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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)

- (i) RESIGNATION OF CEO, AUTHORISED REPRESENTATIVE AND RE-DESIGNATION AS NON-EXECUTIVE DIRECTOR;**
- (ii) APPOINTMENT OF CEO, AUTHORISED REPRESENTATIVE, DEPUTY CHAIRMAN AND EXECUTIVE DIRECTORS;**
- (iii) CHANGE IN COMPOSITION OF BOARD COMMITTEES; AND**
- (iv) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

The Board announces that the following changes of the Company with effect from 11 May 2018:

RESIGNATION OF CEO AND AUTHORISED REPRESENTATIVE AND RE-DESIGNATION AS NON-EXECUTIVE DIRECTOR

Mr. Zha resigned as CEO and Authorised Representative and re-designated as non-executive Director.

APPOINTMENT OF CEO, AUTHORISED REPRESENTATIVE, DEPUTY CHAIRMAN AND EXECUTIVE DIRECTORS

1. Mr. Wang was appointed as an executive Director and Deputy Chairman of the Board;
2. Mr. Lam was appointed as an executive Director and Deputy Chairman of the Board;
and
3. Mr. Tsang was appointed as an executive Director, CEO and Authorised Representative.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

1. Mr. Zhu resigned as a chairman of the Nomination Committee and remains as a member of the Nomination Committee;
2. Mr. Zha resigned as a member of the Remuneration Committee and resigned as the chairman and member of the Executive Committee;
3. Mr. Wang appointed as a member of the Nomination Committee, the Remuneration Committee and the Executive Committee; and appointed as the chairman of the Nomination Committee;
4. Mr. Lam appointed as a member of the Remuneration Committee and the Executive Committee; and
5. Mr. Tsang appointed as the chairman and member of the Executive Committee;

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Following the appointment of Mr. Wang, Mr. Lam and Mr. Tsang as executive Director, the proposed resolution to re-elect Mr. Wang, Mr. Lam and Mr. Tsang as executive Director will be voted on by Shareholders at the AGM to be held on 8 June 2018.

RESIGNATION OF CEO AND AUTHORISED REPRESENTATIVE AND RE-DESIGNATION AS NON-EXECUTIVE DIRECTOR

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 Mr. Zha Jianping (“**Mr. Zha**”) resigned as chief executive officer (“**CEO**”) and authorised representative (“**Authorised Representative**”) of the Company and re-designated as non-executive Director with effect from 11 May 2018.

The resignation of Mr. Zha as CEO and Authorised Representative and re-designation as non-executive Director was due to his other personal commitments which require more of his time and dedication. Mr. Zha has confirmed that he has no disagreement with the Board and there is nothing relating to his resignation and re-designation that needs to be brought to the attention to the shareholders (“**Shareholders**”) of the Company.

The Board would like to express its utmost gratitude to Mr. Zha for his valuable contribution to the Company during his tenure of services.

APPOINTMENT OF CEO, AUTHORISED REPRESENTATIVE, DEPUTY CHAIRMAN AND EXECUTIVE DIRECTORS

The Board further announces that with effect from 11 May 2018:

1. Mr. Wang Wendong (“**Mr. Wang**”) was appointed as an executive Director and deputy chairman (“**Deputy Chairman**”) of the Board;
2. Mr. Lam Chi Chung, Tommy (“**Mr. Lam**”) was appointed as an executive Director and Deputy Chairman; and
3. Mr. Tsang Zee Ho, Paul (“**Mr. Tsang**”) was appointed as an executive Director, CEO and Authorised Representative.

The biographical details of Mr. Wang are set out below:

Mr. Wang, aged 50, was appointed as executive Director and Deputy Chairman since 11 May 2018. Mr. Wang has more than 25 years of extensive experience in real economy investment. Since the 1990s, Mr. Wang has served as a group vice president in an international group of companies. Such group has significant footprint in the People’s Republic of China and Hong Kong including international trade, farming, education, culture industry, real estate and consumer goods.

The biographical details of Mr. Lam are set out below:

Mr. Lam, aged 63, was appointed as executive Director and Deputy Chairman since 11 May 2018. Mr. Lam received a bachelor’s degree in Science from University of Windsor in Canada and a master degree in business administration from the Long Island University in the United States. Mr. Lam has more than 35 years of experience in commercial and investment banking, international financial investment, financing and fund-raising, fund management, mergers and acquisitions, asset allocation and debt restructuring etc. Mr. Lam has held major positions in international banks previously. Mr. Lam’s experience includes his tenure as an executive director of Polytec Asset Holdings Limited, a company listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (Stock Code: 208) during the year 2005 to 2014. Mr. Lam will play a major role in the future development of the Group.

