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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should immediately consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Huscoke Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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HUSCOKE HOLDINGS LIMITED

和嘉控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 704)

**(I) ANNUAL GENERAL MEETINGS FOR THE YEARS OF 2021 AND 2022;
(II) GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES;
(III) RE-ELECTION OF DIRECTORS;
AND
(IV) NOTICES OF ANNUAL GENERAL MEETING
FOR THE YEARS OF 2021 AND 2022**

Notices convening the 2021 AGM and 2022 AGM of Huscoke Holdings Limited (the “**Company**”) to be held at Room 2301, 23/F, Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on Tuesday, 6 September 2022 at 2:30 p.m. and 3:00 p.m. respectively or immediately after conclusion of the annual general meeting for the preceding year are set out on pages 21 to 29 of this circular. Forms of proxy for use at the AGMs are also enclosed. Such forms of proxy are also published on the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk) and the website of the Company (www.huscoke.com).

Whether or not you are able to attend the AGMs, you are requested to complete the forms of proxy in accordance with the instructions printed thereon and return it to the Company’s branch 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) as soon as possible and, in any event not less than 48 hours before the time appointed for the holding of the AGMs (or any adjournment thereof). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGMs, or any adjournment thereof if you so wish.

PRECAUTIONARY MEASURES FOR THE AGMs

Please refer to pages 1 and 2 of this circular for the precautionary measures to be implemented at the AGMs to ensure the safety of the AGMs attendees and to prevent the spreading of the coronavirus disease 2019 (“COVID-19”) pandemic, including:

- compulsory temperature checks;
- mandatory health declarations;
- mandatory wearing of surgical face masks (no mask will be provided at the AGMs venue); and
- no distribution of corporate gifts and no serving of refreshments.

Any attendee who (a) refuses to comply with the precautionary measures; (b) is subject to any prescribed quarantine by the Government or has close contact with any person under quarantine; or (c) has a fever or any flu-like symptoms or is otherwise unwell, will be denied entry into or be required to leave the AGMs venue at the absolute discretion of the Company to such extent permitted under law.

Shareholders are encouraged to appoint the chairman of the AGMs as their proxy and to return their proxy forms by the time specified above, instead of attending the AGMs in person.

CONTENTS

	<i>Page</i>
Precautionary Measures for the AGMs	1
Definitions	3
Letter from the Board	
Introduction	5
Annual General Meeting for the year of 2021	6
Considering And Adopting Financial Statements	6
Repurchase Mandate and Issue Mandate	6
Re-election of Directors	7
Proposed Re-Appointment of Auditor of the Company	8
AGMs and Proxy Arrangement	8
Voting by Poll	9
Recommendations	9
Responsibility Statement	10
General Information	10
Appendix I — Repurchase Mandate Explanatory Statement	11
Appendix II — Details of Directors subject to re-election	15
Notice of Annual General Meeting for the year of 2021	21
Notice of Annual General Meeting for the year of 2022	24

PRECAUTIONARY MEASURES FOR THE AGMS

In view of the ongoing COVID-19 pandemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the AGMs to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendees at the entrance of the AGMs venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time may be denied entry into the AGMs venue;
- (ii) All attendees of the AGMs are required to complete a health declaration form and submit the same at the entrance of the AGMs venue before admission into the AGMs venue;
- (iii) The Company requires attendees to wear surgical face masks inside the AGMs venue at all times, and to maintain a safe distance between seats, please note that no face masks will be provided at the AGM venue and attendees should bring and wear their own face masks; and
- (iv) No refreshments will be served, and there will be no corporate gifts at the AGMs.

Any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the Hong Kong government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic.

Any attendee who (a) refuses to comply with the precautionary measures; (b) is subject to any prescribed quarantine by the Hong Kong government or has close contact with any person under quarantine; or (c) has a fever or any flu-like symptoms or is otherwise unwell will be denied entry into or be required to leave the AGMs venue at the absolute discretion of the Company to such extent permitted under law, to ensure the safety of the attendees at the AGMs.

The Company reminds all Shareholders that physical attendance in person at the AGMs is not necessary for the purpose of exercising voting rights in the Company. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the AGMs as their proxy to vote on the relevant resolutions at the AGMs instead of attending the AGMs in person.

