
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should immediately consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Huscoke Resources Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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HUSCOKE RESOURCES HOLDINGS LIMITED
和嘉資源控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 704)

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES;
RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Huscoke Resources Holdings Limited (the "Company") to be held at Room 2301, 23/F, Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on Friday, 2 June 2017 at 3:00 p.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk) and the website of the Company (www.huscoke.com).

Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible and, in any event, so as to be received no later than Wednesday, 31 May 2017 at 3:00 p.m. (Hong Kong time). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the annual general meeting, or any adjournment thereof if you so wish.

2 May 2017

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DEFINITIONS

In this circular, unless otherwise indicated in the context, the following expressions have the following meanings:

“AGM”	the 2016 annual general meeting of the Company to be held at Room 2301, 23/F, Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on Friday, 2 June 2017 at 3:00 p.m.
“Board”	the board of Directors
“Bye-laws”	the bye-laws from time to time adopted by the Company
“close associate”	shall have the meaning ascribed to it under the Listing Rules
“Company”	Huscoke Resources Holdings Limited, a company incorporated in Bermuda with limited liability, whose Shares are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong for the time being
“Latest Practicable Date”	26 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the notice of the AGM
“Repurchase Mandate”	the proposed mandate to the Directors to repurchase Shares pursuant to Ordinary Resolution No. 4 as set out in the notice of the AGM in its present or any amended form

DEFINITIONS

“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong as amended from time to time
“Shares”	fully paid shares of HK\$0.01 each of the Company
“Shareholder(s)”	holder(s) of the Shares
“Share Issue Mandate”	the proposed mandate to the Directors to allot, issue and deal with Shares pursuant to Ordinary Resolution No. 5 as set out in the notice of the AGM in its present or any amended form
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiaries”	a subsidiary (within the meaning of the Companies Ordinance or section 86 of the Companies Act) for the time being and from time to time of the Company
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers and ShareBuy-backs issued by the Securities and Futures Commission as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



HUSCOKE RESOURCES HOLDINGS LIMITED

和嘉資源控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 704)

Executive Directors:

Mr. Zhao Xu Guang

Mr. Wong Siu Hung, Patrick

Non-Executive Directors:

Mr. Huang Man Yem

Mr. Li Baoqi

Independent Non-Executive Directors:

Mr. Lam Hoy Lee, Laurie

Mr. Lau Ka Ho

Mr. To Wing Tim, Paddy

Registered office:

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

Principal place of

business in Hong Kong:

Room 2301, 23/F

Tower One, Lippo Centre,

89 Queensway

Admiralty

Hong Kong

2 May 2017

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES;
RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM to enable you to make a decision on whether to vote for or against the resolutions, among other matters, for (i) the granting of the Repurchase Mandate and the Share Issue Mandate to the Directors to repurchase Shares and allot, issue and deal with new Shares respectively; and (ii) the re-election of Directors retiring at the AGM.

LETTER FROM THE BOARD

SHARE REPURCHASE MANDATE AND SHARE ISSUE MANDATE

To provide flexibility to the Directors, an Ordinary Resolution will be proposed at the AGM that the Directors be given the Repurchase Mandate to exercise all powers of the Company to purchase issued Shares subject to the limitation set out in the Ordinary Resolution No. 4. In particular, Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number of Shares as represents 10% of the number of issued Shares on the date of passing the Ordinary Resolution No. 4.

Ordinary Resolution will also be proposed at the AGM to authorize (a) the granting of the Share Issue Mandate to the Directors to allot, issue and deal with Shares not exceeding 20% of the number of issued Shares as at the date of the passing of Ordinary Resolution No. 5 and (b) the extension of the Share Issue Mandate by adding to such mandate the number of Shares to be repurchased by the Company under the Repurchase Mandate in the terms as set out in Ordinary Resolution No. 6.

