มหาชัย อ.เมือง จ.สมุทรสาคร 74000 | 034-828123 | 034-828191-2 |
| 46 แลลมทอง ระยอง Laemthong Rayong | แหลมทองซอยปึงพลาซ่า ระยอง , 554 ถ.สุขุมวิท ต.เนินพระ อ.เมืองระยอง จ.ระยอง 21000 | 038-863123 | 038-966421 038-623943 |
| 47 ชลบุรี แปซิฟิก พาร์ค Pacific Park Chonburi | อาคาร Pacific Park เลขที่ 90 ห้อง 224 ชั้น 2 ถ.สุขุมวิท กม.118 ต.ศรีราชา อ.ศรีราชา จ.ชลบุรี 20110 | 038-324260-1 | 038-327470 |
| 48 ชลบุรี โอเปอเรชั่น Chonburi Operation | เลขที่ 2-4 ถ.ศรีราชา นคร 5 ต.ศรีราชา อ.ศรีราชา จ.ชลบุรี 20110 | 038-767123 | 038-767191-2 |
| 49 เทสโก้ โลตัส พัทยาเหนือ Tesco Lotus Pattaya North | 221/19 ม.5 ถ.พัทยาเหนือ ต.นาเกลือ อ.บางละมุง จ.ชลบุรี 20150 | 038-370960-1 | 038-411187 |
| 50 เทสโก้ โลตัส อมตะนคร Tesco Lotus Amata Nakorn | 700/2 หมู่ 1 อาคาร อมตะนคร ต.คลองคําหฺร อ.เมือง จ.ชลบุรี 20000 | 038-744100 | 038-744101 |
| 51 คาร์ฟูร์ ชลบุรี Carrefour Chonburi | 15/17 หมู่ 3 ต.ห้วยกะปิ อ.เมืองชลบุรี จ.ชลบุรี | 038-785133-4 | 038-785135 |
| 52 เพชรบุรี Pethburi | 43/19 ม. 5 ถ.เพชรเกษม ต.บ้านหม้อ อ.เมือง จ.เพชรบุรี 76000 | 032-445123 | 032-410969-71 |
| 53 เทสโก้ โลตัส จันทบุรี Tesco Lotus Chanthaburi | 25/4 ถ.พระยาครั่ง ต.วัดใหม่ อ.เมือง จ.จันทบุรี 22000 | 039-303389 039-303391 | 039-351325 |
| 54 มาร์เก็ต วิลเลจ หัวหิน Market Village Huahin | ห้างสรรพสินค้า หัวหิน มาร์เก็ต วิลเลจ ห้อง เอ 302 ชั้น 3 234/1 ถ.เพชรเกษม ต.หัวหิน อ.หัวหิน จ.ประจวบคีรีขันธ์ | 032-526213-4 | 032-526215 |
| 55 กาญจนบุรี Kanjanaburi | 35/10 สีแยกชุกโค่น ถ.แสงชูโต ต.บ้านไค้ อ.เมือง จ.กาญจนบุรี 71000 | 034-623672-5 | 034-413151-2 |
| 56 ฉะเชิงเทรา Chacheongsao | โครงการเอสเอฟ เมเจอร์ซีทีเพล็กซ์ ฉะเชิงเทรา 9/2 ห้อง 9 และ 10 ถ.ฉะเชิงเทรา-บางปะกง ต.หน้าเมือง อ.เมือง จ.ฉะเชิงเทรา | 038-535348 038-535178 | 038-518782 |
| 57 เทสโก้ โลตัส สัตหีบ Tesco Lotus Sattahip | โลตัส สัตหีบ ชั้น 2 179 หมู่ 2 ถ.สุขุมวิท สัตหีบ จ.ชลบุรี 20180 | 039-303389 039-303391 | 039-351325 |
| ภาคอีสาน / North-Eastern | | | |
| 58 อุครธานี Udonthani | 119/13-14 ม. 14 ถ.นิคโย ต.หมากแข้ง อ.เมือง จ.อุครธานี 41000 | 042-308123 | 042-204786-7 042-323855 |
| 59 บิ๊กเจียง นองคาย Big Chiang Nongkai | ศูนย์การค้าบิ๊กเจียง เลขที่ 304 ห้อง A-03 หมู่ที่ 10 ถ.มิตรภาพ ต.โพธิ์ชัย อ.เมืองหนองคาย จ.หนองคาย 43000 | 042-415123 | 042-413435 |

| ภาค / สาขา Region / Branch | ที่อยู่ Address | โทรศัพท์ Telephone No. | โทรสาร Fax No. |
|---|--|---------------------------|--|
| 60 ขอนแก่น Khonkaen | ห้างสรรพสินค้าเซ็นทรัลพลาซ่าขอนแก่น ถ.ศรีจันทร์ ต.ในเมือง อ.เมือง จ.ขอนแก่น 40000 | 043-334532-3 | 043-334531 |
| 61 อุบลราชธานี Ubonratchathani | 47 ชั้น 1 อาคารสินราชบุตร ห้อง 101 ถ.ราชบุตร ต.ในเมือง อ.เมือง จ.อุบลราชธานี 34000 | 045-208123 | 045-240702 045-250698 045-262984 |
| 62 เดอะมอลล์ นครราชสีมา The Mall Nakhonratchasima | ห้างสรรพสินค้า เดอะมอลล์ 1242/2 ห้อง 2P-52 ชั้น 2 ถ.มิตรภาพ ต.ในเมือง อ.เมือง จ.นครราชสีมา 30000 | 044-709123 | 044-288303 |
| 63 สุรินทร์ / Surin | 8 ถ.หลักเมือง ต.ในเมือง อ.เมือง จ.สุรินทร์ 32000 | 044-522123 | 044-522191-2 |
| 64 เทสโก้ โลตัส ชัยภูมิ Tesco Lotus Chaiyaphum | 171 ถ.สนามบิน ต.ในเมือง อ.เมือง จ.ชัยภูมิ 36000 | 044-804123 | 044-838152 |
| 65 เนวาด้า มัลติเพล็กซ์ ร้อยเอ็ด Nevada Multiplex Roi Et | 68/3 ถ.เทวภิบาล ต.ในเมือง อ.เมือง จ.ร้อยเอ็ด 45000 | 043-619123 | 043-516402 |
| 66 เนวาด้า สกลนคร Nawada Sakonakhorn | เนวาด้า เอ็นเตอร์เทนเมนท์ จำกัด เลขที่ 1594/17 ห้อง เอ -01 ถ.รอบเมือง ต.ธาตุเชิงชุม อ.สกลนคร จ.สกลนคร | 042-700123 | 042-714028 |
| 67 เทสโก้ โลตัส สว่างแดนดิน Tesco Lotus Sawangdaendin | โลตัส สว่างแดนดิน ชั้น 1 เลขที่ 501 หมู่ที่ 2 ต.สว่างแดนดิน อ.สว่างแดนดิน จ.สกลนคร 47110 | 042-737746 | 042-737747 |
| 68 บิ๊กซี บุรีรัมย์ Big C Buriram | บิ๊กซี ซูเปอร์เซ็นเตอร์ บุรีรัมย์ เลขที่ 150 หมู่ 7 ต.อิสาน อ.เมืองบุรีรัมย์ จ.บุรีรัมย์ 31000 | 044-604123 | 044-604191, 2 |
| 69 เสริมไทย มหาสารคาม Sermthai Mahasarakham | 103 ห้างเสริมไทยพลาซ่า ชั้น 1 ถ.ริมคลองสมถวิล ต.ตลาด อ.เมืองมหาสารคาม จ.มหาสารคาม 44000 | 043-748123 | 043-748191, 2 |
| 70 เทสโก้ โลตัส อาดูพนม Tesco Lotus Thatphanom | 212 หมู่ที่ 4 5 ถ.ชยางกูร ต.อาดูพนมเหนือ อ.อาดูพนม จ.นครพนม 48110 | 042-529123 | 042-529191 |
| 71 เทสโก้ โลตัส ศรีสะเกษ Tesco Lotus Srisaket | 95 หมู่ 6 ต.โพธิ์ อ.เมืองศรีสะเกษ จ.ศรีสะเกษ 33000 | 045-621123 | 045-621191 |

ภาคใต้ / Southern

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| 72 หาดใหญ่ Hat Yai | เลขที่ 200 อาคารจุลทิศหาดใหญ่ พลาซ่า ห้อง 102,104, 106, 108,114,116 ถ. นิพัทธ์อุทิศ 3 ต.หาดใหญ่ อ.หาดใหญ่ จ.สงขลา 90110 | 074-271000 | 074-355297-9 |
| 73 คาร์ฟูร์ หาดใหญ่ Carrefour Hatyai | เลขที่ 677 คาร์ฟูร์หาดใหญ่ ถ.เพชรเกษม ต.หาดใหญ่ อ.หาดใหญ่ จ.สงขลา 90110 | 074-469181-2 | 074-469183 |
| 74 เทสโก้ โลตัส สุราษฎร์ธานี Tesco Lotus Suratthani | โลตัส สุราษฎร์ธานี 9/1 ม. 3 ถ.เลี้ยวเมือง ต.มะขามเตี้ย อ.เมือง จ.สุราษฎร์ธานี 84000 | 077-277000 | 077-264389 077-205832 |
| 75 นครศรีธรรมราช Nakhonsithamarat | 89/10-11 ถ.พัฒนาการคูขวาง ต.คลัง อ.เมือง จ.นครศรีธรรมราช 80000 | 075-304000 | 075-340675 |
| 76 เซ็นทรัล เฟสติวัล ภูเก็ต Central Festival Phuket | เลขที่ 75 หมู่ที่ 5 ศูนย์การค้าเซ็นทรัล ภูเก็ต ชั้น 2 ห้อง TC-024 ต.วิชิต อ.เมือง จ.ภูเก็ต 83000 | 0-76362000 | 0-76249850 |
| 77 ตรัง Trang | 59/8-9 ต.ทับเที่ยง อ.เมือง จ.ตรัง 92000 | 075-205000 | 075-219141 075-223249 |
| 78 ชุมพร Chumphon | 113/7 ถ.กรมหลวงชุมพร ต.ท่าตะเภา อ.เมือง จ.ชุมพร 86000 | 077-529000 | 077-507608 077-507600 |
| 79 เทสโก้ โลตัส สมุย Tesco Lotus Samui | 1/7 หมู่ 6 ต.บ่อผุด อ.เกาะสมุย จ.สุราษฎร์ธานี | 077-245303, | 077-245310 077-245307 |
| 80 เทสโก้ โลตัส กระบี่ Tesco Lotus Krabi | 191 หมู่ที่ 12 ต.กระบี่น้อย อ.เมืองกระบี่ จ.กระบี่ 81000 | 075-626000 | 075-626091 |

Organization Chart



Major Group Companies

PURE HOLDING COMPANY

- AEON CO., LTD.*

GMS BUSINESS

- AEON Retail Co., Ltd.
- AEON Hokkaido Corporation*
- SUNDAY CO., LTD.*
- AEON KYUSHU CO., LTD.*
- AEON SUPERCENTER Co., Ltd.
- AEON Marche Co., Ltd.
- JOY Co., Ltd.
- MYCAL CORPORATION
- RYUKYU JUSCO CO., LTD.

SUPERMARKET BUSINESS

- Maxvalu Chubu Co., Ltd.*
- Maxvalu Nishinohon Co., Ltd.*
- Maxvalu Tohoku Co., Ltd.*
- Maxvalu Tokai Co., Ltd.*
- Maxvalu Hokkaido Co., Ltd.*
- The Maruetsu, Inc.*
- Inageya Co., Ltd.*
- KASUMI CO., LTD.*
- Belc CO., LTD.*
- KOHYO CO., LTD.
- Maxvalu Kyushu Co., Ltd.

STRATEGIC SMALL SIZE STORE BUSINESS

- MINISTOP CO., LTD. *
- ORIGIN TOSHU CO., LTD

DRUG STORE BUSINESS

- CFS Corporation *
- TSURUHA HOLDINGS Inc.*
- KUSURI NO AOKI CO., LTD.*
- GROWELL HOLDINGS CO., LTD.*
- Medical Ikkou Co., Ltd.*
- TAKIYA Co., Ltd.
- Welpark Co., Ltd.
- Kraft Holdings Inc.
- Shimizu Drug Co., Ltd.

SPECIALTY STORE BUSINESS

- The Talbots, Inc.*
- GFOOT CO., LTD.*
- COX CO., LTD.*
- BLUE GRASS Co., Ltd.*
- Taka:Q Co., Ltd.*
- YAMAYA CORP.*
- Abilities JUSCO Co., Ltd.
- AEON CINEMAS CO., LTD.
- AEON FOREST CO., LTD.
- AEON BODY Co., Ltd.
- Talbots Japan Co., Ltd.
- Branshes Co., Ltd.
- PETCITY CO., LTD.
- Bon Belta Co., Ltd.
- MIRAIYA SHOTEN CO., LTD.
- Mega Sports Co., Ltd.
- MEGA PETRO Co., Ltd.
- LAURA ASHLEY JAPAN CO., LTD.
- AT Japan Co., Ltd.
- Claire's Nippon Co., Ltd.
- Warner Mycal Corporation

FINANCIAL SERVICE BUSINESS

- AEON CREDIT SERVICE CO., LTD.*
- AEON CREDIT SERVICE (ASIA) CO., LTD.*
- AEON THANA SINSAP (THAILAND) PLC.*
- AEON CREDIT SERVICE (M) BERHAD *
- AEON INSURANCE SERVICE CO., LTD.
- A•C•S CREDIT MANAGEMENT CO., LTD.
- ACS CAPITAL CORPORATION LTD.
- ACS TRADING VIETNAM CO., LTD.
- AEON CREDIT CARD (TAIWAN) CO., LTD.
- AEON CREDIT GUARANTEE (CHINA) CO., LTD.
- AEON CREDIT SERVICE (TAIWAN) CO., LTD.
- AEON CREDIT TECHNOLOGY SYSTEMS (PHILIPPINES) INC.
- AEON INFORMATION SERVICE (SHENZHEN) CO., LTD.
- PT. AEON CREDIT SERVICE INDONESIA
- AEON BANK, LTD.

SHOPPING CENTER DEVELOPMENT BUSINESS

- AEON Mall Co., Ltd.*
- LOC DEVELOPMENT CO., LTD.

SERVICE BUSINESS

- AEON DILIGHT CO., LTD.*
- AEON Fantasy CO., Ltd.*
- ZWEI CO., LTD.*
- CERTO Corporation *
- AEON Eaheart Co., LTD.
- JUSVEL CO., LTD.
- Reform Studio Co., Ltd.

NONSTORE BUSINESS

- AEON VISTY CO., LTD.
- Digital Direct Corporation

ASIA BUSINESS

- AEON Co. (M) Bhd.*
- AEON (Thailand) CO., LTD.

CHINESE BUSINESS

- AEON Stores (Hong Kong) Co., Ltd.*
- AEON South China Co., Ltd.
- Beijing AEON Co., Ltd.
- Guangdong JUSCO Teem Stores Co., Ltd.
- Qingdao AEON Dongtai Co., Ltd.

MERCHANDISE PROCUREMENT AND FOOD PROCESSING OPERATIONS

- AIC INC.
- AEON Integrated Business Service Co., Ltd.
- AEON AGRI CREATE Co., Ltd.
- AEON GLOBAL SCM CO., LTD.
- AEON GLOBAL MERCHANDISING CO., LTD.
- AEON TOPVALU CO., LTD.
- AEON Bakery Systems Co., Ltd.
- AEON MARKETING CO., LTD.
- Cordon Vert CO., LTD.
- Research institute For Quality Living Co., Ltd.
- Food Supply JUSCO Co., Ltd.
- MYCAL CANTEVOLE Co., Ltd.
- Tasmania Feedlot Pty. Ltd.
- AEON Demonstration Service Inc.

* Listed Companies
As of January 2010



Planting Seeds of Growth

We are AEON



AEON THANA SINSAP (THAILAND) PUBLIC COMPANY LIMITED





Annual Report 2009/2010

(Fiscal year ended February 20, 2010)



まいにち
AEON
CARD



บริษัท อีออน ธนสินทรัพย์ (ไทยแลนด์) จำกัด (มหาชน)

AEON Thana Sinsap (Thailand) Public Company Limited

REPORT OF THE INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

**TO THE SHAREHOLDERS AND BOARD OF DIRECTORS
AEON THANA SINSAP (THAILAND) PUBLIC COMPANY LIMITED**

We have audited the consolidated balance sheets of AEON Thana Sinsap (Thailand) Public Company Limited and its subsidiaries and the separate balance sheets of AEON Thana Sinsap (Thailand) Public Company Limited as at February 20, 2010 and 2009, and the related consolidated and separate statements of income, changes in shareholders' equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management as to their correctness and completeness of the presentation. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the aforementioned consolidated and separate financial statements present fairly, in all material respects, the financial position of AEON Thana Sinsap (Thailand) Public Company Limited and its subsidiaries and of AEON Thana Sinsap (Thailand) Public Company Limited as at February 20, 2010 and 2009, and the results of operations and cash flows for the years then ended in conformity with generally accepted accounting principles.



Niti Jungnitnirundr
Certified Public Accountant (Thailand)
Registration No. 3809

BANGKOK
April 9, 2010

DELOITTE TOUCHE TOHMATSU JAIYOS AUDIT CO., LTD.

