
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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **AEON Stores (Hong Kong) Co., Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



AEON STORES (HONG KONG) CO., LIMITED

永旺（香港）百貨有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 984)

**PROPOSAL FOR RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board of Directors of AEON Stores (Hong Kong) Co., Limited (the “Company”) is set out on pages 2 to 4 of this circular.

A notice convening the annual general meeting of the Company to be held at President’s Suite, World Trade Centre Club Hong Kong, 38/F., World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 16 May 2019 at 10:00 a.m. is set out on pages 13 to 14 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it 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 such meeting or adjourned meeting.

Completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the annual general meeting or any adjourned meeting should they so wish.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	2
Appendix I — Information on Retiring Directors Proposed for Re-election	5
Appendix II — Information on Retiring Directors' Interests in Shares	12
Notice of Annual General Meeting	13

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at President’s Suite, World Trade Centre Club Hong Kong, 38/F., World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 16 May 2019 at 10:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 13 to 14 of this circular
“Articles”/“Articles of Association”	the existing Articles of Association of the Company
“Board”	the board of Directors
“Company”	AEON Stores (Hong Kong) Co., Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange. The Chinese name of the Company is “永旺(香港)百貨有限公司”
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	8 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.



AEON STORES (HONG KONG) CO., LIMITED

永旺(香港)百貨有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 984)

Executive Directors:

Yuki HABU (*Chairman and Managing Director*)
Masamitsu IKUTA (*Deputy Managing Director*)
CHAK Kam Yuen
LAU Chi Sum Sam
Keiji TSUKAHARA

Registered Office:

G-4th Floor
Kornhill Plaza (South)
2 Kornhill Road
Hong Kong

Non-executive Director:

Akinori YAMASHITA

Independent Non-executive Directors:

CHAN Yi Jen Candi Anna
LO Miu Sheung Betty
CHOW Chi Tong
Hideto MIZUNO

11 April 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with (i) the information relating to the proposal for re-election of the retiring Directors and to seek your approval of their re-election at the AGM; and (ii) the AGM Notice.

2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Articles 85 and 101 of the Articles of Association, all Directors will retire at the AGM and are eligible for re-election.

LETTER FROM THE BOARD

The re-election of the retiring 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 AGM. The Nomination Committee has also assessed the independence of all the Independent Non-executive Directors including those to be re-elected at the AGM. Each of Ms. Chan Yi Jen Candi Anna, Ms. Lo Miu Sheung Betty, Mr. Chow Chi Tong and Mr. Hideto Mizuno has given to the Company an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board also considers that each of the Independent Non-executive Directors continues to meet the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

All Directors (including all Independent Non-Executive Directors: Ms. Chan Yi Jen Candi Anna, Ms. Lo Miu Sheung Betty, Mr. Chow Chi Tong and Mr. Hideto Mizuno), being eligible, will offer themselves for re-election at the AGM.

As Ms. Chan Yi Jen Candi Anna and Ms. Lo Miu Sheung Betty are lawyers in Hong Kong with extensive experience in the legal industry, Mr. Chow Chi Tong possesses the accounting and financial professional qualifications and experience, and Mr. Hideto Mizuno is business man with solid experience in business development and corporate planning in Japan, the Company is of the view that Ms. Chan Yi Jen Candi Anna, Ms. Lo Miu Sheung Betty, Mr. Chow Chi Tong and Mr. Hideto Mizuno possess the perspectives, skills and experience that can bring to the Board and ensure diversity in the composition of the Board.

Information on the retiring Directors as required to be disclosed under the Listing Rules is set out in Appendix I to this circular.

3. AGM

Set out on pages 13 to 14 of this circular is the AGM Notice at which relevant resolutions will be proposed for the purpose of, *inter alia*, considering and, if thought fit, approving the re-election of the retiring Directors.

A form of proxy for the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it 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 AGM or adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting should you so wish.

4. LISTING RULES REQUIREMENT

According to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of meeting, 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. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Directors consider that the resolutions (including the resolutions for the re-election of the retiring Directors) as set out in the notice of the AGM are in the best interests of the Company and the Shareholders and recommend the Shareholders to vote in favour of such resolutions at the AGM. The Directors will vote all their Shares in favour of all the resolutions as set out in the AGM Notice.

6. CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will be closed from Wednesday, 8 May 2019 to Thursday, 16 May 2019 (both days inclusive), for the purpose of determining Shareholders' entitlement to attend and vote at the AGM, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration by no later than 4:30 p.m. on Tuesday, 7 May 2019.

The Register of Members of the Company will be closed from Wednesday, 5 June 2019 to Thursday, 6 June 2019 (both days inclusive), for the purpose of ascertaining Shareholders' entitlement to the proposed final dividend, during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend to be approved at the AGM, Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration by no later than 4:30 p.m. on Tuesday, 4 June 2019.

Yours faithfully,
By Order of the Board of
AEON Stores (Hong Kong) Co., Limited
Yuki Habu
Chairman and Managing Director

The following is the information required to be disclosed by the Listing Rules on the retiring Directors proposed to be re-elected at the AGM.

EXECUTIVE DIRECTORS

Ms. Yuki HABU

Ms. Habu (aged 51) was appointed as Non-executive Director in March 2014 and re-designated as Executive Director in May 2017. She became the Chairman in April 2015 and the Managing Director in May 2017. She is also an executive officer, chief officer of China Business of Aeon Co., Ltd. (“**Aeon Co.**”) from March 2017. She is the president of AEON (China) Co., Ltd.. She joined Aeon Co. in 1991 and has been a director of AEON (China) Co., Ltd. and was the former managing director of Beijing AEON Co., Ltd.. She is also a director of Giddy Inc., a Delaware corporation doing business as Boxed from August 2018. Ms. Habu graduated from the Keio University with a bachelor’s degree in Commerce.

As at the Latest Practicable Date, Ms. Habu’s interests in the Shares of the Company and its associated corporations (if any) within the meaning of Part XV of the SFO is set out in Appendix II to this circular.

In addition, there is a letter of appointment between the Company and Ms. Habu. She is subject to the requirements for retirement and re-election at each annual general meeting of the Company in accordance with the Articles. Ms. Habu was entitled to a director’s annual remuneration of HK\$1,381,252 for 2018. The emoluments of the Directors are determined by the Board with reference to the Company’s performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, (i) Ms. Habu did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor she has any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company, and (ii) there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules; and she has also confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her re-election.

Mr. Masamitsu IKUTA

Mr. Ikuta (aged 52) was appointed as Executive Director and Deputy Managing Director in March 2017. He is the Director in charge of the Buying Division of the Company. He joined Aeon Co. in 1989 and worked in AEON Global Merchandising Co., Ltd. (“**AGMCL**”) since August 2007 and became the assistant general manager of non-foods section of AGMCL in April 2010. He joined Daymon Worldwide Inc. as senior director of health & beauty care and non-foods in July 2012. In September 2014, he joined AEON (Thailand) Co., Ltd as managing director and AEON Topvalu (Thailand) Co., Ltd. as director. Mr. Ikuta graduated from the Nihon University College of Economics, Department of Industrial Management.

As at the Latest Practicable Date, Mr. Ikuta's interests in the Shares of the Company and its associated corporations (if any) within the meaning of Part XV of the SFO is set out in Appendix II to this circular.

In addition, there is a letter of appointment between the Company and Mr. Ikuta. He is subject to the requirements for retirement and re-election at each annual general meeting of the Company in accordance with the Articles. Mr. Ikuta was entitled to the director's annual remuneration of HK\$1,585,853 for 2018. The emoluments of the Directors are determined by the Board with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, (i) Mr. Ikuta did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor he has any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company, and (ii) there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules; and he has also confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election.

Mr. CHAK Kam Yuen

Mr. Chak (aged 56) was appointed as Executive Director in March 2013 and is in charge of Corporate Compliance Division of the Company. Since joining the Company in 1987, Mr. Chak has amassed over 30 years of solid experience in retail industry, specifically in store management. Mr. Chak graduated from The Open University of Hong Kong with a master's degree in Business Administration and Electronic Commerce.

As at the Latest Practicable Date, Mr. Chak does not have any interest in the Shares of the Company and its associated corporations (if any) within the meaning of Part XV of the SFO.

