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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Huscoke Resources Holdings Limited (“**Company**”) will be held at Room 4205, Far East Finance Center, 16 Harcourt Road, Admiralty, Hong Kong on Tuesday, 3 June 2014, at 2:30 p.m. for the following purposes:

- (1) To receive and consider the audited financial statements and the reports of the directors of the Company (“**Directors**”) and auditors for the year ended 31 December 2013;
- (2) To re-elect Directors and to authorise the board (“**Board**”) of Directors to fix their remuneration;
- (3) To re-appoint the auditors of the Company and to authorise the Board to fix their remuneration;
- (4) As special business, to consider and, if thought fit, pass, with or without amendment, the following resolutions as an ordinary resolution of the Company:

**“THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period of all powers of the Company to purchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission (“**SFC**”) of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or requirements of the Stock Exchange and the SFC or other applicable rules and regulations as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of shares which may be repurchased or agreed conditionally or unconditionally to be repurchased pursuant to paragraph (a) of this resolution during the Relevant Period shall be no more than 10 per cent. of the aggregate nominal amount of the issued share capital at the date of passing of this resolution and the said approval shall be limited accordingly;

(c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(A) the conclusion of the next annual general meeting of the Company;

(B) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company (“**Bye-laws**”) to be held; and

(C) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

(5) As special business, to consider and, if thought fit, pass, with or without amendment, the following resolutions as an ordinary resolution of the Company:

“**THAT**

(a) subject to the limitation mentioned in paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into shares or options, warrants or similar rights to subscribe for any shares in the Company and to make or grant offers, agreements and options, which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, securities or similar rights to subscribe for or are convertible into shares of the Company), which might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (A) a Rights Issue, (B) the exercise of options granted under any share option scheme adopted by the Company from time to time, (C) any scrip dividend or similar scheme providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the Bye-laws, and (D) the exercise of the rights of subscription or conversion under the terms of any securities or bonds which are convertible into shares in the capital of the Company, shall not exceed the aggregate of (i) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution and (ii) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution), and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (A) the conclusion of the next annual general meeting of the Company;
- (B) the expiration of the period within which the next annual general meeting of the Company is required by law or the Bye-laws to be held; and
- (C) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Company or by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the

Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

- (6) As special business, to consider and, if thought fit, pass, with or without amendment, the following resolutions as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolutions numbered 4 and 5 as set out above, the general mandate granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with the shares of the Company pursuant to the said resolution numbered 5 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares of the Company repurchased by the Company under the authority granted pursuant to the said resolution numbered 4, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the said resolution numbered 4.”

By Order of the Board  
**Li Baoqi**  
*Executive Director*

Hong Kong, 28 April 2014

*Registered Office:*

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Principal place of business in Hong Kong:*

Room 4205  
Far East Finance Center  
16 Harcourt Road  
Admiralty  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice may appoint one or more proxies to attend the meeting and vote on a poll instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of authority (if any) under which it is signed or a notarially certified copy of such power of authority 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 meeting or any adjourned meeting.

*As at the date of this notice, the executive Directors of the Company are Mr. Gao Jianguo and Mr. Li Baoqi, the non-executive Director of the Company is Mr. Wu Jixian, and the independent non-executive Directors of the Company are Mr. Lam Hoy Lee Laurie, Mr. Lau Ka Ho and Mr. To Wing Tim, Paddy.*