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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 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 2017 AGM of the Company to be held at 20/F, Miramar Tower, 132 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 23rd June 2017 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 2017 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 2017 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 2017 AGM or any adjournment thereof should you so wish.

19th May 2017

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## DEFINITIONS

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

“2017 AGM”	an annual general meeting of the Company to be held at 20/F, Miramar Tower, 132 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 23rd June 2017 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*)

Koh Yik Kung

Kiyoshi Wada

Tomoharu Fukayama

Toru Hosokawa

*Registered Office:*

20/F, Miramar Tower

132 Nathan Road

Tsimshatsui

Kowloon, Hong Kong

*Non-executive Director:*

Takamitsu Moriyama (*Chairman*)

*Independent Non-executive Directors:*

Lee Ching Ming, Adrian

Wong Hin Wing

Kenji Hayashi

19th May 2017

*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 2017 AGM relating to the re-election of Directors and to give you notice of the 2017 AGM.

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

In accordance with Article 102 of the Articles of Association, all Directors shall retire at the 2017 AGM and shall be eligible for re-election.

Reference is made to the announcement of the Company dated 27th April 2017 regarding the retirement of Mr. Takamitsu Moriyama and Mr. Kiyoshi Wada at the 2017 AGM. Save for the above mentioned two Directors who will not stand for re-election, the other seven retiring Directors, namely Mr. Hideo Tanaka, Ms. Koh Yik Kung, Mr.

## LETTER FROM THE BOARD

Tomoharu Fukayama, Mr. Toru Hosokawa, Mr. Lee Ching Ming, Adrian, Mr. Wong Hin Wing and Mr. Kenji Hayashi will offer themselves for re-election at the 2017 AGM.

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 2017 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 all the seven retiring Directors to the Board for re-election at the 2017 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 has not involved in any management role in 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 2017 AGM.

Details of the seven retiring Directors proposed to be re-elected at the 2017 AGM are set out in the Appendix to this circular.

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

The notice convening the 2017 AGM is set out on pages 10 to 11 of this circular.

A form of proxy for use at the 2017 AGM is enclosed with this circular. Whether or not you are able to attend the 2017 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 2017 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 2017 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 2017 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 2017 AGM. Detailed procedures for conducting a poll would be explained at the 2017 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 2017 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 2017 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 2017 AGM are set out below:

**Mr. Hideo Tanaka**, aged 46, 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 28th February 2017 were HK\$2,036,694.

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 61, 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 Legal and 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 28th February 2017 were HK\$1,889,507.

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. Tomoharu Fukayama**, aged 43, was appointed as an Executive Director on 24th June 2016. He joined AEON Credit Service Co., Ltd. in March 1997 after he graduated from Waseda University with a Bachelor's degree in Literature. He has 13 years of experience in the consumer finance industry before his transfer to AEON Co., Ltd. in March 2010. He joined the Company in April 2015 as General Manager in charge of the Business Development, Sales and Marketing Division of the Company. He is currently in charge of the Sales and Operation Division of the Company. He is a Director of AEON Insurance Brokers (HK) Ltd., a subsidiary of the Company.

Save as disclosed, Mr. Fukayama 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. Fukayama. 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. Fukayama for the year ended 28th February 2017 were HK\$906,547.

Save as disclosed herein, there is no information relating to Mr. Fukayama 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. Toru Hosokawa**, aged 46, was appointed as an Executive Director on 24th June 2016. He joined AEON Credit Service Co., Ltd. in November 2004. Prior to joining the Company, he was an Executive Officer in charge of the Finance and Accounting Department and the Human Resources Department of AEON Credit Service Co., Ltd. He was previously with Daiei Finance Co., Ltd. for 10 years. He is in charge of the Corporate Management Division of the Company. He holds a Bachelor's degree in Accounting from Chuo University.



Save as disclosed, Mr. Hosokawa 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. Hosokawa. 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. Hosokawa for the year ended 28th February 2017 were HK\$1,102,246.

Save as disclosed herein, there is no information relating to Mr. Hosokawa 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. Lee Ching Ming, Adrian**, aged 66, 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 1st October 2016. He was the Chief Executive Officer and an Executive Director of Eagle Asset Management (CP) Limited, the manager of Champion REIT from 2008 till he retired on 30th June 2016. Mr. Lee has acquired extensive property and banking industry experience over a career spanning over 43 years. Mr. Lee held senior management positions for more than 22 years in the Great Eagle Group of companies, a major listed real estate company in Hong Kong, where his responsibilities included the management of marketing, leasing and sale activities, banking relationships, corporate communications and investor relations, as well as the management of Champion REIT. Mr. Lee also had over two decades of corporate real estate lending and advisory experience with a multinational banking institution. Mr. Lee was a Non-executive Director of Cinderella Media Group Limited, a listed public company, from June 2002 to September 2015.

Mr. Lee graduated from the University of Hong Kong with a Bachelor of Social Sciences degree.

Save as disclosed, Mr. Lee 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. Lee. 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. Lee for the year ended 28th February 2017 was HK\$125,000.

Save as disclosed herein, there is no information relating to Mr. Lee 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 54, 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 the 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 Administrators. 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) and China Agri-Products Exchange Limited (a public company listed on the Stock Exchange). He is also a Member of Anhui Provincial Committee of the Chinese People's Political Consultative Conference, a panel member of Securities and Futures Appeals Tribunal, a Member of the Nursing Council of Hong Kong and a Council Member of Hong Kong Institute of Certified Public Accountants.

He is the Managing Director and has been a responsible officer of China Silk Road International Capital Limited (formerly known as 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 33 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 28th February 2017 was HK\$300,000.

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.

**Mr. Kenji Hayashi**, aged 66, was appointed as an Independent Non-executive Director on 24th June 2016. He is currently an Adviser of Institute of Corporate Governance, Japan. He is an Outside Director of AEON Credit Service Co., Ltd. and an Independent Director of AEON Thana Sinsap (Thailand) Public Company Limited, a listed public company. He was formerly the President and Representative Director of Plusum Co., Ltd., the President of Fisco Financial College and the President and CEO of Sigma Base Capital Corporation. He had held senior positions in Nippon Credit Bank Ltd., Deutsche Bank, Deutsche Securities Inc. and Westdeutsche Landesbank. He holds a Bachelor's degree in German Language from Tokyo University of Foreign Studies.

Save as disclosed, Mr. Hayashi 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. Hayashi. 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. Hayashi for the year ended 28th February 2017 was HK\$200,000.

Save as disclosed herein, there is no other information relating to Mr. Hayashi 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 2017 Annual General Meeting of AEON Credit Service (Asia) Company Limited (the “Company”) will be held at 20/F, Miramar Tower, 132 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 23rd June 2017 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 28th February 2017.
2. To declare a final dividend for the year ended 28th February 2017.
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, 19th May 2017

*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 notorially 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 Monday, 19th June 2017 to Friday, 23rd June 2017 (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 Friday, 16th June 2017.
- (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 Thursday, 29th June 2017. 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 Wednesday, 28th June 2017.