As at the Latest Practicable Date, the number of Shares in issue were 2,596,625,258 Shares. On the basis of such figures (and assuming no new Shares will be issued and no Shares will be repurchased prior to the date of the AGM), exercise in full of the Share Issue Mandate will enable the Directors to allot, issue and deal with 519,325,051 Shares.

An explanatory statement as required under the Listing Rules to provide the requisite information of the Repurchase Mandate is set out in Appendix I.

Shareholders should note that both the Repurchase Mandate and the Share Issue Mandate, if approved, will continue in force until the conclusion of the next annual general meeting of the Company or an earlier date as referred to in paragraph (c) of the Ordinary Resolution No. 4 and paragraph (d) of the Ordinary Resolution No. 5 as set out in the notice of the AGM respectively.

RE-ELECTION OF DIRECTORS

In accordance with bye-law 102(B) of the Bye-Laws of the Company, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill in a casual vacancy or as an addition to the Board but so that the maximum number of directors so appointed shall not exceed the number determined from time to time by the members in general meeting. Any Directors so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at the meeting, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

LETTER FROM THE BOARD

In accordance with bye-law 99 of the Bye-Laws of the Company, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation 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 became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.

Pursuant to bye-law 102(B) of the Bye-Laws of the Company, Mr. Zhao Xu Guang (Executive Director), being Director appointed by the Board on 17 November 2016, and Mr. Wong Siu Hung, Patrick (Executive Director) and Mr. Huang Man Yem (Non-Executive Director), being Directors appointed by the Board on 3 November 2016, will hold office only until the next following general meeting of the Company and will retire at the AGM. They will be eligible for re-election at the AGM.

Pursuant to bye-law 99 of the Bye-Laws of the Company, Mr. Li Baoqi (Non-Executive Director) and Mr. Lau Ka Ho (Independent Non-Executive Director) shall retire by rotation at the AGM. Being eligible for re-election, Mr. Lau Ka Ho will offer himself for re-election as Independent Non-Executive Director at the AGM.

Mr. Li Baoqi will not offer himself for re-election as Non-Executive Director at the AGM and confirms that he has no disagreement with the Board and there are no matters relating to his retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange.

At the AGM, ordinary resolutions will be proposed to re-elect each of Mr. Zhao Xu Guang and Mr. Wong Siu Hung, Patrick as Executive Director, to re-elect Mr. Huang Man Yem as Non-Executive Director and to re-elect Mr. Lau Ka Ho as Independent Non-Executive Director.

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

AGM

A copy of the notice of the AGM to be held at Room 2301, 23/F, Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong at 3:00 p.m. on Friday, 2 June 2017 is set out on pages 16 to 20 of this circular. The Ordinary Resolutions to approve the granting of the Repurchase Mandate and the Share Issue Mandate will be proposed at such meeting.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed. **Whether or not you are able to attend the meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible and, in any event, so as to be received no later than Wednesday, 31 May 2017 at 3:00 p.m. (Hong Kong time)** Completion and delivery of the form of proxy will not prevent you from attending and voting at the AGM if you so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. All the resolutions set out in the notice of the AGM will be decided by poll in accordance with the Listing Rules. The chairman of the AGM would explain the detailed procedure for conducting a poll at the commencement of the AGM.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share registered in his/her name in the register of Shareholders. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same manner.

RECOMMENDATIONS

The Directors believe that the proposed Ordinary Resolutions for approving the Share Issue Mandate, the Repurchase Mandate and the extension of the general mandate, and the re-election of the Directors at the AGM are in the best interests of the Company and its Shareholders and so recommend you to vote in favour of the Ordinary Resolutions at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

LETTER FROM THE BOARD

GENERAL INFORMATION

Your attention is also drawn to the additional information as set out in the Appendices to this circular.

Yours faithfully,

For and on behalf of

HUSCOKE RESOURCES HOLDINGS LIMITED

Wong Siu Hung, Patrick

Executive Director

APPENDIX I REPURCHASE MANDATE EXPLANATORY STATEMENT

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you to enable you to make an informed decision on whether to vote for or against the Ordinary Resolution to approve the Repurchase Mandate.