AEON THANA SINSAP (THAILAND) PUBLIC COMPANY LIMITED AND SUBSIDIARIES
BALANCE SHEETS
AS AT FEBRUARY 20, 2010 AND 2009

BAHT

| | Notes | CONSOLIDATED FINANCIAL STATEMENTS | | SEPARATE FINANCIAL STATEMENTS | |
|---|-------|--------------------------------------|------------------------------|----------------------------------|------------------------------|
| | | 2010 | 2009 | 2010 | 2009 |
| ASSETS | | | | | |
| CURRENT ASSETS | | | | | |
| Cash and cash equivalents | | 1,520,499,180 | 2,160,399,830 | 1,476,996,515 | 2,074,978,521 |
| Accounts receivable - net | 5 | 32,460,141,839 | 29,455,585,787 | 31,460,949,077 | 28,250,181,214 |
| Participation amount in Special Purpose Vehicle | | | | | |
| for Securitization due within one year | 8 | - | 470,649,932 | 1,063,310,810 | 470,649,932 |
| Subordinated lending due within one year | 9 | 217,035,005 | 642,686,834 | 217,035,005 | 642,686,834 |
| Other current assets | | | | | |
| Other receivable | | 149,878,806 | 178,240,589 | 167,178,484 | 210,198,555 |
| Receivables per currency swap contracts | 27.5 | 538,628,489 | 508,177,500 | 538,628,489 | 508,177,500 |
| Others | 6 | 90,668,316 | 72,863,929 | 90,668,316 | 72,863,929 |
| | | <u>779,175,611</u> | <u>759,282,018</u> | <u>796,475,289</u> | <u>791,239,984</u> |
| Total Current Assets | | <u>34,976,851,635</u> | <u>33,488,604,401</u> | <u>35,014,766,696</u> | <u>32,229,736,485</u> |
| NON-CURRENT ASSETS | | | | | |
| Accounts receivable - net | 5 | 1,132,402,810 | 990,695,712 | 1,132,402,810 | 990,695,712 |
| Investments in subsidiaries | 7.1 | - | - | 20,800 | 20,800 |
| Other long-term investments | | | | | |
| Related companies | 7.2 | 118,733,253 | 96,251,061 | 118,733,253 | 96,251,061 |
| Other companies | 7.3 | 20,800 | 20,800 | 20,800 | 20,800 |
| | | <u>118,754,053</u> | <u>96,271,861</u> | <u>118,754,053</u> | <u>96,271,861</u> |
| Participation in Special Purpose Vehicle | | | | | |
| for Securitization | 8 | - | - | 195,814,892 | 1,408,626,284 |
| Subordinated lending | 9 | 744,000,000 | 1,114,000,000 | 744,000,000 | 1,114,000,000 |
| Equipment - net | 10 | 406,599,070 | 424,089,874 | 406,599,070 | 424,089,874 |
| Intangible assets - net | 11 | 872,250,380 | 822,642,588 | 872,250,380 | 822,642,588 |
| Receivables per currency swap contracts | 27.5 | 776,884,320 | 1,633,546,250 | 776,884,320 | 1,633,546,250 |
| Other non-current assets | 12 | 115,348,266 | 153,721,371 | 115,348,266 | 153,721,371 |
| Total Non-Current Assets | | <u>4,166,238,899</u> | <u>5,234,967,656</u> | <u>4,362,074,591</u> | <u>6,643,414,740</u> |
| TOTAL ASSETS | | <u>39,143,090,534</u> | <u>38,723,572,057</u> | <u>39,376,841,287</u> | <u>38,873,151,225</u> |

Notes to the financial statements form an integral part of these statements

AEON THANA SINSAAP (THAILAND) PUBLIC COMPANY LIMITED AND SUBSIDIARIES

BALANCE SHEETS (CONTINUED)

AS AT FEBRUARY 20, 2010 AND 2009

BAHT

| | Notes | CONSOLIDATED FINANCIAL STATEMENTS | | SEPARATE FINANCIAL STATEMENTS | |
|--|-------|--------------------------------------|-----------------------|----------------------------------|-----------------------|
| | | 2010 | 2009 | 2010 | 2009 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | | | | |
| CURRENT LIABILITIES | | | | | |
| Short-term loans from financial institutions | 13 | 4,846,225,102 | 5,490,000,000 | 4,846,225,102 | 5,490,000,000 |
| Current portion of: | | | | | |
| Long-term loans | 14 | 7,982,763,700 | 6,432,623,266 | 7,982,763,700 | 6,432,623,266 |
| Long-term debentures | 15 | 1,296,473,547 | - | 1,296,473,547 | - |
| Accounts payable | | 532,574,217 | 281,153,726 | 532,574,217 | 281,153,726 |
| Factoring payables | | - | 185,409 | - | 185,409 |
| Other current liabilities | | | | | |
| Accrued income tax | | 201,087,038 | 210,003,574 | 177,327,303 | 182,209,556 |
| Accrued interest expense | | 253,206,838 | 298,698,595 | 248,798,038 | 294,289,795 |
| Accrued expenses - others | | 146,868,831 | 147,683,560 | 142,804,526 | 142,923,988 |
| Other payable | | 151,392,462 | 188,891,998 | 417,443,255 | 375,500,756 |
| Payables per currency swap contracts | 27.5 | 61,229,044 | 24,056,617 | 61,229,044 | 24,056,617 |
| Others | | 17,344,136 | 29,006,158 | 17,344,136 | 29,006,158 |
| | | <u>831,128,349</u> | <u>898,340,502</u> | <u>1,064,946,302</u> | <u>1,047,986,870</u> |
| Total Current Liabilities | | <u>15,489,164,915</u> | <u>13,102,302,903</u> | <u>15,722,982,868</u> | <u>13,251,949,271</u> |
| NON-CURRENT LIABILITIES | | | | | |
| Long-term loans | 14 | 16,193,661,830 | 17,398,704,807 | 16,193,661,830 | 17,398,704,807 |
| Long-term debentures | 15 | 1,535,295,135 | 2,838,480,405 | 1,535,295,135 | 2,838,480,405 |
| Payables per currency swap contracts | 27.5 | 68,772,700 | 9,664,500 | 68,772,700 | 9,664,500 |
| Total Non-Current Liabilities | | <u>17,797,729,665</u> | <u>20,246,849,712</u> | <u>17,797,729,665</u> | <u>20,246,849,712</u> |
| TOTAL LIABILITIES | | <u>33,286,894,580</u> | <u>33,349,152,615</u> | <u>33,520,712,533</u> | <u>33,498,798,983</u> |

AEON THANA SINSAP (THAILAND) PUBLIC COMPANY LIMITED AND SUBSIDIARIES
BALANCE SHEETS (CONTINUED)
AS AT FEBRUARY 20, 2010 AND 2009

| | | BAHT | | | |
|---|-------------|--------------------------------------|----------------|----------------------------------|----------------|
| | Notes | CONSOLIDATED FINANCIAL STATEMENTS | | SEPARATE FINANCIAL STATEMENTS | |
| | | 2010 | 2009 | 2010 | 2009 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | | | | |
| (CONTINUED) | | | | | |
| SHAREHOLDERS' EQUITY | | | | | |
| SHARE CAPITAL | 16 | | | | |
| Authorized share capital | | | | | |
| 250,000,000 ordinary shares of Baht 1 each | | 250,000,000 | 250,000,000 | 250,000,000 | 250,000,000 |
| Issued and paid-up share capital | | | | | |
| 250,000,000 ordinary shares of Baht 1 each, fully paid | | 250,000,000 | 250,000,000 | 250,000,000 | 250,000,000 |
| PREMIUM ON ORDINARY SHARE CAPITAL | | 478,000,000 | 478,000,000 | 478,000,000 | 478,000,000 |
| UNREALIZED GAIN FROM REVALUATION | | | | | |
| ON INVESTMENTS | 4.3 and 7.2 | 57,415,539 | 34,933,347 | 57,415,539 | 34,933,347 |
| RETAINED EARNINGS | | | | | |
| Appropriated | | | | | |
| Legal reserve | 17 | 25,000,000 | 25,000,000 | 25,000,000 | 25,000,000 |
| Reserve for business expansion | 16 | 3,750,000,000 | 3,100,000,000 | 3,750,000,000 | 3,100,000,000 |
| Unappropriated | | 1,295,721,215 | 1,486,426,895 | 1,295,713,215 | 1,486,418,895 |
| TOTAL COMPANY'S SHAREHOLDERS' EQUITY | | 5,856,136,754 | 5,374,360,242 | 5,856,128,754 | 5,374,352,242 |
| MINORITY INTEREST | | 59,200 | 59,200 | - | - |
| TOTAL SHAREHOLDERS' EQUITY | | 5,856,195,954 | 5,374,419,442 | 5,856,128,754 | 5,374,352,242 |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | | 39,143,090,534 | 38,723,572,057 | 39,376,841,287 | 38,873,151,225 |

Notes to the financial statements form an integral part of these statements.

AEON THANA SINSAP (THAILAND) PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF INCOME
FOR THE YEARS ENDED FEBRUARY 20, 2010 AND 2009

BAHT

| | Notes | CONSOLIDATED FINANCIAL STATEMENTS | | SEPARATE FINANCIAL STATEMENTS | |
|---|--------|--------------------------------------|----------------------|----------------------------------|----------------------|
| | | 2010 | 2009 | 2010 | 2009 |
| REVENUES | | | | | |
| Credit card income | 19 | 3,353,830,856 | 3,473,307,667 | 2,843,204,873 | 2,792,697,164 |
| Loans income | | 4,073,136,744 | 4,311,631,718 | 4,073,136,744 | 4,311,631,718 |
| Hire purchase income | 19 | 1,172,765,989 | 1,333,444,955 | 1,172,765,989 | 1,333,444,955 |
| Factoring income | | - | 121,047 | - | 121,047 |
| Other income | | | | | |
| Bad debt recovery | | 614,617,580 | 454,504,814 | 564,055,894 | 416,965,031 |
| Outsource collection service income | | 58,500,237 | 66,355,754 | 58,500,237 | 66,355,754 |
| Gain on sale of fixed assets | | 516,102 | 3,056,121 | 516,102 | 3,056,121 |
| Gain on sale of software | | - | 3,408,799 | - | 3,408,799 |
| Gain on sale of investment | | - | 14,753,815 | - | 14,753,815 |
| Others | | 127,861,596 | 173,584,974 | 122,987,669 | 154,908,205 |
| | | <u>801,495,515</u> | <u>715,664,277</u> | <u>746,059,902</u> | <u>659,447,725</u> |
| Total Revenues | | <u>9,401,229,104</u> | <u>9,834,169,664</u> | <u>8,835,167,508</u> | <u>9,097,342,609</u> |
| EXPENSES | | | | | |
| Operating and administrative expenses | | 3,469,074,384 | 3,622,281,325 | 3,415,387,753 | 3,559,307,255 |
| Directors and managements remuneration | 20 | 49,097,570 | 73,657,362 | 49,097,570 | 73,657,362 |
| Bad debts and doubtful accounts | | 2,802,801,686 | 2,743,933,771 | 2,483,812,068 | 2,351,801,718 |
| Total Expenses | | <u>6,320,973,640</u> | <u>6,439,872,458</u> | <u>5,948,297,391</u> | <u>5,984,766,335</u> |
| INCOME BEFORE FINANCE COST AND INCOME TAX | | | | | |
| | | 3,080,255,464 | 3,394,297,206 | 2,886,870,117 | 3,112,576,274 |
| FINANCE COST | | | | | |
| | | <u>1,691,438,578</u> | <u>1,738,641,864</u> | <u>1,545,146,578</u> | <u>1,508,353,858</u> |
| INCOME BEFORE INCOME TAX | | | | | |
| | | 1,388,816,886 | 1,655,655,342 | 1,341,723,539 | 1,604,222,416 |
| INCOME TAX | | | | | |
| | 21 | <u>404,526,566</u> | <u>463,440,952</u> | <u>357,462,819</u> | <u>412,037,626</u> |
| NET INCOME | | | | | |
| | | <u>984,290,320</u> | <u>1,192,214,390</u> | <u>984,260,720</u> | <u>1,192,184,790</u> |
| PROFIT ATTRIBUTABLE TO | | | | | |
| Equity holders of the parent | | 984,260,720 | 1,192,184,790 | 984,260,720 | 1,192,184,790 |
| Minority interests | | <u>29,600</u> | <u>29,600</u> | <u>-</u> | <u>-</u> |
| | | <u>984,290,320</u> | <u>1,192,214,390</u> | <u>984,260,720</u> | <u>1,192,184,790</u> |
| BASIC EARNINGS PER SHARE | | | | | |
| | BAHT | 3.94 | 4.77 | 3.94 | 4.77 |
| WEIGHTED AVERAGE NUMBER OF ORDINARY SHARES | | | | | |
| | SHARES | 250,000,000 | 250,000,000 | 250,000,000 | 250,000,000 |

Notes to the financial statements form an integral part of these statements

AEON THANA SINSAP (THAILAND) PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEARS ENDED FEBRUARY 20, 2010 AND 2009

| | CONSOLIDATED FINANCIAL STATEMENTS | | | | | | | BAHT |
|---|-----------------------------------|----------------------------|---|--|--------------------------------|----------------------------------|-------------------|----------------------------|
| Notes | Issued and Paid-up Share Capital | Premium on Ordinary Shares | Unrealized gain from revaluation on investments | Appropriated Retained Earnings Legal Reserve | Reserve for Business Expansion | Unappropriated Retained Earnings | Minority Interest | Total Shareholders' Equity |
| Beginning balance, February 21, 2008 | 250,000,000 | 478,000,000 | - | 25,000,000 | 2,450,000,000 | 1,456,698,605 | 59,200 | 4,659,757,805 |
| Available for sale investments | - | - | - | - | - | - | - | - |
| Gain recognized in shareholders' equity | - | - | 34,933,347 | - | - | - | - | 34,933,347 |
| Total revenues recognized in shareholders' equity | - | - | 34,933,347 | - | - | - | - | 34,933,347 |
| Net income | - | - | - | - | - | 1,192,184,790 | 29,600 | 1,192,214,390 |
| Total revenues recognized during the year | - | - | 34,933,347 | - | - | 1,192,184,790 | 29,600 | 1,227,147,737 |
| Appropriation for the previous year: | | | | | | | | |
| Reserve for business expansion | - | - | - | - | 650,000,000 | (650,000,000) | - | - |
| Dividend | - | - | - | - | - | (249,983,800) | (29,600) | (250,013,400) |
| Appropriation for the current year: | | | | | | | | |
| Interim dividend | - | - | - | - | - | (262,472,700) | - | (262,472,700) |
| Ending balance, February 20, 2009 | 250,000,000 | 478,000,000 | 34,933,347 | 25,000,000 | 3,100,000,000 | 1,466,426,895 | 59,200 | 5,374,419,442 |

AEON THANA SINSAP (THAILAND) PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (CONTINUED)
FOR THE YEARS ENDED FEBRUARY 20, 2010 AND 2009

| | Notes | CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) | | | | | | | BAHT |
|---|-------|---|----------------------------------|---|---|--------------------------------------|-------------------------------------|----------------------|----------------------------------|
| | | Issued and Paid-up Share Capital | Premium on Ordinary Shares | Unrealized gain from revaluation on investments | Appropriated Retained Earnings Legal Reserve | Reserve for Business Expansion | Unappropriated Retained Earnings | Minority Interest | Total Shareholders' Equity |
| Beginning balance, February 21, 2009 | | 250,000,000 | 478,000,000 | 34,933,347 | 25,000,000 | 3,100,000,000 | 1,486,426,895 | 59,200 | 5,374,419,442 |
| Available-for-sale investments | | - | - | - | - | - | - | - | - |
| Gain recognized in shareholders' equity | 4.3 | - | - | 22,482,192 | - | - | - | - | 22,482,192 |
| Total revenues recognized in shareholders' equity | | - | - | 22,482,192 | - | - | - | - | 22,482,192 |
| Net income | | - | - | - | - | - | 984,266,720 | 29,600 | 984,296,320 |
| Total revenues recognized during the year | | - | - | - | - | - | 984,266,720 | 29,600 | 1,006,772,512 |
| Appropriation for the previous year: | | | | | | | | | |
| Reserve for business expansion | 16 | - | - | - | - | 650,000,000 | (650,000,000) | - | - |
| Dividend | 16 | - | - | - | - | - | (262,483,200) | (29,600) | (262,512,800) |
| Appropriation for the current year: | | | | | | | | | |
| Interim dividend | 16 | - | - | - | - | - | (262,483,200) | - | (262,483,200) |
| Ending balance, February 20, 2010 | | 250,000,000 | 478,000,000 | 57,415,539 | 25,000,000 | 3,750,000,000 | 1,295,721,215 | 59,200 | 5,856,195,954 |

Notes to the financial statements form an integral part of these statements

AEON THANA SINSAP (THAILAND) PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEARS ENDED FEBRUARY 26, 2010 AND 2009

| SEPARATE FINANCIAL STATEMENTS | | | | | | | | | | BAHT |
|---|-------|----------------------------------|----------------------------|---|--------------------------------|---------------|--------------------------------|----------------------------------|----------------------------|------|
| | Notes | Issued and Paid-up Share Capital | Premium on Ordinary Shares | Unrealized gain from revaluation on investments | Appropriated Retained Earnings | Legal Reserve | Reserve for Business Expansion | Unappropriated Retained Earnings | Total Shareholders' Equity | |
| Beginning balance, February 21, 2008 | | 250,000,000 | 478,000,000 | - | 25,000,000 | | 2,450,000,000 | 1,456,690,605 | 4,659,690,605 | |
| Available-for-sale investments | | | | | | | | | | |
| Gain recognized in shareholders' equity | 4.3 | - | - | 34,933,347 | - | | - | - | 34,933,347 | |
| Total revenues recognized in shareholders' equity | | - | - | 34,933,347 | - | | - | - | 34,933,347 | |
| Net income | | - | - | - | - | | - | 1,192,184,790 | 1,192,184,790 | |
| Total revenues recognized during the year | | - | - | 34,933,347 | - | | - | 1,192,184,790 | 1,227,118,137 | |
| Appropriation for the previous year: | | | | | | | | | | |
| Reserve for business expansion | 16 | - | - | - | - | | 650,000,000 | (650,000,000) | - | |
| Dividend | 16 | - | - | - | - | | - | (249,983,800) | (249,983,800) | |
| Appropriation for the current year: | | | | | | | | | | |
| Interim dividend | 16 | - | - | - | - | | - | (262,472,700) | (262,472,700) | |
| Ending balance, February 28, 2009 | | 250,000,000 | 478,000,000 | 34,933,347 | 25,000,000 | | 3,106,000,000 | 1,466,418,895 | 5,374,332,242 | |

AEON THANA SINSAP (THAILAND) PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (CONTINUED)

FOR THE YEARS ENDED FEBRUARY 26, 2010 AND 2009

| | Notes | SEPARATE FINANCIAL STATEMENTS (CONTINUED) | | | | | | Total Shareholders' Equity |
|---|-------|---|----------------------------|---|--|--------------------------------|----------------------------------|----------------------------|
| | | Issued and Paid-up Share Capital | Premium on Ordinary Shares | Unrealized gain from revaluation on investments | Appropriated Retained Earnings Legal Reserve | Reserve for Business Expansion | Unappropriated Retained Earnings | |
| Beginning balance, February 21, 2009 | | 250,000,000 | 478,000,000 | 34,933,347 | 25,000,000 | 3,106,000,000 | 1,496,418,895 | 5,374,352,242 |
| Available-for-sale investments | | - | - | - | - | - | - | - |
| Gain recognized in shareholders' equity | 4.3 | - | - | 22,482,192 | - | - | - | 22,482,192 |
| Total revenues recognized in shareholders' equity | | - | - | 22,482,192 | - | - | - | 22,482,192 |
| Net income | | - | - | - | - | - | 984,260,720 | 984,260,720 |
| Total revenues recognized during the year | | - | - | 22,482,192 | - | - | 984,260,720 | 1,006,742,912 |
| Appropriation for the previous year: | | | | | | | | |
| Reserve for business expansion | 16 | - | - | - | - | 650,000,000 | (650,000,000) | - |
| Dividend | 16 | - | - | - | - | - | (262,483,200) | (262,483,200) |
| Appropriation for the current year: | | | | | | | | |
| Interim dividend | 16 | - | - | - | - | - | (262,483,200) | (262,483,200) |
| Ending balance, February 26, 2010 | | 250,000,000 | 478,000,000 | 57,415,539 | 25,000,000 | 3,756,000,000 | 1,295,713,215 | 5,856,138,754 |

