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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)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 11 MAY 2016

Reference is made to the circular of Huscoke Resources Holdings Limited (the “Company”) dated 15 April 2016 (the “Circular”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Circular.

At the special general meeting (the “SGM”) of the Company held on 11 May 2016, all the proposed resolutions as set out in the notice of the SGM were duly passed by way of poll. The poll results were as follows:

SPECIAL RESOLUTION (Note 1)		For (Note 2)	Against (Note 2)
1.	To approve the Capital Reorganisation and the transactions contemplated thereunder (including but not limited to the Share Consolidation, Capital Reduction and Capital Increase)	553,363,436 (100%)	0 (0.00%)
ORDINARY RESOLUTIONS (Note 1)		For (Note 2)	Against (Note 2)
2.	To approve the Subscription Agreement and the transactions contemplated thereunder and the allotment and issue of the Subscription Shares and the granting of the specific mandate	553,363,436 (100%)	0 (0.00%)
3.	To approve the Whitewash Waiver and to authorize the Directors to do all such acts and things and execute all such documents under seal where applicable as he considers necessary, desirable or expedient in connection with the implementation of and giving effect to any matters relating to or incidental to the Whitewash Waiver	553,363,436 (100%)	0 (0.00%)
4.	To approve the appointment of Mr. Wong Siu Hung Patrick as an executive Director and to authorize the Board to fix his remuneration	553,363,436 (100%)	0 (0.00%)
5.	To approve the appointment of Mr. Haemon Huang Man Yem as an executive Director and to authorize the Board to fix his remuneration	553,363,436 (100%)	0 (0.00%)

- Notes:*
1. The full text of the resolutions are set out in the notice of the SGM.
 2. The number of votes and percentage of voting Shares are based on the total number of the issued Shares held by the Shareholders who cast votes at the SGM in person or by proxy.

As more than 75% of the votes were cast in favour of the special resolution and more than 50% of the votes were cast in favour of the ordinary resolutions, all the resolutions were duly passed at the SGM.

As at the date of the SGM, the number of issued shares of the Company was 5,018,126,292 Shares.

Shareholders who are (i) the Subscriber, its ultimate beneficial owner or any of their respective associates; (ii) any parties acting in concert with the Subscriber or its ultimate beneficial owner; or (iii) parties involved or interested in the Subscription or the Whitewash Waiver are required to abstain from voting on the ordinary resolutions to approve the relevant transactions contemplated under the Subscription Agreement (as supplemented by the Supplemental Agreement) and the Whitewash Waiver respectively, at the SGM. Mr. Wu Jixian, who is a holder of 657,000,000 Shares and is considered to be interested in the Subscription and the Whitewash Waiver, has abstained from voting on all the resolutions at the SGM.

Other than Mr. Li Baoqi and Mr. Gao Jianguo who were involved in the discussion and negotiation of the Subscription Agreement and the Supplemental Agreement on behalf of the Company and are considered to have interest in the Subscription Agreement and/or the Supplemental Agreement and the transactions contemplated thereunder and the Whitewash Waiver, none of the Directors is required to abstain from voting on all the resolutions proposed at the SGM.

The total number of Shares entitling the holders thereof to attend and vote on the resolutions at the SGM is 4,361,126,292 Shares. There were no Shares entitling the holders thereof to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules.

The Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, acted as the scrutineer for the vote-taking at the SGM.

CHANGES IN SHAREHOLDING STRUCTURE

Set out below is the shareholding structure of the Company (i) as the date of the SGM; (ii) immediately after the Capital Reorganisation becoming effective but before the Subscription Completion; (iii) after the Capital Reorganisation becoming effective and immediately after the Subscription Completion (assuming that there is no change in the issued share capital of the Company other than the issue of the Subscription Shares);

	As at the date of the SGM		Immediately after the Capital Reorganisation becoming effective but before the Subscription Completion		After the Capital Reorganisation becoming effective and immediately after the Subscription Completion	
	No. of Shares	Approx. %	No. of Shares	Approx. %	No. of Shares	Approx. %
The Subscriber, its ultimate beneficial owner and the parties acting in concert with any of them	—	—	—	—	1,400,000,000	58.25
Mr. Wu (<i>Note 1</i>)	657,000,000	13.09	131,400,000	13.09	131,400,000	5.47
Easy Task Holdings Limited (<i>Note 2</i>)	490,000,000	9.76	98,000,000	9.76	98,000,000	4.08
Directors						
Gao Jianguo (<i>Note 3</i>)	25,062,000	0.50	5,012,400	0.50	5,012,400	0.21
To Wing Tim Paddy (<i>Note 4</i>)	1,160,000	0.02	232,000	0.02	232,000	0.01
Public Shareholders	<u>3,844,904,292</u>	<u>76.62</u>	<u>768,980,858</u>	<u>76.62</u>	<u>768,980,858</u>	<u>31.99</u>
Total:	<u><u>5,018,126,292</u></u>	<u><u>100</u></u>	<u><u>1,003,625,258</u></u>	<u><u>100</u></u>	<u><u>2,403,625,258</u></u>	<u><u>100</u></u>

Notes:

1. Mr. Wu beneficially owned 657,000,000 Shares and was interested in Convertible Bonds in the aggregate principal amount of HK\$386,000,000, which were convertible into 965,000,000 Shares.
2. Easy Task Holdings Limited is a company incorporated in the British Virgin Islands and is wholly owned by Value Convergence Holdings Limited, the shares of which are listed on the main board of the Stock Exchange (stock code: 821).
3. Gao Jianguo, an executive Director, beneficially owned 25,062,000 Shares and was granted Options entitling to subscribe for a maximum of 25,000,000 Shares upon exercise of the Options in full.
4. Among the 1,160,000 Shares held by To Wing Tim, Paddy, an independent non-executive Director, 300,000 Shares were held by him as beneficial owner and 860,000 Shares were held by his spouse, Leung Yuet Mel.

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

Hong Kong, 11 May 2016

As at the date of this announcement, the executive Directors of the Company are Mr. Gao Jianguo and 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 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.