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid up shares on the Stock Exchange subject to certain restrictions.

MAXIMUM NUMBER OF SHARES TO BE REPURCHASED

A maximum of 10% of the number of issued Shares at the date of the proposed Ordinary Resolution may be repurchased. As at the Latest Practicable Date, the number of Shares in issue were 2,596,625,258 Shares. On the basis of such figures (and assuming no new Shares will be issued and no Shares will be repurchased after the Latest Practicable Date, and up to the date of passing the Ordinary Resolution), the Directors would be authorised to repurchase Shares up to a limit of 259,662,525 Shares during the period in which the Repurchase Mandate remains in force.

REASONS FOR THE REPURCHASE MANDATE

The Directors believe that the ability to repurchase Shares under the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchases may, depending on the circumstances, result in an increase in net assets and/or earnings per Share. The Directors are therefore seeking the grant of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be purchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing.

SOURCE OF FUNDS

It is expected that the funds required for repurchases of Shares under the Repurchase Mandate would be derived from the capital paid up on the Shares being repurchased (if applicable) and from the distributable profits of the Company, which will be funds legally available for such purpose in accordance with the memorandum of association (the “Memorandum of Association”) of the Company and Bye-laws, the Listing Rules and the applicable laws of Bermuda.

IMPACT ON REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited financial statements for the year ended 31 December 2016) in the event that authorised repurchases of Shares are carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates has any present intention, in the event that the Repurchase Mandate is granted by Shareholders, to sell Shares to the Company.

No core connected person of the Company as defined in the Listing Rules has notified the Company that he/she has a present intention to sell any Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to repurchase its Shares.

EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate (if approved to be granted by Shareholders at the AGM), such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued capital of the Company. Their respective interest as at the Latest Practicable Date is shown under the column "Before repurchase" while their respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the Ordinary Resolutions in relation to the Repurchase Mandate to be proposed at the AGM (and assuming that the number of issued Shares remains unchanged up to the date of the AGM) is shown under the column "After repurchase".

APPENDIX I REPURCHASE MANDATE EXPLANATORY STATEMENT

	Before repurchase	After repurchase
Shun Wang Investments Limited (<i>Note a</i>)	53.92%	59.91%
Zhao Xu Guang (<i>Note a</i>)	53.92%	59.91%
Wu Ying	5.06%	5.62%

Note:

- (a) These shares are owned by Shun Wang Investments Limited, a company incorporated in British Virgin Islands with limited liability. The shares of Shun Wang Investments Limited are wholly owned by Mr. Zhao Xu Guang, an executive Director.

The above are calculated based on issued shares of 2,596,625,258, being the total number of issued shares of the Company as at the Latest Practicable Date.

The Directors will not make repurchase of Shares if the results of the repurchase would be that less than 25% of the number of issued Shares would be in public hands. The Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

SHARE PRICES

During each of the 12 months preceding the Latest Practicable Date, the highest and lowest traded prices per Share on the Stock Exchange were as follows:

Year	Month	Highest (HK\$)	Lowest (HK\$)	
2016	April	0.300	0.260	
	May	0.550	0.190	
	June	0.234	0.156	
	July	0.197	0.155	
	August	0.196	0.164	
	September	0.243	0.177	
	October	0.295	0.198	
	November	0.248	0.205	
	December	0.218	0.158	
	2017	January	0.180	0.149
		February	0.200	0.164
		March	0.265	0.192
April (up to the Latest Practicable Date)		0.226	0.192	

APPENDIX I REPURCHASE MANDATE EXPLANATORY STATEMENT

SHARES PURCHASED BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda, the Memorandum of Association and Bye-laws.

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

Details of retiring Directors subject to re-election at the AGM are set out below:

Mr. Zhao Xu Guang

Mr. Zhao, aged 53, is an Executive Director, the Chairman of the Nomination Committee and the Chairman of the Board of the Company since 17 November 2016.

