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If you have sold or transferred all your shares in AEON Credit Service (Asia) Company Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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AEON 信貸財務(亞洲)有限公司

AEON CREDIT SERVICE (ASIA) COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 900)

**RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Function Room, 3/F, The Mira Hong Kong, 118 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 26th June 2015 at 10:00 a.m. is set out on pages 10 to 11 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's share registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

20th May 2015

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at Function Room, 3/F, The Mira Hong Kong, 118 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 26th June 2015 at 10:00 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“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
“Director(s)”	the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong



AEON 信貸財務(亞洲)有限公司

AEON CREDIT SERVICE (ASIA) COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 900)

Executive Directors:

Fung Kam Shing, Barry (*Managing Director*)

Koh Yik Kung

Tomoyuki Kawahara

Fong Chung Leung, Gerald

Registered Office:

20/F, Miramar Tower

132 Nathan Road

Tsim Sha Tsui

Kowloon, Hong Kong

Non-executive Directors:

Masanori Kosaka (*Chairman*)

Lai Yuk Kwong

Independent Non-executive Directors:

Ip Yuk Keung

Wong Hin Wing

Tong Jun

20th May 2015

To the Shareholders

Dear Sir or Madam

**RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting relating to the re-election of Directors and to give you notice of the Annual General Meeting.

2. RE-ELECTION OF DIRECTORS

In accordance with Article 102 of the Articles of Association, all Directors shall retire at the Annual General Meeting and shall be eligible for re-election. With the exception of Mr. Fung Kam Shing, Barry, Mr. Tomoyuki Kawahara and Mr. Fong Chung Leung, Gerald who will not stand for re-election, all the other six Directors, namely Mr. Masanori Kosaka, Ms. Koh Yik Kung, Mr. Lai Yuk Kwong, Mr. Ip Yuk Keung, Mr. Wong Hin Wing and Prof. Tong Jun will offer themselves for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

Reference is made to the announcement of the Company dated 12th May 2015 regarding the expected retirement of Mr. Fung Kam Shing, Barry, Mr. Tomoyuki Kawahara and Mr. Fong Chung Leung, Gerald and the new posts they will respectively take up.

Pursuant to code provision A.4.3 of the Corporate Governance Code (the “Code”) sets out in Appendix 14 to the Listing Rules, further appointment of Mr. Wong Hin Wing, an Independent Non-executive Director serving the Company for more than nine years, should be subject to a separate resolution to be approved by Shareholders.

The re-appointment of Directors has been reviewed by the Nomination Committee which made recommendation to the Board that the re-election be proposed for Shareholders’ approval at the Annual General Meeting. The Nomination Committee has also reviewed and assessed the independence of each individual Independent Non-executive Director based on the respective annual confirmation of independence (against the independence guidelines as set out in Rule 3.13 of the Listing Rules) provided by the Independent Non-executive Directors. All the Independent Non-executive Directors satisfy the independence guidelines set out in Rule 3.13 of the Listing Rules. The Nomination Committee has recommended six Directors to the Board for re-election at the Annual General Meeting.

Notwithstanding the fact that Mr. Wong Hin Wing has served the Company for more than nine years, there are no circumstances which are likely to affect his independence as an Independent Non-executive Director. Mr. Wong Hin Wing is not involved in the daily management of the Company nor in any relationships which would interfere with the exercise of his independent judgment. The Board considers that Mr. Wong Hin Wing remains independent notwithstanding the length of his service and believes that he is able to continue to fulfill his role as an Independent Non-executive Director. The Board is of the view that Mr. Wong Hin Wing should be re-elected at the Annual General Meeting.

Details of the six Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

3. ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 10 to 11 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s share registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

4. VOTING BY POLL

As required under Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the Chairman of the meeting will exercise his right under Article 65 of the Articles of Association to demand a poll on each of the resolutions to be proposed at the Annual General Meeting. Detailed procedures for conducting a poll would be explained at the Annual General Meeting.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its authorised representative) or by proxy shall have one vote for every fully paid share held. A Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy who is entitled to more than one vote need not use all his votes or cast all his votes in the same way.

