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If you have sold or transferred all your shares in **Loco Hong Kong Holdings Limited**, you should at once hand this circular and the accompanying proxy form 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 DIRECTORS
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, 21 June 2019 at 4:00 p.m. is set out on pages 17 to 21 of this circular. A proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to 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, Union Registrars Limited, 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 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.

20 May 2019

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange 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	4
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES.	5
RE-ELECTION OF DIRECTOR	6
AGM	7
RECOMMENDATION.	7
GENERAL.	7
APPENDIX I – EXPLANATORY STATEMENT	8
APPENDIX II – PARTICULARS OF DIRECTORS FOR RE-ELECTION	11
NOTICE OF AGM	17

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, 21 June 2019 at 4:00 p.m.
“AGM Notice”	the notice convening the AGM as set out on pages 17 to 21 of this circular
“Articles”	the articles of association of the Company
“associate(s)”	has the meaning ascribed under the GEM Listing Rules
“Board”	the board of directors of the Company
“Buy-Back Mandate”	a proposed general mandate to the Directors to buy back Shares of the Company not exceeding 10% of the total number of Shares in issue as at the date of approval of the mandate
“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 GEM 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

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	a proposed general mandate to the Directors to allot, issue and deal with Shares 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”	15 May 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Nomination Committee”	nomination committee of the Company
“PRC”	The People’s Republic of China
“Relevant Period”	the period from the passing of the ordinary resolution approving the granting of the authority until whichever is the earliest of: <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
“Remuneration Committee”	remuneration committee of the Company
“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)

DEFINITIONS

“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
“%”	per cent

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. Wang Wendong (*Chairman and
Chief Executive Officer*)
Mr. Zhu Hongguang
Mr. Felipe Tan

Registered Office:

Unit 401, 4/F.,
Fairmont House,
8 Cotton Tree Drive,
Admiralty, Hong Kong

Independent non-executive Directors:

Mr. Lau Yuen Sun Adrian
Ms. Wong Susan Chui San
Mr. Zhou Tianshu
Ms. Wu Liyan
Ms. Tsang Wai Chun Marianna

20 May 2019

To the Shareholders,

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
RE-ELECTION OF DIRECTORS
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 Directors.

LETTER FROM THE BOARD

1. GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the last annual general meeting of the Company held on 8 June 2018, 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 AGM.

As at the Latest Practicable Date, the Company had 576,170,000 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 115,234,000 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 Shares 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 57,617,000 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 DIRECTORS

In accordance with the article 68 of the Articles, the Board may, at any time, and from time to time, appoint any person to be a Director, either to fill a casual vacancy or by way of addition to their number so long as the number of Directors does not exceed the maximum number determined from time to time (if any) by the shareholders in any general meeting. Any Director so appointed to fill a casual vacancy shall hold office until the first general meeting of members after the appointment and be subject to re-election at such meeting and any Director appointed as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for reappointment, but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at each annual general meeting. Accordingly, Mr. Zhou Tianshu, Ms. Wu Liyan, Mr. Lau Yuen Sun Adrian and Ms. Wong Susan Chui San shall retire at the AGM and, being eligible, offer themselves for re-election.

In accordance with the article 69 of the Articles, at each annual general meeting, one third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number of Directors nearest to but not greater than one third of the total number of Directors (or such other number as may be required under applicable legislation), shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who become Directors on the same day, the Directors to retire shall be (unless otherwise agreed amongst themselves) in order by which such Directors were appointed on the day of their last election. Accordingly, Mr. Zhu Hongguang shall retire at the AGM and, being eligible, offer himself for re-election.

The biographical and other details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

3. 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, 21 June 2019 at 4:00 p.m. is set out on pages 17 to 21 of this circular.

A proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited, 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 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 Directors 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
Wang Wendong
Chairman and Chief Executive Officer

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 576,170,000 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 57,617,000 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 2018) 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>
May 2018	0.400	0.345
June 2018	0.390	0.365
July 2018	0.385	0.345
August 2018	0.395	0.325
September 2018	0.360	0.280
October 2018	0.360	0.320
November 2018	0.335	0.260
December 2018	0.285	0.260
January 2019	0.370	0.249
February 2019	0.320	0.260
March 2019	0.455	0.320
April 2019	0.500	0.460
May 2019 (up to the Latest Practicable Date)	0.495	0.475

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 Shareholders who has an interest of 5% or more of the total number of Shares in issue as at the Latest Practicable Date, Ms. Hon Pok, Ms. Chu Fong, Ms. Lin Chenchen and GobiMin Silver Limited based on the present shareholdings as at the Latest Practicable Date would be increased to approximately 14.66%, 8.87%, 8.68% and 7.76% 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.