Mr Zhao worked for the Ministry of Foreign Trade and Economic Cooperation of the People's Republic of China. He also acted as chairman, general manager and director of various enterprises specializing in trading, investment, property and in the energy field. He served as chairman and executive director of Titan Petrochemicals Group Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1192) from July 2012 to September 2015. Mr. Zhao has more than 20 years of experience in business decision-making and management. He graduated from Guangdong University of Foreign Studies with a Bachelor of Economics degree.

There is no service contract entered into between the Company and Mr Zhao. He is subject to retirement and re-election at the AGM of the Company pursuant to the Bye-Laws of the Company and the Listing Rules. He will be entitled to a monthly director fee of HK\$65,000 (which is payable at the level of the Company) and a monthly salary of HK\$95,000 (which is payable at the level of Huscoke International Group Ltd., a wholly owned subsidiary of the Company), which were determined by the remuneration committee of the Group with reference to his duties and responsibilities within the Group, the Group's remuneration policy and the prevailing market condition. He is also entitled to a discretionary bonus for each financial year, which is payable at the discretion of the Board (or, if so delegated, the remuneration committee of the Board) and determined with reference to the Group's results and performance for the financial year concerned.

Save as disclosed in this circular, Mr Zhao does not hold any other position in the Company and its subsidiaries and has not been a director of other listed companies in Hong Kong or overseas in the past three years or possessed any other professional qualifications.

Mr. Zhao did not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr Zhao is a substantial shareholder who is the beneficial owner of 1,400,000,000 shares of the Company which represent approximately 53.92% of the Company's issued shares at the date of this announcement. If full conversion of all convertible bonds issued by the Company is taken place, Mr. Zhao's shareholding will become approximately 51.08% of the issued

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

share capital of the Company as enlarged by the conversion shares. Save as disclosed in this circular, Mr Zhao did not have any interest or deemed interest in the securities of the Company within the meaning of Part XV of the SFO, and there are no other matters concerning Mr. Zhao that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Wong Siu Hung, Patrick

Mr. Wong, aged 61, is an Executive Director of the Company since 3 November 2016. Subsequent to the appointment of Executive Director, he was appointed as a Joint General Manager and Authorized Representative of the Company on 17 November 2016. He was further redesignated as a General Manager on 25 November 2016.

Mr. Wong is an Associate member of Chartered Institute of Bankers, United Kingdom and holds a Master degree in Applied Finance from Macquarie University, Australia. He has more than 30 years of working experience in banking, finance, commodity trading and project development. He was an executive director of Titan Petrochemicals Group Limited (“Titan Petrochemicals”), the shares of which are listed on the Stock Exchange (stock code: 1192) between 2008 and 2015. Prior to joining Titan Petrochemicals, Mr. Wong was the senior vice president of Commodity and Trade Finance at Societe Generale Singapore and the chief executive officer in the China Division of Louis Dreyfus Group, a global commodity trading firm.

There is no service contract entered into between the Company and Mr. Wong. He is subject to retirement and re-election at the AGM of the Company pursuant to the Bye-Laws of the Company and the Listing Rules. He will be entitled to a monthly director fee of HK\$65,000 (which is payable at the level of the Company) and a monthly salary of HK\$45,000 (which is payable at the level of Huscoke International Group Ltd., a wholly owned subsidiary of the Company), which were determined by the remuneration committee of the Group with reference to his duties and responsibilities within the Group, the Group’s remuneration policy and the prevailing market condition. He is also entitled to a discretionary bonus for each financial year, which is payable at the discretion of the Board (or, if so delegated, the remuneration committee of the Board) and determined with reference to the Group’s results and performance for the financial year concerned.

Save as disclosed in this circular, Mr. Wong does not hold any other position in the Company or its subsidiaries and has not been a director of other listed companies in Hong Kong or overseas in the past three years or possessed any other professional qualifications.

