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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)

**(1) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS,
CHAIRMAN AND MEMBERS OF BOARD COMMITTEES;
(2) ABOLISHMENT OF HEDGING COMMITTEE; AND
(3) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS, CHAIRMAN
AND MEMBERS OF BOARD COMMITTEES**

The Board announces that with effect from 25 April 2017:

1. Mr. Chan Ka Ling Edmond resigned as an independent non-executive Director; a chairman of each of the Audit Committee and Hedging Committee; and a member of each of the Audit Committee, Nomination Committee, Remuneration Committee and Hedging Committee;
2. Ms. Tsang Wai Chun Marianna resigned as a chairman of the Nomination Committee and a member of the Hedging Committee;
3. Mr. Felipe Tan resigned as a member of each of the Nomination Committee and Remuneration Committee;
4. Ms. Dai Meihong was appointed as an independent non-executive Director; a chairman of the Audit Committee; and a member of each of the Audit Committee, Nomination Committee and Remuneration Committee;

5. Mr. Zhu Hongguang was appointed as a chairman of the Nomination Committee; and
6. Mr. Zha Jianping was appointed as a member of the Remuneration Committee.

ABOLISHMENT OF THE HEDGING COMMITTEE

The Board announces that the abolishment of the Hedging Committee with effect from 25 April 2017.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Following the appointment of Ms. Dai Meihong, the proposed resolution to re-elect Ms. Dai Meihong as an independent non-executive Director will be considered and, if thought fit, approved by Shareholders at the AGM.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN AND MEMBERS OF BOARD COMMITTEES

The board (the “**Board**”) of directors (the “**Director(s)**”) of Loco Hong Kong Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that with effect from 25 April 2017:

1. Mr. Chan Ka Ling Edmond (“**Mr. Chan**”) resigned as an independent non-executive Director; a chairman of each of the audit committee (the “**Audit Committee**”) and hedging committee (the “**Hedging Committee**”); and a member of each of the Audit Committee, nomination committee (the “**Nomination Committee**”), remuneration committee (the “**Remuneration Committee**”) and Hedging Committee of the Company;
2. Ms. Tsang Wai Chun Marianna (“**Ms. Tsang**”) resigned as a chairman of the Nomination Committee and a member of the Hedging Committee; and
3. Mr. Felipe Tan (“**Mr. Tan**”) resigned as a member of each of the Nomination Committee and Remuneration Committee.

The resignation of each of Mr. Chan, Ms. Tsang and Mr. Tan was due to their other personal commitments which require more of his/her time and dedication. Each of Mr. Chan, Ms. Tsang and Mr. Tan has confirmed that he/she has no disagreement with the Board and there is nothing relating to his/her resignation that needs to be brought to the attention to the shareholders of the Company (the “**Shareholder**”).

Following the resignation of Ms. Tsang and Mr. Tan, (i) Ms. Tsang remains as an independent non-executive Director; a member of each of the Audit Committee, Nomination Committee and Remuneration Committee; and (ii) Mr. Tan remains as an executive Director.

The Board would like to express its utmost gratitude to each of Mr. Chan, Ms. Tsang and Mr. Tan for his/her valuable contribution to the Company during his/her tenure of services.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN AND MEMBERS OF BOARD COMMITTEES

The Board further announces that with effect from 25 April 2017:

1. Ms. Dai Meihong (“**Ms Dai**”) was appointed as an independent non-executive Director; a chairman of the Audit Committee; and a member of each of the Audit Committee, Nomination Committee and Remuneration Committee;
2. Mr. Zhu Hongguang (“**Mr. Zhu**”) was appointed as a chairman of the Nomination Committee; and
3. Mr. Zha Jianping (“**Mr. Zha**”) was appointed as a member of the Remuneration Committee.

Following the appointment of Mr. Zhu and Mr. Zha, (i) Mr. Zhu is a chairman of the Board, an executive Director, a chairman of the Nomination Committee and a member of each of the Nomination Committee and executive committee of the Company; and (ii) Mr. Zha is an executive Director, a chief executive officer of the Company, a chairman of an executive committee of the Company and a member of each of the Remuneration Committee and executive committee of the Company.

The biographical details and other information of Ms. Dai is set out as below:

Ms. Dai, aged 45, graduated from Shanghai University of Finance and Economics with a bachelor degree in economics majoring in accounting in 1993. Ms. Dai continued her education at The University of Texas at Arlington, which Ms. Dai obtained her master degree of business administration in 2009. Ms. Dai is certified public accountant of The Chinese Institute of Certified Public Accountants, chartered management accountant and chartered global management accountant of Chartered Institute of Management Accountants. Ms. Dai has wide range of experience in multinational companies, including finance, accounting, budgeting, business operation, internal control, ERP system management, legal and compliance. Ms. Dai is currently a partner of Shanghai Youyi Information Technology Company Limited* (上海優否信息科技有限公司). Ms. Dai served as chief executive officer of Shanghai Bracco Sine Pharmaceutical Corp., Ltd.* (上海博萊科信誼藥業有限責任公司), financial controller of Shanghai (Singer) Sewing Machine Company Limited* (上海勝家縫紉機有限公司) and senior internal auditor of internal audit of China region of Sinar Mas Group* (金光集團亞洲區稽核部).