Notes to the financial statements form an integral part of these statements

AEON THANA SINSAP (THAILAND) PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED FEBRUARY 28, 2010 AND 2009

| | CONSOLIDATED | | SEPARATE | |
|---|------------------------|-------------------------|-------------------------|-------------------------|
| | FINANCIAL STATEMENTS | | FINANCIAL STATEMENTS | |
| | 2010 | 2009 | 2010 | 2009 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | | | |
| Income before income tax | 1,388,816,886 | 1,655,655,342 | 1,341,723,539 | 1,604,222,416 |
| Adjustments : | | | | |
| Bad debts and doubtful accounts | 2,802,801,686 | 2,743,933,771 | 2,483,812,068 | 2,351,801,718 |
| Depreciation | 159,152,295 | 171,109,481 | 159,152,295 | 171,109,481 |
| Amortization of costs of software | 271,269,582 | 241,051,418 | 271,269,582 | 241,051,418 |
| Gain on sale of fixed assets | (516,102) | (3,056,121) | (516,102) | (3,056,121) |
| Gain on sale of software | - | (3,408,799) | - | (3,408,799) |
| Gain on sale of investments | - | (14,753,815) | - | (14,753,815) |
| Finance cost | 1,691,438,578 | 1,738,641,864 | 1,545,146,578 | 1,508,353,858 |
| Dividend income | (4,900,111) | (3,932,928) | (4,900,111) | (3,932,928) |
| | <u>6,308,062,814</u> | <u>6,525,240,213</u> | <u>5,795,687,849</u> | <u>5,851,387,228</u> |
| Operating assets (increase) decrease | | | | |
| Accounts receivable | (8,112,068,273) | (16,040,764,911) | (15,008,109,380) | (18,976,978,371) |
| Other current assets | 10,898,434 | 43,926,230 | 6,200,600 | 64,837,062 |
| Other non-current assets | 2,964,112 | 11,254,999 | 2,964,112 | 11,254,999 |
| Operating liabilities increase (decrease) | | | | |
| Accounts payable | 251,420,491 | (72,839,941) | 251,420,491 | (72,839,941) |
| Factoring payables | (185,410) | (2,116,147) | (185,410) | (2,116,147) |
| Other current liabilities | 4,497,833 | 4,235,940 | 24,549,223 | 4,143,984 |
| Cash paid for operations | <u>(1,534,409,999)</u> | <u>(9,540,063,617)</u> | <u>(8,927,472,523)</u> | <u>(13,120,311,186)</u> |
| Finance cost paid | <u>(1,722,153,991)</u> | <u>(1,682,924,887)</u> | <u>(1,575,861,991)</u> | <u>(1,450,046,606)</u> |
| Income tax paid | <u>(413,443,102)</u> | <u>(458,618,518)</u> | <u>(362,545,072)</u> | <u>(404,549,731)</u> |
| Net cash used in operating activities | <u>(3,670,007,092)</u> | <u>(11,681,607,022)</u> | <u>(10,865,679,586)</u> | <u>(14,974,707,523)</u> |

AEON THANA SINSAP (THAILAND) PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CASH FLOWS (CONTINUED)
FOR THE YEARS ENDED FEBRUARY 20, 2010 AND 2009

BAHT

| | CONSOLIDATED FINANCIAL STATEMENTS | | SEPARATE FINANCIAL STATEMENTS | |
|--|--------------------------------------|----------------------|----------------------------------|----------------------|
| | 2010 | 2009 | 2010 | 2009 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | | |
| Cash payments for fixed assets acquisition | (106,583,945) | (122,284,345) | (106,583,945) | (122,284,345) |
| Cash payments for purchase of software | (350,036,051) | (304,549,252) | (350,036,051) | (304,549,252) |
| Cash proceeds from sale of fixed assets | 1,662,133 | 34,704,653 | 1,662,133 | 34,704,653 |
| Cash proceeds from sale of software | - | 12,151,547 | - | 12,151,547 |
| Cash payment for investment in related companies | - | (11,803,456) | - | (11,803,456) |
| Cash proceeds from sale of investment | - | 14,753,841 | - | 14,753,841 |
| Dividend received | 4,900,111 | 3,932,928 | 4,900,111 | 3,932,928 |
| Net cash used in investing activities | (450,057,752) | (373,094,084) | (450,057,752) | (373,094,084) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | | |
| Cash proceeds from sale of additional revolving receivables under securitization projects | 2,599,703,364 | 8,834,453,513 | 9,837,264,902 | 12,202,670,256 |
| Increase (decrease) in short-term loans from financial institutions | (643,700,000) | 1,640,000,000 | (643,700,000) | 1,640,000,000 |
| Cash proceeds from subordinated lending | 795,651,830 | 448,806,257 | 795,651,830 | 448,806,257 |
| Cash proceeds from long-term loans | 7,180,755,000 | 6,839,250,000 | 7,180,755,000 | 6,839,250,000 |
| Cash proceeds from long-term debenture | - | 2,582,750,000 | - | 2,582,750,000 |
| Cash payment for long-term loans | (5,227,250,000) | (5,584,650,000) | (5,227,250,000) | (5,584,650,000) |
| Cash payment for long-term debenture | (700,000,000) | (1,020,000,000) | (700,000,000) | (1,020,000,000) |
| Dividend paid | (524,996,000) | (512,486,100) | (524,966,400) | (512,456,500) |
| Net cash provided by financing activities | 3,480,164,194 | 13,248,123,670 | 10,717,755,332 | 16,616,370,013 |
| Net increase (decrease) in cash and cash equivalents | (639,900,650) | 1,193,422,564 | (597,982,006) | 1,268,568,406 |
| Cash and cash equivalents at beginning of the years | 2,160,399,830 | 966,977,266 | 2,074,978,521 | 806,410,115 |
| Cash and cash equivalents at the end of the years | 1,520,499,180 | 2,160,399,830 | 1,476,996,515 | 2,074,978,521 |

Notes to the financial statements form an integral part of these statements

AEON THANA SINSAP (THAILAND) PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED FEBRUARY 20, 2010 AND 2009

1. OPERATIONS AND GENERAL INFORMATION

The Company was registered as a limited company under the Civil and Commercial Code on September 18, 1992 and registered to be Public Company Limited with the Ministry of Commerce on August 7, 2001. The Company was listed on The Stock Exchange of Thailand on December 11, 2001. The Company's office is located at 388, 27th Floor, Exchange Tower, Sukhumvit Road, Klongtoey, Bangkok. The Company's main objective is to do the business in credit card, hire purchase and personal loans.

Aeon Credit Service Company Limited, incorporated in Japan, and ACS Capital Corporation Limited, incorporated in Thailand, are current major shareholders with 35.12% and 19.2% shareholding, respectively. Aeon Credit Service Company Limited is the ultimate parent company.

Eternal 3 Special Purpose Vehicle Company Limited (ESPT) and Eternal 4 Special Purpose Vehicle Company Limited (Eternal 4) are subsidiaries of the Company which were incorporated under the Civil and Commercial Code of Thailand, and under the Securitization law. ESPT and Eternal 4's main objectives are to operate as a special purpose juristic person in a securitization project and to engage in any activities for the purpose of implementing or facilitating the securitization in accordance with the securitization projects approved by the Office of the Securities and Exchange Commission of Thailand ("the SEC") on February 3, 2006 and June 21, 2007, respectively.

2. BASIS FOR PREPARATION OF FINANCIAL STATEMENTS

- 2.1 The Company maintains its accounting records in Thai Baht and prepares its statutory financial statements in the Thai language in conformity with accounting standards and practices generally accepted in Thailand.
- 2.2 The consolidated and separate financial statements are prepared in compliance with the Notification of the Department of Commercial Registration regarding "The Brief Particulars in the Financial statements B.E. 2552" dated January 30, 2009, which are effective for financial periods beginning on or after January 1, 2009 onwards. These financial statements for the year ended February 20, 2009, presented herein for comparison, have been reclassified accordingly. In addition, these financial statements have been prepared in accordance with the Regulation of The Stock Exchange of Thailand (SET) date January 22, 2001, regarding the preparation and submission of financial statements and reports for the financial position and results of operations of the listed companies B.E. 2544.
- 2.3 The consolidated financial statements for the years ended February 20, 2010 and 2009 included the accounts of Eternal 3 Special Purpose Vehicle Company Limited and Eternal 4 Special Purpose Vehicle Company Limited ("the subsidiaries") which the Company has holding of 26% of the subsidiaries' authorized share capital since December 21, 2005 and February 22, 2007 in accordance with the approved conditions required by the Office of the Securities and Exchange Commission of Thailand. Significant transactions and balances between the Company and the subsidiaries (see Note 24) have been eliminated.

The accounting period and significant accounting policies used for the financial statements of the subsidiaries are the same as those of the Company.

2.4 The Federation of Accounting Professions issued the Notification of Federation of Accounting Professions No. 12/2552 dated May 15, 2009 regarding the renumbering of Thai Accounting Standards (TASs) to be the same as International Accounting Standards. Therefore, the reference TASs in these financial statements for the year ended February 20, 2010 and 2009 have used the new numbers to be in accordance with such the Notification.

2.5 Accounting standards and financial reporting standards to be applied for the financial statements of periods beginning on or after January 1, 2009, are as follows:

- TAS 36 (Revised 2007) "Impairment of Assets"
- TFRS 5 (Revised 2007) "Non-current Assets Held for Sale and Discontinued Operations" (previously TAS No. 54)

The Company has adopted the above accounting standards and financial reporting standards which have no material impact on the Company's financial statements.

2.6 The Federation of Accounting Professions issued the Notification of Federation of Accounting Professions No. 16/2552 dated May 21, 2009 regarding the following accounting standards that were announced in the Royal Gazette, but not yet in effect for the year ended February 20, 2010:

| Accounting Standards | | Effective date |
|-------------------------------------|--|-----------------|
| Accounting Framework (Revised 2007) | | January 1, 2011 |
| No. 20 | Accounting for Government Grants and Disclosure of Government Assistance | January 1, 2012 |
| No. 24 (Revised 2007) | Related Party Disclosures (previously No. 47) | January 1, 2011 |
| No. 40 | Investment Property | January 1, 2011 |

Certain accounting standards above will supersede previously issued accounting standards when they become effective. The Company's management has assessed the impact of these accounting standards, when they are effective, for financial periods beginning on or after such effective date and does not expect them to have a material effect on the Company's financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared on the historical cost except as disclosed in the accounting policies.

3.1 Cash and cash equivalents

Cash and cash equivalents are cash on hand, deposits at financial institutions' saving accounts, current accounts and fixed accounts with original maturities within 3 months and excluding deposits at financial institutions used as collateral.

3.2 Accounts receivable

Account receivables are stated at the outstanding contract price after deducting unearned financing income and allowance for doubtful accounts.

3.3 Allowance for doubtful accounts and bad debts

The Company and subsidiaries' allowance for doubtful accounts have been complied with the notification of the Office of the Securities and Exchange Commission by fully providing for all receivables which are over 3 installments contractually past due. The Company has written off debts that are determined to be irrecoverable.

Furthermore, the Company and subsidiaries had set aside an additional allowance for doubtful accounts by taking into consideration the estimated collection losses on receivables at the end of the year. Such estimated losses are based on the Company's collection experience.

3.4 Troubled debt restructuring

For the debt restructuring by the modification of term of repayment to the debtor, the Company determines the loss arising from the revaluation of the book value of the debtor on the basis of the present value of the future cash flows to be received under the new conditions, using the minimum interest for prime customers in discounting. Any amount by which the newly determined book value is lower than the previous book value, including interest receivable, is recorded as a loss from restructuring in the statement of income.

Losses from troubled debt restructuring arising from reductions of principal and interest are included in the statement of income.

3.5 Securitization transaction

Since there are no Thai accounting standards in dealing with securitization transaction, the Company applied the following guidelines for accounting for securitizations:

3.5.1 Securitization Projects which were approved by the SEC prior to February 3, 2006

For securitization transactions under the Projects which were approved by the SEC prior to February 3, 2006, the Company applied the US Accounting Standards, namely Financial Accounting Standard Board (FASB) Statement No. 140 regarding "Accounting for Transfers and Servicing of Financial Assets and Extinguishment of Liabilities".

A transfer of financial assets in which the transferor surrenders control over those assets is accounted for as a sale to the extent that consideration other than beneficial interests in the transferred assets is received in exchange. And such beneficial interests do not include other retained interests in the transferred assets.

Servicing assets and other retained interests in the transferred assets are measured by allocating the previous carrying amount between the assets sold, if any, and retained interests, if any, based on their relative fair values at the date of transfer, if practicable.

The qualifying special purpose entities shall not be consolidated in the financial statements of a transferor or its related.

3.5.2 Securitization Projects which were approved by the SEC since February 3, 2006

For securitization transactions under the Projects which were approved by the SEC since February 3, 2006, the Company recognized the sales of credit card receivables to a Special Purposes Vehicle ("Securitization Plan"), according to the approval conditions required by the Securities Exchange Commission of Thailand. The conditions related to the accounting treatment are as follows:

- (1) The Company will prepare its financial statements in accordance with the accounting standards and exposure draft of the accounting guideline issued by the Federation of Accounting Professions. Therefore, the Company will prepare its consolidated financial statements to combine the financial statements of Eternal 3 Special Purpose Vehicle Company Limited (ESPT) and Eternal 4 Special Purpose Vehicle Company Limited (Eternal 4).
- (2) The Company is able to derecognize the credit card receivables, which were transferred to the SPV, and the debentures under the securitization project in the amount that the risks and rewards on the receivables have been transferred to the debenture holders for both initial receivables transferred on the initial cut off date and additional revolving receivables transferred during the revolving periods.

For those receivables whose risks and rewards were not transferred to the debenture holders, the Company has recorded it as Subordinated Lending Account which is separately presented in the balance sheet.

In order to derecognize the credit card receivables and the debentures under the securitization project which the risks and rewards on the receivables have been transferred to the debenture holders, the Company has considered that the risks and rewards have been transferred when the transferor surrenders control over those assets to the transferee and accounted for as a sale to the extent that consideration other than beneficial interests in the transferred assets is received in exchange. And such beneficial interests do not include other retained interests in the transferred assets.

Servicing assets and other retained interests in the transferred assets are measured by allocating the previous carrying amount between the assets sold, if any, and retained interests, if any, based on their relative fair values at the date of transfer, if practicable.

3.6 Investments

Available-for-sale securities are stated at fair value. The fair value of equity securities which are listed securities are estimated by using the bidding prices at the Stock Exchange on the last business day of the year.

Securities for general investment are stated at cost, less allowances for impairment (if any).

Investments in subsidiaries in the separate financial statements are accounted for by the cost method.

Gain or loss on the change in fair value of available-for-sale securities is presented as an item in shareholders' equity. In case impairment in value of investment has occurred, the resultant loss for all classification of investment is recognized in the statement of income.

Cost of securities sold are determined by the weighted average method.

3.7 Equipment

Equipment is stated at cost less accumulated depreciation.

Depreciation is calculated by the straight-line method, based on the estimated useful life of the assets of 3-5 years.

3.8 Intangible assets

Intangible assets are computer software which is amortized by the straight-line method over the estimated useful lives of 5 years.

3.9 Foreign currency transactions

Transactions during the year denominated in foreign currencies are translated into Baht at the rates of exchange ruling on the transaction dates. Monetary assets and liabilities at the balance sheet date denominated in foreign currencies are translated into Baht at the reference exchange rate announced by Bank of Thailand at that date. Gains or losses on exchange arising on settlements or translations are recognized as income or expense when incurred.

3.10 Financial instruments

The Company entered into Interest Rate Swap Agreements, Cross Currency Swap Agreements, and Cross Currency Interest Rate Swap Agreements in asset and liability management activities to control exposure to fluctuations in interest and foreign exchange rates.

Income or expense from Interest Rate Swap Agreements used to manage interest rate exposures are recognized as adjustments to interest income or expense in the statement of income.

Gains or losses on Cross Currency Swap Agreements designated as hedges of existing assets and liabilities are recognized as income or expense in the statement of income.

Amounts to be paid and received are offset in the balance sheet.

The Company and its subsidiaries have no policy to speculate in or engage in the trading of any derivative financial instruments.

3.11 Recognition of revenues and expenses

Interest income from purposed loan (since February 21, 2008) and hire-purchase receivable (since February 21, 2008) are recognized on an accrual basis which is calculated by the effective interest method.

Interest income from purposed loan (before February 20, 2008) and hire-purchase receivable (before February 20, 2008) are recognized on an accrual basis which is calculated by the sum of the installment digits method.

Interest income from credit card receivable and personal loan are recognized on an accrual basis.

The Company has stopped recognizing income from debtors who are over 3 consecutive installments contractually past due by stopping income recognition of such receivables since the 4th installment, in accordance with the notification of the Office of the Securities and Exchange Commission ("the SEC") dated April 30, 2004 regarding "The Opinion on Provision for Doubtful Accounts for Consumer Finance Business".

Other income and expenses are recognized on an accrual basis.

3.12 Provident fund

The contribution for employee provident fund is recorded as expenses when incurred.

3.13 Income tax

Income tax expense is based on tax paid and accrued for the year.

3.14 Basic earnings per share

Basic earnings per share are calculated by dividing the net income for the year by the number of weighted average ordinary shares outstanding during the year. In the case of a capital increase, the number of shares is weighted according to time of registration of the paid-up share capital increase. The Company did not have any common share equivalents outstanding which would have dilutive effects on earnings per share.

3.15 Significant use of accounting judgments and estimations

In the application of the Company's accounting policies described above, the management is required to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting period. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Although these estimates are based on management's reasonable consideration of current events, actual results may differ from these estimates. Significant accounting estimates are as follows:

(1) Allowance for doubtful accounts and bad debts

The determination of the additional allowance for doubtful accounts from the notification of the Office of the Securities and Exchange Commission requires the use of various assumptions and judgments by the management, which includes the estimated collection losses on receivables, based on the Company's collection experience. The management reviews these estimates and assumptions on a regular basis.

(2) Fair value of financial instruments

For the disclosures of fair value of financial instrument, management's considerable judgment is necessarily required in estimation of fair value. Accordingly, the estimated fair value presented herein is not necessarily indicative of the amount that could be realized in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value.

4. SUPPLEMENTARY DISCLOSURES OF CASH FLOW INFORMATION

Non-cash items for the years ended February 20, 2010 and 2009 are as follows

4.1 Cash paid for purchase equipment and costs of software for the years ended February 20, are as follows:

| | CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS | |
|---|---|----------------------|
| | 2010 | 2009 |
| | Baht | Baht |
| Investment in cost of equipment | | |
| Liabilities recorded - brought forward | 14,324,652 | 19,420,087 |
| Purchase of equipment | 142,807,522 | 133,034,278 |
| Decrease in deposits for equipment | (27,587,355) | (15,845,368) |
| | <u>129,544,819</u> | <u>136,608,997</u> |
| Less Cash payments for purchase of equipment and deposits for equipment | <u>(106,583,945)</u> | <u>(122,284,345)</u> |
| Liabilities recorded - carried forward | <u>22,960,874</u> | <u>14,324,652</u> |
| Investment in costs of software | | |
| Liabilities recorded - brought forward | 43,902,527 | 20,918,419 |
| Investment in costs of software | 320,877,374 | 327,533,360 |
| | <u>364,779,901</u> | <u>348,451,779</u> |
| Less Cash payments for investment in costs of software | <u>(350,036,051)</u> | <u>(304,549,252)</u> |
| Liabilities recorded - carried forward | <u>14,743,850</u> | <u>43,902,527</u> |

4.2 During the years ended February 20, 2010 and 2009, the Company had non-cash item relating to sale of credit card receivables that the Company sold additional revolving credit card receivables during the revolving period which was net settled by the Seller Participation Account of Baht 619,950,514 and Baht 772,546,170, respectively, instead of cash receipt.

4.3 As at February 20, 2010 and 2009, the Company recorded unrealized gain from revaluation on available-for-sales security of Baht 22,482,192 and Baht 34,933,347, respectively.