After the conclusion of the Annual General Meeting, the poll results will be published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.aeon.com.hk).

5. RECOMMENDATION

The Directors consider that the ordinary resolutions as set out in the notice of Annual General Meeting are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the proposed resolutions.

Yours faithfully
On behalf of the Board
Masanori Kosaka
Chairman

Details of the Directors to be re-elected at the Annual General Meeting are set out below:

Mr. Masanori Kosaka, aged 58, was appointed as the Chairman of the Board, a Non-executive Director, the chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee on 18th June 2013. He was the Managing Director from June 2002 to June 2011. He is a director of AEON Micro Finance (Shenyang) Co., Ltd., a subsidiary of the Company. He is currently the Managing Director of AEON Financial Service (Hong Kong) Co., Limited, the Company's immediate holding company. He was a director of AEON Thana Sinsap (Thailand) Public Company Limited, AEON Credit Service (M) Berhad and AEON Credit Service Co., Ltd., all of which are listed public companies. He first joined the Company in March 1993 (March 1993 – June 1996) and rejoined the Company in April 2002 (April 2002 – June 2012). He holds a Bachelor's degree in Law from Kyoto Sangyo University.

Save as disclosed, Mr. Kosaka did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. He has a personal interest in 110,000 Shares, representing approximately 0.03% of the total number of Shares in issue, within the meaning of Part XV of the SFO.

There is no service contract between the Company and Mr. Kosaka. He has no fixed term of service with the Company but is subject to retirement and re-election at each annual general meeting of the Company in accordance with the Articles of Association. As a Non-executive Director, he does not receive any remuneration.

Save as disclosed herein, there is no information relating to Mr. Kosaka that is required to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, and there are no other matters relating to his re-election that need to be brought to the attention of Shareholders.

Ms. Koh Yik Kung, aged 59, was appointed as an Executive Director on 21st June 2001. She is also the Company Secretary and in-house counsel. She is in charge of the Corporate Compliance Division of the Company comprising the Legal & Compliance Department and the Human Resources & Administration Department. She was formerly with the Company from August 1992 to June 1994 and rejoined the Company in November 1998. Ms. Koh holds a Bachelor's degree in Law from South Bank University. She is a barrister.

Save as disclosed, Ms. Koh did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. She does not have any interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract between the Company and Ms. Koh. She has no fixed term of service with the Company but is subject to retirement and re-election at each annual general meeting of the Company in accordance with the Articles of Association. Her emoluments are determined by the Remuneration Committee with reference to her duties and responsibilities, the Company's performance and her performance, as well as remuneration benchmark in the industry and the prevailing market conditions. The emoluments of Ms. Koh for the period from 21st February 2014 to 28th February 2015 were HK\$1,906,000.

Save as disclosed herein, there is no information relating to Ms. Koh that is required to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, and there are no other matters relating to her re-election that need to be brought to the attention of Shareholders.

Mr. Lai Yuk Kwong, aged 52, was an Executive Director from 16th June 1999 to 20th July 2012 and re-designated as a Non-executive Director on 21st July 2012. He was the Deputy Managing Director from 14th June 2006 to 17th June 2011. He is currently the Deputy Managing Director of AEON Financial Service (Hong Kong) Co., Limited, the Company's immediate holding company. He joined the Company in July 1996. He holds a Professional Diploma in Accountancy from Hong Kong Polytechnic University. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Accountants in England & Wales and the Association of Chartered Certified Accountants.

Save as disclosed, Mr. Lai did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. He does not have any interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract between the Company and Mr. Lai. He has no fixed term of service with the Company but is subject to retirement and re-election at each annual general meeting of the Company in accordance with the Articles of Association. As a Non-executive Director, he does not receive any remuneration.

