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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, Far East Finance Center, 16 Harcourt Road, Admiralty, Hong Kong on Monday, 20 February 2012, 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

1. **“THAT**

- (a) the form and substance of each of Second PGI Amendment Agreement and the Second PGI Supplemental Deed (as defined in the Company’s circular (“**Circular**”) dated 2 February 2012 of this notice of special general meeting forms part) be and are hereby approved, and their signing by the directors of the Company (“**Directors**”) on behalf of the Company be and is hereby approved, ratified and confirmed; and
- (b) the Directors be and they are hereby generally and specifically authorised (“**Special Mandate**”) to allot and issue such number of new Shares (“**Conversion Shares**”) as may be required to be allotted and issued at the conversion price of HK\$0.22 per Conversion Share (subject to adjustment and reset as provided under the Consolidated PGI Bond Conditions (as defined in the Circular) as may be amended by the Second PGI Supplemental Deed) upon the exercise of the conversion right attaching to the 2013 Bonds (as defined in the Circular) on and subject to the Consolidated PGI Bond Conditions as amended by the Second PGI Supplemental Deed, and **THAT** the Special Mandate shall be in addition to, and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 1 June 2011 or such other general or special mandate(s) which may from time to time be granted to the Directors prior to the passing of this Resolution;

and **THAT** all the transactions contemplated under the Second PGI Amendment Agreement and the Second PGI Supplemental Deed (together the “**Transactions**”) be and they are hereby approved and **THAT** the Directors be and they are hereby generally and unconditionally authorised to issue the Conversion Shares on and subject to the Consolidated PGI Bond Conditions as amended by the Second PGI Supplemental Deed. to do all such further acts and things, to take all actions, and to sign, execute and deliver all such agreements, deeds and 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, 2 February 2012

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 to. 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, Mr. Li Baoqi, and Mr. Cheung Ka Fai 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.