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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)

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

DISCLOSEABLE TRANSACTION DISPOSAL OF PROPERTY

On 9 June 2011, OSL, an indirect wholly owned subsidiary of the Company, entered into the Provisional Agreement with the Purchaser to dispose of the Property at a consideration of HK\$178,164,000.

The Provisional Agreement constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

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THE PROVISIONAL AGREEMENT DATED 9 June 2011

Parties

Vendor : OSL, an indirect wholly-owned subsidiary of the Company

Purchaser : Success Step, an Independent Third Party and is principally engaged in property investment. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Success Step and its ultimate beneficial owners are Independent Third Parties.

Information of the Property

The property is located at Units No: 4203-04, Far East Finance Center, 16 Harcourt Road, Admiralty, Hong Kong. The Property, occupies approximately 6,363 square feet.

Consideration and payment terms

The consideration of HK\$178,164,000 for the Property has been determined after arm's length negotiations between the parties by reference to the prevailing market value of similar properties in the property market in Hong Kong.

According to the Provisional Agreement, the consideration for the Property has been paid / shall be payable to the Vendor in cash in the following manner:-

- (a) An initial deposit in the sum of HK\$8,908,200 has been paid by the Purchaser upon signing of the Provisional Agreement;
- (b) A further deposit of HK\$8,908,200 shall be paid by the Purchaser on or before 20 June 2011;
- (c) A further deposit of HK\$8,908,200 shall be paid by the Purchaser on or before 20 September 2011; and
- (d) the remaining balance of HK\$151,439,400 shall be paid by the Purchaser upon Completion on or before 16 December 2011.

Other Terms

Both Vendor and Purchaser agree a sale and leaseback arrangement on the Property with the formal tenancy agreement signed before the completion date. The tenancy will start right after the completion date with a 2 years term and a monthly rent of HKD 438,000 (excluding management fees, rates and rents, and other miscellaneous expenses).

Completion

Pursuant to the Provisional Agreement, a formal agreement for sale and purchase shall be signed on or before 20 June 2011. Completion of the sale and purchase of the Property shall take place on or before 16 December 2011.

USE OF PROCEEDS

Part of the sale proceeds from the Disposal will be used to repay all outstanding bank loan of the Vendor in respect of the Property as at Completion and the remaining balance will be used as additional working capital and for future business development of the Group. The outstanding amount of the bank loan in respect of the Property is approximately HK\$36 million as at 31 May 2011.

REASON FOR THE DISPOSAL

Based on the management account of the Vendor, the carrying value of the Property as at 31 December 2010 was approximately HK\$ 111.05 million.

The Property was acquired by the Group in December 2007 with a consideration of HK\$ 90 million. Upon Completion, it is estimated that HK\$ 67.11 million will be recorded as gain on disposal for the financial year ending 31 December 2011.

The Directors considered that the Disposal represents a good opportunity for the Company to realize the Property at a reasonable price. The proceeds from the Disposal will improve the financial position of the Group by providing additional fund for other investment opportunities as well as improving the working capital condition of the Group. The Directors also considered that the transactions under the Provisional Agreement are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

GENERAL

As the relevant percentage under the size tests (as defined in the Listing Rules) exceed 5% but do not exceed 25%, the Provisional Agreement constitutes a discloseable transaction for the Company and is subject to the announcement requirement but exempt from Shareholders' approval requirement under Chapter 14 of the Listing Rules.

TERMS USED IN THIS ANNOUNCEMENT

“Company”	Huscoke Resources Holdings Limited, an exempt company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Completion”	completion of the Disposal
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of the Property contemplated under the Provisional Agreement
“OSL” or “Vendor”	Ocean Signal Limited, a company incorporated in Hong Kong and an indirect wholly-owned subsidiary of the Company
“Success Step” or “Purchaser”	Success Step Corporation Limited, a company incorporated in Hong Kong and an Independent Third Party principally engaged in property investment
“Group”	the Company and its subsidiaries
“Independent Third Party (ies)”	third party(ies) independent of the Company and is connected persons (as defined in the Listing Rules)
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Property”	Units No: 4203-04, Far East Finance Center, 16 Harcourt Road, Admiralty, Hong Kong
“Provisional Agreement”	the Provisional Agreement for sale and purchase of the Property dated 9 June 2011 entered into between the Vendor and the Purchaser
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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

Hong Kong, 9 June 2011

As at the date of this announcement, the executive Directors are Mr Wu Jixian, Mr Li Baoqi, and Mr Cheung Ka Fai, and the independent non-executive Directors are Mr Lam Hoy Lee Laurie, Mr Lau Ka Ho and Mr To Wing Tim, Paddy.