Save as disclosed herein, there is no information relating to Mr. Lai that is required to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, and there are no other matters relating to his re-election that need to be brought to the attention of Shareholders.

Mr. Ip Yuk Keung, aged 63, was appointed as an Independent Non-executive Director, the chairman of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee on 19th September 2013. He is an international banking and real estate professional with 33 years of experience at Citigroup, First National Bank of Chicago, Wells Fargo Bank and Merrill Lynch in Hong Kong, Asia and United States. His areas of expertise are in real estate, corporate banking, risk management, transaction banking and wealth management. He was named Managing Director of Citigroup in 2003 and Senior Credit Officer/Real Estate Specialist of Citicorp

in 1990. At Citigroup, he was Corporate Bank Head, Head of Transaction Banking and Head of Asia Regional Investment Finance of Wealth Management. He was a Managing Director of Investments at Merrill Lynch (Asia Pacific).

He is currently an Executive Director and Chief Executive Officer of LHIL Manager Limited (as trustee-manager of Langham Hospitality Investments) and Langham Hospitality Investments Limited. He is also a Non-executive Director of Eagle Asset Management (CP) Limited (manager of Champion Real Estate Investment Trust) and an Independent Non-executive Director of Hopewell Highway Infrastructure Limited, New World China Land Limited, TOM Group Limited, Power Assets Holdings Limited, Lifestyle International Holdings Limited, and Hopewell Holdings Limited, all of which, except for Eagle Asset Management (CP) Limited, are listed public companies. He is a Council and Court Member and an Adjunct Professor of Lingnan University, a Member of International Advisory Board of College of Business and an Adjunct Professor at City University of Hong Kong, a Member of the International Advisory Committee and an Adjunct Scholar at University of Macau, an Executive Fellow in Asia at Washington University in St. Louis, an Honorary Fellow of Vocational Training Council, a Research Fellow of the Institute for Financial Economics at Singapore Management University, a Member of the Legal Aid Services Council and Board of Governor of the World Green Organization.

He holds a Bachelor's degree from Washington University in St. Louis (summa cum laude) and Master's degrees at Cornell University and Carnegie-Mellon University.

Save as disclosed, Mr. Ip did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years. He does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. He does not have any interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract between the Company and Mr. Ip. He has no fixed term of service with the Company but is subject to retirement and re-election at each annual general meeting of the Company in accordance with the Articles of Association. He is entitled to a Director's fee determined by the Board with reference to his responsibilities, time and effort spent on the Board and committees and market benchmark. The Director's fee of Mr. Ip for the period from 21st February 2014 to 28th February 2015 was HK\$270,000.

Save as disclosed herein, there is no information relating to Mr. Ip that is required to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, and there are no other matters relating to his re-election that need to be brought to the attention of Shareholders.

Mr. Wong Hin Wing, aged 52, was appointed as an Independent Non-executive Director on 13th October 2004. He is a member of the Audit Committee, the Remuneration Committee and the Nomination Committee. He holds a Master's degree in Executive Business Administration from Chinese University of Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, the Hong Kong Institute of Directors and the Institute of Chartered Secretaries and Administration. He is also a member of the American Institute of Certified Public Accountants and a chartered member of the Chartered Institute for Securities & Investment. He is an Independent Non-executive Director of Dongjiang Environmental Company Limited, a public company with A shares listed on the Small and Medium Enterprise Board of the Shenzhen Stock Exchange and H shares listed on the Stock Exchange. He is also a Council Member of the Chinese University of Hong Kong, a Member of Anhui Provincial Committee of the Chinese People's Political Consultative Conference and a Member of the Nursing Council of Hong Kong.

