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## **LOCO HONG KONG HOLDINGS LIMITED**

### **港銀控股有限公司**

*(incorporated in Hong Kong with limited liability)*

**(Stock Code: 8162)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Loco Hong Kong Holdings Limited (the “Company”) will be held at 2/F., ibis Hong Kong Central and Sheung Wan Hotel, 28 Des Voeux Road West, Sheung Wan, Hong Kong on Thursday, 18 June 2015 at 4:00 p.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements, together with the reports of the directors (“Directors”) and auditor of the Company for the year ended 31 December 2014;
2.
  - (i) To re-elect Mr. Felipe Tan as an executive Director;
  - (ii) To re-elect Ms. Chau Mei Fan as an executive Director;
  - (iii) To re-elect Mr. Chan Ka Ling Edmond as an independent non-executive Director;
  - (iv) To re-elect Mr. Tang Cornor Kwok Kau as an independent non-executive Director;
  - (v) To re-elect Ms. Tsang Wai Chun Marianna an independent non-executive Director;
3. To authorise the board of Directors to fix the Directors’ remuneration;
4. To re-appoint BDO Limited as the auditor of the Company and to authorise the board of Directors to fix their remuneration;

5. To consider as special business, and if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (A) subject to paragraph (C) of this resolution, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with (otherwise than by way of rights issue or pursuant to the exercise of options granted under any of the Company’s share option schemes or any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the articles of association of the Company from time to time) additional shares in the share capital of the Company and to make or grant any offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution shall be in addition to any other authorisation given to the directors and shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant any offers, agreements and options which would or might require the exercise of such powers either during or after the end of the Relevant Period (as hereinafter defined);
- (C) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (A) above shall not exceed 20% of the aggregate number of the shares in issue of the Company at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

“Rights issue” means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted under the laws of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of shares or such other equity securities.”

6. To consider as special business, and if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (A) subject to paragraph (B) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined in resolution no. 5(D) set out in the Notice of this Meeting) of all the powers of the Company to buy back the issued shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which shares in the capital of the Company may be listed and which is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the GEM Listing Rules or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved; and
- (B) the aggregate number of shares of the Company which the Company is authorised to buy back pursuant to the approval in paragraph (A) of this resolution during the Relevant Period (as defined in resolution no. 5(D) set out in the Notice of this Meeting) shall not exceed 10% of the aggregate number of the shares in issue of the Company at the date of the passing of this resolution, and the said approval shall be limited accordingly.”

7. To consider as special business, and if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolutions nos. 5 and 6 (as set out in the Notice of this Meeting), the unconditional general mandate granted to the Directors of the Company and for the time being in force to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to resolution no. 5 (as set out in the Notice of this Meeting) be and is hereby extended by the addition to the aggregate number of the shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such unconditional general mandate of the aggregate number of the shares of the Company bought back by the Company under the authority granted pursuant to resolution no. 6 (as set out in the Notice of this Meeting), provided that such extended number of shares shall not exceed 10% of the aggregate number of the shares in issue of the Company at the date of passing this resolution.”

By Order of the Board of  
**Loco Hong Kong Holdings Limited**  
**Felipe TAN**  
*Chairman*

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

*Registered Office:*  
Room 2003,  
118 Connaught Road West,  
Hong Kong

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

Hong Kong, 24 March 2015

*Notes:*

1. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the general meeting of the Company. A proxy need not be a member. In addition, a proxy or proxies representing a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he/she/it or they represent as such member could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or, if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, shall be deposited at the share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services 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 of the meeting.
3. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting concerned and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For the purpose of determining shareholders' entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 16 June 2015 to Thursday, 18 June 2015 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for attending at the meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 15 June 2015.
5. All resolutions set out in the notice convening the meeting will be decided by poll at the meeting in accordance with the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, 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 other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on GEM website on the "Latest Company Announcements" page at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the date of its publication and on the Company's website at [www.locohongkong.com](http://www.locohongkong.com).*