Save as disclosed above, Ms. Dai has not been a director of any public company, the securities of which are listed on any securities in Hong Kong or overseas during the last three years immediately preceding the date of this appointment.

As at the date of this announcement, Ms. Dai does not have, and is not deemed to have any interests or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Ms. Dai is not connected with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the rules governing the listing of securities (the “**GEM Listing Rules**”) of the Company on the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Company has entered into an appointment letter with Ms. Dai in respect of her appointment which will continue until submission of termination by either party giving to the other party not less than three months’ notice in writing subject to the retirement and re-election requirements in accordance with the articles of association of the Company. Pursuant to the terms of appointment letter, Ms. Dai will receive a director fee HK\$144,000 per annum with reference to her duties and responsibilities in the Company, comparable market statistics and the recommendation from the Nomination Committee and Remuneration Committee.

Save as disclosed above, there is no other information relating to Ms. Dai that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) to the GEM Listing Rules and there is no other matters that needs to be brought to the attention to the Stock Exchange in relating to Ms. Dai appointment.

The Board would like to take this opportunity to welcome Ms. Dai to join our Company.

ABOLISHMENT OF THE HEDGING COMMITTEE

Following the resignation of Mr. Chan and Ms. Tsang, only one member remains as the committee member of the Hedging Committee. After careful consideration by the Board, the Board announce that the Hedging Committee was abolished with effect from 25 April 2017.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the circular (the “**Circular**”), notice of annual general meeting (the “**AGM**”) of the company (the “**Initial Notice of AGM**”) dated 31 March 2017 and the form of proxy (the “**Initial Proxy Form**”) of the Company in relation to the AGM, by which the Company convenes the AGM at Pacific Room 2/F, Island Pacific Hotel, 152 Connaught Road West, Hong Kong on Friday, 16 June 2017 at 4:00 p.m. This supplemental notice of AGM shall be read together with the Initial Notice of AGM.

In accordance with article 68 of the article of association of the Company, Ms. Dai shall retire at the AGM and, being eligible, offer herself for re-election of the Company.

NOTICE IS HEREBY GIVEN THAT the following proposed ordinary resolution will be considered and, if thought fit, approved by Shareholders at the AGM, in addition to the proposed resolutions set out in the Initial Notice of AGM:

2(e) To re-elect Ms. Dai as an independent non-executive Director;

The biographical details of Ms. Dai have been set out in this announcement.

Shareholders are advised to the revised proxy form (the “**Revised Proxy Form**”) for all of the proposed ordinary resolutions to be considered and, if thought fit, approved by Shareholder at the AGM.

Notes:

1. Since the Initial Proxy Form does not contain the proposed resolutions set out in this supplemental notice of AGM, a Revised Proxy Form has been prepared and available on GEM website on the “Latest Company Announcements” and Company’s website;
2. Shareholders are requested to complete and return the Revised Proxy Form 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. Shareholders who has not yet ledged the Initial Proxy Form with the Company is requested to lodge the Revised Proxy Form if he/she wishes to appoint proxies to attend the AGM on his/her behalf. In this case, the Initial Proxy Form should not be ledged with the Company;
4. Shareholders who has already lodged the Initial Proxy Form with the Company should note that:
 - (i) if no Revised Proxy Form is lodged with the Company, the Initial Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM, including, among other, the resolutions set out in this supplemental notice of AGM;
 - (ii) if the Revised Proxy Form is lodged with the Company not less than 48 hours prior to the time appointed for holding the AGM or any adjournment thereof, the Revised Proxy Form will revoke and supersede the Initial Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as valid proxy form lodged by the Shareholder if correctly completed; and
 - (iii) if the Revised Proxy Form is lodged with the Company less than 48 hours prior to, at or subsequent to the time appointed for holding the AGM or any adjournment thereof, the Revised Proxy Form will be invalid.

5. Shareholders are reminded that completion and delivery of the Initial Proxy Form and/or Revised Proxy Form will not preclude Shareholders from attending and voting in person at the AGM or at any adjournment meeting should they so wish.

By Order of the Board
Loco Hong Kong Holdings Limited
Zhu Hongguang
Chairman

Hong Kong, 25 April 2017

Executive Directors:

Mr. Zhu Hongguang (*Chairman*)

Mr. Zha Jianping (*Chief Executive Officer*)

Mr. Felipe Tan

Independent non-executive Directors:

Ms. Dai Meihong

Dr. Wang Lin

Ms. Tsang Wai Chun Marianna

This announcement, for which the directors of the Company 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 of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on GEM website on the “Latest Company Announcements” page for at least seven days from the date of its posting and the Company website at www.locohkholdings.com.

* *for identification purpose only*