



AEON CREDIT SERVICE (ASIA) COMPANY LIMITED
AEON 信貸財務(亞洲)有限公司

AEON

(incorporated in Hong Kong with limited liability)
(Stock code: 900)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2004 Annual General Meeting of AEON Credit Service (Asia) Company Limited (the “Company”) will be held at Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 17th June 2004 at 11:30 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements and the Reports of the Directors and Auditors for the year ended 20th February 2004.
2. To declare a Final Dividend for the year ended 20th February 2004.
3. To re-elect Directors and authorise the Board of Directors to fix their remuneration.
4. To re-appoint Auditors and authorise the Board of Directors to fix their remuneration.

To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions and Special Resolution respectively:

Ordinary Resolutions

5. **“THAT:**
 - (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares, and to make or grant offers, agreements, options and warrants which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements, options and warrants which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below), (ii) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into shares, (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or its subsidiaries of shares or rights to acquire shares of the Company, or (iv) any scrip dividend scheme or similar arrangement

providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this Resolution.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above, shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this Resolution.”
7. “**THAT** conditional upon the passing of Resolutions 5 and 6 set out in the notice convening this meeting, the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares pursuant to Resolution 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 6 set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution.”

Special Resolution

8. “**THAT** the Articles of Association of the Company be and are hereby amended in the following manner:
- (a) Article 2
 - (i) By adding the following definitions:
 - “associate” shall have the meaning ascribed to it under the Listing Rules;
 - “clearing house” shall mean a recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
 - “electronic communication” shall mean a communication sent by electronic transmission in any form through any medium;
 - “Hong Kong” shall mean the Hong Kong Special Administrative Region of the People’s Republic of China;
 - “Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time;
 - “relevant financial documents” shall mean the “relevant financial documents” as defined under the Ordinance;
 - “summary financial report” shall mean the “summary financial report” as defined under the Ordinance;
 - (ii) By adding the words “including an electronic communication” immediately following the words “non-transitory form” in the definition of “writing” or “printing” “.

(iii) By adding the following as the last paragraph of Article 2:

“References to a document being executed include references to its being executed under hand or under seal or, to the extent permitted by and in accordance with the Ordinance and other applicable laws, rules and regulations, by electronic signature or by any other method. References to a document or notice, to the extent permitted by and in accordance with the Ordinance and other applicable laws, rules and regulations, include references to any information in visible form whether having physical substance or not.”

(b) Article 54

By deleting the words “within five months after the end of the last preceding financial year” in the first to second lines of Article 54.

(c) Article 65

By deleting the word “At” in Article 65 and substituting therefor the words “Subject to the rules prescribed by the Stock Exchange from time to time, at”.

(d) Article 76

By adding the following as new Article 76:

“76. Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”

(e) Article 86

By deleting the word “special” in the first line of Article 86 and substituting therefor the word “ordinary”.

(f) Article 87

By deleting the words “at least seven and not more than twenty-eight clear days before the day appointed for the meeting, there have” in the second to fourth lines of Article 87 and substituting therefor the words “not earlier than the day after the despatch of the notice of the meeting and not later than seven days prior to the date appointed for the meeting, there has”.

(g) Article 95

(i) By adding the words “or any of his associates”:

- a. immediately after the word “Director” in fourth line of Article 95;
- b. immediately after the word “he” in the ninth line of Article 95;

- (ii) By adding the words “or whose associate(s) so contracting or being such member or so interested” immediately after the word “interested” in the sixth line of Article 95;
 - (iii) By adding the words “or that of his associates” immediately after the words “his interest” in the ninth line of Article 95.
- (h) Article 96
- (i) By deleting the words “in which he is” in the second line of Article 96 and substituting therefor the words “or other proposal in which he or any of his associates is to his knowledge”;
 - (ii) By adding the words “or any of his associates”:
 - a. immediately after the word “meeting)” in the fourth line of Article 96;
 - b. immediately after the words “the Director” in the ninth line of Article 96;
 - c. immediately after the word “meeting” in the eleventh line of Article 96;
 - d. immediately after the word “chairman” in the fourteenth line of Article 96;
 - (iii) By deleting the word “other” immediately before the word “Director” in the eighth line of Article 96.
- (i) Article 97

