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## **HUSCOKE HOLDINGS LIMITED**

### **和嘉控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 704)**

#### **NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR OF 2022**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting for the year of 2022 (the “**AGM**”) of Huscoke Holdings Limited (the “**Company**”) will be held at Room 2301, 23/F, Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on Tuesday, 6 September 2022 at 3:00 p.m. or immediately after the annual general meeting of the Company for the year of 2021 for the following purposes:

- (1) To receive, consider and adopt the audited financial statements, the reports of the directors of the Company (the “**Directors**”) and the independent auditors’ report for the year ended 31 December 2021;
- (2)
  - (i) To re-elect Mr. Wong Siu Hung, Patrick as a non-executive Director;
  - (ii) To re-elect Mr. Huang Man Yem as a non-executive Director;
  - (iii) To re-elect Mr. Tang Ching Fai as a non-executive Director;
  - (iv) To re-elect Mr. To Wing Tim, Paddy as an independent non-executive Director;
  - (v) To re-elect Dr. Wang Wei Hsin as an independent non-executive Director; and
  - (vi) To authorise the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
- (3) To re-appoint Zhonghui Anda CPA Limited as the auditor of the Company and to authorise the Board to fix their remuneration;

- (4) As special business, to consider and, if thought fit, pass, with or without amendment, the following resolutions as an ordinary resolution of the Company:

**“THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period of all powers of the Company to purchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission (“**SFC**”) of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or requirements of the Stock Exchange and the SFC or other applicable rules and regulations as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares which may be repurchased or agreed conditionally or unconditionally to be repurchased pursuant to paragraph (a) of this resolution during the Relevant Period shall be no more than 10% of the number of issued shares (the “**Shares**”) of the Company at the date of passing of this resolution and the said approval shall be limited accordingly;
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (A) the conclusion of the next annual general meeting of the Company;
- (B) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Act or the bye-laws of the Company (the “**Bye-Laws**”) to be held; and
- (C) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in a general meeting.”

- (5) As special business, to consider and, if thought fit, pass, with or without amendment, the following resolutions as an ordinary resolution of the Company:

**“THAT**

- (a) subject to the limitation mentioned in paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into shares or options, warrants or similar rights to subscribe for any shares in the Company and to make or grant offers, agreements and options, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, securities or similar rights to subscribe for or are convertible into shares of the Company), which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (A) a Rights Issue, (B) the exercise of options granted under any share option scheme adopted by the Company from time to time, (C) any scrip dividend or similar scheme providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the Bye-Laws, and (D) the exercise of the rights of subscription or conversion under the terms of any securities or bonds which are convertible into shares in the capital of the Company, shall not exceed the aggregate of (i) 20% of the number of issued Shares at the date of passing this resolution and (ii) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of issued Shares purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of issued Shares as at the date of passing of this resolution), and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (A) the conclusion of the next annual general meeting of the Company;

- (B) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Act or the Bye-Laws to be held; and
- (C) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in a general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Company or by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

- (6) As special business, to consider and, if thought fit, pass, with or without amendment, the following resolutions as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolutions numbered 4 and 5 as set out above, the general mandate granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with the shares of the Company pursuant to the said resolution numbered 5 be and is hereby extended by the addition thereto of a number representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to the said resolution numbered 4, provided that such number of shares shall not exceed 10% of the number of issued Shares in issue as at the date of passing of the said resolution numbered 4.”

By Order of the Board  
**Huscoke Holdings Limited**  
**Zhao Xu Guang**  
*Chairman and Chief Executive Officer*

Hong Kong, 8 August 2022

*Registered Office:*  
Victoria Place  
5th Floor  
31 Victoria Street  
Hamilton HM 10  
Bermuda

*Principal Office:*  
Room 2301, 23/F  
Tower One, Lippo Centre  
89 Queensway  
Admiralty  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on behalf of him/her/it. A proxy needs not be a member. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares of the Company in respect of which each such proxy is so appointed.
2. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (on or after 15 August 2022: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong) as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a member from attending and voting in person at the AGM or any adjournment thereof should such member so wishes and, in such event, the form of proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from Thursday, 1 September 2022 to Tuesday, 6 September 2022, both date inclusive, during which no transfer of shares will be registered. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the AGM will be Tuesday, 6 September 2022. All transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (on or after 15 August 2022: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong) for registration no later than 4:30 p.m. on Wednesday, 31 August 2022.
4. In the case of joint holders of any share, this form of proxy must be signed by the shareholder whose name stands first in the register of members of the Company. Where there are joint holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled to it; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect of it.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her 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.
6. If a Typhoon Signal No. 8 or above is hoisted, "extreme conditions" caused by super typhoons, or a Black Rainstorm Warning Signal is in force at or at any time after 12:00 noon on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the Company's website and HKExnews website to notify the shareholders of the Company of the date, time and place of the rescheduled AGM.
7. As at the date of this notice, the Board of Directors comprises Mr. Zhao Xu Guang (Chairman) and Mr. Wang Yijun as executive Directors; Mr. Wong Siu Hung, Patrick, Mr. Huang Man Yem, Mr. Jiang Jiansheng and Mr. Tang Ching Fai as non-executive Directors; Mr. Lam Hoy Lee, Laurie, Mr. To Wing Tim, Paddy and Dr. Wang Wei Hsin as independent non-executive Directors.
8. Considering the outbreak of coronavirus disease 2019 ("COVID-19") pandemic, certain measures will be implemented at the AGM with a view to addressing the risk to attendees of infection, including, without limitation (i) all attendees will be required to undergo compulsory body temperature screening; (ii) all attendees will be required to complete and submit health declaration form; (iii) all attendees will be required to wear a surgical face mask throughout the AGM within the AGM venue (no mask will be provided at the AGM venue); and (iv) no corporate gifts and/or refreshments will be distributed. The Company reminds attendees that they should carefully consider the risks of attending the AGM, taking into account their own personal circumstances. For details, all attendees of the AGM should read the section headed "Precautionary Measures for the Annual General Meeting" on pages 1 and 2 of the circular of the Company for the AGM dated 8 August 2022.

9. Please refer to Appendix I to the circular of the Company, of which this notice forms part, for biographical details of Mr. Wong Siu Hung, Patrick, Mr. Huang Man Yem, Mr. Tang Ching Fai, Mr. To Wing Tim, Paddy and Dr. Wang Wei Hsin.
10. In relation to proposed resolution numbered 4 above, please also refer to the explanatory statement, containing the information reasonably necessary to enable shareholders of the Company to make an informed decision as to whether to vote for or against the resolution, as set out in Appendix II to the circular of the Company, of which this notice forms part.
11. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
12. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the above meeting.

*As at the date of this announcement, the Board comprises Mr. Zhao Xu Guang (Chairman) and Mr. Wang Yijun as executive Directors; Mr. Wong Siu Hung, Patrick, Mr. Huang Man Yem, Mr. Jiang Jiansheng and Mr. Tang Ching Fai as non-executive Directors; Mr. Lam Hoy Lee, Laurie, Mr. To Wing Tim, Paddy and Dr. Wang Wei Hsin as independent non-executive Directors.*