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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)**

## **COMPLETION OF SUBSCRIPTIONS OF SUBSCRIPTION SHARES AND CONVERTIBLE BONDS**

References are made to (i) the announcement of Huscoke Resources Holdings Limited (the “**Company**”) dated 13 April 2016 (the “**CB Announcement**”) in relation to the CB Issue and dated 31 May 2016 in relation to the extension of long stop date of the CB Subscription Agreement (the “**CB Extension Announcement**”); (ii) the circular of the Company dated 15 April 2016 (the “**Circular**”) in respect of, among other things, the proposed Subscription and the application for the Whitewash Waiver; (iii) the announcement of the Company dated 23 May 2016 in relation to, among other things, the extension of long stop date of the Subscription Agreement (the “**Subscription Extension Announcement**”) (iv) the announcements of the Company dated 30 August 2016 and 29 September 2016 in relation to further extension of long stop date of the Subscription Agreement and the CB Subscription Agreement (the “**Further Extension Announcements**”); and (v) the announcement of the Company dated 28 October 2016 in relation to the update on the Subscription Agreement and the CB Subscription Agreement (the “**Update Announcement**”). Capitalised terms used herein shall have the same meanings as defined in the CB Announcement, the CB Extension Announcement, the Circular, the Subscription Extension Announcement, the Further Extension Announcements and the Update Announcement unless the context requires otherwise.

## **COMPLETION OF SUBSCRIPTIONS OF SUBSCRIPTION SHARES AND CONVERTIBLE BONDS**

The Board is pleased to announce that the completion of the subscriptions of Subscription Shares and the CB (the “**Subscriptions**”) took place on 2 November 2016 (the “**Subscriptions Completion**”).

Immediately before the Subscriptions Completion, the Company had 1,003,625,258 Shares in issue. Pursuant to the Subscription Agreement and the CB Subscription Agreement, a total of 1,400,000,000 Subscription Shares and the CB in the aggregate principal amount of HK\$43,277,093.08 (which entitles Kailuan (Hong Kong) International Co. Ltd. (the “**CB Subscriber**”) to subscribe for 144,256,976 Conversion Shares (after the Capital Reorganisation became effective on 12 May 2016) at the Conversion Price of HK\$0.3 per Conversion Share) were issued and allotted to the Subscriber and the CB Subscriber in accordance with the terms and conditions of the Subscription Agreement and the CB Announcement. Accordingly, immediately after the completion of the Subscriptions and assuming no conversion of the CB, there are 2,403,625,258 Shares in issue.

Set out below is the shareholding structure of the Company (i) immediately before Subscriptions Completion; (ii) immediately upon Subscriptions Completion and assuming no conversion of the CB; and (iii) for illustrative purposes, immediately upon Subscriptions Completion and assuming full conversion of the CB and the First CB (as defined below) at their respective Conversion Price of HK\$0.3 per Conversion Share and HK\$2.0 per Conversion Share:

| Shareholders   | Immediately before Subscriptions Completion |                  | Upon Subscriptions Completion and assuming no conversion of the CB and the First CB |                  | For illustrative purposes, upon Subscriptions Completion and assuming full conversion of the CB and the First CB at their respective Conversion Price of HK\$0.3 per Conversion Share and HK\$2.0 per Conversion Share |                  |
|--|---|------------------|---|------------------|--|------------------|
|  | <i>Number of Shares</i>                     | <i>Approx. %</i> | <i>Number of Shares</i>   | <i>Approx. %</i> | <i>Number of Shares</i>  | <i>Approx. %</i> |
|  |   |                  |   |                  |  |                  |
| The Subscriber, its ultimate beneficial owner and the parties acting in concert with any of them | —   | —                | 1,400,000,000   | 58.25            | 1,400,000,000  | 51.08            |
| Mr. Wu Jixian (“ <b>Mr. Wu</b> ”) (Note 1)   | 131,400,000                                 | 13.09            | 131,400,000   | 5.46             | 324,400,000  | 11.84            |
| The CB Subscriber  | —   | —                | —   | —                | 144,256,976  | 5.26             |
| <i>Director</i>  |   |                  |   |                  |  |                  |
| To Wing Tim Paddy (Note 2)   | 232,000                                     | 0.02             | 232,000   | 0.01             | 232,000  | 0.01             |
| Public Shareholders  | 871,993,258                                 | 86.89            | 871,993,258   | 36.28            | 871,993,258  | 31.81            |
| <b>Total</b>   | <b>1,003,625,258</b>                        | <b>100.00</b>    | <b>2,403,625,258</b>  | <b>100.00</b>    | <b>2,740,882,234</b>   | <b>100.00</b>    |

*Notes:*

1. Mr. Wu beneficially owned 131,400,000 Shares and was interested in convertible bonds in the aggregate principal amount of HK\$386 million (the “**First CB**”), which were convertible into 193,000,000 Shares. References are made to the announcements of the Company dated 5 November 2015, 3 February 2016 and 20 April 2016, Mr. Wu signed a placing agreement with a Hong Kong licensed (Type 1) placing agent and agreed the placing agent to procure on a best effort basis to sell all the First CB until the end of placing period on 31 May 2016. On 6 May 2016, the Company was informed that a purchaser agreed to purchase part of the First CB from Mr. Wu in the aggregate principal amount of HK\$196,000,000, which are convertible into 98,000,000 shares of the Company. The said amount of the First CB was duly transferred from Mr. Wu to the purchaser and converted into 98,000,000 new shares of the Company on the same day, representing approximately 9.76% of the total issued share capital of the Company.
2. Among the 232,000 Shares held by To Wing Tim, Paddy, an independent non-executive Director, 60,000 Shares were held by him as beneficial owner and 172,000 Shares were held by his spouse, Leung Yuet Mel.

By order of the Board  
**Huscoke Resources Holdings Limited**  
**Li Baoqi**  
*Executive Director*

Hong Kong, 2 November 2016

*As at the date of this announcement, the executive Director of the Company is Mr. Li Baoqi, the independent non-executive Directors of the Company are Mr. Lam Hoy Lee, Laurie, Mr. Lau Ka Ho and Mr. To Wing Tim, Paddy.*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*