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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 in Room 4205, Far East Finance Center, 16 Harcourt Road, Admiralty, Hong Kong on Friday, 5 November 2010 at 11:00 a.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following resolution which will be proposed as a special resolution:

SPECIAL RESOLUTION

“**THAT:**

- (a) funds standing to the contributed surplus account of the Company to the extent of approximately HK\$1,729 million will be utilised to set off the entire balance of the accumulated loss account of the Company as at 30 June 2010 in the same amount; and
- (b) the directors of the Company be and are hereby generally and unconditionally authorised to prepare and execute all documents and to do all such acts and things or make such arrangements as they may in their absolute discretion, consider necessary, expedient and appropriate to effect and implement any of the foregoing and the transactions contemplated thereunder.”

By Order of the Board

Huscoke Resources Holdings Limited

Li Baoqi

Acting Chairman

Hong Kong, 13 October 2010

Registered office:

Cannon'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 is entitled to appoint a proxy to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.
2. To be valid, the form of proxy and/or a 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 offices of the Company's Hong Kong branch registrar, Tricor Secretaries Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time of 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. Wu Jixian, Mr. Li Baoqi, and Mr. Cheung Ka Fai as executive directors and Mr. Lam Hoy Lee, Laurie, Mr. Wan Hon Keung and Mr. To Wing Tim, Paddy as independent non-executive directors.