By deleting Article 97 in its entirety and substituting therefor the following:

“97. Save as otherwise provided by these Articles, a Director shall not vote (nor be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or other proposal in which he or any of his associates is to his knowledge materially interested, but this prohibition shall not apply to any of the following matters:

- (i) the giving of any security or indemnity either:
 - (a) to the Director or any of his associates in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
 - (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his associates has assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his associates is or is to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal concerning any other company in which the Director or any of his associates is interested only, whether directly or indirectly, as an officer or shareholder or in which the Director or any of his associates is beneficially interested in shares of that company, provided that the Director and any of his associates are not in aggregate beneficially interested in five per cent or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associates is derived) or of the voting rights;
- (iv) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
 - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or any of his associates may benefit; or
 - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, their associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or any of his associates as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;
- (v) any contract or arrangement in which the Director or any of his associates is interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his or their interest in shares or debentures or other securities of the Company; and
- (vi) any contract for the purchase or maintenance for any Director of insurance against any liability.

For the purposes of this Article 97:

- (i) a company shall be deemed to be one in which a Director and any of his associates in aggregate own five per cent or more if and so long as (but only if and so long as) they are (either directly or indirectly) the holder of or beneficially interested in five per cent or more of any class of the issued equity share capital of that company (or of any third company through which the interest of the Director or that of his associates is derived) or of the voting rights available to members of that company, for which purpose there shall be disregarded any shares held by the Director or any of his associates as bare or custodian trustee and in which the Director and his associates have no beneficial interest, any shares comprised in a trust in which the interest of the Director and his associates is in reversion or remainder if and so

long as some other person is entitled to receive the income of the trust and any shares comprised in an authorised unit trust scheme in which he or any of his associates is interested only as a unit holder; and

- (ii) where a company in which a Director and any of his associates in aggregate own five per cent or more is materially interested in a contract, he also shall be deemed materially interested in that contract.”

(j) Article 98

- (i) By adding the words “or any of his associates” immediately after the word “he” in the sixteenth line of the first paragraph and in the first line of the second paragraph of Article 98;
- (ii) By adding the words “managing director, joint managing director,” immediately after the word “director” in the seventeenth line of the first paragraph of Article 98.

(k) Article 152

By deleting Article 152 in its entirety and substituting therefor the following:

“152. The Board shall from time to time in accordance with the provisions of the Ordinance cause to be prepared and laid before the Company at its annual general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are required by the Ordinance. The Board may also cause to be prepared any other financial documents (including without limitation any summary financial report) as the Board thinks fit.”

(l) Article 153

- (i) By deleting Article 153 in its entirety and substituting therefor the following:

“153. Every balance sheet of the Company shall be signed pursuant to the provisions of the Ordinance, and subject to Article 153A, a copy of the relevant financial documents or the summary financial report together with other reports as may be required by the Ordinance shall, not less than twenty-one days before the date of the meeting, be sent to every member of, and every holder of debentures of, the Company and every other person entitled to receive notices of general meetings of the Company, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.”

- (ii) By adding the following as new Article 153A:

“153A. Where a member of, or debenture holder of, the Company has, in accordance with the provisions of the Ordinance and other applicable laws, rules and regulations, consented to treat the publication or the making available of the relevant financial documents and/or the summary financial report on a computer network or by such other means as discharging the Company’s obligations under the Ordinance to send

a copy of the relevant financial documents and/or the summary financial report, then the publication or the making available by the Company, in accordance with the provisions of the Ordinance, on such computer network or by such other means of the relevant financial documents and/or the summary financial report shall, in relation to each such member of, or debenture holder of, the Company, be deemed to discharge the Company's obligations under Article 153."

(m) Article 157

- (i) By adding the words "or delivered" immediately after the word "served" in the second line of Article 157;
- (ii) By deleting the word "delivery" in the fourth line of Article 157 and substituting therefor the words "delivering";
- (iii) By adding the words "or by sending it in accordance with the Ordinance and other applicable laws, rules and regulations as an electronic communication to the member at his electronic address or by publishing it in accordance with the Ordinance and other applicable laws, rules and regulations on the Company's computer network" immediately after the word "Ordinance" in the ninth line of Article 157.