5. ACCOUNTS RECEIVABLE - NET

5.1 Accounts receivable - net as at February 20, consist of:

| CONSOLIDATED FINANCIAL STATEMENTS | | | | | | |
|--|------------------------------|-----------------------------|-----------------------|------------------------------|-----------------------------|-----------------------|
| | 2010 | | | 2009 | | |
| | Due within 1 year Baht | Due after 1 year Baht | Total Baht | Due within 1 year Baht | Due after 1 year Baht | Total Baht |
| Hire-purchase receivable | | | | | | |
| Hire-purchase and accrued interest receivable | 5,534,963,253 | 834,977,362 | 6,349,940,615 | 5,600,827,083 | 775,349,270 | 6,376,216,353 |
| Less Unearned financing income | (580,489,504) | (88,569,824) | (669,059,328) | (536,680,207) | (80,657,375) | (617,337,582) |
| | 4,954,501,740 | 726,407,538 | 5,680,911,287 | 5,064,146,876 | 694,711,895 | 5,758,878,771 |
| Less Allowance for doubtful accounts | (115,813,713) | - | (115,813,713) | (177,607,406) | - | (177,607,406) |
| Hire-purchase and accrued interest receivable - net | 4,838,690,016 | 726,407,538 | 5,565,097,554 | 4,886,539,470 | 694,711,895 | 5,581,271,365 |
| Loans receivable | | | | | | |
| Loans and accrued interest receivable | 18,406,837,288 | 405,995,272 | 18,812,832,560 | 17,722,853,686 | 295,963,817 | 18,018,817,503 |
| Less Allowance for doubtful accounts | (567,381,002) | - | (567,381,002) | (452,167,387) | - | (452,167,387) |
| Loans and accrued interest receivable - net | 17,839,556,286 | 405,995,272 | 18,245,551,558 | 17,270,686,299 | 295,963,817 | 17,566,650,116 |
| Credit card receivable | | | | | | |
| Credit card and accrued interest receivable | 9,979,797,541 | - | 9,979,797,541 | 7,527,648,318 | - | 7,527,648,318 |
| Less Allowance for doubtful accounts | (197,902,024) | - | (197,902,024) | (229,769,038) | - | (229,769,038) |
| Credit card and accrued interest receivable - net | 9,781,895,517 | - | 9,781,895,517 | 7,297,879,280 | - | 7,297,879,280 |
| Factoring receivable | | | | | | |
| Factoring and accrued interest receivable | - | - | - | 480,730 | - | 480,730 |
| Less Deferred income | - | - | - | - | - | - |
| Factoring and accrued interest receivable - net | - | - | - | 480,730 | - | 480,730 |
| Total accounts receivable - net | 32,460,341,839 | 1,332,402,810 | 33,592,544,649 | 29,455,583,787 | 990,685,712 | 30,446,269,499 |

As at February 20, 2010 and 2009, Participation in Eternal 3 Special Purpose Vehicle for Securitization Account of Baht 1,063,310,810 and Baht 1,280,479,856, respectively which are non-subordinated and ranked in order of priority pari passu with payment in principal in respect of the debentures of subsidiary, are included are credit card receivables in the consolidated financial statements (see Note 8).

As at February 20, 2010 and 2009, Participation in Eternal 4 Special Purpose Vehicle for Securitization Account of Baht 195,814,892 and Baht 127,946,428, respectively which are non-subordinated and ranked in order of priority pari passu with payment in principal in respect of the debentures of subsidiary, are included in credit card receivables in the consolidated financial statements (see Note 8).

| | SEPARATE FINANCIAL STATEMENTS | | | | | |
|--|-------------------------------|----------------------|-----------------------|-----------------------|---------------------|-----------------------|
| | 2010 | | | 2009 | | |
| | Due within 1 year | Due after 1 year | Total | Due within 1 year | Due after 1 year | Total |
| | Baht | Baht | Baht | Baht | Baht | Baht |
| Hire-purchase receivable | | | | | | |
| Hire-purchase and accrued interest receivable | 5,534,963,253 | 814,977,362 | 6,349,940,615 | 5,600,827,083 | 779,389,270 | 6,376,216,353 |
| Less Unearned financing income | (580,459,504) | (88,569,824) | (669,029,328) | (536,688,207) | (180,657,375) | (617,337,582) |
| | 4,954,503,749 | 726,407,538 | 5,680,911,287 | 5,064,148,876 | 698,731,895 | 5,758,879,771 |
| Less Allowance for doubtful accounts | (115,813,713) | - | (115,813,713) | (177,607,406) | - | (177,607,406) |
| Hire-purchase and accrued interest receivable - net | 4,838,690,036 | 726,407,538 | 5,565,097,574 | 4,886,539,470 | 698,731,895 | 5,581,271,365 |
| Loans receivable | | | | | | |
| Loans and accrued interest receivable | 18,406,937,288 | 405,995,272 | 18,812,932,560 | 17,722,853,686 | 295,963,817 | 18,018,817,503 |
| Less Allowance for doubtful accounts | (567,381,002) | - | (567,381,002) | (452,167,387) | - | (452,167,387) |
| Loans and accrued interest receivable - net | 17,839,556,286 | 405,995,272 | 18,245,551,558 | 17,270,686,299 | 295,963,817 | 17,566,650,116 |
| Credit card receivable | | | | | | |
| Credit card and accrued interest receivable | 8,923,600,205 | - | 8,923,600,205 | 6,252,527,509 | - | 6,252,527,509 |
| Less Allowance for doubtful accounts | (140,897,450) | - | (140,897,450) | (140,052,794) | - | (140,052,794) |
| Credit card and accrued interest receivable - net | 8,782,702,755 | - | 8,782,702,755 | 6,092,474,715 | - | 6,092,474,715 |
| Factoring receivable | | | | | | |
| Factoring and accrued interest receivable | - | - | - | 480,730 | - | 480,730 |
| Less Deferred income | - | - | - | - | - | - |
| Factoring and accrued interest receivable - net | - | - | - | 480,730 | - | 480,730 |
| Total accounts receivable - net | 31,460,949,077 | 1,132,402,810 | 32,593,351,887 | 28,250,181,214 | 990,695,712 | 29,240,876,926 |

5.2 Hire-purchase and loan receivables as at February 20, are classified by revenue recognition policies as follows (see Note 3.11):

| CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS | | | | | | |
|---|----------------|--------------|----------------|----------------|---------------|----------------|
| | 2010 | | | 2009 | | |
| | Effective rate | Sum-of-digit | Total | Effective rate | Sum-of-digit | Total |
| | Method | Method | | Method | Method | |
| | Baht | Baht | Baht | Baht | Baht | Baht |
| Hire-purchase receivable | | | | | | |
| Hire-purchase and accrued interest receivable | 8,200,977,112 | 143,963,560 | 8,340,940,615 | 5,301,312,126 | 1,074,904,227 | 6,376,216,353 |
| Less: Unearned financing income | (660,953,408) | (8,075,920) | (669,029,328) | (326,897,705) | (90,459,877) | (417,357,582) |
| | 5,540,023,704 | 135,887,640 | 5,675,911,207 | 4,974,414,421 | 984,444,350 | 5,958,858,771 |
| Less: Allowance for doubtful accounts | (97,391,840) | (18,421,873) | (115,813,713) | (109,147,668) | (68,459,738) | (177,607,406) |
| Hire-purchase and accrued interest receivable - net | 5,442,631,864 | 117,465,767 | 5,560,097,574 | 4,865,266,753 | 915,984,612 | 5,781,251,365 |
| Loans receivable | | | | | | |
| Loans and accrued interest receivable | 18,796,205,541 | 16,727,019 | 18,812,932,560 | 17,745,295,136 | 273,522,367 | 18,018,817,503 |
| Less: Allowance for doubtful accounts | (564,233,966) | (3,147,036) | (567,381,002) | (425,094,922) | (27,072,465) | (452,167,387) |
| Loans and accrued interest receivable - net | 18,231,971,575 | 13,579,983 | 18,245,551,558 | 17,320,200,214 | 246,449,902 | 17,566,650,116 |

5.3 Quality of assets

Accounts receivable as at February 20, are classified by aging as follows:

| | CONSOLIDATED | | SEPARATE | |
|---------------------------------------|----------------------|----------------|----------------------|----------------|
| | FINANCIAL STATEMENTS | | FINANCIAL STATEMENTS | |
| | 2010 | 2009 | 2010 | 2009 |
| | Baht | Baht | Baht | Baht |
| Less than 3 months | 33,697,443,220 | 30,586,180,071 | 32,698,250,458 | 29,380,775,498 |
| 3 months up | 776,198,168 | 719,645,251 | 719,193,594 | 629,929,015 |
| Total | 34,473,641,388 | 31,305,825,322 | 33,417,444,052 | 30,010,704,513 |
| Less: Allowance for doubtful accounts | (881,096,739) | (859,543,823) | (824,092,165) | (769,827,587) |
| Total accounts receivable - net | 33,592,544,649 | 30,446,281,499 | 32,593,351,887 | 29,240,876,926 |

5.4 Troubled debt restructuring

For the year ended February 20, 2010, the Company had recognized interest income on restructured debts totaling Baht 1.35 million.

The Company had the following outstanding debts

| | CONSOLIDATED FINANCIAL STATEMENTS | | | |
|--------------------------------------|-----------------------------------|----------------|-------------------------|----------------|
| | As at February 20, 2010 | | As at February 20, 2009 | |
| | Number of | Amount | Number of | Amount |
| | debtors | Baht | debtors | Baht |
| Restructured accounts receivable | 2,154 | 89,044,964 | - | - |
| Non-restructured accounts receivable | 2,928,449 | 34,384,596,426 | 3,118,430 | 31,305,825,322 |
| Total accounts receivable | 2,930,603 | 34,473,641,390 | 3,118,430 | 31,305,825,322 |

SEPARATE FINANCIAL STATEMENTS

| | As at February 20, 2010 | | As at February 20, 2009 | |
|--------------------------------------|-------------------------|----------------|-------------------------|----------------|
| | Number of debtors | Amount Baht | Number of debtors | Amount Baht |
| Restructured accounts receivable | 2,154 | 89,044,964 | - | - |
| Non-restructured accounts receivable | 2,723,672 | 33,328,399,088 | 2,873,259 | 30,010,704,513 |
| Total accounts receivable | 2,725,826 | 33,417,444,052 | 2,873,259 | 30,010,704,513 |

As at February 20, 2010, the Company had no commitment to provide additional loans to its restructured debtors after debt restructuring.

5.5 Allowance for doubtful accounts

| | CONSOLIDATED FINANCIAL STATEMENTS | | SEPARATE FINANCIAL STATEMENTS | |
|---------------------------------|--------------------------------------|-----------------|----------------------------------|-----------------|
| | 2010 Baht | 2009 Baht | 2010 Baht | 2009 Baht |
| Beginning balances | 859,543,823 | 727,011,978 | 769,827,587 | 641,248,103 |
| Bad debts and doubtful accounts | 2,802,801,686 | 2,743,933,771 | 2,483,812,068 | 2,351,801,718 |
| Bad debts written off | (2,781,248,770) | (2,611,401,926) | (2,429,547,490) | (2,223,222,234) |
| Ending balances | 881,096,739 | 859,543,823 | 824,092,165 | 769,827,587 |

5.6 Transfers of financial assets (see Note 29.1)

The Company entered into the Receivables Sale and Purchase Agreements with four (4) Special Purposes Vehicle Companies, which were incorporated under the Civil and Commercial Code of Thailand to be special purpose vehicles (SPV) under the Royal Enactment on Special Purpose Juristic Persons for Securitization B.E. 2540 (1997). Under securitization plan which was approved by the Office of the Securities and Exchange Commission, the Company sold an amount of revolving receivables and the SPV also appointed the Company to act as the servicer responsible for collecting payments from its obligor under the Receivables Sale and Purchase Agreements and Servicing Agreements.

Details of aforementioned sales of receivables are summarized as follows:

| | | ESPV* | ECC** | ESPV*** | ETERNAL 4**** |
|--|------|---|--|--|--------------------------------------|
| Selling date | | February 17, 2004 | February 16, 2005 | February 6, 2006 | June 25, 2007 |
| Type of transferred receivables | | Hire Purchase Receivable | Credit Card Receivable | Credit Card Receivable | Credit Card Receivable |
| Revolving period | | February 2004 - November 2007 (approximately) | February 2005 - January 2010 (approximately) | February 2006 - January 2011 (approximately) | June 2007 - May 2012 (approximately) |
| Initial sales of receivables | | | | | |
| Net book value of initial receivables | Baht | 1,999,999,755 | 2,956,800,085 | 2,782,514,549 | 3,038,017,234 |
| Proceeds from transfer of the right of receivables | Baht | 1,482,499,755 | 2,000,000,000 | 2,280,000,000 | 2,205,000,000 |
| Subordinated lendings (see Note 9) | Baht | 517,500,000 | 816,000,000 | 370,000,000 | 744,000,000 |
| Minimum seller participation - pari passu with debentures (see Note 8) | Baht | - | 140,800,000 | 132,500,000 | 88,470,000 |
| Number of contracts | | 306,192 | 213,872 | 181,389 | 178,751 |
| Average principal amount outstanding | Baht | 6,532 | 13,825 | 15,340 | 16,996 |
| Average principal amount as at the time of origination | Baht | 8,542 | - | - | - |
| Interest rate | | - | 18% p.a. | 18% p.a. | 18% p.a. |
| Weighted average nominal interest rate | | 12.04% p.a. | - | - | - |
| Weighted average originate term to maturity | | 11.87 months | - | - | - |
| Weighted average remaining term to maturity | | 9.45 months | - | - | - |

* Eternal Special Purpose Vehicle Company Limited

** Eternal Credit Card Special Purpose Vehicle Company Limited

*** Eternal 3 Special Purpose Vehicle Company Limited (Subsidiary)

**** Eternal 4 Special Purpose Vehicle Company Limited (Subsidiary)

The Company does not recognize other assets obtained in the transfer of financial assets including retained interests on the financial statements because it is not practical to estimate their reasonable fair values.

Other related information is summarized as follows:

(1) Eternal Special Purpose Vehicle Company Limited (ESPV)

During the revolving period under securitization, the ESPV will apply collections received from purchased hire-purchase receivables to purchase additional offered eligible receivables from the Company under the condition specified in the agreement. The purchase price of the offered receivables to be sold will be equal to the total net book value of such offered receivables.

The Company has an option and has to buy back Excess Defaulted Receivables from the ESPV. Excess Defaulted Receivables are receivables having any amount unpaid for an aggregate of three or more Delinquency Cut-off Date, the 20th of each calendar month, and not been charged-off and the principal amount of which are not covered by the positive difference between (a) cash income received by the ESPV from the purchased receivables and (b) the interest payable on the debenture and certain expenses of the ESPV incurred in connection with the securitization transaction. Such option will expire if it is not exercised on each monthly purchase date. If the Company does not exercise the option or having exercised the option fails to repurchase all such excess defaulted receivables from the ESPV, such non-exercise or failure shall constitute a trigger event.

Under the Receivables Sales Agreement, Conditions to the repurchase of the Receivables from the ESPV during or at the end of the securitization transaction are as follows:

1. when the receivables sold are ineligible receivables
2. an option to repurchase the excess defaulted receivables
3. an option to repurchase the defaulted receivables
4. an option to repurchase, subject to the applicable law, all remaining Purchased Receivables from the ESPV if the cost of servicing the Purchased Receivables exceeds the benefits for doing so (Clean-up call)
5. an option to repurchase, subject to the applicable law, all remaining Purchased Receivables from the ESPV as a result of a change in Thai tax law after the Closing Date which would make the seller having to indemnify the ESPV against certain tax liabilities.

On May 12, 2008, ESPV redeemed all debentures and the Company repurchased all outstanding receivables from ESPV which led to the end of the ESPV's securitization project. As at February 20, 2010, ESPV is in the process of dissolution.

- (2) Eternal Credit Card Special Purpose Vehicle Company Limited (ECC), Eternal 3 Special Purpose Vehicle Company Limited (ESPT) and Eternal 4 Special Purpose Vehicle Company Limited (Eternal 4)

During the life of the securitization projects, the Company may repurchase the Purchased Receivables from ECC, ESPT and Eternal 4 in the following circumstances:

1. When the Company has breached its representations and warranties with respect to the Purchased Receivables which are ineligible. The Company is obliged to repurchase such ineligible receivables on the next Monthly Purchase Date.
2. On a Monthly Purchase Date, the Company may exercise its option to repurchase any Purchased Receivables which become a defaulted receivable on the Collection Period End Date immediately preceding such Monthly Purchase Date.
3. The Company may exercise the Clean up Call Option for repurchase of remaining Purchased Receivables as a Servicer.
4. The Company may exercise the Tax Redemption Option for repurchase of remaining Purchased Receivables.

On February 10, 2010, ECC redeemed the remaining debentures and subordinated lending and the Company repurchased all outstanding receivables from ECC which led to the end of the ECC's securitization project. As at February 20, 2010, ECC is in the process of dissolution.

