



# 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 Annual General Meeting to be held on Wednesday, 1 June 2016 (or at any adjournment thereof)

I/We <sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ shares of HK\$0.10 each (or HK\$0.01 each assuming that the Capital Reorganisation as defined in the circular of the Company dated 15 April 2016 having become effective) 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 annual general meeting of the Company (“AGM”) to be held at 6/F, L’hotel, 18 King’s Road, Causeway Bay, Hong Kong on Wednesday, 1 June 2016 at 10:30 a.m. (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing, with or without amendments, the resolutions as set out in the notice convening the AGM and to vote for me/us and in my/our name(s) in respect of the resolutions 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 AGM and/or any adjournment thereof.

Please tick (“✓”) in the appropriate boxes to indicate how you wish your vote(s) to be cast.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and consider the audited financial statements and the reports of the directors of the Company (“Director(s)”) and auditors (“Auditors”) for the year ended 31 December 2015.		
2. (i)	To re-elect Mr. Lam Hoy Lee, Laurie as an independent non-executive Director.		
(ii)	To re-elect Mr. To Wing Tim, Paddy as an independent non-executive Director.		
(iii)	To authorise the board (“Board”) of Directors to fix the remuneration of the Directors.		
3.	To re-appoint Messrs. Ernst & Young as the auditors of the Company and authorise the Board to fix their remuneration.		
4.	To approve the general mandate to the Directors to exercise the power of the Company to purchase shares in the capital of the Company representing up to 10% of the number of issued shares.		
5.	To approve the general mandate to the Directors to exercise the power of the Company to allot issue and deal with additional shares not exceeding 20% of the number of issued shares.		
6.	To approve the extension to the general mandate granted to the Directors to issue shares by the number of shares repurchased.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016 Signed <sup>5</sup>: \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. 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).
3. 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 initialled by the person who signs it.
4. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE BOXES 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 AGM other than those referred to in the notice convening the AGM.
5. 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.
6. 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.
7. 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 appointed for holding the AGM.
8. The proxy need not be a member of the Company but must attend the AGM in person to represent you.
9. Completion and return of this form of proxy will not preclude you from attending and voting at the AGM if you wish to do so and in such event, this form of proxy shall be deemed to be revoked.