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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)

GENERAL MANDATES TO ISSUE AND BUY BACK SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF AGM

A notice convening the AGM of the Company to 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. is set out on pages 14 to 18 of this circular. A proxy form for use at the AGM is enclosed with this circular. Whether or not you attend the AGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company’s share registrar and transfer office 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 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

This circular, for which the Directors collectively and individually 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 circular 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 circular misleading.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven days from the date of its publication and on the Company’s website at www.locohongkong.com.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to 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.
“AGM Notice”	the notice convening the AGM as set out on pages 14 to 18 of this circular
“Articles”	the articles of association of the Company
“associate(s)”	has the meaning ascribed under the GEM Listing Rules
“Buy-Back Mandate”	a proposed general mandate to the Directors to buy back securities of the Company not exceeding 10% of the total number of Shares in issue as at the date of approval of the mandate
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed under the GEM Listing Rules
“Company”	Loco Hong Kong Holdings Limited, a company incorporated in Hong Kong with limited liability and the issued Shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed under the GEM Listing Rules
“Controlling Shareholder”	has the meaning ascribed under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM (as amended from time to time)
“Group”	the Company and all of its subsidiaries
“Issue Mandate”	a proposed general mandate to the Directors to allot, issue and deal with securities of the Company not exceeding 20% of the total number of Shares in issue as at the date of approval of the mandate

DEFINITIONS

“Latest Practicable Date”	24 March 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	5 August 2014, being the date on which the shares of the Company were listed on GEM
“Relevant Period”	<p>the period from the passing of the ordinary resolution approving the granting of the authority until whichever is the earliest of:</p> <ul style="list-style-type: none">(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 or any applicable laws to be held; or(iii) the revocation or variation of such authority by an ordinary resolution of the shareholders of the Company in general meeting
“PRC”	The People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of the Company
“Shareholders”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission

LETTER FROM THE BOARD



LOCO HONG KONG HOLDINGS LIMITED

港銀控股有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 8162)

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
Mr. TANG Cornor Kwok Kau
Ms. TSANG Wai Chun Marianna

24 March 2015

To the Shareholders,

Dear Sir or Madam,

**GENERAL MANDATES
TO ISSUE AND BUY BACK SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF AGM**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the following matters:

- (a) the granting of the Issue Mandate;
- (b) the granting of the Buy-back Mandate; and
- (c) the re-election of Directors.

LETTER FROM THE BOARD

1. GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

On 22 July 2014, a general mandate was granted to the Directors to exercise all the powers of the Company to allot, issue and deal with unissued Shares and to buy back Shares. These mandates will expire at the conclusion of the forthcoming AGM.

As at the Latest Practicable Date, the Company had 400,000,000 Shares in issue. No Shares have been issued or bought back pursuant to these mandates from the Listing Date and up to the Latest Practicable Date. At the AGM, ordinary resolutions will be proposed to grant the Issue Mandate and the Buy-back Mandate.

(a) Issue Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the Issue Mandate, which if granted, will allow the Directors to allot, issue and deal with Shares not exceeding 20% of total number of Shares in issue as at the date of passing the resolution.

Subject to the passing of the ordinary resolution approving the grant of the Issue Mandate and on the basis that no further Shares are issued or bought back between the Latest Practicable Date and the date of the AGM, the Directors will be authorised to issue up to a maximum of 80,000,000 Shares during the Relevant Period.

(b) Buy-back Mandate

An ordinary resolution will also be proposed at the AGM to approve the granting of the Buy-back Mandate, which if granted, will allow the Directors to exercise all the powers of the Company to buy back its own securities not exceeding 10% of total number of Shares in issue as at the date of passing the resolution.

Subject to the passing of the ordinary resolution approving the grant of the Buy-back Mandate and on the basis that no further Shares are issued or bought back between the Latest Practicable Date and the date of the AGM, the Directors will be authorised to buy back up to a maximum of 40,000,000 Shares during the Relevant Period.

Each of the Issue Mandate and the Buy-back Mandate will expire after the Relevant Period.

An explanatory statement containing information relating to the Buy-back Mandate and as required pursuant to the GEM Listing Rules, in particular Rule 13.08, is set out in Appendix I to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Buy-back Mandate.

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consists of five Directors, including two executive Directors, namely Mr. Felipe Tan and Ms. Chau Mei Fan, and three independent non-executive Directors, namely Mr. Chan Ka Ling Edmond, Mr. Tang Cornor Kwok Kau and Ms. Tsang Wai Chun Marianna.