The key financial information of Special Purpose Vehicle Companies as of February 20, 2010 and 2009, and for the years ended February 20, 2010 and 2009, is summarized as follows:

| | 2010 | | | |
|--|--------------|---------------|---------------|--------------------|
| | ESPV Baht | ECC Baht | ESPT* Baht | ETERNAL 4* Baht |
| As of February 20, | | | | |
| Total assets | 8,665,856 | 16,634,719 | 2,084,325,257 | 3,171,825,054 |
| Total liabilities | 8,621,856 | 10,833,652 | 2,084,281,257 | 3,171,781,054 |
| Total shareholders' equity | 44,000 | 5,801,067 | 44,000 | 44,000 |
| For the year ended February 20, | | | | |
| Total income | 652 | 452,205,826 | 573,474,793 | 610,923,494 |
| Bad debts and doubtful accounts | - | 104,927,852 | 147,531,677 | 171,457,941 |
| Other operating expenses | 31,450 | 135,808,279 | 157,598,830 | 176,539,150 |
| Interest expenses | - | 129,198,116 | 116,998,771 | 223,958,927 |
| Income tax | - | 16,728,251 | 40,262,542 | 6,801,205 |
| Net income (loss) | (30,798) | 65,545,328 | 111,084,973 | 32,166,271 |
| | | | | |
| | 2009 ** | | | |
| | ESPV Baht | ECC Baht | ESPT* Baht | ETERNAL 4* Baht |
| As of February 20, | | | | |
| Total assets | 8,996,654 | 2,179,813,678 | 2,501,442,795 | 3,130,830,431 |
| Total liabilities | 8,952,654 | 2,174,012,610 | 2,501,398,795 | 3,130,786,431 |
| Total shareholders' equity | 44,000 | 5,801,068 | 44,000 | 44,000 |
| For the year ended February 20, | | | | |
| Total income | 19,740,116 | 573,697,585 | 677,079,892 | 696,205,336 |
| Bad debts and doubtful accounts | 7,088,947 | 135,750,274 | 187,224,194 | 204,907,859 |
| Other operating expenses | 5,221,629 | 174,960,879 | 186,309,455 | 203,179,993 |
| Interest expenses | 11,077,339 | 157,141,669 | 206,423,413 | 218,131,935 |
| Income tax | - | 26,801,313 | 28,912,888 | 22,490,438 |
| Net income (loss) | (3,647,799) | 79,043,450 | 68,218,942 | 47,495,111 |

* Eternal 3 Special Purpose Vehicle Company Limited (ESPT) and Eternal 4 Special Purpose Vehicle Company Limited (ETERNAL4) are the Company's subsidiaries (see Note 1)

** Financial information has been changed following the financial statements which have been audited.

For the years ended February 20, 2010 and 2009, transactions relating to the transfer of financial assets under the securitization projects are summarized as follows:

| | 2010 | 2009 |
|---|----------------|----------------|
| | Million | Million |
| | Baht | Baht |
| Transfers of future credit card receivables (at book value) | | |
| - Credit card receivable (ECC) | 2,600 | 3,368 |
| - Credit card receivable (ESPT) | 3,403 | 4,007 |
| - Credit card receivable (Eternal 4) | 3,835 | 4,828 |
| | <u>9,838</u> | <u>12,203</u> |
| Cash collection on behalf of Special Purpose Vehicles (SPV) | | |
| - Hire-purchase receivable (ESPV) | - | 241 |
| - Credit card receivable (ECC) | 3,256 | 4,143 |
| - Credit card receivable (ESPT) | 4,133 | 4,800 |
| - Credit card receivable (Eternal 4) | 4,699 | 5,414 |
| | <u>12,088</u> | <u>14,598</u> |
| Servicing income on cash collection from the SPV | | |
| - Hire-purchase receivable (ESPV) | - | 4 |
| - Credit card receivable (ECC) | 107 | 139 |
| - Credit card receivable (ESPT) | 132 | 156 |
| - Credit card receivable (Eternal 4) | 149 | 171 |
| | <u>388</u> | <u>470</u> |

As at February 20, 2010 and 2009, the outstanding receivables sold to Special Purpose Vehicles and managed by the Company are classified by aging as follows:

| | 2010 | 2009 |
|---|----------------|----------------|
| | Million | Million |
| | Baht | Baht |
| Credit card receivables (included accrued interest income) - ECC | | |
| Less than 3 months | - | 2,115 |
| 3 months up | - | 32 |
| | <u>-</u> | <u>2,147</u> |
| Less Allowance for doubtful accounts | - | (32) |
| | <u>-</u> | <u>2,115</u> |
| Credit card receivables (included accrued interest income) - ESPT | | |
| Less than 3 months | 2,005 | 2,375 |
| 3 months up | 26 | 43 |
| | <u>2,031</u> | <u>2,418</u> |
| Less Allowance for doubtful accounts | (26) | (43) |
| | <u>2,005</u> | <u>2,375</u> |

| | 2010 Million Baht | 2009 Million Baht |
|--|-------------------------|-------------------------|
| Credit card receivables (included accrued interest income) - Eternal 4 | | |
| Less than 3 months | 2,179 | 2,676 |
| 3 months up | 31 | 47 |
| | <u>2,210</u> | <u>2,723</u> |
| Less Allowance for doubtful accounts | (31) | (47) |
| | <u>2,179</u> | <u>2,676</u> |
| Total | <u>4,184</u> | <u>7,166</u> |

6. OTHER CURRENT ASSETS - OTHERS

As at February 20, other current assets - others consist of the following:

| | CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS | |
|-----------------------------|---|-------------------|
| | 2010 Baht | 2009 Baht |
| Prepaid expenses | 36,264,719 | 33,905,715 |
| Refundable value-added-tax | 14,892,691 | - |
| Value-added-tax not yet due | 34,092,304 | 31,882,933 |
| Advance payment | <u>5,418,602</u> | <u>7,075,281</u> |
| Total | <u>90,668,316</u> | <u>72,863,929</u> |

7. OTHER LONG-TERM INVESTMENTS

As at February 20, other long-term investments consist of:

7.1 Investments in subsidiaries as at February 20 consist of:

| | SEPARATE FINANCIAL STATEMENTS | | | |
|---|-------------------------------|---------------|-------------------|---------------|
| | 2010 | | 2009 | |
| | % of Ownership | Cost Baht | % of Ownership | Cost Baht |
| Eternal 3 Special Purpose Vehicle Company Limited | 26.00 | 10,400 | 26.00 | 10,400 |
| Eternal 4 Special Purpose Vehicle Company Limited | 26.00 | <u>10,400</u> | 26.00 | <u>10,400</u> |
| | | <u>20,800</u> | | <u>20,800</u> |

7.2 Long-term investments in related companies as at February 20 consist of:

| CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS | | | | | | | | |
|---|-------------------|----------------|------------------|----------------|-------------------|------------|------------------|------------|
| | % of Ownership | 2010 | | | % of Ownership | 2009 | | |
| | | Cost | Unrealized gain | Fair value | | Cost | Unrealized gain | Fair value |
| | | Baht | from revaluation | Baht | | Baht | from revaluation | Baht |
| | | on investments | Baht | on investments | | Baht | | |
| Available-for-sale security | | | | | | | | |
| AEON Credit Service (M) Ltd. | | | | | | | | |
| (1,000,000 shares of MYR 0.5 each, par value of MYR 0.5, fully paid) | | | | | | | | |
| 1.04 | 9,628,708 | 17,313,139 | 47,244,247 | 1.04 | 9,328,708 | 16,913,147 | 46,762,607 | |
| Total available-for-sale security | | 9,628,708 | 17,313,139 | 47,244,247 | 9,328,708 | 16,913,147 | 46,762,607 | |

| CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS | | | | | | |
|---|-------------------|-------------|-------|-------------------|-------------|------|
| | % of Ownership | 2010 | | % of Ownership | 2009 | |
| | | Cost | Cost | | Cost | Cost |
| | | Baht | Baht | | Baht | Baht |
| | | Baht | Baht | | Baht | Baht |
| General investments | | | | | | |
| Aeon (Thailand) Co., Ltd. | | | | | | |
| (340,000 shares of Baht 100 each, Baht 25 called up) | | | | | | |
| 0.50 | | 8,500,000 | 0.50 | | 8,500,000 | |
| ACS Credit Management Co., Ltd. | | | | | | |
| (1700 shares of THB 100,000 each, par value of THB 30,000, fully paid) | | | | | | |
| 4.00 | | 20,614,000 | 4.00 | | 20,614,000 | |
| PT. Aeon Credit Service Indonesia | | | | | | |
| (1171 shares of IDR 30 million each, par value IDR 30 million, fully paid) | | | | | | |
| 5.18 | | 19,071,250 | 5.18 | | 19,071,250 | |
| AEON Credit Technology Systems (Philippines) Inc. | | | | | | |
| (100,000 shares of PHP100 each, par value of PHP 100, fully paid) | | | | | | |
| 10.00 | | 7,644,700 | 10.00 | | 7,644,700 | |
| ACS Trading Vietnam Co., Ltd. | | | | | | |
| (20% of ownership of VND 2,000 million, fully paid) | | | | | | |
| 20.00 | | 4,158,750 | 20.00 | | 4,158,750 | |
| | | 29,303,000 | | | 29,303,000 | |
| Less Allowance for impairment of investment | | | | | | |
| | | (8,500,000) | | | (8,500,000) | |
| Total general investments | | 11,873,250 | | 11,873,250 | | |
| Total long-term investments in related parties | | 118,713,217 | | 98,271,861 | | |

7.3 Long-term investments in other companies as at February 20 consist of:

| | CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS | | | |
|---|---|---------------|-------------------|---------------|
| | 2010 | | 2009 | |
| | % of Ownership | Cost Baht | % of Ownership | Cost Baht |
| Eternal SPV Company Limited | 26.00 | 10,400 | 26.00 | 10,400 |
| Eternal Credit Card SPV Company Limited | 26.00 | 10,400 | 26.00 | 10,400 |
| | | <u>20,800</u> | | <u>20,800</u> |

8. PARTICIPATION IN SPECIAL PURPOSE VEHICLES FOR SECURITIZATION

Participation in Special Purpose Vehicles for securitization as at February 20, is as follows:

| | CONSOLIDATED FINANCIAL STATEMENTS | | SEPARATE FINANCIAL STATEMENTS | |
|---|--------------------------------------|----------------------|----------------------------------|----------------------|
| | 2010 | 2009 | 2010 | 2009 |
| | Baht | Baht | Baht | Baht |
| Eternal Credit Card Special Purpose Vehicle Company Limited | - | 470,649,932 | - | 470,649,932 |
| Eternal 3 Special Purpose Vehicle Company Limited (see Note 24.2.1) | - | - | 1,063,310,810 | 1,280,479,856 |
| Eternal 4 Special Purpose Vehicle Company Limited (see Note 24.2.1) | - | - | 195,814,892 | 127,946,428 |
| | - | <u>470,649,932</u> | <u>1,259,125,702</u> | <u>1,879,076,216</u> |
| Less Current portion of Participation amounts in Special Purpose Vehicles for securitization | - | <u>(470,649,932)</u> | <u>(1,063,310,810)</u> | <u>(470,649,932)</u> |
| Participation in Special Purpose Vehicle For Securitization | - | <u>-</u> | <u>195,814,892</u> | <u>1,408,426,284</u> |

The Company entered into Credit Card Sales and Purchase Agreements with Eternal Credit Card Special Purpose Vehicle Company Limited (ECC), Eternal 3 Special Purpose Vehicle Company Limited (ESPT) and Eternal 4 Special Purpose Vehicle Company Limited (Eternal 4) under securitization projects. On the contract dates, the Company received partial payments from ECC, ESPT and Eternal 4 with seller participation account under securitization projects of Baht 140,800,085, Baht 132,514,549 and Baht 89,017,233, respectively, which are non-subordinated and ranked in order of priority pari passu with payments of principal in respect of the debentures. The aggregate seller participation account will increase from partial payments of such Special Purpose Vehicle Companies for purchase of Future Receivables and Additional Receivable when such Special Purpose Vehicle Companies' net cash flow generated by the Purchased Receivables is insufficient. Participation account would be reduced in order to repurchase ineligible receivables and receive the excess cash from such Special Purpose Vehicle Companies. However, the Company has to retain such Participation Minimum Amount on ECC, ESPT and Eternal 4 not less than 5%, 5% and 3% of the aggregate of the outstanding principal amount of the debentures and the subordinated loan, respectively, of which such amount will be repaid by cash approximately within 2010, 2011 and 2012, respectively, or when this project ends (see Note 5.6).

On February 10, 2010, ECC redeemed the remaining participation in special purpose vehicle for securitization (see Note 5.6).

9. SUBORDINATED LENDING

Subordinated lendings entered with Special Purpose Vehicles as at February 20, are as follows:

| | CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS | |
|---|---|----------------------|
| | 2010 | 2009 |
| | Baht | Baht |
| Subordinated lending | | |
| Eternal Credit Card Special Purpose Vehicle Company Limited (ECC) | - | 642,686,834 |
| Eternal 3 Special Purpose Vehicle Company Limited (ESPT) (see Note 24.2.1) | 217,035,005 | 370,000,000 |
| Eternal 4 Special Purpose Vehicle Company Limited (Eternal 4) (see Note 24.2.1) | 744,000,000 | 744,000,000 |
| | 961,035,005 | 1,756,686,834 |
| Less: Current portion of subordinated lendings | (217,035,005) | (642,686,834) |
| Subordinated lendings - net | 744,000,000 | 1,114,000,000 |

- On February 16, 2005, the Company entered into the subordinated bridging loan agreement with Eternal Credit Card Special Purpose Vehicle Company Limited (ECC) amounting to Baht 816,000,000 for the purpose of partial payment of the Initial Credit Card Receivables from ECC under the provision of the Receivable Sale Agreement (see Note 5.6). The interest is paid on the monthly basis at the rate of 5% per annum. Subsequently, such bridging loan was refinanced to be subordinated term loan in August 2005 in accordance with such Bridging Loan Agreement. The term loan is due in the year 2010 and the interest is paid on the monthly basis at the rate of 15% per annum. The Company received partial repayment of such subordinated lending on April 10, 2008.

Subsequently, on February 10, 2010, ECC redeemed the remaining subordinated lending (see Note 5.6).

- On February 6, 2006, the Company entered into the subordinated bridging loan agreement with Eternal 3 Special Purpose Vehicle Company Limited (ESPT) amounting to Baht 370,000,000 for the purpose of partial payment of the Initial Credit Card Receivables from ESPT under the provision of the Receivable Sale Agreement (see Note 5.6). The interest is paid on the monthly basis at the rate of 15% per annum. Subsequently, such bridging loan was refinanced to be subordinated term loan in July 2006 in accordance with such Bridging Loan Agreement. The term loan is due in the year 2011 and the interest is paid on the monthly basis at the rate of 15% per annum. The Company received partial repayment of such subordinated lending on March 10, 2009.
- On June 25, 2007, the Company entered into the subordinated bridging loan agreement with Eternal 4 Special Purpose Vehicle Company Limited (Eternal 4) amounting to Baht 744,000,000 for the purpose of partial payment of the Initial Credit Card Receivables from Eternal 4 under the provision of the Receivable Sale Agreement (see Note 5.6). The interest is paid on the monthly basis at the rate of 15% per annum. Subsequently, such bridging loan was refinanced to be subordinated term loan in September 2007 in accordance with such Bridging Loan Agreement. The term loan is due in the year 2012 and the interest is paid on the monthly basis at the rate of 15% per annum.

10. EQUIPMENT - NET

Equipment - net as at February 20, consists of the following:

| CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS | | | | |
|--|---|-------------------|-------------------|---|
| | Balance as at February 20, 2009 Baht | Additions Baht | Disposals Baht | Balance as at February 20, 2010 Baht |
| Cost: | | | | |
| Furniture and office equipment | 1,465,225,814 | 142,807,522 | (29,935,854) | 1,578,097,482 |
| Total | 1,465,225,814 | 142,807,522 | (29,935,854) | 1,578,097,482 |
| Accumulated depreciation: | | | | |
| Furniture and office equipment | (1,041,135,940) | (159,152,295) | 28,789,823 | (1,171,498,412) |
| Total | (1,041,135,940) | (159,152,295) | 28,789,823 | (1,171,498,412) |
| Total equipment - net | 424,089,874 | | | 406,599,070 |

| CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS | | | | |
|--|---|-------------------|-------------------|---|
| | Balance as at February 20, 2008 Baht | Additions Baht | Disposals Baht | Balance as at February 20, 2009 Baht |
| Cost: | | | | |
| Furniture and office equipment | 1,391,007,872 | 133,034,278 | (58,816,336) | 1,465,225,814 |
| Total | 1,391,007,872 | 133,034,278 | (58,816,336) | 1,465,225,814 |
| Accumulated depreciation: | | | | |
| Furniture and office equipment | (897,194,263) | (171,109,481) | 27,167,804 | (1,041,135,940) |
| Total | (897,194,263) | (171,109,481) | 27,167,804 | (1,041,135,940) |
| Total equipment - net | 493,813,609 | | | 424,089,874 |

| | 2010 Baht | 2009 Baht |
|---|--------------|--------------|
| Depreciation for the years ended February 20, | 159,152,295 | 171,109,481 |

As at February 20, 2010 and 2009, the costs of fully depreciated assets still in use are Baht 765.4 million and Baht 745.5 million, respectively.

11. INTANGIBLE ASSETS - NET

Intangible assets - net as at February 20, consist of the following:

| | CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS | | | | |
|--------------------------------------|--|----------------------|--------------------|----------------|------------------------|
| | Balance as at | Additions | Disposals/ | Transfer In | Balance as at |
| | February 20, | | Write-off | (Transfer Out) | February 20, |
| | 2009 | | | | 2010 |
| | Baht | Baht | Baht | Baht | Baht |
| Cost: | | | | | |
| Computer software | 1,612,013,009 | 257,700,506 | (2,516,766) | 109,409,877 | 1,976,606,626 |
| Computer software under installation | 99,619,152 | 63,176,868 | - | (109,409,877) | 53,386,143 |
| Total Cost | <u>1,711,632,161</u> | <u>320,877,374</u> | <u>(2,516,766)</u> | <u>-</u> | <u>2,029,992,769</u> |
| Accumulated amortization: | | | | | |
| Computer software | (888,989,573) | (271,269,582) | 2,516,766 | - | (1,157,742,389) |
| Total accumulated amortization | <u>(888,989,573)</u> | <u>(271,269,582)</u> | <u>2,516,766</u> | <u>-</u> | <u>(1,157,742,389)</u> |
| Intangible assets- net | <u>822,642,588</u> | | | | <u>872,250,380</u> |

| | CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS | | | | |
|--------------------------------------|--|----------------------|---------------------|----------------|----------------------|
| | Additions | Additions | Disposals/ | Transfer In | Balance as at |
| | February 20, | | Write-off | (Transfer Out) | February 20, |
| | 2008 | | | | 2009 |
| | Baht | Baht | Baht | Baht | Baht |
| Cost: | | | | | |
| Computer software | 1,237,616,474 | 314,711,403 | (17,794,048) | 77,479,180 | 1,612,013,009 |
| Computer software under installation | 164,276,375 | 12,821,957 | - | (77,479,180) | 99,619,152 |
| Total Cost | <u>1,401,892,849</u> | <u>327,533,360</u> | <u>(17,794,048)</u> | <u>-</u> | <u>1,711,632,161</u> |
| Accumulated amortization: | | | | | |
| Computer software | (656,989,455) | (241,051,418) | 9,051,300 | - | (888,989,573) |
| Total accumulated amortization | <u>(656,989,455)</u> | <u>(241,051,418)</u> | <u>9,051,300</u> | <u>-</u> | <u>(888,989,573)</u> |
| Intangible assets- net | <u>744,903,394</u> | | | | <u>822,642,588</u> |

| | 2010 | 2009 |
|---|--------------------|--------------------|
| | Baht | Baht |
| Amortization for the years ended February 20, | <u>271,269,582</u> | <u>241,051,418</u> |

12. OTHER NON-CURRENT ASSETS

Other non-current assets as at February 20, consist of the following:

| | CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS | |
|-----------------------------|---|--------------------|
| | 2010 | 2009 |
| | Baht | Baht |
| Deposits | 84,333,219 | 111,507,586 |
| Prepaid commission expenses | 25,717,411 | 29,094,511 |
| Deferred expenses | 5,297,636 | 13,119,274 |
| Total | 115,348,266 | 153,721,371 |

13. SHORT-TERM LOANS FROM FINANCIAL INSTITUTIONS

Short-term loans from financial institutions as at February 20, are short-term loans from various financial institutions in the form of unsecured promissory notes. The details are as follows:

| | CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS | | | | | |
|----------------------|---|---------------------|----------------------|--------------------|---------------------|----------------------|
| | 2010 | | | 2009 | | |
| | Interest rate % | Foreign Currency | Baht Equivalent | Interest rate % | Foreign Currency | Baht Equivalent |
| Loan in USD currency | 1.55 - 2.00 | 18,942,000 | 631,225,102 | - | - | - |
| Loan in THB currency | 1.65 - 1.77 | | 4,215,000,000 | 3.25 - 4.87 | | 5,490,000,000 |
| Total | | | 4,846,225,102 | | | 5,490,000,000 |

14. LONG-TERM LOANS

The Company entered into long-term loan agreements and issued bills of exchange in THB and foreign currencies as follows:

| | CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS | | | |
|--|--|--------------------|-------------------------|----------------------|
| | As at February 20, 2010 | | As at February 20, 2009 | |
| | Foreign Currencies | Baht Equivalent | Foreign Currencies | Baht Equivalent |
| Repayable within fiscal year ending February 20, 2010 | | | | |
| - Loan in JPY currency | | | | |
| Interest rate (p.a.) | | | | |
| • 2.00% | - | - | Yen 1,500,000,000 | 573,085,500 |
| • JPY-LIBOR 6M + 0.40% | - | - | Yen 6,000,000,000 | 2,292,342,000 |
| | | - | | 2,865,427,500 |

