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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)

website: <http://www.huscoke.com>

SECOND AMENDMENT TO THE TERMS AND CONDITIONS OF PGI BONDS:

POLL RESULTS OF THE SPECIAL GENERAL MEETING

HELD ON 20 FEBRUARY 2012

The Board is pleased to announce that the Second PGI Amendment Agreement, the Second PGI Supplemental Deed and the Special Mandate to allot and issue the Conversion Shares were approved by way of passing of an ordinary resolution by the Shareholders at the SGM held on 20 February 2012, and that the Second PGI Supplemental Deed will take effect upon satisfying all precedent conditions therein on or before 29 February 2012.

References are made to the announcement of Huscoke Resources Holdings Limited (the “**Company**”) dated 20 January 2012, the circular of the Company (the “**Circular**”) and the related notice of the SGM both dated 2 February 2012 regarding, among other matters, the proposed Second PGI Amendment Agreement, the Second PGI Supplemental Deed and the Special Mandate.

Unless otherwise specified, capitalized terms used in this announcement have the same meanings as defined in the Circular.

POLL RESULTS OF THE SGM

The Board is pleased to announce that the ordinary resolution (the “**Resolution**”) for approving the Second PGI Amendment Agreement, the Second PGI Supplemental Deed and the Special Mandate to allot and issue the Conversion Shares were duly passed by the Shareholders at the SGM held on 20 February 2012 by way of poll.

Tricor Secretaries Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer for vote-taking at the SGM. The poll results for the Resolution are set out below:

Ordinary Resolution	Number of votes (%) <i>(Note)</i>	
	For	Against
To approve the Second PGI Amendment Agreement and the Second PGI Supplemental Deed in relation to the proposed amendments to the Consolidated PGI		

Bond Conditions and the Special Mandate to allot and issue the Conversion Shares	773,351,436 (99.13%)	6,754,718 (0.87%)
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Note: The number of votes and percentage of voting Shares are based on the total number of the issued Shares held by the Shareholders who cast votes at the SGM in person or by proxy.

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution at the SGM.

As at the date of the SGM:

- (a) the total number of Shares in issue is 4,522,926,292;
- (b) the total number of Shares entitling Shareholders to attend and vote for or against the Resolution at the SGM is 4,522,926,292. No Shareholder was required to abstain from voting on the Resolution at the SGM; and
- (c) no Shareholder was entitled to attend and vote only against the Resolution.

No Shareholder stated his/her/its intention in the Circular to vote against the Resolution or to abstain at the SGM.

EFFECTIVE DATE OF THE SECOND PGI SUPPLEMENTAL DEED

As mentioned in the Circular, the Second PGI Supplemental Deed shall become effective upon and only upon (i) the passing of the above ordinary Resolution, (ii) the due execution of the New Bond Pledge and (iii) the Stock Exchange giving its approval for the listing of and permission to deal in the Conversion Shares on the Stock Exchange which may be issued upon conversion of the 2013 PGI Bonds at the New Conversion Price (subject to reset). If the above conditions precedent are not fulfilled on or before 29 February 2012, the Company is required to give immediate notice in writing to PGI, and the agreement by PGI to refrain from exercising the Early Redemption Right will forthwith cease and terminate. Further announcement will be made by the Company on or before 29 February 2012 in relation to the effectiveness of the Second PGI Supplemental Deed.

By Order of the Board
Huscoke Resources Holdings Limited
Li Baoqi
Executive Director

Hong Kong, 20 February 2012

As at the date of this announcement, the executive Directors are Mr. Gao Jianguo, Mr Li Baoqi, Mr Cheung Ka Fai, the 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.