



LOCO HONG KONG HOLDINGS LIMITED

港銀控股有限公司

(the "**Company**")

(Incorporated in Hong Kong with limited liability)

(Stock code: 8162)

PROCEDURES FOR PROPOSING ELECTION OF DIRECTOR(S)

- LR 17.50C The following procedures for proposing election of a director of the Company are prepared in accordance with Articles 65 to 68 of the Articles of Association of the Company (as adopted by special resolutions of the Company passed on 22 July 2014) ("**Articles**"), subject to other applicable laws and rules, including the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited ("**GEM Listing Rules**"), as amended from time to time:
- A66(a) 1. At any general meeting, Shareholders (as defined below) may by ordinary resolution appoint a Director, either to fill a casual vacancy or as an additional Director.
- A67 2. Every resolution of a general meeting for the appointment of a Director shall only relate to one named Candidate (as defined below). A single resolution for the appointment of two or more persons shall be void, unless a resolution that it shall be so proposed has been first agreed to by the meeting without any vote cast against it.
- A66 (b)(ii), A68 3. Any shareholder of the Company ("**Shareholder**", if more than one, the "**Shareholders**") who is entitled to vote at the general meeting, may propose any person ("**Candidate**") for the election of directors of the Company ("**Directors**") to be held at the general meeting.
- A65, 66(b)(i) 4. The Candidate should be recommended by the Directors. He/she need not be a member of the Company and shall not be deemed ineligible for appointment as a Director, by reason only of his having attained any particular age.
- A66(b)(ii) 5. If a Shareholder (other than the Candidate) wishes to propose any Candidate, the following documents should be duly lodged at the head office of the Company at Room 2003, 118 Connaught Road West, Hong Kong for the attention of the Company Secretary, not earlier than the day after the dispatch of the notice of the general meeting and not later than seven days prior to the date fixed for the meeting:

- (a) a written notice by the Shareholder of his intention to propose a resolution for the appointment or reappointment of that Candidate ("**Proposal Notice**"), duly signed by the Shareholder with his/her name and address stated clearly in an eligible manner, the validity of which is subject to verification and confirmation by the Company's share registrar according to its records;
- (b) a written notice duly executed by the Candidate of his willingness to be appointed or re-appointed ("**Consent Notice**");
- (c) written consent of the publication of the Candidate's information together with the Candidate's biographical information as required by Rule 17.50(2) of the GEM Listing Rules; and
- (d) the Candidate's written consent to the publication of his/her personal data.

- LR
17.46B
6. To enable the Shareholders to have sufficient time to receive and consider the information of the Candidate(s), the Company is required to publish an announcement or issue a supplementary circular as soon as practicable upon receipt of a valid Proposal Notice where such notice is received after publication of the notice of meeting. The Company shall publish an announcement or issue a supplementary circular upon receipt of a valid Proposal Notice and Consent Notice. Particulars of the Candidate will be included in such announcement or supplementary circular.

Note: If there is any discrepancy or conflict between the English and Chinese versions of this document, the English version shall prevail.

August 2014