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

As at February 28, 2010

As at February 28, 2009

| | Foreign Currencies | Baht Equivalent | Foreign Currencies | Baht Equivalent |
|-------------------------------------|-----------------------|----------------------|-----------------------|----------------------|
| - Loan in THB currency | | | | |
| Interest rate (p.a.) | | | | |
| • THBFEX 6M + 0.40% | | - | | 500,000,000 |
| • THBFEX 6M + 0.75% | | - | | 1,000,000,000 |
| • THBFEX 6M + 0.80% | | - | | 370,000,000 |
| • THBFEX 6M + 0.60% | | - | | 1,000,000,000 |
| | | <u>-</u> | | <u>2,870,000,000</u> |
| - Bill of exchange in THB currency | | | | |
| Interest rate (p.a.) | | | | |
| • 4.30% | | - | | 700,000,000 |
| | | <u>-</u> | | <u>700,000,000</u> |
| | | - | | 6,433,427,500 |
| Less Loan issuance cost | | - | | (2,804,234) |
| | | <u>-</u> | | <u>6,432,623,266</u> |
| Repayable within fiscal year ending | | | | |
| February 28, 2011 | | | | |
| - Loan in JPY currency | | | | |
| Interest rate (p.a.) | | | | |
| • JPY-BBA-LIBOR + 0.54% | Yen 3,000,000,000 | 1,104,079,000 | Yen 3,000,000,000 | 1,146,171,000 |
| • 1.851% | Yen 2,000,000,000 | 736,026,000 | Yen 2,000,000,000 | 764,114,000 |
| • 1.970% | Yen 1,000,000,000 | 368,013,000 | Yen 1,000,000,000 | 382,057,000 |
| • JPY LIBOR 6M + 0.65% | Yen 2,000,000,000 | 736,026,000 | Yen 2,000,000,000 | 764,114,000 |
| • 1.71% | Yen 2,500,000,000 | 920,032,500 | Yen 2,500,000,000 | 953,142,500 |
| | | <u>3,864,136,500</u> | | <u>4,011,598,500</u> |
| - Loan in THB currency | | | | |
| • THBFEX 6M + 0.64% | | 300,000,000 | | 300,000,000 |
| • 4.595% | | 1,500,000,000 | | 1,500,000,000 |
| • 4.75% | | 300,000,000 | | 300,000,000 |
| • 5.20% | | 200,000,000 | | 200,000,000 |
| • 5.25% | | 500,000,000 | | 500,000,000 |
| • THBFEX 6M + 0.45% | | 750,000,000 | | 750,000,000 |
| • THBFEX 6M + 0.30% | | 570,000,000 | | 570,000,000 |
| | | <u>4,120,000,000</u> | | <u>4,120,000,000</u> |
| | | 7,984,136,500 | | 8,131,598,500 |
| Less Loan issuance cost | | (1,372,800) | | (3,643,994) |
| | | <u>7,982,763,700</u> | | <u>8,127,954,506</u> |
| Repayable within fiscal year ending | | | | |
| February 28, 2012 | | | | |
| - Loan in JPY currency | | | | |
| Interest rate (p.a.) | | | | |
| • JPY-LIBOR 6M + 0.50% | Yen 3,500,000,000 | 1,298,643,500 | Yen 3,500,000,000 | 1,337,199,500 |
| • JPY-LIBOR 6M + 0.40% | Yen 4,250,000,000 | 1,564,653,250 | Yen 4,250,000,000 | 1,623,742,250 |
| • JPY-LIBOR 6M + 0.75% | Yen 2,500,000,000 | 920,032,500 | Yen 2,500,000,000 | 953,142,500 |
| • 1.905% | Yen 2,000,000,000 | 736,026,000 | Yen 2,000,000,000 | 764,114,000 |
| | | <u>4,508,395,250</u> | | <u>4,680,198,250</u> |

| CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS | | | | |
|---|--------------------|-------------------------|--------------------|------------------------|
| As at February 20, 2010 | | As at February 20, 2009 | | |
| | Foreign Currencies | Baht Equivalent | Foreign Currencies | Baht Equivalent |
| • Loan in THB currency | | | | |
| Interest rate (p.a.) | | | | |
| • THBFIX 6M + 0.414% | | 500,000,000 | | 500,000,000 |
| • THBFIX 6M + 0.10% | | 300,000,000 | | 300,000,000 |
| • 4.95% | | 100,000,000 | | 100,000,000 |
| | | <u>900,000,000</u> | | <u>900,000,000</u> |
| | | 5,408,159,250 | | 5,580,198,250 |
| Less Loan issuance cost | | <u>(4,839,079)</u> | | <u>(4,810,104)</u> |
| | | <u>5,403,300,171</u> | | <u>5,575,388,146</u> |
| Repayable within fiscal year ending February 20, 2013 | | | | |
| • Loan in USD currency | | | | |
| Interest rate (p.a.) | | | | |
| • USD-LIBOR 6M + 0.50% | USD 58,000,000 | 1,932,797,800 | | - |
| • USD-LIBOR 6M + 0.50% | USD 15,200,000 | <u>506,526,320</u> | | <u>-</u> |
| | | <u>2,439,324,120</u> | | <u>-</u> |
| • Loan in THB currency | | | | |
| Interest rate (p.a.) | | | | |
| • THBFIX 6M + 0.10% | | 570,000,000 | | 570,000,000 |
| • THBFIX 6M + 0.45% | | 700,000,000 | | 700,000,000 |
| • THBFIX 6M + 0.60% | | 1,100,000,000 | | 1,100,000,000 |
| • THBFIX 6M + 1.50% | | 1,470,000,000 | | - |
| • 5.30% | | <u>1,000,000,000</u> | | <u>-</u> |
| | | <u>4,820,000,000</u> | | <u>2,370,000,000</u> |
| • Loan in JPY currency | | | | |
| Interest rate (p.a.) | | | | |
| • JPY-LIBOR 6M + 1.50% | Yen 5,250,000,000 | 1,932,068,250 | | - |
| | | <u>1,932,068,250</u> | | <u>-</u> |
| | | 9,191,392,370 | | 2,370,000,000 |
| Less Loan issuance cost | | <u>(52,738,799)</u> | | <u>-</u> |
| | | <u>9,138,653,572</u> | | <u>2,370,000,000</u> |
| Repayable within fiscal year ending February 20, 2014 | | | | |
| • Loan in JPY currency | | | | |
| Interest rate (p.a.) | | | | |
| • JPY-LIBOR 6M + 0.50% | Yen 3,500,000,000 | 1,288,045,500 | Yen 3,500,000,000 | 1,337,199,500 |
| | | <u>1,288,045,500</u> | | <u>1,337,199,500</u> |
| Less Loan issuance cost | | <u>(6,337,413)</u> | | <u>(6,241,245)</u> |
| | | <u>1,281,708,087</u> | | <u>1,328,958,255</u> |
| Repayable within fiscal year ending February 20, 2015 | | | | |
| • Loan in THB currency | | | | |
| Interest rate (p.a.) | | | | |
| • THBFIX 6M + 0.60% | | 370,000,000 | | - |
| | | <u>370,000,000</u> | | <u>-</u> |
| Total | | <u>24,176,425,530</u> | | <u>23,834,328,073</u> |
| Less: Current portion of long-term loans | | <u>(7,982,783,700)</u> | | <u>(6,432,623,266)</u> |
| Total long-term loans - net | | <u>16,193,641,830</u> | | <u>17,398,704,807</u> |

To manage risk that might occur from the fluctuation in currency and interest rate, the Company has entered into interest rate swap agreements, cross currency swap agreements and cross currency interest rate swap agreements to hedge its debts as follows:

As at February 20, 2010

| Principal to be Received | Interest rate to be received | Principal to be paid Baht | Interest rate to be paid % | Period |
|-----------------------------|---------------------------------|---------------------------------|----------------------------------|-----------------------------|
| JPY 2,500,000,000 | 1.71% | 771,250,000 | 5.40 | Aug 18, 2008 - Aug 18, 2010 |
| JPY 2,000,000,000 | 1.851% | 592,200,000 | 4.91 | Sep 7, 2007 - Sep 7, 2010 |
| JPY 1,000,000,000 | 1.970% | 298,000,000 | 5.02 | Sep 11, 2007 - Sep 13, 2010 |
| JPY 3,000,000,000 | JPY-BIBA-LIBOR + 0.54% | 1,053,000,000 | 6.97 | Nov 10, 2005 - Sep 30, 2010 |
| THB 300,000,000 | THBFIX 6M + 0.64% | 300,000,000 | 6.91 | Nov 10, 2005 - Sep 30, 2010 |
| THB 570,000,000 | THBFIX 6M + 0.10% | 570,000,000 | 4.84 | Nov 22, 2007 - Nov 22, 2010 |
| JPY 2,000,000,000 | JPY-LIBOR 6M + 0.65% | 613,000,000 | 5.43 | Jan 8, 2008 - Jan 11, 2011 |
| THB 750,000,000 | THBFIX 6M + 0.45% | 750,000,000 | 4.70 | Jan 21, 2008 - Jan 21, 2011 |
| THB 300,000,000 | THBFIX 6M + 0.10% | 300,000,000 | 4.14 | Mar 31, 2008 - Mar 31, 2011 |
| JPY 3,500,000,000 | JPY-LIBOR 6M + 0.50% | 1,076,250,000 | 6.24 | Jun 20, 2008 - Jun 20, 2011 |
| JPY 4,250,000,000 | JPY-LIBOR 6M + 0.4% | 1,317,500,000 | 5.95 | Jul 29, 2008 - Jul 29, 2011 |
| THB 500,000,000 | THBFIX 6M + 0.414% | 500,000,000 | 4.99 | Aug 6, 2007 - Aug 8, 2011 |
| JPY 2,000,000,000 | 1.905% | 698,000,000 | 4.71 | Oct 15, 2008 - Oct 17, 2011 |
| JPY 2,500,000,000 | JPY-LIBOR 6M + 0.75% | 900,000,000 | 4.54 | Nov 20, 2008 - Nov 21, 2011 |
| THB 500,000,000 | THBFIX 6M + 0.60% | 500,000,000 | 5.52 | Feb 21, 2007 - Feb 21, 2012 |
| THB 1,450,000,000 | THBFIX 6M + 1.50% | 1,450,000,000 | 4.30 | Apr 9, 2009 - Apr 9, 2012 |
| THB 400,000,000 | THBFIX 6M + 0.45% | 400,000,000 | 4.75 | Jun 25, 2007 - Jun 25, 2012 |
| JPY 5,250,000,000 | JPY-LIBOR 6M + 1.50% | 1,885,275,000 | 4.88 | Aug 7, 2009 - Aug 7, 2012 |
| THB 600,000,000 | THBFIX 6M + 0.60% | 600,000,000 | 5.485 | Sep 2, 2008 - Sep 2, 2012 |
| THB 300,000,000 | THBFIX 6M + 0.45 % | 300,000,000 | 5.10 | Sep 11, 2007 - Sep 11, 2012 |
| THB 570,000,000 | THBFIX 6M + 0.10% | 570,000,000 | 5.10 | Sep 13, 2007 - Sep 13, 2012 |
| USD 58,000,000 | USD-LIBOR 6M + 0.50% | 1,970,840,000 | 3.53 | Sep 30, 2009 - Sep 28, 2012 |
| USD 15,200,000 | USD-LIBOR 6M + 0.50% | 504,640,000 | 3.70 | Feb 16, 2010 - Feb 19, 2013 |
| JPY 3,500,000,000 | JPY-LIBOR 6M + 0.50% | 1,076,250,000 | 6.61 | Jun 20, 2008 - Jun 20, 2013 |
| THB 370,000,000 | THBFIX 6M + 0.60% | 370,000,000 | 4.80 | Aug 11, 2009 - Aug 11, 2014 |

As at February 20, 2009

| Principal to be received | Interest rate to be received | Principal to be paid Baht | Interest rate to be paid % | Period |
|--------------------------|------------------------------|------------------------------|-------------------------------|-----------------------------|
| THB 370,000,000 | THBFIX 6M + 0.80% | 370,000,000 | 6.60 | Aug 11, 2006 - Aug 11, 2009 |
| JPY 1,500,000,000 | 2.00% | 484,050,000 | 6.725 | Aug 18, 2006 - Aug 18, 2009 |
| THB 1,000,000,000 | THBFIX 6M + 0.60% | 1,000,000,000 | 5.75 | Nov 20, 2006 - Nov 20, 2009 |
| JPY 6,000,000,000 | JPY-LIBOR 6M + 0.40% | 1,873,200,000 | 5.67 | Nov 20, 2006 - Nov 20, 2009 |
| THB 500,000,000 | THBFIX 6M + 0.40% | 500,000,000 | 5.45 | Feb 6, 2007 - Feb 8, 2010 |
| THB 1,000,000,000 | THBFIX 6M + 0.75% | 1,000,000,000 | 5.35 | Feb 19, 2007 - Feb 19, 2010 |
| JPY 2,500,000,000 | 1.71% | 771,250,000 | 5.40 | Aug 18, 2008 - Aug 18, 2010 |
| JPY 2,000,000,000 | 1.851% | 592,200,000 | 4.91 | Sep 7, 2007 - Sep 7, 2010 |
| JPY 1,000,000,000 | 1.970% | 298,000,000 | 5.02 | Sep 11, 2007 - Sep 13, 2010 |
| JPY 3,000,000,000 | JPY-BBA-LIBOR + 0.54% | 1,053,000,000 | 6.97 | Nov 10, 2005 - Sep 30, 2010 |
| THB 300,000,000 | THBFIX 6M + 0.64% | 300,000,000 | 6.91 | Nov 10, 2005 - Sep 30, 2010 |
| THB 570,000,000 | THBFIX 6M + 0.10% | 570,000,000 | 4.84 | Nov 22, 2007 - Nov 22, 2010 |
| JPY 2,000,000,000 | JPY-LIBOR 6M + 0.65% | 613,000,000 | 5.43 | Jan 8, 2008 - Jan 11, 2011 |
| THB 750,000,000 | THBFIX 6M + 0.45% | 750,000,000 | 4.70 | Jan 21, 2008 - Jan 21, 2011 |
| THB 300,000,000 | THBFIX 6M + 0.10% | 300,000,000 | 4.14 | Mar 31, 2008 - Mar 31, 2011 |
| JPY 3,500,000,000 | JPY-LIBOR 6M + 0.50% | 1,076,250,000 | 6.24 | Jun 20, 2008 - Jun 20, 2011 |
| JPY 4,250,000,000 | JPY-LIBOR 6M + 0.40% | 1,317,500,000 | 5.95 | Jul 29, 2008 - Jul 29, 2011 |
| THB 500,000,000 | THBFIX 6M + 0.414% | 500,000,000 | 4.99 | Aug 6, 2007 - Aug 8, 2011 |
| JPY 2,000,000,000 | 1.905 % | 698,000,000 | 4.71 | Oct 15, 2008 - Oct 17, 2011 |
| JPY 2,500,000,000 | JPY-LIBOR 6M + 0.75% | 900,000,000 | 4.54 | Nov 20, 2008 - Nov 21, 2011 |
| THB 500,000,000 | THBFIX 6M + 0.60% | 500,000,000 | 5.52 | Feb 21, 2007 - Feb 21, 2012 |
| THB 400,000,000 | THBFIX 6M + 0.45% | 400,000,000 | 4.75 | Jun 25, 2007 - Jun 25, 2012 |
| THB 600,000,000 | THBFIX 6M + 0.60% | 600,000,000 | 5.485 | Sep 2, 2008 - Sep 2, 2012 |
| THB 300,000,000 | THBFIX 6M + 0.45 % | 300,000,000 | 5.10 | Sep 11, 2007 - Sep 11, 2012 |
| THB 570,000,000 | THBFIX 6M + 0.10% | 570,000,000 | 5.10 | Sep 13, 2007 - Sep 13, 2012 |
| JPY 3,500,000,000 | JPY-LIBOR 6M + 0.50% | 1,076,250,000 | 6.61 | Jun 20, 2008 - Jun 20, 2013 |

15. LONG-TERM DEBENTURES

As at February 20, 2010 and 2009, long-term debentures represent unsubordinated and unsecured debentures which the details are as follows:

| | | | | | | | | CONSOLIDATED AND SEPARATE | |
|----------------------------|---|--------------|----------|--------------------|---------------|---------------------|--------------------------|---------------------------|---------------|
| | | | | | | | | FINANCIAL STATEMENTS | |
| Issue date | Maturity date | No. of units | Currency | Par value per unit | Amount | Interest rate % | Term of interest Payment | 2010 Baht | 2009 Baht |
| 15/07/05 | 15/07/10 | 300,000 | THB | 1,000 | 300,000,000 | 4.94 | Semi-annual | 300,000,000 | 300,000,000 |
| 25/08/08 | 25/08/10 | 1,000,000 | THB | 1,000 | 1,000,000,000 | 4.59 | Semi-annual | 1,000,000,000 | 1,000,000,000 |
| 25/08/08 | 25/08/12 | 1,000,000 | THB | 1,000 | 1,000,000,000 | 5.20 | Semi-annual | 1,000,000,000 | 1,000,000,000 |
| 19/12/08 | 19/12/11 | 15 | JPY | 100,000,000 | 1,500,000,000 | JPY-TIBOR 6M + 0.45 | Semi-annual | 552,019,500 | 573,085,500 |
| | | | | | | | | 2,852,019,500 | 2,873,085,500 |
| Less | Debenture issuance cost | | | | | | | (20,250,830) | (34,605,095) |
| | | | | | | | | 2,831,768,682 | 2,838,480,405 |
| Less | Current portion of long-term debentures | | | | | | | (1,296,473,547) | - |
| Long-term debentures - net | | | | | | | | 1,535,295,135 | 2,838,480,405 |

- (1) On June 9, 2005, the Annual General Meeting of shareholders of 2005 had the resolution for the Issuance and Offering of unsubordinated and unsecured debentures in THB currency to offer for sale to general public and/ or specific investors and/or institutional investors. An issuing amount of the debentures is not exceeded Baht 5 billion equivalent amount and a tenor is not more than 5 years from each issuance date. Interest rate depends on market at time of offer and issuance. Authorized directors shall be empowered to consider conditions and other details for the issue and offering of the bonds. The Company had partially issued debenture in June and July 2005 in total of Baht 1,320 million.

In June and July 2008, the Company partially repaid debentures amounting to Baht 500 million and Baht 520 million, respectively. Remaining debenture amounting to Baht 300 million will be due on July 15, 2010.

Subsequently, on August 25, 2008, the Company has issued and offered additional debenture under the remaining balance as follows:

- Tranche 1 debentures issued and offered to general investors amounting to Baht 1,000 million with interest rate of 4.59% per annum, payable on semi-annual basis, and will be due on August 25, 2010. Such debenture is guaranteed by a bank in Japan.
- Tranche 2 debentures issued and offered to general investors amounting to Baht 1,000 million with interest rate of 5.20% per annum, payable on semi-annual basis, and will be due on August 25, 2012. Such debenture is guaranteed by a bank in Japan and Japan Bank for International Cooperation ("JBIC").