In accordance with the Articles of the Company, Mr. Felipe Tan, Ms. Chau Mei Fan, Mr. Chan Ka Ling Edmond, Mr. Tang Cornor Kwok Kau and Ms. Tsang Wai Chun Marianna shall retire from office at the AGM and, being eligible, will offer themselves for re-election.

Brief biographical details of the said retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

3. AGM

A notice convening the AGM to 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. is set on pages 14 to 18 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you attend and vote at the AGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.

4. RECOMMENDATION

The Directors believe that the granting of the Issue Mandate, Buy-back Mandate, and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend the Shareholders to vote in favour of all relevant resolutions to be proposed at the AGM.

5. GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
Loco Hong Kong Holdings Limited
Felipe TAN
Chairman

This Appendix I serves as an explanatory statement to provide information to the Shareholders relating to a resolution to be proposed at the AGM in connection with the Buy-back Mandate.

The explanatory statement contains all the information that is required under Rule 13.08 of the GEM Listing Rules.

1. SHAREHOLDERS' APPROVAL

All proposed buy-backs of shares by a company with its primary listing on the Stock Exchange must be approved in advance by way of an ordinary resolution, either of a specific approval of a particular transaction or of a general mandate to the directors of the company to make such buy-backs.

2. MAXIMUM NUMBER OF SHARES TO BE BOUGHT BACK

As at the Latest Practicable Date, the total number of Shares in issue was 400,000,000 Shares. Subject to the passing of the ordinary resolution approving the Buy-back Mandate and on the basis that no further Shares are issued or bought back prior to the AGM, the exercise of the Buy-back Mandate in full would enable the Company to buy back a maximum of 40,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of passing the resolution, during the Relevant Period.

3. REASONS FOR THE BUY-BACK

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Company to buy back the Shares in the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share.

4. SOURCE OF FUNDS

Buy-backs of Shares made pursuant to the Buy-back Mandate must be made out of funds legally available for such purpose in accordance with the Articles, the GEM Listing Rules and the applicable laws of Hong Kong.

5. MATERIAL ADVERSE IMPACT

There might be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements for the year ended 31 December 2014) in the event that the Buy-back Mandate is exercised in full at any time during the Relevant Period. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company. The Directors would only exercise the power to buy back in circumstances where they consider that the buy-back would be in the best interests of the Company and the Shareholders as a whole.

6. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares were traded on GEM during each of the eight calendar months (since Listing Date) prior to the Latest Practicable Date:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
August 2014	2.00	0.88
September 2014	1.50	1.18
October 2014	1.50	1.23
November 2014	5.46	1.20
December 2014	5.19	2.66
January 2015	3.29	0.50
February 2015	0.91	0.68
March 2015 (up to the Latest Practicable Date)	0.78	0.61

7. SHARES BOUGHT BACK BY THE COMPANY

The Company has not bought back any of its Shares (whether on the Stock Exchange or otherwise) during the six months prior to the date of this circular.

8. UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the Buy-back Mandate in accordance with the GEM Listing Rules, the Articles and the applicable laws of Hong Kong.

9. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Share to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

No core connected person of the Company has notified the Company that he/she has a present intention to sell any Share to the Company, nor has any core connected person of the Company undertaken not to do so in the event that the Company is authorised to make buy-backs of the Shares.

10. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a buy-back of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert could as a result of increase of its or their interest obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

If, which is not presently contemplated, the Company was to exercise the Buy-back Mandate in full the shareholdings of GobiMin Silver Limited, Hong Jin Group Limited and CHP 1855 Limited based on the present shareholdings as at the Latest Practicable Date would be increased to approximately 53.36%, 15.19% and 7.11% respectively. Accordingly, GobiMin Silver Limited (including other companies or persons acting in concert with them) would then be obligated to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would in the circumstances cause GobiMin Silver Limited to become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the Buy-back Mandate to such an extent that would result in the number of Shares held by the public being reduced to less than 25% of the total number of Shares in issue of the Company.

