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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 SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of Huscoke Holdings Limited (the “**Company**”) will be held at 3:00 p.m., on Monday, 31 October 2022 at Room 2301, 23/F, Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong for the purpose of considering the following ordinary resolutions. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 14 October 2022 (the “**Circular**”) of which the notice convening the SGM forms part.

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (A) the authorised share capital of the Company be and is hereby increased from HK\$200,000,000 divided into 2,000,000,000 shares of HK\$0.10 each (the “**Shares**”) to HK\$400,000,000 divided into 4,000,000,000 Shares by the creation of an additional 2,000,000,000 Shares, and that each such new Share, upon issue and fully paid, shall rank pari passu in all respects with the existing issued Shares and have the rights and privileges and be subject to the provisions contained in the memorandum of association and bye-laws of the Company (the “**Increase in Authorised Share Capital**”); and
- (B) any one or more directors (the “**Directors**”) or the company secretary of the Company be and is/are hereby authorised to take such actions, do all such acts and things and execute all such further documents or deeds as he/she/they may, in his/her/their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Increase in Authorised Share Capital.”

2. “**THAT** subject to the satisfaction of all conditions as set out in the paragraph headed “Conditions of the Open Offer” in the “Letter from the Board” in the Circular:
- (A) the issue by way of open offer (the “**Open Offer**”) of up to 574,142,698 new Shares (the “**Offer Shares**”) (assuming no further change in the issued share capital of the Company up to the Record Date (as defined below)), to the shareholders of the Company (the “**Qualifying Shareholders**”) whose names appear on the register of members of the Company as at 4:30 p.m. on Thursday, 8 December 2022 (or such other time and date as the Company may determine) (the “**Record Date**”), save for the Shareholders whose addresses as at the Record Date are outside of Hong Kong (if any) to whom the Directors, based on the enquiries made by the Directors, consider it necessary or expedient not to offer the Offer Shares on account either of the legal restrictions under the laws of the relevant place(s) of their registered address(es) or the requirements of the relevant regulatory body(ies) or stock exchange(s) in such place(s) (the “**Non-Qualifying Shareholders**”), on the basis of two (2) Offer Shares for every one (1) existing Share held on the Record Date at the subscription price of HK\$0.212 per Offer Share and otherwise on terms and conditions set out in the Circular, be and is hereby approved;
  - (B) the Directors be and are hereby granted a specific mandate (the “**Open Offer Specific Mandate**”) and authorised to allot and issue the Offer Shares under the Open Offer Specific Mandate pursuant to or in connection with the Open Offer notwithstanding the same may be offered, allotted or issued otherwise than pro-rata to the Qualifying Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to the Non-Qualifying Shareholders as they may deem necessary, desirable or expedient having regard to any restrictions or obligations under the bye-laws of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong; and
  - (C) any one or more Directors be and are hereby authorised to sign or execute such documents and do all such acts and things in connection with the allotment and issue of the Offer Shares, the implementation of the Open Offer, to give effect to or in connection with the Open Offer, or any transaction contemplated thereunder.”

3. “**THAT** subject to the satisfaction of all conditions as set out in the paragraph headed “Conditions of the CB Subscription” in the “Letter from the Board” in the Circular:
- (A) the subscription agreement dated 19 September 2022 (the “**Subscription Agreement**”) and entered into between the Company and Wahen Investments Limited as subscriber in relation to the subscription for convertible bonds to be issued by the Company in the principal amount of HK\$154,000,000 (the “**Convertible Bonds**”) (a copy of the Subscription Agreement having been produced to the SGM and initialled by the chairman of the SGM for identification purpose) and the transactions contemplated thereby be and are hereby approved, confirmed and ratified;
  - (B) the grant of the specific mandate to the Directors to allot and issue up to 726,415,094 new Shares (the “**Conversion Shares**”) upon the exercise of the conversion rights attaching to the Convertible Bonds in accordance with the terms and conditions thereof be and is hereby approved, confirmed and ratified; and
  - (C) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with the implementation of giving effect to the Subscription Agreement and the transactions contemplated thereunder including but not limited to the issue of the Conversion Shares.”
4. “**THAT** subject to the satisfaction of all conditions as set out in the paragraph headed “Issue of FA Remuneration Shares” in the “Letter from the Board” in the Circular, the Directors be and are hereby authorized to allot and issue 3,301,886 Shares (the “**Remuneration Shares**”) to Veda Capital Limited, and any Director be and is hereby authorised to execute all other documents whether under the common seal of the Company or otherwise and to do all such acts or things for and on behalf of the Company as he/she may consider appropriate or desirable relating to or in connection with the matters contemplated in and/or for implementation of the allotment and issue of the Remuneration Shares.”

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

Hong Kong, 14 October 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 SGM 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 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 SGM 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 SGM 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 Tuesday, 25 October 2022 to Monday, 31 October 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 SGM will be Monday, 31 October 2022. All transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 24 October 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 SGM, 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 SGM 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 SGM, the SGM 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 SGM.

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 SGM 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 SGM within the SGM venue (no mask will be provided at the SGM 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 SGM, taking into account their own personal circumstances. For details, all attendees of the SGM should read the section headed “Precautionary Measures for the SGM” on pages 1 and 2 of the Circular of the Company dated 14 October 2022.
9. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
10. 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 notice, 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.*