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

Mr. Wong did not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, he does not have any interest or deemed interest in the shares of the Company within the meaning of Part XV of the SFO, and there are no other matters concerning Mr. Wong that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Huang Man Yem

Mr. Huang, aged 42, is a Non-Executive Director of the Company since 3 November 2016.

Mr. Huang holds a Master degree of Corporate Finance from the Hong Kong Polytechnic University and a Bachelor of Engineering in Electronic Engineering from City University of Hong Kong. He has more than 15 years of working experience in corporate development and restructuring, corporate establishment and M&A projects, and capital market transactions (i.e. equities and bonds/debts) on the stock exchanges of Hong Kong and Singapore respectively. He is currently the general manager of the Shanghai branch office of Expert Systems IVR (Asia) Co. Ltd., a Hong Kong based subsidiaries of Asia-Pacific Region Unified Communications solution provider engaged in Unified Communications solutions development and corporate establishment consultant business and was also a former member of the senior management of Titan Petrochemicals from April 2002 to May 2014.

There is no service contract entered into between the Company and Mr. Huang. He is subject to retirement and re-election at the AGM of the Company pursuant to the Bye-Laws of the Company and the Listing Rules. He will hold office until the next annual general meeting of the Company and will retire at that general meeting but will be eligible for re-election pursuant to the Bye-Laws of the Company and the Listing Rules. He will be entitled to a monthly director fee of HK\$15,000 (which is payable at the level of the Company), which was determined by the remuneration committee of the Company with reference to his duties and responsibilities within the Company, the Company's remuneration policy and the prevailing market condition. He is also entitled to a discretionary bonus for each financial year, which is payable at the discretion of the Board (or, if so delegated, the remuneration committee of the Board) and determined with reference to the Group's results and performance for the financial year concerned.

Save as disclosed in this circular, Mr. Huang does not hold any other position in the Company or its subsidiaries and has not been a director of other listed companies in Hong Kong or overseas in the past three years or possessed any other professional qualifications.

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

Mr. Huang did not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, he does not have any interest or deemed interest in the shares of the Company within the meaning of Part XV of the SFO, and there are no other matters concerning Mr. Huang that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Lau Ka Ho

Mr. Lau, aged 42, has been appointed as an independent non-executive Director of the Company since April 2011 and is a member of the Remuneration Committee and the Nomination Committee, and the chairman of Audit Committee.

Mr. Lau is currently the chief financial officer and company secretary of Ajisen (China) Holdings Limited, a company listed on the main board of the Stock Exchange. Mr. Lau has over 15 years' experience in audit, finance and business advisory, during which he worked for Deloitte Touche Tohmatsu and various listed companies in Hong Kong. Mr. Lau graduated from the Hong Kong Polytechnic University with a bachelor degree in Accountancy. He is a certified public accountant and a member of the Hong Kong Institute of Certified Public Accountants.

Mr. Lau did not hold any directorship in other listed companies in the last three years. As at the Latest Practicable Date, Mr. Lau did not have any relationship with any Directors, senior management, and substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

There is no service contract entered into between the Company and Mr. Lau. Mr. Lau is not appointed for a specific term. He is subject to retirement by rotation and re-election at the AGM of the Company pursuant to the Bye-Laws of the Company and the Listing Rules. He is entitled to a monthly director fee of HK\$10,000 which was determined by the remuneration committee of the Group with reference to his duties and responsibilities within the Group, the Group's remuneration policy and the prevailing market condition. He is also entitled to a discretionary bonus for each financial year, which is at the Board's discretion and determined with reference to the Group's results and performance for the financial year concerned.

Save as disclosed in this circular, the Board is not aware of any information in relation to any of the above new Director, which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and any other matters that need to be brought to the attention of the shareholders of the Company.

