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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>

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 10:30 a.m. on Monday, 22 February 2010 at Vinson Room, Pacific Place Conference Centre, 5/F, One Pacific Place, 88 Queensway, Hong Kong for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the Sale and Purchase Agreement (as defined in the Company’s circular dated 29 January 2010 of which this notice of special general meeting forms part) relating to the Acquisition (as defined in the said circular) by GRG Huscoke (Shan Xi) Ltd. (山西金岩和嘉能源有限公司), an indirect 90%-owned subsidiary of the Company, of the Coke Processing Assets (as defined in the said circular) from 孝義市金岩電力煤化工有限公司 (Xiaoyi City Golden Rock Electricity Coal Chemical Company Limited*), a copy of which has been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved, confirmed and ratified; and that all the transactions contemplated under the Sale and Purchase Agreement, (the “**Acquisition Transactions**”) be and they are hereby approved and that any one director of the Company (“**Director**”) be and he is hereby authorised to do or execute for and on behalf of the Company all such acts and things and such other documents by hand and, where required, under the common seal of the Company together with such other Director or person authorized by the board of Directors, which in his or their opinion may be necessary desirable or expedient to carry into effect or to give effect to the Sale and Purchase Agreement and/or the Acquisition Transactions, including

* *the unofficial English transliteration for identification purpose only*

such changes, amendment or waiver thereto which are not fundamentally different from those as provided under the Sale and Purchase Agreement, as any one Director may consider necessary, desirable or expedient.”

On behalf of the Board
Huscoke Resources Holdings Limited
Li Baoqi
Acting Chairman

Hong Kong, 29 January 2010

Registered office:

Canon's Court,
22 Victoria Street,
Hamilton HM12,
Bermuda

Principal place of business:

Room 4205,
Far East Finance Center,
16 Harcourt Road, Admiralty,
Hong Kong

Notes:

1. A proxy form to be used for the meeting is enclosed.
2. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

4. The instrument appointing a proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting. Delivery of the form of proxy shall not preclude a member from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at any 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, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.

As at the date of this announcement, the executive Directors of the Company are Mr. Wu Jixian, Mr. Li Baoqi, Mr. Chim Kim Lun, Ricky and Mr. Cheung Ka Fai, and the independent non-executive Directors of the Company are Mr. Lam Hoy Lee Laurie, Mr. Wan Hon Keung and Mr. To Wing Tim, Paddy.