
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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.



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

A notice convening the AGM of the Company to be held at Pacific Room, 2/F, Island Pacific Hotel, 152 Connaught Road West, Hong Kong on Friday, 16 June 2017 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 posting and on the Company's website at www.locohkholdings.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.

CONTENTS

	<i>Pages</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
INTRODUCTION	3
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES	4
RE-ELECTION OF DIRECTOR	5
AGM	5
RECOMMENDATION	5
GENERAL	6
APPENDIX I – EXPLANATORY STATEMENT	7
APPENDIX II – PARTICULARS OF DIRECTOR FOR RE-ELECTION	10
NOTICE OF AGM	14

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 Pacific Room, 2/F, Island Pacific Hotel, 152 Connaught Road West, Hong Kong on Friday, 16 June 2017 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 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
“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

DEFINITIONS

“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
“Latest Practicable Date”	24 March 2017, 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">(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. ZHU Hongguang (*Chairman*)
Mr. ZHA Jianping (*Chief Executive Officer*)
Mr. Felipe TAN

Independent non-executive Directors:

Mr. CHAN Ka Ling Edmond
Dr. WANG Lin
Ms. TSANG Wai Chun Marianna

Registered Office:

Room 1702, 17/F,
World-Wide House,
19 Des Voeux Road
Central, Central
Hong Kong

31 March 2017

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.

LETTER FROM THE BOARD

1. GENERAL MANDATE TO ISSUE AND BUY BACK SHARES

At the last annual general meeting of the Company held on 24 June 2016, 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. 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.

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTOR

As at the Latest Practicable Date, the Board consists of six Directors, including three executive Directors, namely, Mr. Zhu Hongguang, Mr. Zha Jianping and Mr. Felipe Tan, and three independent non-executive Directors, namely, Mr. Chan Ka Ling Edmond, Dr. Wang Lin and Ms. Tsang Wai Chun Marianna.

In accordance with the Articles 68, Mr. Zhu Hongguang, Mr. Zha Jianping and Dr. Wang Lin shall retire at the general meeting and, being eligible, offer themselves for re-election of the Company. In accordance with the Articles 69, Mr. Tsang Wai Chun Marianna shall retire at the general meeting and, being eligible, offer herself for re-election of the Company.

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 Pacific Room, 2/F, Island Pacific Hotel, 152 Connaught Road West, Hong Kong on Friday, 16 June 2017 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 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.

LETTER FROM THE BOARD

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
Zhu Hongguang
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 2016) 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 2016	0.57	0.50
April 2016	0.61	0.51
May 2016	0.60	0.52
June 2016	0.56	0.50
July 2016	0.55	0.49
August 2016	0.77	0.52
September 2016	0.82	0.72
October 2016	0.77	0.71
November 2016	0.86	0.70
December 2016	0.76	0.69
January 2017	0.75	0.71
February 2017	0.75	0.66
March 2017 (up to the Latest Practicable Date)	0.74	0.69

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 Hon Pok, GobiMin Silver Limited and Wan Yiming based on the present shareholdings as at the Latest Practicable Date would be increased to approximately 21.10%, 11.18% and 6.17% respectively.

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. Zhu Hongguang (“Mr. Zhu”)

