



# HUSCOKE RESOURCES HOLDINGS LIMITED

## 和嘉資源控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 704)

### Proxy Form for use at the Special General Meeting to be held on Monday, 5 February 2018 (or at any adjournment thereof)

I/We <sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ shares of HK\$0.01 each in the capital  
of Huscoke Resources Holdings Limited (the "Company"), hereby appoint <sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_

or failing him, the Chairman of the meeting, as my/our proxy to attend on my/our behalf at the special general meeting of the Company ("SGM") to be held at Room 2301, 23rd Floor, Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on Monday, 5 February 2018 at 2:30 p.m. (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing, with or without amendments, the resolution as set out in the notice convening the SGM and to vote for me/us and in my/our name(s) in respect of the resolution proposed under the numbered items in the said notice as indicated below and, if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the SGM and/or any adjournment thereof.

Please tick ("✓") in the appropriate box to indicate how you wish your vote(s) to be cast.

ORDINARY RESOLUTION		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1	<p>(a) To approve the entering into of the Amendment Letter of CB, the Alteration of certain terms and conditions of the CB and the transactions contemplated thereunder (including but not limited to the Alteration).</p> <p>(b) To approve the specific mandate to the Directors to exercise the power of the Company to allot and issue of the conversion shares upon exercise of the conversion rights attached to the CB in accordance with the terms and conditions of the CB as altered by the Amendment Letter.</p> <p>(c) To authorise the Directors to carry out and implement the Amendment Letter and the transactions contemplated thereunder into full effect and to agree to such variation, amendment or waiver as are in the reasonable opinion of the Directors in the interests of the Company and its shareholders as a whole provided that such variation, amendment or waiver shall not be fundamentally different from the terms as provided in the Amendment Letter.</p>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018 Signed <sup>5</sup>: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s) to which the proxy related. If no number is inserted, this form will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any alternation made to this form must be initialed by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to complete any of the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the SGM other than those referred to in the notice convening the SGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing, or, in the case of a corporation, must be signed either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding, the first named being the senior.
- To be valid, this form of proxy together with power of attorney, or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting (or any adjourned meeting thereof).
- The proxy need not be a member of the Company but must attend the SGM in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting at the SGM (or any adjourned meeting thereof) if you wish to do so and in such event, this form of proxy shall be deemed to be revoked.

#### PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" defined in the Personal Data (Privacy) Ordinance, Cap 486 of the Laws of Hong Kong ("PDPO"), which includes your and your proxy's name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the "Purposes"). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfill the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Computershare Hong Kong Investor Services Limited at the above address.