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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 of Huscoke Resources Holdings Limited (“**Company**”) will be held at Room 4205, 42nd Floor, Far East Finance Center, 16 Harcourt Road, Admiralty, Hong Kong on Tuesday, 15 October 2013 at 2:30 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT**

- (a) the form and substance of the Supplemental Deed dated 31 July 2013 (as defined in the Company’s circular (“**Circular**”) dated 19 September 2013 of this notice of special general meeting forms part) be and are hereby approved, and their signing by a director of the Company (“**Director**”) on behalf of the Company be and is hereby approved, ratified and confirmed; and
- (b) all the transactions contemplated under the Supplemental Deed (including the Maturity Date Extension as defined in the Circular, together the “**Transactions**”) be and they are hereby approved and that the Directors be and they are hereby generally and unconditionally authorised to take all actions, and to sign, execute and deliver all such documents for and on behalf of the Company as the Directors may consider necessary, appropriate, expedient or desirable for the purpose of effecting or implementing the Transactions.”

By Order of the Board  
**HUSCOKE RESOURCES HOLDINGS LIMITED**  
**Li Baoqi**  
*Executive Director*

Hong Kong, 19 September 2013

*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 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
3. Delivery of an instrument appointing a proxy should not preclude member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto. If more than one of such joint holders are present at the above meeting, 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. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. As at the date of this notice, the board of directors of the Company comprises Mr. Gao Jianguo and Mr. Li Baoqi as executive directors and Mr. Wu Jixian as non-executive director and Mr. Lam Hoy Lee, Laurie, Mr. Lau Ka Ho and Mr. To Wing Tim, Paddy as independent non-executive directors.

*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.*