The biographical details of Mr. Tsang are set out below:

Mr. Tsang, aged 56, was appointed as executive Director, CEO and Authorised Representative since 11 May 2018. Mr. Tsang obtained a bachelor’s degree in social sciences from the University of Hong Kong. Mr. Tsang is a non-practicing member of the Hong Kong Institute of Certified Public Accountants. Mr. Tsang has over 30 years of experience in finance and accounting, corporate management, fund raising, tax planning as well as corporate finance transactions such as mergers and acquisitions, and asset disposals. Mr. Tsang has served as a chief financial officer of Hsin Chong Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 404) during the year 2013 to 2014. Mr. Tsang also serve as a chief financial officer and company secretary of Vinda International Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 3331) during the year 2007 to 2013. Mr. Tsang joined

two major international accounting firms and worked in their respective taxation and mergers and acquisitions divisions. Mr. Tsang once spearheaded and completed assets, business and financial structuring for the listing of a real estate investment trust in Hong Kong. Mr. Tsang is currently an independent non-executive director of Winto Group (Holdings) Limited, a company listed on the GEM with stock code of 8238.

Save as disclosed above, each of Mr. Wang, Mr., Lam and Mr. Tsang has not been a director of any public company, the securities of which are listed on any securities market in Hong Kong or overseas during the last three years immediately preceding the date of this appointment.

As at the date of this announcement, each of Mr. Wang, Mr. Lam and Mr. Tsang 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). Each of Mr. Wang, Mr. Lam and Mr. Tsang is not connected with any other Directors, senior management, Substantial Shareholders or Controlling Shareholders (each as defined in the Rules Governing the Listing of Securities on the GEM (the “**GEM Listing Rules**”) of The Stock Exchange) of the Company.

The Company has entered into employment letters with each of Mr. Wang, Mr. Lam and Mr. Tsang in respect of his employment which will continue until termination by either party giving to the other party no less than three months’ notice in writing while their appointments as Directors are subject to the retirement and re-election requirements for Directors in accordance with the articles of association of the Company. Pursuant to the terms of his employment letter, each of Mr. Wang, Mr. Lam and Mr. Tsang will receive a director’s fee HK\$144,000 per annum. In addition, they will be remunerated as employees with a compensation package determined with reference to their perceived capabilities and experience, their duties and responsibilities in the Company, comparable market statistics and the recommendation from the nomination committee (the “**Nomination Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Company.

Save as disclosed above, there is no other information relating to each of Mr. Wang, Mr. Lam and Mr. Tsang 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 matter that needs to be brought to the attention to the Stock Exchange in relation to the appointment of each of Mr. Wang, Mr. Lam and Mr. Tsang.

The Board would like to take this opportunity to welcome Mr. Wang, Mr. Lam and Mr. Tsang to join our Company.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

Following the above changes, the Board further announces that, with effect from 11 May 2018:

1. Mr. Zhu Hongguang (“**Mr. Zhu**”) resigned as the chairman of the Nomination Committee and remains as a member of the Nomination Committee;
2. Mr. Zha resigned as a member of the Remuneration Committee and resigned as a chairman and member of the executive committee (the “**Executive Committee**”) of the Company;
3. Mr. Wang was appointed as a member of the Nomination Committee, the Remuneration Committee and the Executive Committee; and appointed as the chairman of the Nomination Committee;
4. Mr. Lam was appointed as a member of the Remuneration Committee and the Executive Committee; and
5. Mr. Tsang was appointed as the chairman and a member of the Executive Committee;

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 29 March 2018 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, 8 June 2018 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, Mr. Wang, Mr. Lam and Mr. Tsang shall retire at the AGM and, being eligible, offer themselves for re-election of the Company.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT the following proposed ordinary resolutions 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(c) To re-elect Mr. Wang Wendong as an executive Director;
- 2(d) To re-elect Mr. Lam Chi Chung, Tommy as an executive Director;
- 2(e) To re-elect Mr. Tsang Zee Ho, Paul as an executive Director;

The biographical details of each of Mr. Wang, Mr. Lam and Mr. Tsang have been set out in this announcement.

Shareholders are advised to pay attention to the revised proxy form (the “**Revised Proxy Form**”) for all of the proposed ordinary resolutions to be considered and, if though 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 the GEM website on the “Latest Company Announcements” and the Company’s website;
2. Shareholders are requested to complete and return the Revised Proxy Form to the share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, 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 lodged 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 lodged 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, 11 May 2018

Executive Directors:

Mr. Zhu Hongguang (Chairman)

Mr. Wang Wendong (Deputy Chairman)

Mr. Lam Chi Chung, Tommy (Deputy Chairman)

Mr. Tsang Zee Ho Paul (Chief Executive Officer)

Mr. Felipe Tan

Non-executive Director:

Mr. Zha Jianping

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.