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HUSCOKE RESOURCES HOLDINGS LIMITED

和嘉資源控股有限公司

(To be renamed as “Huscoke Holdings Limited”)

(Incorporated in Bermuda with limited liability)

(Stock Code: 704)

LETTER OF INTENT IN RELATION TO A POSSIBLE INVESTMENT

This announcement is made by Huscoke Resources Holdings Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), and to inform the shareholders and potential investors of the Company the latest development of the business of the Group.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 15 November 2018 (after the trading hours of the Stock Exchange), the Group and Shenzhen Golden Point Data Technology Company Limited* (深圳金點數據科技有限公司) (the “**Target Company**”) enter into a non-legally binding letter of intent (the “**Letter of Intent**”) whereby the Company may directly or indirectly invest to the Target Company through acquisition or subscription of a portion of their share capital (the “**Possible Investment**”).

INFORMATION ON TARGET COMPANY

The Target Company is a limited company incorporated in Shenzhen of the People’s Republic of China and its principal activities are digitization of business operations in finance, financial technology services business, consulting services and standards certification business.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Target Company and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons (as defined under the Listing Rules).

** for identification purpose only*

MAJOR TERMS OF THE LETTER OF INTENT

Pursuant to the Letter of Intent, the Group and the Target Company agreed to commence further negotiation in good faith on Possible Investment contemplated under the Letter of Intent. The Group may proceed with directly or indirectly investment to the Target Company by acquisition or subscription of part of the equity of the Target Company. The actual investment structure, total investment amount and terms will be determined by all parties upon signing of definitive agreement. Possible investment will be subject to the following conditions and the condition precedent of the definitive agreement:

- (1) The Group being satisfied with all necessary due diligence results on the Target Company for the Possible Investment, including but not limited to all aspects of business, finance and legal due diligence;
- (2) Both parties have obtained all their own required necessary consents, approvals and permits, including regulatory authorities and the Stock Exchange (if applicable) in respect of the Possible Investment;
- (3) The Group being satisfied with the structure of investment and transaction; and
- (4) Completion of a valuation report of Target Company by a valuer approved by the Group.

The parties will negotiate in good faith to proceed with the conclusion of the definitive agreement promptly no later than 90 days from the date of this Letter of Intent or at a later date mutually agreed by both parties.

Besides the provisions of exclusive rights, confidentiality, notices, fees, legal validity, copies, applicable laws and jurisdiction and third-party rights, the Letter of Intent does not constitute a legally binding commitment between the parties regarding to Possible Investment and related proposed transaction.

LISTING RULES IMPLICATION

The Possible Investment, if materialised, may constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules. The Company will make further announcement as and when appropriate and comply with all applicable requirements under the Listing Rules.

The Board hereby emphasizes that the Letter of Intent is not legally binding. Shareholders of the Company and/or potential investors are reminded that the Possible Investment is subject to, among other things, the entering into of the definitive agreement between the parties, the terms of which are yet to be finalised. The Possible Investment is also subject to and conditional upon such conditions as may be agreed by the parties to the definitive agreement. The Letter of Intent may or may not lead to the entering into of the definitive agreement and the Possible Investment may or may not proceed. Shareholders of the Company and/or potential investors are advised to exercise caution when dealing with the securities of the Company.

By the order of the Board of
Huscoke Resources Holdings Limited
So Chiu Fung
Executive Director

Hong Kong, 15 November 2018

As at the date of this announcement, the Board comprises Mr. Zhao Xu Guang and Mr. So Chiu Fung as executive Directors, Mr. Wong Siu Hung, Patrick and Mr. Huang Man Yem as non-executive Directors, Mr. Lam Hoy Lee, Laurie, Mr. Lau Ka Ho and Mr. To Wing Tim, Paddy as independent non-executive Directors