Mr. Zhu Hongguang (“Mr. Zhu”), aged 44, has been appointed as the Executive Director of the Company in August 2016 and redesignated as the Chairman of the Board of the Company in September 2016. Mr. Zhu has over ten years’ experience in operations and management in the segment of real economy investment. Mr. Zhu established Sichuan Wenjie Materials Co., Ltd. (四川雯傑物資有限公司) and Chengdu Yuantai Industrial Investment Co., Ltd. (成都元太實業投資有限公司) in 1995 and 2000 respectively. Mr. Zhu served as the director of Chengdu College of Arts and Sciences in 2003. Mr. Zhu has established and served as the chairman of Chengdu Zhongxing Water-supply Company Limited since 2004. Mr. Zhu has further developed himself with extensive financial experiences; has established and served as the general manager of Chengdu Lingduoji Investment Co., Limited (成都嶺多吉投資有限公司) and Chengdu Weide Equity Investment Fund Management Co., Limited (成都威德股權投資基金管理有限公司) in 2013. Mr. Zhu obtained a Master degree of Science in Business Operation and Management from the University of Bath in 2007. Save as disclosed above, Mr. Zhu 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, Mr. Zhu has no interest in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Zhu has entered into a service agreement with the Company under which he agreed to act as executive Director for an initial term of three years with effect from the date of appointment. Mr. Zhu or the Company has the right to give not less than 3 months’ written notice to terminate the said agreement. Mr. Zhu was entitled to total emoluments, comprising salaries and other benefits, and retirement benefits scheme contributions, of approximately HK\$144,000 per annum.

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. Zhu 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. Zha Jianping (“Mr. Zha”)

Mr. Zha Jianping (“Mr. Zha”), aged 46, has been appointed as Executive Director and Chief Executive Officer of the Company in November 2016. Mr. Zha graduated from the Shanghai University of Finance and Economics with a bachelor degree in economics majoring in accounting in 1993. Mr. Zha continued his education at the Graduate School of Chinese Academy of Social Sciences in 1996, which Mr. Zha obtained his master degree in economics in 1998. Mr. Zha also obtained a master degree in business administration from the Wisconsin International University in the United States in 2001. Mr. Zha is a qualified senior accountant in the PRC and has extensive business and management experience in a wide range of industries including finance, information technology and logistics. Prior to joining the Company, Mr. Zha worked as senior management in a number of large enterprise groups, including Nam Kwong (Group) Company Limited in Macau, Jinbei Automotive Company Limited (listed on the Shanghai Stock Exchange, stock code: 600609) and Brilliance China Automotive Holdings Limited (listed on the Main Board of the Hong Kong Stock Exchange, stock code: 01114). Mr. Zha was the chairman, chief executive officer and executive director of Chinese Energy Holdings Limited (listed on the GEM Board of the Hong Kong Stock Exchange, stock code: 08009), and the deputy managing director of Asia Allied Infrastructure Holdings Limited (formerly known as China City Construction Group Holdings Limited, listed on the Main Board of the Hong Kong Stock Exchange, stock code: 00711). Save as disclosed above, Mr. Zha 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, Mr. Zha has no interest in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Zha has entered into a service agreement with the Company under which he agreed to act as executive Director for an initial term of three years with effect from the date of appointment. Mr. Zha or the Company has the right to give not less than 3 months’ written notice to terminate the said agreement. Mr. Zha was entitled to total emoluments, comprising salaries and other benefits, and retirement benefits scheme contributions, of approximately HK\$144,000 per annum.

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. Zha 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.

Dr. Wang Lin (“Dr. Wang”)

