

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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 CREDIT SERVICE (ASIA) COMPANY LIMITED**

**AEON 信貸財務(亞洲)有限公司**

*(Incorporated in Hong Kong with limited liability)*

Stock Code: 900

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

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A notice convening the 2016 AGM of the Company to be held at Ming Room, 4/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 24th June 2016 at 10:00 a.m. is set out on pages 9 to 10 of this circular. Whether or not you are able to attend the 2016 AGM, 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 2016 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2016 AGM or any adjournment thereof should you so wish.

20th May 2016

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## DEFINITIONS

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

“2016 AGM”	an annual general meeting of the Company to be held at Ming Room, 4/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 24th June 2016 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

## LETTER FROM THE BOARD



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

**AEON 信貸財務(亞洲)有限公司**

*(Incorporated in Hong Kong with limited liability)*

Stock Code: 900

*Executive Directors:*

Hideo Tanaka (*Managing Director*)

Lai Yuk Kwong

Koh Yik Kung

Kiyoshi Wada

*Registered Office:*

20/F, Miramar Tower

132 Nathan Road

Tsimshatsui

Kowloon, Hong Kong

*Non-executive Director:*

Masanori Kosaka (*Chairman*)

*Independent Non-executive Directors:*

Ip Yuk Keung

Wong Hin Wing

Tong Jun

20th May 2016

*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 2016 AGM relating to the re-election of Directors and to give you notice of the 2016 AGM.

#### **2. RE-ELECTION OF DIRECTORS**

In accordance with Article 102 of the Articles of Association, all Directors shall retire at the 2016 AGM and shall be eligible for re-election.

Reference is made to the announcement of the Company dated 11 May 2016 regarding the retirement of Mr. Masanori Kosaka, Mr. Lai Yuk Kwong and Prof. Tong Jun at the 2016 AGM. Save for the above mentioned three Directors who will not stand for re-election, the other five retiring Directors, namely, Mr. Hideo Tanaka, Ms. Koh Yik Kung, Mr. Kiyoshi Wada, Mr. Ip Yuk Keung and Mr. Wong Hin Wing will offer themselves for re-election at the 2016 AGM.

## LETTER FROM THE BOARD

The re-election 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 2016 AGM. 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 the five retiring Directors to the Board for re-election at the 2016 AGM.

Pursuant to code provision A.4.3 of the Corporate Governance Code as set 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.

Notwithstanding the fact that the 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 2016 AGM.

Details of the five retiring Directors proposed to be re-elected at the 2016 AGM are set out in the Appendix to this circular.

### **3. ANNUAL GENERAL MEETING**

The notice convening the 2016 AGM is set out on pages 9 to 10 of this circular.

A form of proxy for use at the 2016 AGM is enclosed with this circular. Whether or not you are able to attend the 2016 AGM, 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 2016 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2016 AGM 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 2016 AGM 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 2016 AGM. Detailed procedures for conducting a poll would be explained at the 2016 AGM.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly 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 2016 AGM, the poll results will be published on the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.aeon.com.hk](http://www.aeon.com.hk)).

### 5. RECOMMENDATION

The Directors consider that the ordinary resolutions as set out in the notice of 2016 AGM 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  
**Hideo Tanaka**  
*Managing Director*

Details of the Directors to be re-elected at the 2016 AGM are set out below:

**Mr. Hideo Tanaka**, aged 45, was appointed as an Executive Director and the Managing Director on 26th June 2015. He was previously with the Company from April 1997 to March 1999 and rejoined the Company in June 2015. He joined AEON Financial Service Co., Ltd. in April 1995 and has worked for AEON financial group in Japan, Hong Kong, Malaysia and Vietnam. He was the General Director of ACS Trading Vietnam Co., Ltd. from May 2008 to May 2015. He has over 20 years of experience in the consumer finance industry. He holds a Bachelor's degree in Commerce from Waseda University.

Save as disclosed, Mr. Tanaka 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 28,600 Shares, representing approximately 0.01% 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. Tanaka. 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. His emoluments are determined by the Remuneration Committee with reference to his duties and responsibilities, the Company's performance and his performance, as well as remuneration benchmark in the industry and the prevailing market conditions. The emoluments of Mr. Tanaka for the year ended 29th February 2016 were HK\$1,052,000.

Save as disclosed herein, there is no information relating to Mr. Tanaka 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 60, 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. She was formerly with the Company from August 1992 to June 1994 and rejoined the Company in November 1998. She 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 year ended 29th February 2016 were HK\$1,910,000.

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. Kiyoshi Wada**, aged 56, was appointed as an Executive Director on 26th June 2015. He is in charge of the Corporate Management Division of the Company. He joined AEON Co., Ltd. in April 1983 and has 29 years of experience in the retail industry before his transfer to AEON Financial Service Co., Ltd. in October 2012. Prior to joining the Company, he was the Chief General Manager of the Human Resources Department of AEON Financial Service Co., Ltd. He was also a director of AEON S.S. Insurance Co., Ltd. He has 28 years of experience in human resources. He holds a Bachelor's degree in Economics from Shinshu University.

Save as disclosed, Mr. Wada 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. Wada. 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. His emoluments are determined by the Remuneration Committee with reference to his duties and responsibilities, the Company's performance and his performance, as well as remuneration benchmark in the industry and the prevailing market conditions. The emoluments of Mr. Wada for the year ended 29th February 2016 were HK\$898,000.

Save as disclosed herein, there is no information relating to Mr. Wada 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 64, 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 an Honorary Professor of Faculty of Business at Lingnan University, a Member of International Advisory Board of College of Business and an Adjunct Professor at City University of Hong Kong, a Council Member of Hong Kong University of Science and Technology, an Adjunct Professor at Hang Seng Management College, a Member of the International Advisory Committee and an Adjunct Professor 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 a Member of the Board of Governors 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 year ended 29th February 2016 was HK\$284,000.

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 53, 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 Institute of Chartered Accountants in England & Wales, 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) and CRCC High-Tech Equipment Corporation Limited (a public company with H shares listed on the Stock Exchange). He is also a Member of Anhui Provincial Committee of the Chinese People's Political Consultative Conference, a Member of the Nursing Council of Hong Kong and a Council Member of Hong Kong Institute of Certified Public Accountants.

He has been the Chief Executive Officer and responsible officer of Legend Capital Partners, Inc., a licensed corporation under the SFO 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 32 years of experience in accounting, finance, investment management and advisory.

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 year ended 29th February 2016 was HK\$284,000.

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.

## NOTICE OF ANNUAL GENERAL MEETING



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

**AEON 信貸財務(亞洲)有限公司**

*(Incorporated in Hong Kong with limited liability)*

Stock Code: 900

**NOTICE IS HEREBY GIVEN** that the 2016 Annual General Meeting of AEON Credit Service (Asia) Company Limited (the “Company”) will be held at Ming Room, 4/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 24th June 2016 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 year ended 29th February 2016.
2. To declare a final dividend for the year ended 29th February 2016.
3. To re-elect Directors and authorise the Board of Directors to fix the remuneration of the Directors.
4. To re-appoint Deloitte Touche Tohmatsu as 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 2016

*Notes:*

- (1) A member entitled to attend and vote at the annual general 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 annual general 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 annual general 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 notarially 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 annual general meeting or any adjournment thereof (as the case may be).

## 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, 22nd June 2016 to Friday, 24th June 2016 (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, 21st June 2016.
- (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, 4th July 2016. 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 Thursday, 30th June 2016.