



# 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 Wednesday, 11 May 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 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 39/F, L'hotel, 18 King's Road, Causeway Bay, Hong Kong, on Wednesday, 11 May 2016 at 10:00 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 SGM 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 SGM and/or any adjournment thereof.

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

SPECIAL RESOLUTION #		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To approve the Capital Reorganisation and the transactions contemplated thereunder (including but not limited to the Share Consolidation, Capital Reduction and Capital Increase)		
ORDINARY RESOLUTIONS #			
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		
3.	To approve the Whitewash Waiver and to authorise 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		
4.	To approve the appointment of Mr. Wong Siu Hung Patrick as an executive Director and to authorise the Board to fix his remuneration		
5.	To approve the appointment of Mr. Haemon Huang Man Yem as an executive Director and to authorise the Board to fix his remuneration		

# The full text of the resolutions are set out in the notice convening the SGM

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 SGM other than those referred to in the notice convening the SGM.
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 and transfer office 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 SGM.
8. The proxy need not be a member of the Company but must attend the SGM in person to represent you.
9. Completion and return of this form of proxy will not preclude you from attending and voting at the SGM if you wish to do so and in such event, this form of proxy shall be deemed to be revoked.