Dr. Wang Lin (“Dr. Wang”), aged 50, has been appointed as the Independent Non-Executive Director of the Company in September 2016. Dr. Wang is a research fellow, doctoral, supervisor and a director of the Huaian Research Centre (淮安研究中心) of the Institute of Biophysics of Chinese Academy of Sciences. Dr. Wang is a director of Beijing Wantai Bio-Pharmaceutical Incorporation (北京萬泰生物藥業股份有限公司) and a director of National Bio-Founder Biotech Co., Ltd. (中生方政生物技術股份有限公司). Dr. Wang was a co-founder, director and general manager of Allele Biotechnology & Pharmaceuticals, Inc. in the United States from September 2000 to August 2004. Dr. Wang participated in the renowned “The 100 Talents Program of Chinese Academy of Sciences” (百人計劃) in which Dr. Wang was sponsored by the Chinese Academy of Science (中國科學院) to be trained as a professional expert in the science area, and was a researcher and tutor of doctorate program of the Institute of Microbiology of the Chinese Academy of Sciences from September 2004 to August 2005. Dr. Wang was the head of the Liaison Office (所地合作處) of the Institute of Biophysics of Chinese Academy of Sciences from March 2006 to August 2009. Dr. Wang served as the vice president, executive vice president and executive director of Biosino Bio-Technology and Science Incorporation (listed on the GEM Board of the Hong Kong Stock Exchange, stock code: 08247) from September 2005 to May 2015. Dr. Wang served as an expert in the field of biology and pharmaceutical technology under the National 863 High Technology Program (國家高技術研究發展計劃 (863計劃) during the Eleventh Five-Year Plan. Dr. Wang was also elected as the vice chairman of the “Legend Star” Entrepreneurial Alliance (“聯想之星”創業聯盟) in 2010 and served as its council member for two sessions. Dr. Wang graduated from the Department of Biology of Peking University in 1990. Dr. Wang obtained a Ph.D. degree in biochemistry from the University of Wisconsin-Madison in the United States in 1997. Dr. Wang conducted post-doctoral researches at the Department of Biochemistry (HHMI) of the University of California – San Diego in the United States from 1997 to 2000. Dr. Wang participated in the CEO seminar at the School of Economics and Management of the Tsinghua University from 2007 to 2009 and the 1st “Legend Star” CEO Special Training Class (“聯想之星” CEO特訓班) from 2008 to 2009. Save as disclosed above, Dr. Wang 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, Dr. Wang has no interest in the securities of the Company within the meaning of Part XV of the SFO.

Dr. Wang has entered into a service agreement with the Company under which she agreed to act as independent non-executive Director for an initial term of three years with effect from the date of appointment. Either Dr. Wang or the Company has the right to give not less than 3 months’ written notice to terminate the said agreement. Dr. Wang was entitled to total emoluments, comprising salaries and other benefits, and retirement benefits scheme contributions, of approximately HK\$144,000 per annum.

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, Dr. Wang 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 Wai Chun Marianna (“Ms. Tsang”), aged 62, was appointed as the Independent Non-Executive Director since July 2014. Ms. Tsang is the Managing Director of TWC Management Limited. Ms. Tsang 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, the Chartered Institute of Arbitrators, the Institute of Financial Accountants in UK and Institute of Public Accountants in Australia. Ms. Tsang was appointed as a member of the Board of Review (Inland Revenue Ordinance) from 2010 to 2015. 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 the independent non-executive director of Timeless since October 2003. Save as disclosed above, Ms. Tsang 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. Tsang has no interest in the securities of the Company within the meaning of Part XV of the SFO.

Ms. Tsang has entered into a service agreement with the Company under which she agreed to act as independent non-executive Director for an initial term of three years with effect from the 22 July 2014. Either Ms. Tsang or the Company has the right to give not less than 3 months’ written notice to terminate the said agreement. Ms. Tsang was entitled to total emoluments, comprising salaries and other benefits, and retirement benefits scheme contributions, of approximately HK\$144,000 per annum.

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. 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 Pacific Room, 2/F, Island Pacific Hotel, 152 Connaught Road West, Hong Kong on Friday, 16 June 2017 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 2016;
2. To re-elect the following Directors of the Company:
 - (a) Mr. Zhu Hongguang as an executive Director;
 - (b) Mr. Zha Jianping as an executive Director;
 - (c) Dr. Wang Lin as an independent non-executive Director;
 - (d) Ms. Tsang Wai Chun Marianna as 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 its 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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

NOTICE OF ANNUAL GENERAL MEETING

(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
Zhu Hongguang
Chairman

Hong Kong, 31 March 2017

Registered Office:
Room 1702, 17/F,
World-Wide House,
19 Des Voeux Road Central, Central
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 Wednesday, 14 June 2017 to Friday, 16 June 2017 (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, 13 June 2017.
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.