In addition, there is a letter of appointment between the Company and Mr. Chak. He has no fixed term of service with the Company save that his appointment is subject to the requirements for retirement and re-election at each annual general meeting of the Company in accordance with the Articles. Mr. Chak was entitled to the director's fee, emolument and benefits of HK\$1,476,524 for 2018. The emoluments of the Directors are determined by the Board with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, (i) Mr. Chak did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor he has any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company, and (ii) there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules; and he has also confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election.

Mr. LAU Chi Sum Sam

Mr. Lau (aged 52) was appointed as Executive Director in March 2017 and is in charge of the Operations Division of the Company. He joined the Company in 1992 and possesses extensive experience in retail operations and buying field.

As at the Latest Practicable Date, Mr. Lau does not have any interest in the Shares of the Company and its associated corporations (if any) within the meaning of Part XV of the SFO.

In addition, there is a letter of appointment between the Company and Mr. Lau. He has no fixed term of service with the Company save that his appointment is subject to the requirements for retirement and re-election at each annual general meeting of the Company in accordance with the Articles. Mr. Lau was entitled to the director's fee, emolument and benefits of HK\$1,301,958 for 2018. The emoluments of the Directors are determined by the Board with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, (i) Mr. Lau did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor he has any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company, and (ii) there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules; and he has also confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election.

Mr. Keiji TSUKAHARA

Mr. Tsukahara (aged 49) was appointed as Executive Director in May 2018 and is in charge of the Administration Division and Corporate Finance Division of the Company. He joined Aeon Co as the manager of the real estate finance group in September 2003 and became manager of the finance and planning group in October 2009. He became director of AEON REIT Management Co., Ltd. ("**ARMCL**") in August 2012 and was an executive director of ARMCL before he join the Company. Mr. Tsukahara graduated from the Chiba University with a bachelor's degree in Economics.

As at the Latest Practicable Date, Mr. Tsukahara's interests in the Shares of the Company and its associated corporations (if any) within the meaning of Part XV of the SFO is set out in Appendix II to this circular.

In addition, there is a letter of appointment between the Company and Mr. Tsukahara. He is subject to the requirements for retirement and re-election at each annual general meeting of the Company in accordance with the Articles. Mr. Tsukahara was entitled to the director's annual remuneration of HK\$956,582 (which was pro-rata to the period of services in the year of his appointment) for 2018. The emoluments of the Directors are determined by the Board with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, (i) Mr. Tsukahara did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor he has any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company, and (ii) there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules; and he has also confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election.

NON-EXECUTIVE DIRECTOR**Mr. Akinori YAMASHITA**

Mr. Yamashita (aged 65) was appointed as Non-executive Director in May 2018. He is a director, executive vice president and executive officer, chief financial officer and business management of Aeon Co. He joined Aeon Co. in April 1977 and became executive officer in May 2004, managing executive officer in May 2005 and chief officer of finance in September 2013. He was a director and senior executive vice president of The Daiei, Inc. in May 2010, president and representative director of Aeon Financial Service Co., Ltd. in June 2014, chairman and representative director of Aeon Retail Co., Ltd., in March 2016. Mr. Yamashita graduated from the Kansei Gakuin University with a bachelor's degree in Law.

As at the Latest Practicable Date, Mr. Yamashita's interests in the Shares of the Company and its associated corporations (if any) within the meaning of Part XV of the SFO is set out in Appendix II to this circular.

In addition, there is a letter of appointment between the Company and Mr. Yamashita. He is subject to the requirements for retirement and re-election at each annual general meeting of the Company in accordance with the Articles. Mr. Yamashita did not receive any director's fee from the Company during his term of office.

Save as disclosed above, (i) Mr. Yamashita did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor he has any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company, and (ii) there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules; and he has also confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election.

INDEPENDENT NON-EXECUTIVE DIRECTORS**Ms. CHAN Yi Jen Candi Anna**

Ms. Chan (aged 57) was appointed as Independent Non-executive Director in May 2013. She is a practicing solicitor in Hong Kong for over 28 years and is a consultant of LCP Lawyers. Ms. Chan was respectively admitted as solicitor in Hong Kong in 1987, as solicitor in England & Wales in 1992 and as advocate and solicitor in Singapore in 1995. She is also a civil celebrant and accredited mediator. Ms. Chan graduated from the University of Hong Kong with a bachelor's degree in Laws (LL.B.). She is currently the Deputy Chairman of Rules, Chairman of Championship Committee and Tournament Director with the Hong Kong Golf Association.