- (2) On June 18, 2008, the Annual General Meeting of shareholders of 2008 had the resolution for the Issuance and Offering of unsubordinated and unsecured debentures in JPY currency to offer for sale to specific investors and/or institutional investors. An issuing amount of the debentures is not to exceed Baht 3 billion equivalent amount and a tenor is not more than 5 years from each issuance date. Interest rate depends on market at time of offer and issuance. Authorized directors shall be empowered to consider conditions and other details for the issue and offering of the bonds.

Subsequently, on December 19, 2008, the Company has partially issued and offered debenture amounting to JPY 1,500 million to a bank in Japan with interest rate of JPY - TIBOR 6 month plus 0.45% per annum, payable on semi-annual basis, and will be due on December 19, 2011. Such debenture is guaranteed by the same bank.

- (3) On June 17, 2009, the Company's Annual General meeting of shareholders of 2009 had the resolution for the issuance and offering of debentures in an issuing amount not exceeding Baht 3 billion. The currency, tenor, interest rate and other conditions will be considered and approved by the Board of Director's Meeting later when the Company is ready for the issuance and offering of debentures.

To manage risk that might occur from the fluctuation in currency and interest rate of long-term debenture in foreign currency, the Company has entered into cross currency and interest rate swap contract to hedge its debt as follows:

| Principal to be received | Interest rate to be received % | Principal to be paid Baht | Interest rate to be paid % | Period |
|--------------------------|--------------------------------|---------------------------|----------------------------|-----------------------------|
| JPY 1,500,000,000 | JPY-TIBOR 6M + 0.45 | 582,750,000 | 2.88 | Dec 19, 2008 - Dec 19, 2011 |

- (4) On February 6, 2006 and June 25, 2007, Eternal 3 Special Purpose Vehicle Co., Ltd. and Eternal 4 Special Purpose Vehicle Co., Ltd., the Company's subsidiaries, issued the debentures of Baht 2,280,000,000 and Baht 2,205,000,000, respectively, under the Securitization projects. Cash flow from a pool of credit card receivables will be used to make payments under the Debentures. Interest on the Debentures will be payable monthly commencing on March 10, 2006 and August 10, 2007, respectively.

On February 10, 2008 Eternal 3 Special Purpose Vehicle Co., Ltd. repaid partially debenture of Baht 1,500 million. As at February 20, 2010 and 2009, the subsidiaries' debentures are as follows:

| Debenture Classes | Maturity date | Amount Baht | Interest rate % | 2010 Baht | 2009 Baht |
|---|--|---------------|-----------------|----------------------|----------------------|
| Eternal 3 Special Purpose Vehicle Co, Ltd. | | | | | |
| Class A-2 | February 10, 2011 | 500,000,000 | 5.88 | 500,000,000 | 500,000,000 |
| Class B | Amortizing basis following February 10, 2011 | 120,000,000 | 6.13 | 120,000,000 | 120,000,000 |
| Class C | Amortizing basis following February 10, 2011 | 160,000,000 | 6.33 | 160,000,000 | 160,000,000 |
| | | | | <u>780,000,000</u> | <u>780,000,000</u> |
| Eternal 4 Special Purpose Vehicle Co, Ltd. | | | | | |
| Class A-1 | July 10, 2010 | 1,500,000,000 | 4.39 | 1,500,000,000 | 1,500,000,000 |
| Class A-2 | July 10, 2012 | 500,000,000 | 4.76 | 500,000,000 | 500,000,000 |
| Class B | Amortizing basis following July 10, 2012 | 205,000,000 | 4.76 | 205,000,000 | 205,000,000 |
| | | | | <u>2,205,000,000</u> | <u>2,205,000,000</u> |
| | | | | <u>2,985,000,000</u> | <u>2,985,000,000</u> |

Such subsidiaries' debentures are eliminated against credit card receivables in the consolidated financial statements.

16. SHAREHOLDERS' EQUITY

At the Annual General Meeting of shareholders held on June 18, 2008, the shareholders had the resolution to approve the following significant matters:

- The appropriation of the net income of Baht 650,000,000 as a reserve for business expansion.
- The declaration of final dividends for the fiscal year 2007 at the rate of Baht 1.00 per share amounting to Baht 250,000,000. The aforementioned shareholders included 16,200 shares of foreign shareholders who had no right to receive dividend in accordance with regulation of Thailand Securities Depository, thus the Company paid dividend to shareholders amounting to Baht 249,983,800 on June 30, 2008.

On September 26, 2008, the board of directors' meeting passed a resolution to declare interim dividends for the 2008 fiscal year at the rate of Baht 1.05 per share amounting to Baht 262,500,000. The aforementioned shareholders include 26,000 shares of foreign shareholders who had no right to receive dividend in accordance with regulation of Thailand Securities Depository, thus the Company paid dividend to shareholders amounting to Baht 262,472,700 on October 24, 2008. Such interim dividends were subsequently approved by the Company's shareholders on June 17, 2009.

At the Annual General Meeting of shareholders held on June 17, 2009, the shareholders had the resolution to approve the following significant matters:

- The appropriation of the net income of Baht 650,000,000 as a reserve for business expansion.
- The declaration of final dividends for the fiscal year 2008 at the rate of Baht 1.05 per share amounting to Baht 262,500,000. The aforementioned shareholders included 16,000 shares of foreign shareholders who had no right to receive dividend in accordance with regulation of Thailand Securities Depository, thus the Company paid dividend to shareholders amounting to Baht 262,483,200 on June 30, 2009.

On September 24, 2009, the Board of Directors' meeting passed a resolution to declare interim dividends for the 2009 fiscal year at the rate of Baht 1.05 per share amounting to Baht 262,500,000. The aforementioned shareholders include 16,000 shares of foreign shareholders who had no right to receive dividend in accordance with regulation of Thailand Securities Depository, thus the Company paid dividend to shareholders amounting of Baht 262,483,200 on October 20, 2009.

17. LEGAL RESERVE

Pursuant to the Public Limited Companies Act. B.E. 2535 (1992), the Company must allocate to a reserve fund from the annual net profit, not less than five percent of the annual net profit deducted by the total accumulated loss brought forward (if any) until the reserve fund reaches an amount of not less than ten percent of the registered capital.

As at February 20, 2010 and 2009, the Company's statutory reserve equals to 10% of the registered share capital.

18. CAPITAL MANAGEMENT

The Company's objective in managing capital is to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

Monitoring the capital of the Company is conducted in accordance with the covenant on financial ratio stipulated in loan agreements.

The Company has been granted the license to operate the non-finance institution personal loan from the Ministry of Finance. The Company must have authorized share capital at least Baht 50 million.

The Company has policy to pay dividend at least 30% of net profit. The dividend payment is subject to the resolution of the shareholders' meeting after the board of director's approval.

19. REVENUE RELATING TO SECURITIZATION TRANSACTION

Revenue relating to securitization transaction incurred from sales of hire purchase and credit card receivables is included in Hire Purchase and Credit Card Income for presentation.

For the years ended February 20, 2010 and 2009, the details of revenues from securitization transaction consist of the following:

| | CONSOLIDATED FINANCIAL STATEMENTS | |
|--|--------------------------------------|--------------------|
| | 2010 | 2009 |
| | Baht | Baht |
| Credit Card Income | | |
| Interest income from subordinated lending (see Note 9) | 81,344,061 | 107,941,669 |
| Revenue from seller participation in Special Purpose Vehicle | 7,269,184 | 833,094 |
| Dividend from investment in Special Purpose Vehicle | 65,515,727 | 78,934,293 |
| Servicing income | 107,211,074 | 138,925,433 |
| Total | <u>261,340,046</u> | <u>326,634,489</u> |
| Hire Purchase Income | | |
| Interest income from subordinated lending (see Note 9) | - | 10,241,818 |
| Dividend from investment in Special Purpose Vehicle | - | 4,480,533 |
| Servicing income | - | 4,239,033 |
| Total | <u>-</u> | <u>18,961,384</u> |
| | SEPARATE FINANCIAL STATEMENTS | |
| | 2010 | 2009 |
| | Baht | Baht |
| Credit Card Income | | |
| Interest income from subordinated lending (see Note 9) | 237,148,885 | 275,499,477 |
| Revenue from seller participation in Special Purpose Vehicle | 46,128,058 | 27,542,629 |
| Dividend from investment in Special Purpose Vehicles | 208,737,370 | 194,618,746 |
| Servicing income | 387,662,423 | 465,431,810 |
| Total | <u>879,676,736</u> | <u>963,092,662</u> |
| Hire Purchase Income | | |
| Interest income from subordinated lending (see Note 9) | - | 10,241,818 |
| Dividend from investment in Special Purpose Vehicle | - | 4,480,533 |
| Servicing income | - | 4,239,033 |
| Total | <u>-</u> | <u>18,961,384</u> |

20. DIRECTORS AND MANAGERMENTS' REMUNERATION

Directors' remuneration represents the benefits paid to the Company's directors in accordance with Section 90 of the Public Limited Companies Act. Managements' remuneration represents cash remuneration as salaries and bonus paid to the Company's managements.

For the years ended February 20, 2010, and 2009, directors and managements' remuneration are as follows:

| | CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS | |
|--------------------------|---|-------------------|
| | 2010 | 2009 |
| | Baht | Baht |
| Managements remuneration | 40,157,570 | 64,242,362 |
| Directors remuneration | 8,940,000 | 9,415,000 |
| | <u>49,097,570</u> | <u>73,657,362</u> |

Directors' remuneration for the years 2010 and 2009 was approved by the ordinary shareholders' meeting of the Company held on June 17, 2009 and June 18, 2008, respectively.

21. CORPORATE INCOME TAX

According to the Royal Decree No. 475 B.E. 2551 issued under the Revenue Code regarding the corporate income tax rate deduction effective on August 7, 2008, the corporate income tax for listed companies in the Stock Exchange of Thailand has been reduced from 30% to 25% of net profit which does not exceed Baht 300 million. This will remain in effect for three consecutive accounting periods beginning on or after January 1, 2008. Therefore, the Company has used such tax rates for the corporate income tax calculations for the years ended February 20, 2010 and 2009 to conform to such tax rate change.

22. PROVIDENT FUND

The Company has set up a contributory provident fund. The contribution from employees is deducted from the monthly salaries, with the Company matching the individual's contribution. The Company registered its provident fund in accordance with the Provident Fund Act. B.E. 2530 (1987) on June 1, 1999. This provident fund is managed by an authorized fund manager.

For the years ended February 20, 2010 and 2009, the Company contributed Baht 5,146,013 and Baht 4,645,529, respectively, to the provident fund and recorded them as expenses.

23. EXPENSES BY NATURE

Net profit for the years ended February 20, 2010 and 2009 have been arrived at after deducting the following significant expenses:

| | CONSOLIDATED | | SEPARATE | |
|--|----------------------|---------------|----------------------|---------------|
| | FINANCIAL STATEMENTS | | FINANCIAL STATEMENTS | |
| | 2010 | 2009 | 2010 | 2009 |
| | Baht | Baht | Baht | Baht |
| Directors' and management remuneration | 49,097,570 | 73,657,362 | 49,097,570 | 73,657,362 |
| Staff costs | 698,405,105 | 753,098,083 | 698,405,105 | 753,098,083 |
| Marketing expenses | 466,037,190 | 534,884,143 | 466,037,190 | 534,884,143 |
| Equipment expenses | 434,965,469 | 472,976,516 | 434,965,469 | 472,976,516 |
| Depreciation and amortization | 430,421,877 | 412,160,899 | 430,421,877 | 412,160,899 |
| Communication expenses | 279,033,913 | 325,749,486 | 279,033,913 | 325,749,486 |
| Premises expenses | 287,499,951 | 281,512,764 | 287,499,951 | 281,512,764 |
| Outsource collection expenses | 367,267,593 | 269,797,845 | 347,636,000 | 246,942,399 |
| Special business tax & duty stamp | 199,417,232 | 192,058,415 | 170,590,498 | 158,550,681 |
| Bad debts and doubtful accounts | 2,802,801,686 | 2,743,933,771 | 2,483,812,068 | 2,351,801,718 |
| Finance cost | 1,691,438,578 | 1,738,641,864 | 1,545,146,578 | 1,508,353,858 |

24. TRANSACTIONS WITH RELATED PARTIES

The consolidated and the separate financial statements include certain transactions with the subsidiaries and related parties. The relationship may be by shareholding or the companies may have the same group of shareholders or directors. The consolidated and the separate financial statements reflect the effects of these transactions on the basis determined by the Company, the subsidiaries and the related parties which are as follows:

24.1 Investments in subsidiaries

| Related parties | Relationship | Paid-up Capital | % Ownership | SEPARATE FINANCIAL STATEMENTS | | | |
|--|--------------|--------------------|----------------|-------------------------------|----------------------|---------------|----------------------|
| | | | | As at | | As at | |
| | | | | February 20, | | February 20, | |
| | | | | 2010 | | 2009 | |
| | | Baht | | Cost | Dividend Received | Cost | Dividend Received |
| | | Baht | | Baht | Baht | Baht | Baht |
| Eternal 3 Special Purpose Vehicle Company Limited | Subsidiary | 40,000 | 26.0 | 10,400 | 111,070,172 | 10,400 | 68,204,142 |
| Eternal 4 Special Purpose Vehicle Company Limited | Subsidiary | 40,000 | 26.0 | 10,400 | 32,151,471 | 10,400 | 47,480,311 |
| | | | | <u>20,800</u> | <u>143,221,643</u> | <u>20,800</u> | <u>115,684,453</u> |

24.2 Business transaction with related parties

24.2.1 Balances with related parties

| Related parties | Relationship | CONSOLIDATED | | SEPARATE | |
|---|---|----------------------|------------------|----------------------|----------------------|
| | | FINANCIAL STATEMENTS | | FINANCIAL STATEMENTS | |
| | | As at February 28, | | As at February 28, | |
| | | 2010 | 2009 | 2010 | 2009 |
| | | Baht | Baht | Baht | Baht |
| Other Current Assets - other accounts receivable | | | | | |
| Eternal 3 Special Purpose Vehicle Company Limited | Subsidiary | - | - | - | 10,059,933 |
| Eternal 4 Special Purpose Vehicle Company Limited | Subsidiary | - | - | 18,651,834 | 20,998,032 |
| Aeon Credit Service Company Limited | Major shareholder and two common directors | 5,406 | - | 5,406 | - |
| ACS Capital Corporation Limited | Shareholder and four common directors | 61,804 | 107,000 | 61,804 | 107,000 |
| Aeon (Thailand) Co., Ltd. | Holding shares and two common directors | 344,732 | 4,238,585 | 344,732 | 4,238,585 |
| ACS Insurance Broker (Thailand) Co., Ltd. | Three common directors | 367,423 | 1,275,042 | 367,423 | 1,275,042 |
| ACS Servicing (Thailand) Co., Ltd. | One common director | 40,966 | - | 40,966 | - |
| ACS Life Insurance Broker (Thailand) Co., Ltd. | Three common directors | 230,403 | 2,156,509 | 230,403 | 2,156,509 |
| | | <u>1,050,734</u> | <u>7,765,236</u> | <u>19,702,568</u> | <u>39,723,201</u> |
| Other Non-Current Assets | | | | | |
| Aeon (Thailand) Co., Ltd. | Holding shares and two common directors | 190,500 | 190,500 | 190,500 | 190,500 |
| Participation in Special Purpose Vehicle for Securitization (Note 8) | | | | | |
| Eternal 3 Special Purpose Vehicle Company Limited | Subsidiary | - | - | 1,063,310,833 | 1,280,479,856 |
| Eternal 4 Special Purpose Vehicle Company Limited | Subsidiary | - | - | 195,814,892 | 127,946,428 |
| | | <u>-</u> | <u>-</u> | <u>1,259,125,725</u> | <u>1,408,426,284</u> |

| Related parties | Relationship | CONSOLIDATED FINANCIAL STATEMENTS | | SEPARATE FINANCIAL STATEMENTS | |
|--|---|--------------------------------------|----------------------|----------------------------------|----------------------|
| | | As at February 28, | | As at February 28, | |
| | | 2010 | 2009 | 2010 | 2009 |
| | | Baht | Baht | Baht | Baht |
| Subordinated lending (Note 9) | | | | | |
| Etimal 3 Special Purpose Vehicle Company Limited | Subsidiary | 217,035,005 | 370,000,000 | 217,035,005 | 370,000,000 |
| Etimal 4 Special Purpose Vehicle Company Limited | Subsidiary | 744,000,000 | 744,000,000 | 744,000,000 | 744,000,000 |
| | | <u>961,035,005</u> | <u>1,114,000,000</u> | <u>961,035,005</u> | <u>1,114,000,000</u> |
| Accounts payable | | | | | |
| Aeon (Thailand) Co., Ltd. | Holding shares and two common directors | 5,915,713 | 2,155,125 | 5,915,713 | 2,155,125 |
| ACS Insurance Broker (Thailand) Co., Ltd. | Three common directors | 44,699,718 | 42,507,159 | 44,699,718 | 42,507,159 |
| ACS Life Insurance Broker (Thailand) Co., Ltd. | Three common directors | 24,201,180 | 26,799,401 | 24,201,180 | 26,799,401 |
| Jay Mart Public Company Limited | One common director | 2,758,115 | - | 2,758,115 | - |
| | | <u>73,574,726</u> | <u>71,461,685</u> | <u>73,574,726</u> | <u>71,461,685</u> |
| Accounts payable - other | | | | | |
| Etimal 3 Special Purpose Vehicle Company Limited | Subsidiary | - | - | 45,337,143 | 31,256,340 |
| Etimal 4 Special Purpose Vehicle Company Limited | Subsidiary | - | - | 220,713,649 | 151,552,378 |
| Aeon Credit Service Company Limited | Major shareholder and two common directors | 1,479,038 | 1,614,198 | 1,479,038 | 1,614,198 |
| ACS Insurance Broker (Thailand) Co., Ltd. | Three common directors | 3,196,008 | 2,240,393 | 3,196,008 | 2,240,393 |
| ACS Capital Corporation Limited | Shareholder and first common directors | 159,695 | - | 159,695 | - |
| ACS Servicing (Thailand) Co., Ltd. | One common director | 25,664,515 | 25,904,184 | 25,664,515 | 25,904,184 |
| | | <u>30,699,256</u> | <u>29,758,775</u> | <u>296,590,648</u> | <u>218,367,533</u> |
| Accrued expenses - other | | | | | |
| ACS Insurance Broker (Thailand) Co., Ltd. | Three common directors | 13,197 | - | 13,197 | - |
| Jay Mart Public Company Limited | One common director | 427,600 | 379,920 | 427,600 | 379,920 |
| | | <u>442,797</u> | <u>379,920</u> | <u>442,797</u> | <u>379,920</u> |