The biographical and other details of the Directors proposed to be re-elected at the AGM are set out as follows:

Executive Directors

Mr. Zhu Hongguang (“Mr. Zhu”), aged 46, has been appointed as an executive Director since August 2016. Mr. Zhu has over ten years’ experience in operations and management in the segment of real economy investment. Mr. Zhu established 四川雯傑物資有限公司 (Sichuan Wenjie Materials Co., Ltd.*) and 成都元太實業投資有限公司 (Chengdu Yuantai Industrial Investment Co., Ltd.*) 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 成都嶺多吉投資有限公司 (Chengdu Lingduoji Investment Co., Limited*) and 成都威德股權投資基金管理有限公司 (Chengdu Weide Equity Investment Fund Management Co., Limited*) 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.

Mr. Zhu is not connected with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meanings of the GEM Listing Rules). 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 contract 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 his appointment. Mr. Zhu or the Company has the right to give not less than 3 months’ written notice to terminate the said contract. Under the above service contract, 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 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.

* *English name for identification purpose only*

Independent Non-Executive Directors

Mr. Zhou Tianshu (“Mr. Zhou”), aged 43, has been appointed as an independent non-executive Director since September 2018. Mr. Zhou is currently the executive CEO of Skyho Aviation Technology Co., Ltd.. Mr. Zhou received a bachelor’s degree in engineering from Civil Aviation University of China and a master’s degree in law from Wuhan University. Mr. Zhou has over 20 years of experience in enterprise planning, business investment and risk control. Mr. Zhou has worked in a major state-owned aviation enterprise in the PRC for over 17 years, mainly in enterprise planning and management positions. Mr. Zhou also held management positions in China Aircraft Leasing Group Holdings Limited (Stock Code: 1848), a company listed on the Main Board of the Stock Exchange and its subsidiary, Aircraft Recycling International Limited. Save as disclosed above, Mr. Zhou 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.

Mr. Zhou is not connected with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meanings of the GEM Listing Rules). As at the Latest Practicable Date, Mr. Zhou has no interest in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Zhou has entered into a service contract with the Company under which he agreed to act as independent non-executive Director for an initial term of one year with effect from the date of his appointment. Mr. Zhou or the Company has the right to give not less than 1 month’s written notice to terminate the said contract. Under the above service contract, Mr. Zhou was entitled to total emoluments, comprising salaries and other benefits, and retirement benefits scheme contributions, of approximately HK\$200,000 per annum. The remuneration is determined by the Remuneration Committee 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. Zhou 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. Wu Liyan (“Ms. Wu”), aged 33, has been appointed as an independent non-executive Director since September 2018. Ms. Wu is currently the marketing director of Pacific International Securities Limited. Ms. Wu received a bachelor’s degree in science from University of Minnesota and a master’s degree in science from New York University. Ms. Wu has more than 9 years of marketing and business development experiences in renowned investment management companies. Save as disclosed above, Ms. Wu 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.

Ms. Wu is not connected with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meanings of the GEM Listing Rules). As at the Latest Practicable Date, Ms. Wu has no interest in the securities of the Company within the meaning of Part XV of the SFO.

