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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of the shareholders (the “**Shareholders**”) of Huscoke Resources Holdings Limited (the “**Company**”) will be held at 39/F, L’hotel, 18 King’s Road, Causeway Bay, Hong Kong on Wednesday, 11 May 2016 at 10 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

All capitalized terms in this notice of the SGM which are not defined herein shall have the same meanings ascribed to them in the circular to the shareholders of the Company dated 15 April 2016.

SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon (i) The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reorganisation (as defined below) and (ii) the compliance by the Company with the relevant legal procedures and requirements under the Companies Act 1981 of Bermuda (the “**Act**”) and the bye-laws (“**Bye-laws**”) of the Company to effect the Capital Reorganisation, with effect from the first business day immediately following the date on which this resolution is passed (“**Effective Date**”):
 - (a) every five (5) issued and unissued existing shares of par value HK\$0.10 each (each an “**Existing Share**”) in the share capital of the Company be consolidated into one (1) consolidated share of par value HK\$0.50 each (each a “**Consolidated Share**”) (the “**Share Consolidation**”);
 - (b) subject to and forthwith upon the Share Consolidation having become effective, (i) the issued share capital of the Company on each of the issued Consolidated Share be reduced from HK\$0.50 to HK\$0.01 by cancelling the paid-up capital of the Company to the extent of HK\$0.49 on each of the issued Consolidated Share such that the par value of each issued Consolidated Share will be reduced from HK\$0.50 to HK\$0.01 (the “**Issued Share Capital Reduction**”); and (ii) the authorised share capital of the Company be reduced by reducing the par value of all Consolidated Shares from HK\$0.50 each to HK\$0.01

each resulting in the reduction of the authorised share capital of the Company from HK\$2,000,000,000 divided into 4,000,000,000 Consolidated Shares of par value HK\$0.50 each to HK\$40,000,000 divided into 4,000,000,000 new shares of par value HK\$0.01 each (each a “**New Share**”) (together with the Issued Share Capital Reduction, the “**Capital Reduction**”);

- (c) forthwith upon the Capital Reduction becoming effective, the authorised share capital of the Company be increased from HK\$40,000,000 into 4,000,000,000 New Shares of par value HK\$0.01 each to HK\$200,000,000 divided into 20,000,000,000 New Shares of par value HK\$0.01 each by the creation of 16,000,000,000 New Shares of par value HK\$0.01 each (the “**Capital Increase**”, together with the Share Consolidation and the Capital Reduction as the “**Capital Reorganisation**”);
- (d) the credit amount arising from the Issued Share Capital Reduction be transferred to the contributed surplus account of the Company and the directors of the Company (the “**Director(s)**”) be authorised to apply any credit balance in the contributed surplus account of the Company in accordance with the Bye-Laws and all applicable laws (including but not limited to the application of such credit balance to set off against the accumulated losses of the Company) without further authorisation from the shareholders (the “**Shareholder(s)**”) of the Company and all such actions in relation thereto be approved, ratified and confirmed; and
- (e) the Directors be and are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Capital Reorganisation and the transactions contemplated thereunder.”

ORDINARY RESOLUTIONS

2. “**THAT** subject to the passing of special resolution numbered 1 above:

- (a) the conditional subscription agreement dated 27 November 2015 (as supplemented by the supplemental agreement dated 15 December 2015) (the “**Subscription Agreement**”) and entered into between the Company as issuer and Shun Wang Investments Limited as subscriber (the “**Subscriber**”) in relation to the subscription of 1,400,000,000 New Shares (the “**Subscription Shares**”) at the subscription price of HK\$0.15 per Subscription Share (the “**Subscription Price**”) (a copy of which is produced to the SGM marked “A” and signed by the Chairman of the SGM for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon, among others, the Stock Exchange granting the listing of, and permission to deal in, the Subscription Shares, the allotment and issue of the Subscription Shares in accordance with the terms and conditions of the Subscription Agreement and the transactions contemplated thereunder be and is hereby approved;

- (c) the board of Directors (the “**Board**”) of the Company be and is hereby granted with a specific mandate to allot and issue the Subscription Shares to the Subscriber (or such other wholly owned subsidiary of the Subscriber as designated by the Subscriber); and
- (d) any one Director be and is hereby authorised to do all such things and acts as he may in his discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the execution all such documents under seal where applicable, as he considers necessary or expedient in his opinion to implement and/or give effect to the allotment and issue of the Subscription Shares and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its Shareholders as a whole.”
3. “**THAT**, subject to the granting of the Whitewash Waiver (as defined below) by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any of his delegate(s) and any conditions that may be imposed thereon, the waiver (the “**Whitewash Waiver**”) of the obligation on the part of the Subscriber, its ultimate beneficial owner and parties acting in concert with any of them to make a mandatory general offer to the Shareholders for all the issued New Shares (other than those already owned or agreed to be acquired by Subscriber, its ultimate beneficial owner and parties acting in concert with any of them) which might otherwise arise as a result of the Subscriber subscribing for the Subscription Shares under the Subscription Agreement pursuant to Note 1 on Dispensations from Rule 26 of The Code on Takeovers and Mergers be and is hereby approved, and that any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents under seal where applicable as he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to any of the matters relating to, or incidental to, the Whitewash Waiver.”
4. “**THAT** the appointment of Mr. Wong Siu Hung Patrick as an executive Director with effect from the Subscription Completion be and is hereby approved and the Board be is hereby authorised to fix his remuneration.”
5. “**THAT** the appointment of Mr. Haemon Huang Man Yem as an executive Director with effect from the Subscription Completion be and is hereby approved and the Board be is hereby authorised to fix his remuneration.”

On behalf of the Board of
Huscoke Resources Holdings Limited
Li Baoqi
Executive Director

Hong Kong, 15 April 2016

Notes:

1. A member of the Company may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares of the Company in respect of which each such proxy is so appointed.
2. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be lodged with the Company's share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not less than 48 hours before the time appointed for holding the meeting (or the adjourned meeting, as the case may be).
3. Delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the SGM and in such event, the form of proxy shall be deemed to be revoked.
4. In the case of joint registered holders of any Share, any one of such joint registered holders may vote at the SGM, either in person or by proxy, in respect of such Share as if they were solely entitled thereto, but if more than one of such joint registered holders be present at the SGM, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of the Company in respect of the joint holding.

As at the date of this notice, 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.