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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a 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 **Loco Hong Kong Holdings Limited**, you should at once hand this circular to the purchaser, transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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 DIRECTOR AND NOTICE OF AGM**

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A notice convening the AGM of the Company to be held at Best Western Plus Hotel Hong Kong, Lily Room, 3/F., 308 Des Voeux Road West, Hong Kong on Friday, 24 June 2016 at 4:00 p.m. is set out on pages 10 to 13 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](http://www.hkgem.com) for at least seven days from the date of its posting and on the Company’s website at [www.locohongkong.com](http://www.locohongkong.com).*

30 March 2016

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## CHARACTERISTICS OF GEM

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**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

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*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 Best Western Plus Hotel Hong Kong, Lily Room, 3/F., 308 Des Voeux Road West, Hong Kong on Friday, 24 June 2016 at 4:00 p.m.
“AGM Notice”	the notice convening the AGM as set out on pages 10 to 13 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 of the Company
“close associate(s)”	has the meaning ascribed to it 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 issued Shares as at the date of approval of the mandate

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## DEFINITIONS

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“Latest Practicable Date”	24 March 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“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"><li>(i) the conclusion of the next annual general meeting of the Company;</li><li>(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</li><li>(iii) the revocation or variation of such authority by an ordinary resolution of the shareholders of the Company in general meeting</li></ul>
“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

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**LETTER FROM THE BOARD**

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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)**

*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

30 March 2016

*To the Shareholders,*

Dear Sir or Madam,

**GENERAL MANDATES  
TO ISSUE AND BUY BACK SHARES,  
RE-ELECTION OF DIRECTOR  
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 Director.

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## LETTER FROM THE BOARD

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### 1. GENERAL MANDATE TO ISSUE AND BUY BACK SHARES

At the last annual general meeting of the Company held on 18 June 2015, the Directors were granted a general mandate to allot and issue Shares and a general mandate to buy back Shares. These mandates will lapse at the conclusion of the Annual General Meeting.

As at the Latest Practicable Date, the Company had 400,170,000 Shares in issue. No Shares have been issued or bought back pursuant to these mandates from the date of the last annual general meeting 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 80,034,000 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 40,017,000 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 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.

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## LETTER FROM THE BOARD

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### 2. RE-ELECTION OF DIRECTOR

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, Ms. Chau Mei Fan shall retire from office at the AGM and, being eligible, will offer herself for re-election.

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

### 3. 2016 AGM

A notice convening the AGM to be held at Best Western Plus Hotel Hong Kong, Lily Room, 3/F., 308 Des Voeux Road West, Hong Kong on Friday, 24 June 2016 at 4:00 p.m. is set on pages 10 to 13 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 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 Director 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 400,170,000 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 40,017,000 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 interest 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 2015) 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 twelve calendar months prior to the Latest Practicable Date:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
March 2015	0.78	0.60
April 2015	1.28	0.63
May 2015	1.20	0.90
June 2015	1.18	0.77
July 2015	0.90	0.52
August 2015	0.84	0.59
September 2015	1.02	0.60
October 2015	0.85	0.73
November 2015	0.84	0.75
December 2015	0.77	0.59
January 2016	0.72	0.52
February 2016	0.66	0.52
March 2016 (up to the Latest Practicable Date)	0.57	0.53

## 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 Shares 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 Shares 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, as a result of increase of its or their interest, could 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 the Company was to exercise the Buy-back Mandate in full, which is not presently contemplated, the shareholdings of GobiMin Silver Limited and Hong Jin Group Limited based on the present shareholdings as at the Latest Practicable Date would be increased to approximately 42.55% and 11.86% respectively. Accordingly, GobiMin Silver Limited (including other companies or persons acting in concert with them) would then be obliged 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.

**Ms. Chau Mei Fan (“Ms. Chau”)**

Ms. Chau, aged 54, 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 China Precision Material Limited and CPM Silver Limited since July 2011, and a director of United Bridge Limited since June 2012. Prior to joining the Group, Ms. Chau has previously worked for various businesses in Hong Kong. She has over 20 years of experience in metals trading, including silver, and over 10 years in monitoring hedging activities. Ms. Chau is the sister-in-law of Mr. Felipe Tan, the Chairman of the Board and an executive Director of the Company. 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.

As at the Latest Practicable Date, Ms. Chau is interested in 1,409,365 Shares, being 0.35% 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 2015, Ms. Chau was entitled to total emoluments, comprising salaries and other benefits, and retirement benefits scheme contributions, of approximately HK\$500,000.

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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN** that the annual general meeting of Loco Hong Kong Holdings Limited (the “Company”) will be held at Best Western Hotel Hong Kong, Lily Room, 3/F., 308 Des Voeux Road West, Hong Kong on Friday, 24 June 2016 at 4:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements, together with the reports of the directors (“Directors”) and auditor of the Company for the year ended 31 December 2015;
2. To re-elect Ms. Chau Mei Fan as an 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 its 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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:

“**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, 30 March 2016

*Registered Office:*

Room 2003,  
118 Connaught Road West,  
Hong Kong

*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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 Wednesday, 22 June 2016 to Friday, 24 June 2016 (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 Tuesday, 21 June 2016.
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 GEM Listing Rules.