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HUSCOKE HOLDINGS LIMITED

和嘉控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 704)

ANNOUNCEMENT

This announcement is made by Huscoke Holdings Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) pursuant to Rules 13.09 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company announces that it is informed by Mr. Zhao Xu Guang (“**Mr. Zhao**”), the Chairman and an executive director of the Company, that Mr. Zhao, Wahan Investments Limited (“**Wahan**”), Liberal Expansion Limited (“**Liberal Expansion**”), Whole Advance Limited (the “**JV**”), China Cinda (HK) Asset Management Co., Limited (“**CCAM**”) and Mankind Investment Limited (“**Mankind**”) has on 26 January 2019 entered into a joint venture agreement (the “**JV Agreement**”) relating to the formation of the JV.

As at the date of the JV Agreement, Mr. Zhao, through his wholly-owned corporation, Shun Wang Investments Limited (“**Shun Wang**”), is beneficially interested in 1,400,000,000 shares of the Company (each a “**Share**”), representing approximately 51.35% of the entire issued share capital of the Company. Liberal Expansion is a company incorporated in the British Virgin Islands with limited liability and Mr. Zhao is the sole ultimate beneficial owner of Liberal Expansion.

As at the date of the JV Agreement, Mr. Zhao wholly owns Wahan and Southlead Limited (“**Southlead**”) is a corporation directly wholly-owned by Wahan.

As at the date of the JV Agreement, Mankind, being a direct wholly-owned subsidiary of CCAM, is beneficially interested in 1,416,430,000 ordinary shares (each a “**China Fortune Share**”) in the issued share capital of China Fortune Financial Group Limited (“**China Fortune**”), a company listed on the Main Board of the Stock Exchange (Stock Code: 290), representing approximately 15.47% of the entire issued share capital of China Fortune.

Pursuant to the JV Agreement, Liberal Expansion and Mankind have agreed to establish the JV through a company incorporated in the British Virgin Islands with limited liability.

Subject to the terms and conditions of the JV Agreement, Liberal Expansion will subscribe for Class A voting ordinary shares in the JV and the subscription price thereof shall be settled by way of procuring (i) Wahren to transfer the entire equity interest in Southlead to the JV; and (ii) Mr. Zhao to transfer the entire equity interest in Shun Wang to the JV.

Subject to the terms and conditions of the JV Agreement, Mankind will subscribe for Class B1 non-voting convertible preference shares in the JV and the subscription price thereof shall be settled by way of, among others, transferring 1,416,630,000 China Fortune Shares to a wholly owned subsidiary of the JV to be incorporated in the British Virgin Islands.

Upon completion of the JV Agreement, Liberal Expansion shall be the sole holder of the voting ordinary shares of the JV with the same number of non-voting convertible preference shares shall be allotted and issued from the JV to Mankind. For the avoidance of doubt, the non-voting convertible preference shares shall not entitle its holder to any vote.

Completion of the JV Agreement is expected to take place within 30 business days from the date of the JV Agreement (or such longer period as the parties thereto may agree). In the event that the parties cannot agree upon, among others, the shareholders’ agreement to be entered into among Liberal Expansion, Mankind and the JV within 30 business days from the date of the JV Agreement (or such longer period as the parties thereto may agree), the JV Agreement may be terminated upon written notice by any party thereto.

The board (the “**Board**”) of directors (the “**Directors**”) considers that the entering into of the JV Agreement and the transactions contemplated thereunder will not have any material impact on the business operation and financial position of the Group.

By order of the Board of
Husoke Holdings Limited
Li Chi Chung
Company Secretary

Hong Kong, 28 January 2019

As at the date of this announcement, the Board comprises Mr. Zhao Xu Guang and Mr. So Chiu Fung as executive Directors; Mr. Wong Siu Hung, Patrick and Mr. Huang Man Yem as non-executive Directors; Mr. Lam Hoy Lee, Laurie, Mr. To Wing Tim, Paddy and Dr. Wang Wei Hsin as independent non-executive Directors.