24.2.2 Transactions with related parties

| Related parties | Relationship | CONSOLIDATED FINANCIAL STATEMENTS | | SEPARATE FINANCIAL STATEMENTS | |
|---|--|--------------------------------------|----------|-------------------------------------|--------------------|
| | | For the years ended February 28, | | For the years ended February 28, | |
| | | 2010 | 2009 | 2010 | 2009 |
| | | Baht | Baht | Baht | Baht |
| Credit card income | | | | | |
| Aeon (Thailand) Co., Ltd. | Holding shares and two common directors | 696,964 | 461,118 | 696,964 | 461,118 |
| Revenue relating to securitization transaction | | | | | |
| Etimal 3 Special Purpose Vehicle Company Limited | Subsidiary | - | - | 313,036,782 | 299,945,908 |
| Etimal 4 Special Purpose Vehicle Company Limited | Subsidiary | - | - | 305,299,906 | 336,512,265 |
| | | <u>-</u> | <u>-</u> | <u>618,336,688</u> | <u>636,458,173</u> |

| Related parties | Relationship | CONSOLIDATED FINANCIAL STATEMENTS | | SEPARATE FINANCIAL STATEMENTS | |
|--|---|--------------------------------------|--------------------|----------------------------------|--------------------|
| | | For the years ended | | For the years ended | |
| | | February 28, | | February 28, | |
| | | 2010 | 2009 | 2010 | 2009 |
| | | Baht | Baht | Baht | Baht |
| Other income | | | | | |
| ACS Capital Corporation Limited | Shareholder and four common directors | 26,400,000 | 26,400,000 | 26,400,000 | 26,400,000 |
| ACS Life Insurance Broker (Thailand) Co., Ltd. | Three common directors | 4,800,000 | 5,100,000 | 4,800,000 | 5,100,000 |
| ACS Servicing (Thailand) Co., Ltd. | One common director | 7,200,000 | 6,719,045 | 7,200,000 | 6,719,045 |
| ACS Insurance Broker (Thailand) Co., Ltd. | Three common directors | 9,885,493 | 9,092,176 | 9,885,493 | 9,092,176 |
| ACS Credit Management Company Limited | Holding shares and one common director | 2,204,910 | 1,911,540 | 2,204,910 | 1,911,540 |
| AEON Credit Service (M) Sdn. Bhd. | Holding shares and one common director | 2,695,200 | 2,021,387 | 2,695,200 | 2,021,387 |
| | | <u>53,185,603</u> | <u>51,244,148</u> | <u>53,185,603</u> | <u>51,244,148</u> |
| Operating and administrative expenses | | | | | |
| Collection service fee | | | | | |
| ACS Servicing (Thailand) Co., Ltd. | One common director | 272,611,720 | 245,644,046 | 272,611,720 | 245,644,046 |
| Others | | | | | |
| Aeon Credit Service Company Limited | Major shareholder and two common directors | 49,415,755 | 36,474,262 | 49,415,755 | 36,474,262 |
| Aeon (Thailand) Co., Ltd. | Holding shares and two common directors | 4,173,492 | 3,440,647 | 4,173,492 | 3,440,647 |
| ACS Capital Corporation Limited | Shareholder and four common directors | 16,303,665 | 16,064,971 | 16,303,665 | 16,064,971 |
| Jay Mart Public Company Limited | One common director | 9,223,083 | 8,826,498 | 9,223,083 | 8,826,498 |
| ACS Servicing (Thailand) Co., Ltd. | One common director | 2,639,462 | 2,293,584 | 2,639,462 | 2,293,584 |
| Aeon Credit Technology System (Philippines) | Holding shares and one common director | 4,662,421 | - | 4,662,421 | - |
| | | <u>159,048,598</u> | <u>316,743,548</u> | <u>159,048,598</u> | <u>316,743,548</u> |
| Dividend payment | | | | | |
| Aeon Credit Service Company Limited | Major shareholder and two common directors | 184,380,000 | 179,990,000 | 184,380,000 | 179,990,000 |
| ACS Capital Corporation Limited | Shareholder and four common directors | 100,800,000 | 98,400,000 | 100,800,000 | 98,400,000 |
| | | <u>285,180,000</u> | <u>278,390,000</u> | <u>285,180,000</u> | <u>278,390,000</u> |
| Purchase intangible assets | | | | | |
| Aeon Credit Technology System (Philippines) | Holding shares and one common director | 8,572,878 | - | 8,572,878 | - |

- For the years ended February 20, 2010 and 2009, other income includes the management and operating fee charged to ACS Capital Corporation Limited, ACS Insurance Broker (Thailand) Co., Ltd., ACS Life Insurance Broker (Thailand) Co., Ltd. and ACS Servicing (Thailand) Co., Ltd. at the rates of Baht 950,000 per month, Baht 300,000 per month, Baht 300,000 per month and Baht 400,000 per month, respectively, and for the computer fee at the rates of Baht 1,000,000 per month, Baht 100,000 per month, Baht 100,000 per month, and Baht 200,000 per month, respectively, and charged to ACS Capital Corporation Limited for marketing support fee at the rate of Baht 200,000 per month and the marketing research fee at the rate of Baht 50,000 per month. Revenues relating to securitization transactions are determined by the Company and the related parties in accordance with securitization project (see Notes 5.6 and 19).
- Collection service fee paid to ACS Servicing (Thailand) Co., Ltd. is based on general market price and in the normal course of business.
- Technical assistant fee is paid to Aeon Credit Service Company Limited as stated in the agreement.
- Pricing policy for other operating and administrative expenses is determined by the Company and related parties based on the cost plus basis.

24.3 Lease and service agreements

As at February 20, the Company has lease and service agreements with a related party as follows:

| Related party | Relationship | CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS | | | |
|----------------------------------|---|--|-------------------|--------------------|---------|
| | | Remaining period | | Remaining expenses | |
| | | 2010 | 2009 | 2010 | 2009 |
| | | | | Baht | Baht |
| Office rental and service | | | | | |
| Aeon (Thailand) Co., Ltd. | Holding shares and two common directors | 21/2/10 – 28/2/10 | 21/2/09 – 30/6/09 | 14,950 | 226,737 |

Prices and conditions are the same as Aeon (Thailand) Co., Ltd. offered to other third parties.

25. LONG-TERM OPERATING LEASE AND SERVICE AGREEMENTS

As at February 20, 2010 and 2009, the Company has long-term lease and service agreements with other third parties as follows:

| Type | CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS | | | |
|---------------------------|--|---------------------------|-----------------------|---------------------------|
| | 2010 | | 2009 | |
| | Within 1 year Baht | Over 1 to 5 years Baht | Within 1 year Baht | Over 1 to 5 years Baht |
| Office rental and Service | 103,677,104 | 41,540,850 | 61,876,017 | 21,974,716 |
| Equipment lease | 79,691,229 | 93,258,165 | 126,193,999 | 60,197,620 |

26. FINANCIAL INFORMATION BY SEGMENT

The operation of the Company consists of credit given for hire purchase, personal loans, credit card and factoring business. The results of operation of these activities are measured as a single segment. In addition, these activities are carried out in Thailand.

As a result, revenues, operating profits and total assets as reflected in these financial statements pertain to the aforementioned industry segment and geographical area.

27. DISCLOSURE OF INFORMATION RELATING TO FINANCIAL INSTRUMENTS

The Company presents and discloses financial instruments in accordance with the Thai Accounting Standard No. 32 regarding "Presentation and Disclosure of Financial Instruments" (previously No.48).

The Company entered into Interest Rate Swap Agreements, Cross Currency Swap Agreements, and Cross Currency Interest Rate Swap Agreements in asset and liability management activities to control exposure to fluctuations in interest and foreign exchange rates. The Company does not hold derivatives for trading purposes.

27.1 Accounting policies

Details of significant accounting policies are disclosed in Note 3.

27.2 Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Company and subsidiaries. Concentrations of the credit risk with respect to trade receivables are limited due to the large number of customers comprising the customer base, and their dispersion across different geographic regions. However, the Company and subsidiaries have adopted the policy to prevent this risk by performing credit analysis from customers' information and following up on customer status consistently.

In the case of recognized financial assets, the carrying amount of the assets recorded in the balance sheet, net of a portion of allowance for doubtful accounts, represents the Company's maximum exposure to credit risk.

27.3 Interest rate risk

Interest rate risk arises from a potential for a change in interest rates to have an adverse effect on the Company and subsidiaries in the current reporting period and in future years.

The Company did not have interest rate fluctuation risk as all of the loans carrying floating interest rate have been hedged. Details of cross currency and interest rate swaps are disclosed in Notes 14 and 15.

The subsidiaries did not have interest rate fluctuation risk as all of the loans carry fixed rates.

27.4 Foreign exchange risk

Foreign exchange risk arises from the change in foreign currency exchange rate to have an adverse effect on the Company in the current reporting period and in future years. The Company did not anticipate any foreign exchange risk which may have a material effect on the result of operations as all the transactions in foreign currency have been hedged by entering into cross currency swap agreements.

In addition, in order to manage risk from fluctuation in currency and interest rate, the Company has entered into various cross currency and interest rate swap agreements to hedge its long-term debts as disclosed in Notes 14 and 15.

27.5 Estimated fair value of financial instruments

Thai Accounting Standard No. 32, "Financial Instruments : Disclosure and Presentation" (previously No.48), requires certain fair value disclosures. Considerable judgment is necessarily required in estimation of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amount that could be realized in a current market exchange.

The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value. The following methods and assumptions were used by the Company in estimating fair value of financial instruments.

Cash and cash equivalents : fixed deposits used as collateral, accounts receivable, short-term loans from financial institutions, accounts payable and factoring payable; almost carrying values outstanding balance approximate their fair values due to short period maturity.

Other long-term investments : based on amount recognized in the balance sheet. .

Subordinated lending : the management believes that the approximate fair value of subordinated lending is based on the amounts recognized in the balance sheet because there is no equivalent subordinated lending in the market for reference.

Long-term loans : the fair values of long-term loans bearing floating rate of interest are based on the amount recognized in the balance sheet. The fair values of long-term loans and debentures bearing fixed rates of interest are estimated based on the discounted cash flows using average current interest rate over remaining period to maturity.

| | CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS | | | |
|--|---|--------------------|-------------------------|--------------------|
| | As at February 20, 2010 | | As at February 20, 2009 | |
| | Carrying value Baht | Fair value Baht | Carrying value Baht | Fair value Baht |
| Long-term loans bearing fixed interest rate | 6,360,097,500 | 5,687,843,736 | 6,738,513,000 | 5,695,388,079 |
| Long-term debentures bearing fixed interest rate | 2,852,019,500 | 2,944,667,334 | 2,873,085,500 | 2,956,843,447 |

The Company has entered into various cross currency and interest rate swap contracts to reduce foreign exchange risk and interest rate risk associated with foreign currency loans.

As at February 20, 2010 and 2009, the carrying amount and estimated fair value of receivables and/or payables per currency swap contracts are as followings

| | CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS 2010 | | | |
|--|---|----------------------|----------------------|----------------------|
| | Less than 1 year | 1 - 5 years | Total | Fair value |
| | Baht | Baht | Baht | Gain (loss) Baht |
| Receivable per currency swap | | | | |
| Cross Currency Swap Agreements | 362,621,500 | 38,026,000 | 400,647,500 | 271,606,264 |
| Cross Currency Interest Rate Swap Agreements | 176,006,989 | 738,858,320 | 914,865,309 | 127,270,359 |
| | <u>538,628,489</u> | <u>776,884,320</u> | <u>1,315,512,809</u> | <u>398,876,623</u> |
| Payable per currency swap | | | | |
| Cross Currency Interest Rate Swap Agreements | 2,018,548 | 68,772,700 | 70,791,248 | (97,513,515) |
| Interest Rate Swap Agreements | 59,210,496 | - | 59,210,496 | (305,327,386) |
| | <u>61,229,044</u> | <u>68,772,700</u> | <u>130,001,744</u> | <u>(402,840,901)</u> |
| | | | | |
| | CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS 2009 | | | |
| | Less than 1 year | 1 - 5 years | Total | Fair value |
| | Baht | Baht | Baht | Gain (loss) Baht |
| Receivable per currency swap | | | | |
| Cross Currency Swap Agreements | 89,035,500 | 505,977,500 | 595,013,000 | 442,802,918 |
| Cross Currency Interest Rate Swap Agreements | 419,142,000 | 1,127,568,750 | 1,546,710,750 | 682,078,141 |
| | <u>508,177,500</u> | <u>1,633,546,250</u> | <u>2,141,723,750</u> | <u>1,124,881,059</u> |
| Payable per currency swap | | | | |
| Cross Currency Interest Rate Swap Agreements | - | 9,664,500 | 9,664,500 | (8,242,871) |
| Interest Rate Swap Agreements | 24,056,617 | - | 24,056,617 | (386,459,759) |
| | <u>24,056,617</u> | <u>9,664,500</u> | <u>33,721,117</u> | <u>(394,702,630)</u> |

28. CREDIT FACILITIES AND LETTER OF GUARANTEE

- 28.1 As at February 20, 2010 and 2009, the Company has the committed and unsecured revolving credit facility agreements with various financial institutions for general corporate funding requirements. The details are as follows:

| As at February 20, 2010 | CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS | |
|-----------------------------------|---|-------------|
| | Revolving credit facilities | |
| | Currency | Amount |
| May 20, 2009 - May 20, 2010 | Baht | 400,000,000 |
| August 21, 2009 - August 21, 2010 | Baht | 370,000,000 |

| As at February 20, 2009 | CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS | |
|-----------------------------------|---|-------------|
| | Revolving credit facilities | |
| | Currency | Amount |
| May 12, 2008 - May 11, 2009 | Baht | 550,000,000 |
| August 21, 2008 - August 21, 2009 | Baht | 370,000,000 |

As at February 20, 2010 and 2009, such credit facilities are unused by the Company.

- 28.2 As at February 20, 2010 and 2009, the Company has bank's letter of guarantees issued to suppliers for guarantee payment of Baht 6,600,000 and Baht 6,900,000, respectively.

- 28.3 As at February 20, 2010 and 2009, the Company has unused overdraft facilities with various banks totaling Baht 95,000,000. Such overdraft facilities are unsecured.

As at February 20, 2010 and 2009, the overdraft facilities are unused by the Company.

29. IMPORTANT AGREEMENTS RELATING TO SECURITIZATION TRANSACTION

- 29.1 Receivables Sale Agreements (See Note 5.6)

- 29.1.1 The Company entered into the Receivables Sale Agreement with the Eternal Special Purpose Vehicle Company Limited (ESPV), on February 17, 2004. Such agreement sets out the procedures and terms in respect of the sale and purchase of the Initial Hire-purchase Receivables on the Closing Date and of additional Offered Receivables on each Purchase Date including the rights, obligations and responsibilities of both parties. In addition, the Receivables Sale Agreement also sets out the terms and conditions in respect of the resale and repurchase of the Excess Defaulted Receivables on each Monthly Purchase Date, as well as in respect of the resale and repurchase of the Purchased Receivables on each Monthly Allocation Date in the event they are Ineligible Receivables or following the exercise by the Seller of the option to repurchase, during the Amortization Period, the Purchased Receivables which became Defaulted Receivables during the immediately preceding Collection Period or following the exercise by the Servicer of the Clean-up Call or the exercise by the Seller of the repurchase option as a result of a change in Thai tax law.

On May 12, 2008, ESPV redeemed all debentures and the Company repurchased all outstanding receivables from ESPV which led to the end of the ESPV's securitization project. As at February 20, 2010, ESPV is in the process of dissolution.

- 29.1.2 The Company entered into the Receivables Sale and Purchase Agreements with Eternal Credit Card Special Purpose Vehicle Company Limited (ECC), Eternal 3 Special Purpose Vehicle Company Limited (ESPT), and Eternal 4 Special Purpose Vehicle Company Limited (Eternal 4), on February 16, 2005, February 6, 2006 and June 25, 2007, respectively. Such agreements set out the procedures and terms in respect of the sale and purchase of the Initial Receivables on the Closing Date, for Future Receivables on each Purchase Date and for Additional Receivables on each Monthly Purchase Date including the rights, obligations and responsibilities of both parties. The Receivables Sale and Purchase Agreements also set out the terms and conditions in respect of the resale and repurchase of the Ineligible Receivables and Defaulted Receivables.

On February 10, 2010, ECC redeemed the remaining debentures and subordinated lending and the Company repurchased all outstanding receivables from ECC which led to the end of the ECC's securitization project. As at February 20, 2010, ECC is in the process of dissolution.

29.2 Servicing Agreements

- 29.2.1 The Company entered into the Servicing Agreement with the ESPV on February 17, 2004. Based on such agreement, the ESPV appointed the Company (as a transferor and servicer) to provide certain administration services (including record-keeping and producing written reports relating to the Collections), to act as the collection agent and other services for hire-purchase receivables in relation to the Purchased Receivables. In addition, the Servicing Agreement also set out other relevant terms, such as the scope of the services, the payment of service fees, the termination of the appointment of the Servicer and the Back-up Servicer, and the appointment of the substitute servicer.

Due to the end of the ESPV's securitization project on May 12, 2008 (see Note 5.6), this agreement between ESPV and the Company was terminated on the same date.

- 29.2.2 The Company entered into the Servicing Agreements with the ECC, ESPT (the subsidiary), and Eternal4 (the subsidiary), on February 16, 2005, February 6, 2006, and June 25, 2007, respectively. Based on such agreements, the ECC and the subsidiaries appointed the Company (as a transferor and servicer) to provide certain administration services (including record-keeping and producing written reports relating to the Collections), to act as the collection agent and other services for credit card receivables in relation to the Purchased Receivables. In addition, the Servicing Agreement also set out other relevant terms, such as the scope of the services, the payment of service fees, the termination of the appointment of the Servicer and the Back-up Servicer appointment of the substitute servicer.

Due to the end of the ECC's securitization project on February 20, 2010 (see Note 5.6), this agreement between ECC and the Company was terminated on the same date.

30. RECLASSIFICATIONS

Certain reclassifications have been made to the consolidated and separate financial statements for the year ended February 20, 2009 to conform to the classifications used in the consolidated and separate financial statements for the year ended February 20, 2010 as follows:

| Account | CONSOLIDATED FINANCIAL STATEMENTS Baht | SEPARATE FINANCIAL STATEMENTS Baht | Previous presentation | Current presentation |
|---|---|---|--|---|
| Balance sheet | | | | |
| Current portion of Participation amounts in Special Purpose Vehicles for securitization due within one year | 470,649,932 | 470,649,932 | Participation amounts in Special Purpose Vehicles for securitization | Current portion of Participation amounts in Special Purpose Vehicles for securitization due within one year |
| Current portion of subordinated lending due within one year | 642,686,834 | 642,686,834 | Subordinated lending | Current portion of subordinated lending due within one year |
| Accounts receivable - Revenue Department | 3,313,883 | 3,313,883 | Other current assets | Other receivables |
| Withholding income tax | 19,523,282 | 19,356,123 | Other current assets | Offset with accrued Income tax |
| Loan issuance cost | 2,804,234 | 2,804,234 | Other non-current assets | Offset with current portion of long-term loan |
| Loan issuance cost | 20,291,443 | 20,291,443 | Other non-current assets | Offset with long-term loans |
| Debenture issuance cost | 34,605,095 | 34,605,095 | Other non-current assets | Offset with long-term debentures |
| Payables per currency swap contracts | 24,056,617 | 24,056,617 | Accrued interest expense | Payables per currency swap contracts |
| Statement of income | | | | |
| Directors and managements remuneration | 73,657,362 | 73,657,362 | Administrative expenses | Directors and managements remuneration |
| Gain on sale of fixed assets | 3,408,799 | 3,408,799 | Other income | Gain on sale of fixed assets |

31. APPROVAL OF FINANCIAL STATEMENTS

These financial statements were approved for issuing by the Company's authorized director on April 9, 2010.



AEON THANA SINSAP (THAILAND) PUBLIC COMPANY LIMITED