(n) Article 159

- (i) By adding the words "or document" immediately after the word "notice" in the first, fourth, and sixth lines of Article 159;
- (ii) By adding the following sentence at the end of Article 159:

"Any notice or other document sent as an electronic communication shall be deemed to have been served on the day on which it is transmitted from the server of the Company or its agent. Any notice or other document published on the Company's computer network shall be deemed to have been served on the day it was so published. Any notice or other document served or delivered by the Company by any other means authorised in writing by the member concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose."

(o) Article 160

By deleting Article 160 in its entirety and substituting therefor the following:

"160. A notice or document may be given by or on behalf of the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a member in such manner as provided in Article 157 in which the same might have been given if such death, mental disorder or bankruptcy had not occurred."

(p) Article 162

By deleting the words "by post to, or left at the registered address of any member in pursuance of these Articles" in the first to second lines of Article 162 and substituting therefor the words "to any member in such manner as provided in Article 157."

(q) Article 163

- (i) By deleting the words “written or printed” and substituting therefor the words “written, printed or made electronically.”
- (ii) By adding the following as new Article 163A:

“163A. Subject to any applicable laws, rules and regulations, any notice or document including but not limited to documents referred in Article 152 and any corporate communication (as defined in the Listing Rules), may be given in the English language only, in the Chinese language only or in both the English language and the Chinese language.”

(r) Article 167

- (i) By deleting the word “twelve” appearing in sub-paragraphs (iii) and (iv) of Article 167 and substituting therefor the word “seven”.
- (ii) By adding the following as new Article 167A:

“167A. Notwithstanding Article 167, the Directors may, if permitted by applicable law, authorise the destruction of documents set out in Article 167 and any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar of the Company on its behalf provided always this provision shall apply only to the destruction of a document in good faith and without express notice to the Company that presentation of such document was relevant to a claim.”

(s) Article 171

- (i) By adding the words “or Auditor” immediately after the word “officer” in the first and fifth lines of Article 171;
- (ii) By deleting the words “paragraph (c) of the proviso to Section 165” in the third line of Article 171 and substituting therefor the words “Section 165(2)”;
- (iii) By deleting the word “of” in the fifth and seventh lines of Article 171 and substituting therefor the word “or” in Article 171;
- (iv) By adding the following as new Article 171A:

“171A. Subject to the provisions of the Ordinance, the Company may purchase and maintain for any Director, Secretary, officer or Auditor of the Company:

- (a) insurance against any liability to the Company, a related company or any other party in respect of any negligence, default, breach of duty or breach of trust (save for fraud) of which he may be guilty in relation to the Company or a related company; and

- (b) insurance against any liability incurred by him in defending any proceedings, whether civil or criminal, taken against him for any negligence, default, breach of duty or breach of trust (including fraud) of which he may be guilty in relation to the Company or a related company.

For the purpose of this Article 171A, “related company” means any company that is the Company’s subsidiary or holding company or a subsidiary of the Company’s holding company.”

- (t) Articles 76 to 172

By re-numbering the existing Articles 76 to 172 as Articles 77 to 173 and by making all necessary consequential alterations in cross-reference.”

By Order of the Board
KOH Yik Kung
Company Secretary

Hong Kong, 18th May 2004

Notes:

- (1) A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the office of the Company’s Share Registrar Secretaries Limited at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (3) The register of members of the Company will be closed from Friday, 11th June 2004 to Thursday, 17th June 2004 (both days inclusive) during which period no transfer of shares can be registered. In order to qualify for the final dividend to be approved at the annual general meeting, all share transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company’s Share Registrar Secretaries Limited at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not later than 4:00 p.m. on Thursday, 10th June 2004.
- (4) The translation into Chinese language of this notice (including the Special Resolution which contains the proposed new Articles) is for reference only. In case of inconsistency, the English version shall prevail.

As at the date of this announcement, the board of directors of the Company comprises Mr. Masanori Kosaka, Mr. Lai Yuk Kwong and Ms. Koh Yik Kung as executive directors, Mr. Yoshiki Mori, Mr. Kazuhide Kamitani and Mr. Yoichi Kimura as non-executive directors, and Dr. Shao You Bao and Mr. Tsang Wing Hong as independent non-executive directors.

“Please also refer to the published version of this announcement in *The Standard*”.