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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 (the “**Company**”) will be held at the Conference Room of the Company, Room 4205, 42nd Floor, Far East Finance Center, 16 Harcourt Road, Admiralty, Hong Kong on 28 March 2013 at 2:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the shares of the Company to be issued and allotted pursuant to the exercise of any options granted under the new share option scheme of the Company (the “**HRHL New Scheme**”), the rules of which are contained in the document marked “A” produced to this meeting and for the purposes of identification signed by the Chairman of this meeting, the HRHL New Scheme be and is hereby approved and adopted with effect from the date of this meeting and the board of directors of the Company be and is hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the HRHL New Scheme, including without limitation:

- (a) to administer the HRHL New Scheme under which options will be granted to participants eligible under the HRHL New Scheme to subscribe for shares in the Company;
- (b) to modify and/or amend the HRHL New Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the HRHL New Scheme relating to modification and/or amendment;

- (c) to issue and allot from time to time such number of shares in the Company as may be required to be issued and allotted pursuant to the exercise of the options under the HRHL New Scheme and subject to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”);
- (d) to make application at the appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued shares of the Company may for the time being be listed, for the listing of, and permission to deal in, any shares in the Company which may hereafter from time to time be issued and allotted pursuant to the exercise of the options granted under the HRHL New Scheme; and
- (e) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the HRHL New Scheme.”

By Order of the Board
Huscoke Resources Holdings Limited
Chang Chi Wai
Company Secretary

Hong Kong, 8 March 2013

Registered office:
Canon’s Court
22 Victoria Street
Hamilton HM12
Bermuda

Principal office in Hong Kong:
Room 4205, 42nd Floor
Far East Finance Center
16 Harcourt Road
Admiralty
Hong Kong

Notes:

- (1) Any shareholder entitled to attend and vote at the special general meeting (the “SGM”) is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and, on a poll, vote on his behalf. The proxy need not be a shareholder of the Company.
- (2) Where there are joint registered holders of any share, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (3) A form of proxy for use at the SGM is enclosed with the circular to the shareholders.
- (4) The instrument appointing a proxy must be in writing under the hand of the appointer or attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
- (5) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at 26/F Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM (or any adjournment thereof, as the case may be).
- (6) For the purpose of determining shareholders’ eligibility to attend and vote at the SGM, the register of members of the Company will be closed from 27 March 2013 to 28 March 2013, both days inclusive, during which period no transfer of shares will be effected. As such, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at 26/F Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m. on 26 March 2013.
- (7) Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the SGM. If such shareholder attends the SGM, his form of proxy will be deemed to have been revoked.
- (8) The ordinary resolution set out above will be determined by way of a poll.
- (9) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English language version shall prevail.

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