



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, 13 May 2015 (or at any adjournment thereof)

I/We ¹ _____
of _____
being the registered holder(s) of ² _____ shares of HK\$0.10 each in the capital of Huscoke Resources Holdings Limited (the “Company”), hereby appoint ³ _____
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 Room 4205, 42/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong, on Wednesday, 13 May 2015 at 2:30 p.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.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To approve, ratify and confirm the SPA as amended by the Supplemental Agreement (as defined in the circular of the Company dated 24 April 2015), and all transaction contemplated thereunder.		
2.	To authorise any one or more of the directors of the Company to sign such other documents and take such other steps as he/they may in his/their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the SPA (as amended by the Supplemental Agreement) and the transactions contemplated thereunder.		

Dated this _____ day of _____ 2015 Signed ⁵: _____

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 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.