As at the Latest Practicable Date, Ms. Chan does not have any interest in the Shares of the Company and its associated corporations (if any) within the meaning of Part XV of the SFO.

In addition, there is a letter of appointment between the Company and Ms. Chan. She is subject to the requirements for retirement and re-election at each annual general meeting of the Company in accordance with the Articles. Ms. Chan was entitled to a director's fee of HK\$180,000 for 2018. The emoluments of the Directors are determined by the Board with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, (i) Ms. Chan did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor she has any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company, and (ii) there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules; and she has also confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her re-election.

Ms. LO Miu Sheung Betty

Ms. Lo (aged 56) was appointed as Independent Non-executive Director in November 2013. She is a qualified solicitor in Hong Kong and has over 28 years of experience in general legal practice, with specialisation in conveyancing, commercial and probate laws. Ms. Lo has been in active practice since qualification and is currently a consultant of Messrs. K.C. Ho & Fong, Solicitors. She graduated from The University of Hong Kong with a bachelor's degree in Laws (LL.B.) in 1985. She also holds a Postgraduate Certificate in Laws (PCLL). She is currently an independent non-executive director of Sincere Watch (Hong Kong) Limited and Kingston Financial Group Limited, the shares of which are listed on the main board of the Stock Exchange. She was an independent non-executive director of Eagle Legend Asia Limited for the period from March 2012 to December 2014, which is listed on the main board of the Stock Exchange.

As at the Latest Practicable Date, Ms. Lo does not have any interest in the Shares of the Company and its associated corporations (if any) within the meaning of Part XV of the SFO.

In addition, there is a letter of appointment between the Company and Ms. Lo. She is subject to the requirements for retirement and re-election at each annual general meeting of the Company in accordance with the Articles. Ms. Lo was entitled to a director's fee of HK\$170,000 for 2018. The emoluments of the Directors are determined by the Board with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, (i) Ms. Lo did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor she has any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company, and (ii) there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules; and she has also confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her re-election.

Mr. CHOW Chi Tong

Mr. Chow (aged 59) was appointed as Independent Non-executive Director in January 2016. He is an accountant in practice as a partner of Ting Ho Kwan & Chan CPA Limited, Certified Public Accountants (Practising). Mr. Chow holds a diploma in yarn manufacturing from The Hong Kong Polytechnic University and he has over 32 years of experience in both accounting and auditing. He is a fellow member of Hong Kong Institute of Certified Public Accountants and The Institute of Chartered Accountants in England and Wales.

As at the Latest Practicable Date, Mr. Chow does not have any interest in the Shares of the Company and its associated corporations (if any) within the meaning of Part XV of the SFO.

In addition, there is a letter of appointment between the Company and Mr. Chow. He is subject to the requirements for retirement and re-election at each annual general meeting of the Company in accordance with the Articles. Mr. Chow was entitled to a director's fee of HK\$180,000 for 2018. The emoluments of the Directors are determined by the Board with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, (i) Mr. Chow did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor he has any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company, and (ii) there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules; and he has also confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election.

Mr. Hideto MIZUNO

Mr. Mizuno (aged 45) was appointed as Independent Non-executive Director in August 2018. He has been the Vice Chairman of Mizuno Sports Promotional Foundation, a non-profit organization, since June 2016. He was also the wholesale director of Timberland brand of VF Japan Corporation from June 2017 to February 2018. Before June 2017, Mr. Mizuno was an executive director of Mizuno Corporation, a company listed on the Tokyo Stock Exchange. During his over ten years' services in Mizuno Corporation, he was in charge of the Global Brand Development, New Business Development, National Accounts Sales and Nagoya Sales Branch Office. He was also the vice president of Mizuno USA in charge of Corporate Planning during the period from July 2005 to March 2009. Mr. Mizuno holds a master degree in Business Architect from the Kanazawa Institute of Technology Japan, a bachelor's degree in Chemistry from the Carthage College USA and a bachelor's degree in Economics from the Keio University Japan.

As at the Latest Practicable Date, Mr. Mizuno does not have any interest in the Shares of the Company and its associated corporations (if any) within the meaning of Part XV of the SFO.

