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*Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 29 July 2014 (the “**Prospectus**”) issued by Loco Hong Kong Holdings Limited (the “**Company**”).*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus carefully for detailed information about the Placing described below before deciding whether or not to invest in the Placing shares thereby being offered.*



## **LOCO HONG KONG HOLDINGS LIMITED**

**港銀控股有限公司**

*(incorporated in Hong Kong with limited liability)*

### **LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING**

Number of Placing Shares : 120,000,000 Placing Shares  
Placing Price : HK\$0.36 per Placing Share plus brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong Dollars)  
Stock Code : 8162

#### **Sponsor**



**大有融資有限公司**  
**MESSIS CAPITAL LIMITED**

#### **Sole Bookrunner**

Convoy Investment Services Limited  
康宏証券投資服務有限公司

#### **Principal Sub-underwriter**



**建勤環球金融服務有限公司**  
**Baron Global Financial Services Limited**

Printed copies of the Prospectus are available, for information purposes only, at the offices of (i) Messis Capital Limited at Room 1606, 16th Floor, Tower 2, Admiralty Centre, 18 Harcourt Road, Hong Kong and (ii) Convoy Investment Services Limited at Unit C, 24/F, @CONVOY, 169 Electric Road, Hong Kong during normal office hours from 9:00 a.m. to 5:00 p.m. from 29 July 2014 up to 1 August 2014 (both dates inclusive).

The Company is offering 120,000,000 Placing Shares for subscription by way of Placing at the Placing Price, on and subject to the terms and conditions as set out in the Underwriting Agreement and the Prospectus, representing 30% of the total number of Shares in issue immediately following completion of the Bonus Issue, the Placing and the Loan Capitalisation Issue (without taking into account any Shares which may be allotted and issued upon the exercise of any options which may be granted under the Share Option Scheme). It is expected that the Sole Underwriter, on behalf of the Company, will conditionally place 120,000,000 Placing Shares at the Placing Price to professional, institutional and other investors in Hong Kong. Shares will be traded in board lots of 10,000 Shares each.

Prospective investors of the Placing Shares should note that the Sole Underwriter is entitled to terminate the Underwriting Agreement by giving written notice to the Company upon the occurrence of any of the events set forth under the paragraph headed “Grounds for termination” in the section headed “Underwriting” of the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. Such events include, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, tsunami, explosion, epidemic, pandemic, act of terrorism, strike or lock-out.

Application for the Placing Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus. The Placing is conditional upon the fulfillment of the conditions set forth under the paragraph headed “Conditions of the Placing” in the section headed “Structure and conditions of Placing” of the Prospectus. If the conditions of the Placing as mentioned therein have not been fulfilled or waived by the Sole Underwriter prior to the dates and times specified in the Prospectus, the Placing will lapse and all monies received will be refunded to applicants of the Placing without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.locohongkong.com](http://www.locohongkong.com) on the next business day following the date of such lapse.

The Placing Price per Placing Share is HK\$0.36. All share certificates will only become valid certificates of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

**No receipt will be issued for application monies paid. The Company will not issue temporary documents of title.**

The Company has applied to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Bonus Issue, the Placing and the Loan Capitalisation Issue, and any new Shares which may be allotted and issued pursuant to the exercise of any options granted or which may be granted under the Share Option Scheme or as otherwise described in the Prospectus. All necessary arrangements have also been made for the Shares to be admitted into CCASS. If the Stock Exchange grants the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in the Prospectus on GEM, and the Company complies with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or on any other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The announcement of the level of indications of interest in the Placing and the results of allocation of the Placing Shares are expected to be published on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.locohongkong.com](http://www.locohongkong.com) on 4 August 2014.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on 5 August 2014. Shares will be traded in board lots of 10,000 Shares each. The GEM stock code for the Shares is 8162.

By order of the Board of  
**Loco Hong Kong Holdings Limited**  
**Felipe Tan**  
*Chairman*

*Executive Directors:*  
Felipe Tan (*Chairman*)  
Chau Mei Fan

*Independent non-executive Directors:*  
Chan Ka Ling Edmond  
Tsang Wai Chun, Marianna  
Tang Cornor Kwok Kau

Hong Kong, 29 July 2014

*This announcement, for which all the Directors jointly and severally accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive and there are no matters the omission of which would make any statement in this announcement misleading.*

*This announcement and a copy of the Prospectus will remain on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published and remains on the Company's website at [www.locohongkong.com](http://www.locohongkong.com).*