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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

The notice convening the 2018 AGM of the Company to be held at 20/F, Mira Place Tower A, 132 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 21st June 2018 at 10:00 a.m. is set out on page 12 of this circular. Whether or not you are able to attend the 2018 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 2018 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 2018 AGM or any adjournment thereof should you so wish.

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# DEFINITIONS

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

"2018 AGM"	the annual general meeting of the Company to be held at 20/F, Mira Place Tower A, 132 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 21st June 2018 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
"Latest Practicable Date"	11th May 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"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 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 (Deputy Managing Director) Koh Yik Kung Tomoharu Fukayama Toru Hosokawa

Non-executive Director: Masaaki Mangetsu (Chairman)

Independent Non-executive Directors: Lee Ching Ming, Adrian Wong Hin Wing Kenji Hayashi Registered Office: 20/F, Mira Place Tower A 132 Nathan Road Tsimshatsui Kowloon, Hong Kong

16th May 2018

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 2018 AGM relating to the re-election of Directors and to give you notice of the 2018 AGM.

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

In accordance with Article 102 of the Articles of Association, all Directors shall retire at the 2018 AGM and shall be eligible for re-election.

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 2018 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

# LETTER FROM THE BOARD

Non-executive Directors satisfy the independence guidelines set out in Rule 3.13 of the Listing Rules. The Nomination Committee has recommended all the nine retiring Directors to the Board for re-election at the 2018 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 2018 AGM.

Details of the nine retiring Directors proposed to be re-elected at the 2018 AGM are set out in the Appendix to this circular.

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

The notice convening the 2018 AGM is set out on page 12 of this circular.

A form of proxy for use at the 2018 AGM is enclosed with this circular. Whether or not you are able to attend the 2018 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 2018 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 2018 AGM or any adjournment thereof should you so wish.

#### 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 2018 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 2018 AGM. Detailed procedures for conducting a poll would be explained at the 2018 AGM.

# LETTER FROM THE BOARD

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 2018 AGM, 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 2018 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 2018 AGM are set out below:

**Mr. Masaaki Mangetsu**, aged 60, was appointed as a Non-executive Director, the Chairman of the Board, the chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee on 23rd June 2017. He is currently the Managing Director in charge of the global business strategy of AEON Financial Service Co., Ltd., a listed public company. He is also a Director of AEON Credit Service Co., Ltd. He joined AEON Co., Ltd., a listed public company, in March 1981 after he graduated from Keio University with a Bachelor's degree in Law. He worked for AEON Co., Ltd. for 28 years before he joined AEON Retail Co., Ltd. in April 2009 and then AEON (China) Co., Ltd. in March 2012. He was the Chief Operating Officer in charge of the general merchandise stores business of AEON (China) Co., Ltd. prior to joining AEON Financial Service Co., Ltd. in April 2014 as the Head of the Marketing Department. He has over 30 years of experience in sales and marketing.

Save as disclosed, Mr. Mangetsu 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.

As at the Latest Practicable Date, he did 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. Mangetsu. 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 the managing director of AEON Financial Service Co., Ltd., he will not receive any fee for serving on the Board and Board Committees of the Company.

Save as disclosed herein, there is no information relating to Mr. Mangetsu 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. Hideo Tanaka**, aged 47, was appointed as an Executive Director and the Managing Director on 26th June 2015. He is in charge of the Branch Management Division of the Company. He is also a Director of AEON Insurance Brokers (HK) Ltd., a subsidiary of the Company. 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., a listed public company, 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. He does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, he had 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 2018 were HK\$2,390,313.

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.

**Mr. Lai Yuk Kwong**, aged 55, was appointed as an Executive Director and the Deputy Managing Director on 23rd June 2017. He is in charge of the Corporate Management Division of the Company. He is also the Managing Director of AEON Insurance Brokers (HK) Ltd., a subsidiary of the Company. He was a member of the Board from June 1999 to June 2016 and the Deputy Managing Director of AEON Financial Service (Hong Kong) Co., Ltd. from July 2012 to June 2015. After he retired from the Board in June 2016, he served as an advisor of the Company. He joined the Company in July 1996. He holds a Professional Diploma in Accountancy from the 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. He does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, he did 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. 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. Lai for the year ended 28th February 2018 were HK\$1,235,857.

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.

**Ms. Koh Yik Kung**, aged 62, was appointed as an Executive Director on 21st June 2001. She is also the Company Secretary and the 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 the London 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. She does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, she did 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 2018 were HK\$1,882,453.

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 44, was appointed as an Executive Director on 24th June 2016. He joined the Company in April 2015. He is in charge of the Marketing, Sales and Operation Division of the Company. He joined AEON Financial Service Co., Ltd., a public listed company, in March 1997 after he graduated from Waseda University with a Bachelor's degree in Literature. He was transferred to AEON Co., Ltd., a public listed company, in March 2010. He has over 15 years of experience in the consumer finance industry.

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. He does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, he had a personal interest in 10,000 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. 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 2018 were HK\$1,618,658.

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 47, was appointed as an Executive Director on 24th June 2016. He is in charge of the Accounts and Finance Division and the HR and General Affairs Division of the Company. He joined AEON Financial Service Co., Ltd., a public listed company, in November 2004 after working in a financial institution for 10 years. 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 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. He does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, he did 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 2018 were HK\$1,781,376.

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 Cinderalla 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.

As at the Latest Practicable Date, he did 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 2018 was HK\$306,000.

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 55, 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), CRCC High-Tech Equipment Corporation Limited (a public company with H shares listed on the Stock Exchange), China Agri-Products Exchange Limited (a public company listed on the Stock Exchange), Inner Mongolia Yitai Coal Co., Ltd. (a public company with B shares listed on the Shanghai Stock Exchange and H shares listed on the Stock Exchange), Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (a public company with A shares listed on the Shanghai Stock Exchange and H shares listed on the Stock Exchange) and Wine's Link International Holdings 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 member of the Construction Industry Council.

## **DETAILS OF DIRECTORS**

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 34 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.

As at the Latest Practicable Date, he did 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 2018 was HK\$306,000.

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 67, was appointed as an Independent Non-executive Director, a member of the Audit Committee, the Remuneration Committee and the Nomination Committee 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 Optical Comb, Inc. 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.

As at the Latest Practicable Date, he did 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 2018 was HK\$306,000.

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



#### Stock Code: 900

**NOTICE IS HEREBY GIVEN** that the 2018 Annual General Meeting of AEON Credit Service (Asia) Company Limited (the "Company") will be held at 20/F, Mira Place Tower A, 132 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 21st June 2018 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 2018.
- 2. To declare a final dividend for the year ended 28th February 2018.
- 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, 16th May 2018

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).
- (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 Friday, 15th June 2018 to Thursday, 21st June 2018 (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 Thursday, 14th June 2018.
- (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 Wednesday, 27th June 2018. 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 Tuesday, 26th June 2018.