

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**AEON CREDIT SERVICE (ASIA) COMPANY LIMITED**  
(Incorporated in Hong Kong with limited liability)  
(Stock Code: 900)

**CONTINUING CONNECTED TRANSACTION**

On 29 November 2011, the Company entered into the New Licence Agreement with AEON Stores to renew the Previous Licence Agreement for the lease of the Premises.

AEON Stores is a fellow subsidiary of the Company. Accordingly, the New Licence Agreement constitutes a continuing connected transaction for the Company under the Listing Rules.

As each of the applicable percentage ratios in respect of the New Licence Agreement is less than 5%, the transaction is only subject to the reporting, announcement and annual review requirements and exempt from the independent shareholders' approval requirements under the Listing Rules.

**BACKGROUND**

Reference is made to the announcement of the Company dated 23 April 2010 in respect of the Previous Licence Agreement with AEON Stores for the lease of the Premises. As the Previous Licence Agreement will expire on 30 November 2011, the Company entered into the New Licence Agreement with AEON Stores to renew the Previous Licence Agreement for the lease of the Premises.

**NEW LICENCE AGREEMENT**

**Date**

29 November 2011

**Parties**

- (a) The Company as licensee
- (b) AEON Stores as licensor

**Premises**

Shop No. L302, 3/F, Kornhill Plaza (South), 2 Kornhill Road, Quarry Bay, Hong Kong, with an approximate area of 846 square feet

**Term**

1 December 2011 to 30 November 2013

**Licence Fee**

HK\$180,900 per month exclusive of rates and management fee

**Management Fee**

HK\$10,152 per month (subject to adjustment by AEON Stores)

The licence fee and management fee are payable monthly in advance by the Company to AEON Stores.

**Caps**

Based on the licence fee and management fee mentioned above, the maximum aggregate amount payable by the Company to AEON Stores under the New Licence Agreement would not exceed the Caps set out below:

| <u>Financial Year/Period</u> | <u>Caps</u>   |
|------------------------------|---------------|
| 1/12/2011 to 20/2/2012       | HK\$600,000   |
| 21/2/2012 to 20/2/2013       | HK\$2,500,000 |
| 21/2/2013 to 30/11/2013      | HK\$2,000,000 |

The actual amount of the licence fee and management fee paid by the Company to AEON Stores and the caps under the Previous Licence Agreement are as follows:

| <u>Financial Period</u> | <u>Actual Amount</u> | <u>Caps</u>   |
|-------------------------|----------------------|---------------|
| 27/4/2010 to 20/2/2011  | HK\$1,743,018        | HK\$1,800,000 |
| 21/2/2011 to 30/11/2011 | HK\$1,641,845        | HK\$1,700,000 |

**REASONS FOR THE TRANSACTION**

The Company is principally engaged in the provision of consumer credit finance services, which include the issuance of credit cards and the provision of personal loan financing and hire purchase financing for vehicles and household and other consumer products.

AEON Stores is principally engaged in the operation of general merchandise stores.

The Company is using the Premises as a branch office of the Company for the provision of consumer credit finance services to the customers of both the Company and AEON Stores. The Company considers it beneficial to enter into the New Licence Agreement to ensure the continued provision of the services to the customers as well as to maintain a close business relationship with AEON Stores.

The Directors of the Company, including the Independent Non-executive Directors, consider that the New Licence Agreement is entered into in the ordinary and usual course of business of the Company, the terms of the New Licence Agreement are on normal commercial terms, which are arrived at after arm's length negotiations between the parties with reference to the prevailing rent of property in the same location, and both the terms of the New Licence Agreement and the Caps are fair and reasonable and in the interests of the Company and its shareholders as a whole.

## LISTING RULES IMPLICATIONS

AEON Stores is a connected person of the Company within the meaning of the Listing Rules by virtue of its being 71.64% owned by **AEON** Co., Ltd., which in turn is a substantial shareholder of the Company interested in approximately 66.22% of the issued share capital of the Company. Accordingly, the New Licence Agreement constitutes a continuing connected transaction for the Company under the Listing Rules.

As each of the applicable percentage ratios in respect of the New Licence Agreement is less than 5%, the transaction is only subject to the reporting, announcement and annual review requirements and exempt from the independent shareholders' approval requirements under the Listing Rules. Details of the transaction will be included in the next published annual report and accounts of the Company.

As none of the Directors of the Company has a material interest in the transaction, no Director has abstained from voting on the board resolutions approving the transaction.

## DEFINITIONS

In this announcement, unless the context requires otherwise, the following terms shall have the following meanings:

|                              |  |
|------------------------------|--|
| “AEON Stores”                | AEON Stores (Hong Kong) Co., Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange       |
| “Caps”                       | the annual caps under the New Licence Agreement  |
| “Company”                    | AEON Credit Service (Asia) Company Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange |
| “Hong Kong”                  | the Hong Kong Special Administrative Region of the People's Republic of China  |
| “HK\$”                       | Hong Kong dollars, the lawful currency of Hong Kong  |
| “Listing Rules”              | The Rules Governing the Listing of Securities on the Stock Exchange  |
| “New Licence Agreement”      | the licence agreement dated 29 November 2011 entered into between the Company and AEON Stores, particulars of which are set out in this announcement         |
| “Previous Licence Agreement” | the licence agreement dated 23 April 2010 entered into between the Company and AEON Stores   |
| “Stock Exchange”             | The Stock Exchange of Hong Kong Limited  |

By order of the Board  
**Fung Kam Shing, Barry**  
*Managing Director*

Hong Kong, 29 November 2011

*As at the date of this announcement, the Board of Directors of the Company comprises Mr. Fung Kam Shing, Barry (Managing Director), Mr. Lai Yuk Kwong, Mr. Tomoyuki Kawahara, Ms. Koh Yik Kung, Mr. Toshiya Shimakata and Ms. Chan Fung Kuen, Dorothy as Executive Directors; Mr. Masao Mizuno (Chairman) and Mr. Masanori Kosaka as Non-executive Directors; and Dr. Hui Ching Shan, Mr. Wong Hin Wing and Professor Tong Jun as Independent Non-executive Directors.*