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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)**

**CONTINUING CONNECTED TRANSACTION  
RENEWAL OF BUSINESS ADVISORY SERVICE AGREEMENT**

On 28 February 2023, the Company and AFS Japan entered into the 2023 Renewal Agreement pursuant to which AFS Japan shall provide the Services to the Group for a term of one year from 1 March 2023 to 29 February 2024.

As AFS Japan is a controlling shareholder of the Company, AFS Japan is a connected person of the Company. Accordingly, the 2023 Renewal Agreement constitutes a continuing connected transaction of the Company under the Listing Rules.

As each of the applicable percentage ratios for the Annual Cap exceeds 0.1% but is less than 5%, the 2023 Renewal Agreement is subject to the reporting, announcement and annual review requirements, but exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

**BACKGROUND**

Reference is made to the announcement of the Company dated 1 March 2022 in relation to the provision of the Services to the Group under the Business Advisory Service Agreement.

As the Business Advisory Service Agreement expires on 28 February 2023, the Company has entered into the 2023 Renewal Agreement with AFS Japan on the same date for provision of the Services by AFS Japan to the Group for one year from 1 March 2023 to 29 February 2024.

**THE 2023 RENEWAL AGREEMENT**

**Date**

28 February 2023

**Parties**

- (a) The Company; and
- (b) AFS Japan.

## Services

AFS Japan shall provide to the Group consultation and advisory services with special reference to the consumer finance industry, including but not limited to general as well as case-specific advice and guidance on business strategies, marketing strategies, Group structure strategies, funding arrangements, risk management, operational audit and investment opportunities.

## Term

The 2023 Renewal Agreement is for a term of one year from 1 March 2023 to 29 February 2024. It may be renewed on such terms and conditions as the Company and AFS Japan may mutually agree.

## Consideration and payment terms

Pursuant to the 2023 Renewal Agreement, the Company shall pay an advisory fee to AFS Japan that was determined between the parties after arm's length negotiations with reference to the operating expenses to be incurred by the relevant departments of AFS Japan, including those responsible for (i) corporate planning, sustainability and strategy; (ii) control, accounting and finance, and credit planning and corporate management; (iii) operation planning and business planning; (iv) overseas business strategy; (v) general affairs and human resources; (vi) legal and compliance, and risk management; (vii) IT strategy, and IT operation and project promotion; and (viii) corporate audit, in providing the Services to the Group for the year ending 29 February 2024.

The advisory fee incorporated a mark-up of 5% to take into account the OECD transfer pricing guidelines.

Payment of the advisory fee shall be made in JPY on a half-yearly basis after receipt of an invoice from AFS Japan expected to be issued in August 2023 and February 2024.

## ANNUAL CAP

The maximum annual aggregate transaction amount payable under the 2023 Renewal Agreement is estimated to be HK\$13,700,000 (approximately JPY195,980,000) (the “**Annual Cap**”) for the year ending 29 February 2024.

The annual aggregate transaction amounts paid by the Company to AFS HK under the Business Advisory Service Agreement were approximately HK\$12,491,000, HK\$14,010,000 and HK\$11,737,000 respectively for the three years ended 28 February 2023.

The Annual Cap has been determined with reference to (i) the historical transaction amounts; and (ii) the estimated operating expenses to be incurred by the relevant departments of AFS Japan in providing the Services for the year ending 29 February 2024, plus a buffer to provide for possible appreciation of the value of JPY.

## **REASONS FOR THE TRANSACTION**

The Board believes that the Services, which are tailored to the unique requirements and circumstances of the Group, would continue to enable the Group to benefit from the expertise and experience of AFS Japan in the consumer finance industry. Through the Services, the Group expects to continue receiving support for maintaining an optimal level of internal governance and operational and economic efficiency, as well as for enhancing innovation capabilities, in order to keep on taking up emerging business opportunities. Independent third parties with comparable expertise and/ or experience in the consumer finance industry may not be available to provide the Services to the Group. Entering the 2023 Renewal Agreement with AFS Japan in place of AFS HK should add to the effectiveness of the Services, both in terms of cost and delivery.

The Directors, including the Independent Non-executive Directors, consider that the 2023 Renewal Agreement is entered into in the ordinary and usual course of business of the Company, the terms of the 2023 Renewal Agreement are on normal commercial terms, and both the terms of the 2023 Renewal Agreement and the Annual Cap are fair and reasonable and in the interests of the Group and the shareholders of the Company as a whole.

## **LISTING RULES IMPLICATIONS**

AFS Japan is a controlling shareholder of the Company interested in approximately 54.04% of the issued shares of the Company. AFS Japan is therefore a connected person of the Company and the 2023 Renewal Agreement constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

As each of the applicable percentage ratios for the Annual Cap exceeds 0.1% but is less than 5%, the 2023 Renewal Agreement is subject to the reporting, announcement and annual review requirements, but exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

None of the Directors has a material interest in the transactions contemplated under the 2023 Renewal Agreement, save for Mr. Tomoyuki Mitsufuji who is a director of AFS Japan. Accordingly, Mr. Tomoyuki Mitsufuji has abstained from voting on the Board resolutions approving the 2023 Renewal Agreement.

## **GENERAL**

The Group is principally engaged in the provision of consumer credit finance services, which include the issuance of credit cards and the provision of personal loan financing, payment processing services, insurance agency and brokerage business, and microfinance business.

AFS Japan is an investment holding company, with subsidiaries being a bank holding company or otherwise conducting banking business, credit card business and/ or other related or ancillary businesses. Formerly known as AEON Credit Service Co., Ltd., AFS Japan has extensive know-how and expertise in the consumer finance industry.

## DEFINITIONS

In this announcement, unless the context requires otherwise, the following terms shall have the following meanings:

“2023 Renewal Agreement”	the business advisory service agreement dated 28 February 2023 entered into between the Company and AFS Japan, major terms of which are set out in this announcement
“AFS HK”	AEON Financial Service (Hong Kong) Co., Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of AFS Japan
“AFS Japan”	AEON Financial Service Co., Ltd., a company incorporated in Japan with limited liability, the shares of which are listed on the Tokyo Stock Exchange, Inc.
“Business Advisory Service Agreement”	the business advisory service agreement dated 27 April 2015 entered into between the Company and AFS HK, as renewed by seven renewal agreements respectively dated 1 March 2016, 1 March 2017, 1 March 2018, 1 March 2019, 28 February 2020, 1 March 2021 and 1 March 2022
“Board”	the board of Directors of the Company
“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
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“JPY”	Japanese yen, the lawful currency of Japan
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“OECD”	Organisation for Economic Co-operation and Development
“Services”	consultation and advisory services with special reference to the consumer finance industry, including but not limited to general as well as case-specific advice and guidance on business strategies, marketing strategies, Group structure strategies, funding arrangements, risk management, operational audit and investment opportunities

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

By order of the Board  
**Tomoharu Fukayama**  
*Managing Director*

Hong Kong, 28 February 2023

*As at the date of this announcement, the Board comprises Mr. Tomoharu Fukayama (Managing Director), Mr. Lai Yuk Kwong (Deputy Managing Director), Mr. Daisuke Takenaka and Mr. Wei Aiguo as Executive Directors; Mr. Tomoyuki Mitsufuji (Chairman) and Ms. Jin Huashu as Non-executive Directors; and Mr. Lee Ching Ming Adrian, Ms. Shing Mo Han Yvonne and Ms. Junko Dochi as Independent Non-executive Directors.*