Mr. Felipe Tan (“Mr. Tan”)

Mr. Tan, aged 60, was appointed as a Director on 14 February 2014. He is also the Chairman of the Board and an executive Director. He is also a director of China Precision Material Limited (“CPM”) and CPM Silver Limited (“CPM Silver”) and United Bridge Limited (“United Bridge”) which are indirect wholly-owned subsidiaries of the Group. He is responsible for the overall corporate strategies, management, planning business development and hedging activities of the Group. Mr. Tan has over 30 years of experience in metal trading and monitoring hedging activities, including more than 13 years of management experience in the mining industry in the PRC. Currently, he is the chairman of the board, president and chief executive officer of GobiMin Inc. (“GobiMin”), a company engaged in the exploration and exploitation of mineral resources in Xinjiang, the PRC and shares of which have been listed on the TSX Venture Exchange since 1 October 2005 (Symbol: GMN). Mr. Tan has also been an executive director of Timeless Software Limited (“Timeless”) (stock code: 8028) since 30 September 2012. Timeless is principally engaged in the computer hardware and software and mining business, the shares of which are listed on GEM. Mr. Tan is the brother-in-law of Ms. Chau Mei Fan, an executive Director of the Company.

As at the Latest Practicable Date, Mr. Tan directly and indirectly owned 58.24% equity interests in GobiMin which held 100% equity interests in GobiMin Investments Limited, which in turn held 100% equity interests in GobiMin Silver Limited, the Controlling Shareholder of the Company. By virtue of Part XV of the SFO, Mr. Tan is deemed to have an interest in 192,080,000 Shares, being 48.02% equity interests in the Company, held by GobiMin Silver Limited.

Mr. Tan has entered into a service agreement with the Company under which he agreed to act as an executive Director for an initial term of three years with effect from 22 July 2014. Either Mr. Tan or the Company has the right to give not less than 6 months’ written notice to terminate the said agreement. Mr. Tan is entitled to a non-discretionary bonus, on a date as our Board may resolve, in the amount equivalent to:

- (i) 8% on the portion which exceeds HK\$5,000,000 of the Company’s audited consolidated net profit before taxation (excluding such bonus) for the relevant financial year; or
- (ii) 1.20% on the portion which exceeds HK\$50,000,000 of the Company’s audited consolidated net asset value (excluding such bonus) for the relevant financial year, whichever is higher. The bonus payable to Mr. Tan in the financial year ended 31 December 2014 and all subsequent years of employment shall be paid in full, unless the applicable service contract is terminated, in which case, the bonus will be calculated on a pro-rata basis based on the actual number of days Mr. Tan is under employment divided by the number of calendar days in the relevant year.

For the year ended 31 December 2014, Mr. Tan was entitled to total emoluments, comprising the non-discretionary bonus, other benefits, and retirement benefits scheme contributions, of approximately HK\$471,000.

The remuneration is determined by the remuneration committee of the Company by reference to his qualifications, experience, level of responsibilities, capabilities, workload and performance, having regard to the market conditions and operating results of the Company as a whole.

Save as disclosed above, Mr. Tan has no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Ms. Chau Mei Fan (“Ms. Chau”)

Ms. Chau, aged 53, was appointed as a Director on 14 February 2014. She is also an executive Director and mainly responsible for overseeing the daily operations of the Group. She joined the Group in 2009 and has served as a director of CPM, CPM Silver and United Bridge. Prior to joining the Group, Ms. Chau has previously worked for various businesses in Hong Kong and has over 20 years of experience in trading metals and over 10 years in monitoring hedging activities. Ms. Chau has not been a director of any public listed company, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Ms. Chau is the sister-in-law of Mr. Tan, the Chairman of the Board and an executive Director of the Company.

As at the Latest Practicable Date, Ms. Chau is interested in 1,209,365 Shares, being 0.3% equity interests in the Company, within the meaning of Part XV of the SFO.

Ms. Chau has entered into a service agreement with the Company under which she agreed to act as an executive Director for an initial term of three years with effect from 22 July 2014. Either Ms. Chau or the Company has the right to give not less than 3 months’ written notice to terminate the said agreement. For the year ended 31 December 2014, Ms. Chau was entitled to total emoluments, comprising salaries and other benefits, and retirement benefits scheme contributions, of approximately HK\$405,000.

The remuneration is determined by the remuneration committee of the Company by reference to her qualifications, experience, level of responsibilities, capabilities, workload and performance, having regard to the market conditions and operating results of the Company as a whole.