Ms. Wu has entered into a service contract with the Company under which she agreed to act as independent non-executive Director for an initial term of one year with effect from the date of her appointment. Ms. Wu or the Company has the right to give not less than 1 month's written notice to terminate the said contract. Under the above service contract, Ms. Wu was entitled to total emoluments, comprising salaries and other benefits, and retirement benefits scheme contributions, of approximately HK\$200,000 per annum. The remuneration is determined by the Remuneration Committee 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. Wu 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. Lau Yuen Sun Adrian ("Mr. Lau"), aged 64, has been appointed as an independent non-executive Director since January 2019. Mr. Lau holds a Bachelor Degree in Commerce from University of Windsor in Canada, has extensive experience in banking and investment. Mr. Lau had worked for the National Bank of Canada as the vice president of Asia region as well as the chief executive of the Hong Kong branch from September 1994 to December 1996. Mr. Lau has served directorships in various listed companies in Hong Kong, he was an independent non-executive director of PT International Development Corporation Limited (Stock Code: 372), a company listed on the Main Board of the Stock Exchange from March 2017 to April 2018. Mr. Lau is currently an independent non-executive director of Yeebo (International Holdings) Limited (Stock Code: 259), a company listed on the Main Board of the Stock Exchange. Save as disclosed above, Mr. Lau 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.

Mr. Lau is not connected with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meanings of the GEM Listing Rules). As at the Latest Practicable Date, Mr. Lau has no interest in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Lau has entered into a service contract with the Company under which he agreed to act as independent non-executive Director for an initial term of one year with effect from the date of his appointment. Mr. Lau or the Company has the right to give not less than 1 month's written notice to terminate the said contract. Under the above service contract, Mr. Lau was entitled to total emoluments, comprising salaries and other benefits, and retirement benefits scheme contributions, of approximately HK\$200,000 per annum. The remuneration is determined by the Remuneration Committee 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. Lau 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. Wong Susan Chui San ("Ms. Wong"), aged 45, has been appointed as an independent non-executive Director since February 2019. Ms. Wong has been a certified practising accountant of the Australian Society of Certified Practising Accountants and a certified public accountant of the Hong Kong Institute of Certified Public Accountants since May 1999 and May 2000, respectively. She is also a member of The Society of Chinese Accountants and Auditors, a fellow and a certified tax adviser of the Taxation Institute of Hong Kong. Ms. Wong has more than 19-year experience in auditing, accounting and taxation. She is the founder of Messrs. C.S. Wong & Co. and the Director of Pan-China (H.K.) CPA Limited. Ms. Wong has been an independent non-executive director of Ban Loong Holdings Limited (Stock Code: 30) which is listed on the Main Board of the Stock Exchange since October 2014. Ms. Wong is currently the chief financial officer and company secretary of Astrum Financial Holdings Limited (Stock Code: 8333) which is listed on GEM of the Stock Exchange. Ms. Wong resigned as the company secretary of Yin He Holdings Limited (formerly known as Zebra Strategic Holdings Limited) (Stock Code: 8260) on 31 August 2015 which is listed on GEM of the Stock Exchange and resigned as the company secretary of Grand Investment International Limited (Stock Code: 1160) which is listed on the Main Board of the Stock Exchange on 16 June 2017. Save as disclosed above, Ms. Wong 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.

Ms. Wong is not connected with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meanings of the GEM Listing Rules). As at the Latest Practicable Date, Ms. Wong has no interest in the securities of the Company within the meaning of Part XV of the SFO.

Ms. Wong has entered into a service contract with the Company under which she agreed to act as independent non-executive Director for an initial term of one year with effect from the date of her appointment. Ms. Wong or the Company has the right to give not less than 1 month's written notice to terminate the said contract. Under the above service contract, Ms. Wong was entitled to total emoluments, comprising salaries and other benefits, and retirement benefits scheme contributions, of approximately HK\$200,000 per annum. The remuneration is determined by the Remuneration Committee 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. Wong 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.

Nomination policy and process for the Independent Non-Executive Directors

The Nomination Committee and the Board have followed the nomination policy and board diversity policy of the Company for the re-appointment of Mr. Zhou, Ms. Wu, Mr. Lau and Ms. Wong and as independent non-executive Directors. In reviewing the structure of the Board, the Nomination Committee and the Board will consider the Board diversity from a number of aspects, including but not limited to gender, age, culture and education background, professional experience, skills, knowledge and length of service. With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. All Board appointments will be based on meritocracy, and candidates will be considered against appropriate criteria, having due regard for the benefits of diversity on the Board.

