



HUSCOKE HOLDINGS LIMITED

和嘉控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 704)

Proxy Form for use at the Special General Meeting to be held on Monday, 31 October 2022 (or at any adjournment thereof)

I/We¹ _____
of _____
being the registered holder(s)² _____ shares of HK\$0.10 each in the capital of Huscoke Holdings Limited (the “Company”), hereby appoint³ _____
of _____
or failing him/her, the Chairman of the meeting, as my/our proxy to attend on my/our behalf at the special general meeting of the Company (“SGM”) to be held at Room 2301, 23/F, Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on Monday, 31 October 2022 at 3:00 p.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing, with or without amendments, the resolutions as set out in the notice convening the SGM (the “Notice”) and to vote for me/us and in my/our name(s) in respect of the resolutions proposed under the numbered items in the said notice as indicated below and, if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the SGM and/or any adjournment thereof.

Please tick (“✓”) in the appropriate boxes to indicate how you wish your vote(s) to be cast.

ORDINARY RESOLUTIONS ⁵		FOR ⁴	AGAINST ⁴
1.	To approve the Increase in Authorised Share Capital.		
2.	To approve the Open Offer and the grant of the Open Offer Specific Mandate for the allotment and issue of the Offer Shares.		
3.	To approve the CB Subscription Agreement and the transactions contemplated thereunder (including the issue of the Convertible Bonds) and the grant of the CB Specific Mandate for the allotment and issue of the Conversion Shares upon exercise of the conversion rights attached to the Convertible Bonds.		
4.	To approve the grant of the Remuneration Specific Mandate for the allotment and issue of the FA Remuneration Shares.		

Dated this _____ day of _____ 2022 Signed⁶: _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s) to which the proxy related. If no number is inserted, this form will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. Any alteration made to this form must be initialed by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE BOXES MARKED “AGAINST”.** Failure to complete any of the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the SGM other than those referred to in the notice convening the SGM.
- The full text of the resolutions is set out in the notice of SGM dated 14 October 2022. Unless otherwise defined, capitalised terms used in this form of proxy shall have the same meanings as defined in the Notice.
- This form of proxy must be signed by you or your attorney duly authorised in writing, or, in the case of a corporation, must be signed either under its common seal or under the hand of an officer or attorney duly authorised.
- 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.
- To be valid, this form of proxy together with power of attorney, or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the SGM (or any adjournment thereof).
- The proxy need not be a member of the Company but must attend the SGM in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting at the SGM if you wish to do so and in such event, this form of proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” defined in the Personal Data (Privacy) Ordinance, Cap 486 of the Laws of Hong Kong (“PDPO”), which includes your and your proxy’s name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the “Purposes”). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfill the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Secretaries Limited at the above address.