NOTICE OF AGM



HUSCOKE RESOURCES HOLDINGS LIMITED

和嘉資源控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 704)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Huscoke Resources Holdings Limited (the “**Company**”) will be held at Room 2301, 23/F, Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on Friday, 2 June 2017 at 3:00 p.m. for the following purposes:

- (1) To receive and consider the audited financial statements and the reports of the directors of the Company (the “**Directors**”) and auditors for the year ended 31 December 2016;
- (2)
 - (i) To re-elect Mr. Zhao Xu Guang as an executive Director.
 - (ii) To re-elect Mr. Wong Siu Hung, Patrick as an executive Director.
 - (iii) To re-elect Mr. Huang Man Yem as a non-executive Director.
 - (iv) To re-elect Mr. Lau Ka Ho as an independent non-executive Director.
 - (v) To authorise the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
- (3) To re-appoint Messrs. Ernst & Young as the auditors of the Company and to authorise the Board to fix their remuneration;

NOTICE OF AGM

- (4) As special business, to consider and, if thought fit, pass, with or without amendment, the following resolutions as an ordinary resolution of the Company:

“THAT

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period of all powers of the Company to purchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission (“**SFC**”) of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or requirements of the Stock Exchange and the SFC or other applicable rules and regulations as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares which may be repurchased or agreed conditionally or unconditionally to be repurchased pursuant to paragraph (a) of this resolution during the Relevant Period shall be no more than 10 per cent. of the number of issued shares (the “**Shares**”) of the Company at the date of passing of this resolution and the said approval shall be limited accordingly;
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (A) the conclusion of the next annual general meeting of the Company;
- (B) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company (the “**Bye-laws**”) to be held; and
- (C) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

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- (5) As special business, to consider and, if thought fit, pass, with or without amendment, the following resolutions as an ordinary resolution of the Company:

“THAT

- (a) subject to the limitation mentioned in paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into shares or options, warrants or similar rights to subscribe for any shares in the Company and to make or grant offers, agreements and options, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, securities or similar rights to subscribe for or are convertible into shares of the Company), which might require the exercise of such powers after the end of the Relevant Period;
- (c) the number of issued Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (A) a Rights Issue, (B) the exercise of options granted under any share option scheme adopted by the Company from time to time, (C) any scrip dividend or similar scheme providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the Bye-laws, and (D) the exercise of the rights of subscription or conversion under the terms of any securities or bonds which are convertible into shares in the capital of the Company, shall not exceed the aggregate of (i) 20 per cent. of the number of issued Shares at the date of passing this resolution and (ii) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of issued Shares purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the number of issued Shares as at the date of passing of this resolution), and the said approval shall be limited accordingly; and

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(d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(A) the conclusion of the next annual general meeting of the Company;

(B) the expiration of the period within which the next annual general meeting of the Company is required by law or the Bye-laws to be held; and

(C) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Company or by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

(6) As special business, to consider and, if thought fit, pass, with or without amendment, the following resolutions as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolutions numbered 4 and 5 as set out above, the general mandate granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with the shares of the Company pursuant to the said resolution numbered 5 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares of the Company repurchased by the Company under the authority granted pursuant to the said resolution numbered 4, provided that such amount shall not exceed 10 per cent. of the number of issued Shares in issue as at the date of passing of the said resolution numbered 4.”

By Order of the Board
Wong Siu Hung, Patrick
Executive Director

Hong Kong, 2 May 2017

NOTICE OF AGM

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Principal place of business in Hong Kong:

Room 2301, 23/F
Tower One, Lippo Centre
89 Queensway
Admiralty
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice may appoint one or more proxies to attend the meeting and vote on a poll instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of authority (if any) under which it is signed or a notarially certified copy of such power of authority 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 no later than Wednesday, 31 May 2017 at 3:00 p.m. (Hong Kong time).
3. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the Meeting will be Friday, 26 May 2017. All transfers of shares of the Company accompanied by the relevant share certificates must be lodged with 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 for registration no later than 4:30 p.m. on Friday, 26 May 2017.