In March 2019, the Nomination Committee, after having reviewed the profile of the retiring Directors who have offered themselves for re-appointment at the AGM to consider their suitability in light of the structure, size and composition of the Board, nominated Mr. Zhu, Mr. Zhou, Ms. Wu, Mr. Lau and Ms. Wong to the Board for it to recommend to Shareholders for re-election as Directors at the AGM. Mr. Zhu, Ms. Wu and Mr. Lau who are members and present at the meeting of the Nomination Committee, abstained from voting at the meeting of the Nomination Committee when their respective nominations were being considered. The Board accepted the nomination by the Nomination Committee and recommended Mr. Zhu, Mr. Zhou, Ms. Wu, Mr. Lau and Ms. Wong to stand for election by the Shareholders at the AGM.

In recommending each of Mr. Zhou, Ms. Wu, Mr. Lau and Ms. Wong to stand for re-election as an independent non-executive Director, the Nomination Committee has considered the following backgrounds and attributes of the nominees concerned:

Mr. Zhou is currently the executive CEO of Skyho Aviation Technology Co., Ltd.. Mr. Zhou received a bachelor's degree in engineering from Civil Aviation University of China and a master's degree in law from Wuhan University. Mr. Zhou has over 20 years of experience in enterprise planning, business investment and risk control. Mr. Zhou has also held management positions in a major state-owned aviation enterprise in the PRC and a listed company in Hong Kong;

Ms. Wu is currently the marketing director of Pacific International Securities Limited. Ms. Wu received a bachelor's degree in science from University of Minnesota and a master's degree in science from New York University. Ms. Wu has more than 9 years of marketing and business development experiences in renowned investment management companies;

Mr. Lau holds a Bachelor Degree in Commerce from University of Windsor in Canada, has extensive experience in banking and investment. Mr. Lau had worked for the National Bank of Canada as the vice president of Asia region as well as the chief executive of the Hong Kong branch from September 1994 to December 1996. Mr. Lau has also served as independent non-executive director of certain listed companies in Hong Kong; and

Ms. Wong is a certified practising accountant of the Australian Society of Certified Practising Accountants and a certified public accountant of the Hong Kong Institute of Certified Public Accountants. Ms. Wong is the Director of Pan-China (H.K.) CPA Limited and has over 19 years of experience in auditing, accounting and taxation. Ms. Wong has also served as chief financial officer, company secretary and independent non-executive director of certain listed companies in Hong Kong.

The Nomination Committee considered that in view of their diverse and different educational backgrounds and professional knowledge and experience in the respective fields of enterprise planning and risk control, marketing and business development, banking and international finance and auditing, accounting and taxation as mentioned above. Mr. Zhou, Ms. Wu, Mr. Lau and Ms. Wong as independent non-executive Directors will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity (in particular in terms of skills) of the Board appropriate to the requirements of the Company's business.

The Nomination Committee also assessed and reviewed the annual confirmation of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules of each of Mr. Zhou, Ms. Wu, Mr. Lau and Ms. Wong and re-affirmed the independence of each of Mr. Zhou, Ms. Wu, Mr. Lau and Ms. Wong.

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, 21 June 2019 at 4:00 p.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements, together with the reports of the directors (“Directors”) and the auditor of the Company for the year ended 31 December 2018;
2. To re-elect the following Directors of the Company:
 - (a) Mr. Zhu Hongguang as an executive Director;
 - (b) Mr. Zhou Tianshu as an independent non-executive Director;
 - (c) Ms. Wu Liyan as an independent non-executive Director;
 - (d) Mr. Lau Yuen Sun Adrian as an independent non-executive Director;
 - (e) Ms. Wong Susan Chui San as an independent non-executive Director;
3. To authorise the board of Directors to fix the Directors’ remuneration;
4. To re-appoint Crowe (HK) CPA 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 GEM (“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
- (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.”

NOTICE OF ANNUAL GENERAL MEETING

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
Wang Wendong
Chairman and Chief Executive Officer

Hong Kong, 20 May 2019

Registered Office:

Unit 401, 4/F.,
Fairmont House,
8 Cotton Tree Drive,
Admiralty, 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 of the Company. 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, Union Registrars Limited, 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. 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 Tuesday, 18 June 2019 to Friday, 21 June 2019 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for attending and voting 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, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Monday, 17 June 2019.
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.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 11:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at www.locohkholdings.com and on the GEM website of the Stock Exchange at www.hkgem.com to notify Shareholders of the date, time and venue of the rescheduled meeting.