Save as disclosed above, Ms. Chau has no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Chan Ka Ling Edmond (“Mr. Edmond Chan”)

Mr. Edmond Chan, aged 56, was appointed as an independent non-executive Director on 22 July 2014. He is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a member of the Association of Chartered Certified Accountants. He has comprehensive experience in auditing, accounting and financial management. He is currently a director of an audit firm in Hong Kong. Mr. Edmond Chan has served as an independent non-executive director of China Nuclear Industry 23 International Corporation Limited (stock code: 611) since 7 August 1992. Save as disclosed above, he has not been a director of any public listed company, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Edmond Chan has been appointed by the Company for an initial term of three years commencing from 22 July 2014. Either the Company or the independent non-executive Director has the right to give not less than 3 months’ written notice to terminate the appointment. For the year ended 31 December 2014, Mr. Edmond Chan was entitled to a total director’s fee of approximately HK\$54,000.

The remuneration is determined by the remuneration committee of the Company by reference to his qualifications, experience, level of responsibilities, capabilities, workload and performance, having regard to the market conditions and operating results of the Company as a whole.

Mr. Edmond Chan is not interested in the securities of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Edmond Chan is not related to any directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Save as disclosed above, Mr. Edmond Chan has no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Tang Cornor Kwok Kau (“Mr. Tang”)

Mr. Tang aged 54, was appointed as an independent non-executive Director on 22 July 2014. Mr. Tang has been the deputy managing director of Shougang Concord Century Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 103), since March 2000. Shougang Concord Century Holdings Limited is principally engaged in manufacturing of steel cords; and processing and trading of copper and brass products. He obtained a Bachelor’s degree in Business Administration and a Master’s degree in Business Administration from York University in Canada in June 1983 and June 1984 respectively. Prior to joining Shougang Concord Century Holdings Limited, Mr. Tang had held senior positions with various international investment banks. He also has over 15 years of experience in corporate and investment banking. Save as disclosed above, he has not been a director of any public listed company, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Tang has been appointed by the Company for an initial term of three years commencing from 22 July 2014. Either the Company or independent non-executive Director has the right to give not less than 3 months’ written notice to terminate the appointment. For the year ended 31 December 2014, Mr. Tang was entitled to a total director’s fee of approximately HK\$54,000.

The remuneration is determined by the remuneration committee of the Company by reference to his qualifications, experience, level of responsibilities, capabilities, workload and performance, having regard to the market conditions and operating results of the Company as a whole.

Mr. Tang is not interested in the securities of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Tang is not related to any directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Save as disclosed above, Mr. Tang has no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Ms. Tsang Wai Chun Marianna (“Ms. Tsang”)

Ms. Tsang, aged 60, was appointed as an independent non-executive Director on 22 July 2014. Ms. Tsang is the Managing Director of TWC Management Limited. She is a member of the Institute of Chartered Secretaries and Administrators, the Hong Kong Institute of Company Secretaries, the Taxation Institute of Hong Kong, the Chartered Institute of Personnel and Development, the Society of Registered Financial Planners and the Chartered Institute of Arbitrators. She is appointed as a member of the Board of Review (Inland Revenue Ordinance). Ms. Tsang has over 30 years of company secretarial, corporate affairs, and related legal working experience in major commercial corporations and in professional firms. She obtained a postgraduate certificate in Professional Accounting in November 2002. Ms. Tsang has served as an independent non-executive director of Timeless since 16 October 2003. Save as disclosed above, she has not been a director of any public listed company, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Ms. Tsang has been appointed by the Company for an initial term of three years commencing from 22 July 2014. Either the Company or independent non-executive Director has the right to give not less than 3 months’ written notice to terminate the appointment. For the year ended 31 December 2014, Ms. Tsang was entitled to a total director’s fee of approximately HK\$54,000.

The remuneration is determined by the remuneration committee of the Company by reference to her qualifications, experience, level of responsibilities, capabilities, workload and performance, having regard to the market conditions and operating results of the Company as a whole.

Ms. Tsang is not interested in the securities of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Ms. Tsang is not related to any directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Save as disclosed above, Ms. Tsang has no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



LOCO HONG KONG HOLDINGS LIMITED

港銀控股有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 8162)

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;

NOTICE OF ANNUAL GENERAL MEETING

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;

NOTICE OF ANNUAL 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.”

NOTICE OF ANNUAL GENERAL MEETING

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

Hong Kong, 24 March 2015

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

NOTICE OF ANNUAL GENERAL MEETING

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.