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HUSCOKE HOLDINGS LIMITED

和嘉控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 704)

VOLUNTARY ANNOUNCEMENT

MEMORANDUM OF UNDERSTANDING IN RELATION TO PROPOSED SUBSCRIPTION

This announcement is made by Huscoke Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis to keep shareholders and potential investors of the Company informed of the latest business plan and development of the Group.

Reference is made to the announcement of the Company dated 18 March 2019 (the “**March Announcement**”) in relation to the entering into of non-legally binding Framework Agreement for the acquisition of interest in the Target Company (the “**Proposed Acquisition**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the March Announcement.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 27 June 2019 (after trading hours), the Company entered into a non-legally binding memorandum of understanding (the “**MOU**”) with China Cinda (HK) Asset Management Limited (“**Cinda Hong Kong**”). Pursuant to the MOU, subject to entering into a formal agreement, Cinda Hong Kong is intended to procure a wholly-owned subsidiary to subscribe the convertible bonds to be issued by the Company in the principal amount of HK\$300,000,000 (the “**Proposed Subscription**”), subject to the terms and conditions of a formal agreement.

The Proposed Subscription is expected to be conditional upon the approval of the Proposed Acquisition by relevant regulatory authorities and the shareholders meeting of the Company. As at the date of this announcement, the Proposed Acquisition may or may not proceed and that the Company has not entered into any legally binding agreement in relation to the Proposed Acquisition.

Non-legally binding effect

Save for the provisions relating to the cost and expense and confidentiality, the MOU does not constitute a legally binding agreement on the parties to the MOU.

GENERAL

This announcement is made by the Company on a voluntary basis.

As at the date of this announcement, the Proposed Subscription may or may not proceed and that the Company and the Cinda Hong Kong has not entered into any legally binding agreement in relation to the Proposed Subscription.

Further announcement(s) will be made by the Company as and when appropriate in compliance with the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

As the Proposed Subscription and the Proposed Acquisition may or may not materialise, shareholders and potential investors are reminded to exercise caution when dealing in the shares.

By order of the Board of
Husoke Holdings Limited
So Chiu Fung
Executive Director

Hong Kong, 28 June 2019

As at the date of this announcement, the Board comprises Mr. Zhao Xu Guang, Mr. Li Qinghua and Mr. So Chiu Fung as executive Directors; Mr. Wong Siu Hung, Patrick and Mr. Huang Man Yem as non-executive Directors; Mr. Lam Hoy Lee, Laurie, Mr. To Wing Tim, Paddy and Dr. Wang Wei Hsin as independent non-executive Directors.