In addition, there is a letter of appointment between the Company and Mr. Mizuno. He is subject to the requirements for retirement and re-election at each annual general meeting of the Company in accordance with the Articles. Mr. Mizuno was entitled to a director's fee of HK\$63,808 (which was pro-rata to the period of services in the year of his appointment) for 2018. The emoluments of the Directors are determined by the Board with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, (i) Mr. Mizuno did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor he has any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company, and (ii) there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules; and he has also confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election.

(A) LONG POSITIONS IN THE SHARES OF THE COMPANY

Name of Director	Number of ordinary shares held as personal interests	Approximate percentage of total number of issued shares of the Company %
Yuki HABU	20,000	0.00769

(B) LONG POSITIONS IN THE SHARES OF AEON CO., LTD., THE COMPANY'S ULTIMATE HOLDING COMPANY

Name of Directors	Number of shares held as personal interests	Approximate percentage of interests %
Yuki HABU (<i>Note 1</i>)	8,460	0.00097
Masamitsu IKUTA	504	0.00006
Akinori YAMASHITA (<i>Note 2</i>)	15,630	0.00179
Keiji TSUKAHARA (<i>Note 3</i>)	1,300	0.00015

Notes:

1. As confirmed by Ms. Yuki HABU, her shareholding in AEON Co., Ltd. is 8,460 shares.
2. As confirmed by Mr. Akinori YAMASHITA, his shareholding in AEON Co., Ltd. is 15,630 shares.
3. As confirmed by Mr. Keiji TSUKAHARA, his shareholding in AEON Co., Ltd. is 1,300 shares

(C) LONG POSITIONS IN THE SHARES OF THE COMPANY'S ASSOCIATED CORPORATIONS

Name of Directors	Associated corporations	Number of shares/units held as personal interests	Approximate percentage of interests %
Akinori YAMASHITA (<i>Note 1</i>)	AEON Financial Services Co., Ltd.	10,976	0.00486
Keiji TSUKAHARA (<i>Note 2</i>)	AEON REIT Investment Corporation	7	0.00039

Notes:

1. As confirmed by Mr. Akinori YAMASHITA, his shareholding in AEON Financial Services Co., Ltd. is 10,976 shares.
2. As confirmed by Mr. Keiji TSUKAHARA, his shareholding in AEON REIT Investment Corporation is 7 units.



AEON STORES (HONG KONG) CO., LIMITED

永旺(香港)百貨有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 984)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Shareholders of AEON Stores (Hong Kong) Co., Limited (the “Company”) will be held at President’s Suite, World Trade Centre Club Hong Kong, 38/F., World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 16 May 2019 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 Independent Auditor for the year ended 31 December 2018.
2. To approve a final dividend for the year ended 31 December 2018.
3. To re-elect Directors and authorise the Board of Directors to fix the remuneration of the Directors.
4. To re-appoint Auditor and authorise the Directors to fix the Auditor’s remuneration.

By Order of the Board of
AEON Stores (Hong Kong) Co., Limited
Chan Kwong Leung, Eric
Company Secretary

Hong Kong, 11 April 2019

Registered Office:

G-4th Floor
Kornhill Plaza (South)
2 Kornhill Road
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint more than one proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
- (2) In order to be valid, form(s) of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that 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 fixed for holding the annual general meeting or any adjournment thereof.
- (3) The Register of Members of the Company will be closed from Wednesday, 8 May 2019 to Thursday, 16 May 2019 (both days inclusive), for the purpose of determining Shareholders' entitlement to attend and vote at the annual general meeting, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the annual general meeting, Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration by no later than 4:30 p.m. on Tuesday, 7 May 2019.

The Register of Members of the Company will be closed from Wednesday, 5 June 2019 to Thursday, 6 June 2019 (both days inclusive), for the purpose of ascertaining Shareholders' entitlement to the proposed final dividend, during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend to be approved at the annual general meeting, Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration by no later than 4:30 p.m. on Tuesday, 4 June 2019.

- (4) Further information relating to the Directors proposed to be re-elected at the annual general meeting will be provided in a circular of the Company to be sent to all Shareholders together with the Annual Report for the year ended 31 December 2018.
- (5) If approved, the proposed final dividend will be payable on or before 27 June 2019.