He has been the Chief Executive Officer and responsible officer of Legend Capital Partners, Inc., a licensed corporation under the Securities and Futures Ordinance since 1997. Prior to this, he had worked with an international audit firm for four years and then a listed company as Chief Financial Officer for seven years. He has 31 years of experience in accounting, finance, investment management and advisory. He was an Independent Non-executive Director of Guangzhou Pharmaceutical Company Limited from 26th March 2004 to 28th June 2010, a public company with A shares listed on the Shanghai Stock Exchange and H shares listed on the Stock Exchange.

Save as disclosed, Mr. Wong did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years. He does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. He does not have any interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract between the Company and Mr. Wong. He has no fixed term of service with the Company but is subject to retirement and re-election at each annual general meeting of the Company in accordance with the Articles of Association. He is entitled to a Director's fee determined by the Board with reference to his responsibilities, time and effort spent on the Board and committees and market benchmark. The Director's fee of Mr. Wong for the period from 21st February 2014 to 28th February 2015 was HK\$270,000.

Save as disclosed herein, there is no other information relating to Mr. Wong that is required to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, and there are no other matters relating to his re-election that need to be brought to the attention of Shareholders.

Prof. Tong Jun, aged 52, was appointed as an Independent Non-executive Director on 23rd September 2009. He is a member of the Audit Committee, the Remuneration Committee and the Nomination Committee. He holds a Bachelor's degree in Japanese Major from Harbin Normal University, a Master's degree in Japanese Language and Literature from Okayama University and a Doctorate in Literature from Okayama University.

He is currently a Professor of the School of Foreign Languages and Deputy Head of the Institute for Japanese Studies in Southeast China at Sun Yat-sen University. He is also the Chairman of Federation for Japanese Returned Scholars of Guangzhou, Executive Director of Guangdong, Hong Kong and Macau Universities Association for Japanese Studies and the Chairman of the South China Alumni Association of Okayama University.

Save as disclosed, Prof. Tong did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. He does not have any interest in the Shares within the meaning of Part XV of the SFC.

There is no service contract between the Company and Prof. Tong. He has no fixed term of service with the Company but is subject to retirement and re-election at each annual general meeting of the Company in accordance with the Articles of Association. He is entitled to a Director's fee determined by the Board with reference to his responsibilities, time and effort spent on the Board and committees and market benchmark. The Director's fee of Prof. Tong for the period from 21st February 2014 to 28th February 2015 was HK\$270,000.

Save as disclosed herein, there is no other information relating to Prof. Tong that is required to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, and there are no other matters relating to his re-election that need to be brought to the attention of Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



AEON 信貸財務(亞洲)有限公司

AEON CREDIT SERVICE (ASIA) COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 900)

NOTICE IS HEREBY GIVEN that the 2015 Annual General Meeting of AEON Credit Service (Asia) Company Limited (the “Company”) will be held at Function Room, 3/F, The Mira Hong Kong, 118 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 26th June 2015 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements and the Reports of the Directors and Auditor for the period from 21st February 2014 to 28th February 2015.
2. To declare a final dividend for the period from 21st February 2014 to 28th February 2015.
3. To re-elect Directors and authorise the Board of Directors to fix the remuneration of the Directors.
4. To re-appoint Auditor and authorise the Board of Directors to fix its remuneration.

By order of the Board
Koh Yik Kung
Company Secretary

Hong Kong, 20th May 2015

Notes:

- (1) A member entitled to attend and vote at the above meeting is entitled to appoint one or more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
- (2) Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion to the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (3) In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the office of the Company’s share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof (as the case maybe).

NOTICE OF ANNUAL GENERAL MEETING

- (4) For the purpose of determining the shareholders who are entitled to attend and vote at the annual general meeting, the register of members of the Company will be closed from Wednesday, 24th June 2015 to Friday, 26th June 2015 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending and voting at the annual general meeting, all transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company's share registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Tuesday, 23rd June 2015.
- (5) For the purpose of determining the shareholders who qualify to receive the proposed final dividend, the register of members of the Company will be closed on Monday, 6th July 2015. In order to qualify for the proposed final dividend, all transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company's share registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 3rd July 2015.