Shareholders are requested (a) to consider carefully the risk of attending the AGMs, which will be held in an enclosed environment, (b) to follow any prevailing requirements or guidelines of the Hong Kong government relating to COVID-19 in deciding whether or not to attend the AGMs; and (c) not to attend the AGMs if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

PRECAUTIONARY MEASURES FOR THE AGMS

The Company will closely monitor the development of the COVID-19 pandemic and ensure that the AGMs will be conducted in compliance with the laws, regulations and measures introduced by the Hong Kong government from time to time. The Company may implement further changes and precautionary measures where necessary, and may issue further announcement on such measures as and when appropriate.

Shareholders are strongly encouraged to appoint the chairman of the AGMs as their proxy to vote on the resolutions, instead of attending the AGMs in person.

The proxy forms are attached to this circular for Shareholders who opt to receive physical circular. Alternatively, the proxy forms can be downloaded from the website of Hong Kong Exchanges and Clearing Limited, at www.hkexnews.hk and the website of the Company at www.huscoke.com respectively. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the HKSCC), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

DEFINITIONS

In this circular, unless otherwise indicated in the context, the following expressions have the following meanings:

“2021 AGM”	the annual general meeting of the Company for the year ended 31 December 2020 to be held at Room 2301, 23/F., Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on Tuesday, 6 September 2022 at 2:30 p.m. or any adjournment thereof
“2022 AGM”	the annual general meeting of the Company for the year ended 31 December 2021 to 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 conclusion of the 2021 AGM, or any adjournment thereof
“AGMs”	collectively the 2021 AGM and 2022 AGM
“Board”	the board of Directors of the Company
“Bye-Laws”	the bye-laws from time to time adopted by the Company
“close associate”	shall have the meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act 1981 of Bermuda (as amended from time to time)
“Company”	Huscoke Holdings Limited, a company incorporated in Bermuda with limited liability, whose Shares are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong for the time being

DEFINITIONS

“Issue Mandate”	the proposed mandate to the Directors to allot, issue and deal with Shares pursuant to Ordinary Resolution No. 5 as set out in the notice of the 2022 AGM in its present or any amended form
“Latest Practicable Date”	3 August 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Association”	the memorandum of association of the Company
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the notices of the AGMs
“Repurchase Mandate”	the proposed mandate to the Directors to repurchase Shares pursuant to Ordinary Resolution No. 4 as set out in the notice of the 2022 AGM in its present or any amended form
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong as amended from time to time
“Shares”	fully paid shares of HK\$0.10 each of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong as amended from time to time
“%”	per cent



HUSCOKE HOLDINGS LIMITED

和嘉控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 704)

Executive Directors:

Mr. Zhao Xu Guang (*Chairman and
Chief Executive Officer*)

Mr. Wang Yijun

Non-Executive Directors:

Mr. Wong Siu Hung, Patrick

Mr. Huang Man Yem

Mr. Jiang Jiansheng

Mr. Tang Ching Fai

Independent Non-Executive Directors:

Mr. Lam Hoy Lee, Laurie

Mr. To Wing Tim, Paddy

Dr. Wang Wei Hsin

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

8 August 2022

To the Shareholders

Dear Sir or Madam,

- (I) ANNUAL GENERAL MEETINGS FOR THE YEARS OF 2021 AND 2022;
(II) GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES;
(III) RE-ELECTION OF DIRECTORS;
AND
(IV) NOTICES OF ANNUAL GENERAL MEETING
FOR THE YEARS OF 2021 AND 2022**

INTRODUCTION

The purpose of this circular is to inform the Shareholders of the 2021 AGM and 2022 AGM which will be held at Room 2301, 23/F., Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on Tuesday, 6 September 2022 at 2:30 p.m. and 3:00 p.m. respectively or

LETTER FROM THE BOARD

immediately after the conclusion of the 2021 AGM (as the case may be) and provide the Shareholders with information in respect of the resolutions to be proposed at the AGMs.

ANNUAL GENERAL MEETING FOR THE YEAR OF 2021

Pursuant to Bye-law 60 of the Bye-laws, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next.

The last annual general meeting of the Company was held on 5 June 2020 and the Company had not convened any annual general meeting since the suspension of trading in the Shares on the Stock Exchange on 29 March 2021.

In view of this, the Company has applied for and obtained the sanction from the Bermuda Registrar of Companies for the late holding of the 2021 AGM. An Ordinary Resolution will be proposed to resolve, ratify and confirm the 2021 AGM as the annual general meeting of the Company for the year ended 31 December 2020.

CONSIDERING AND ADOPTING FINANCIAL STATEMENTS

Ordinary Resolutions will be proposed at the 2021 AGM and the 2022 AGM for the purpose of receiving, considering and adopting the audited financial statements, reports of the Directors and the independent auditors' reports for the respective years ended 31 December 2020 and 31 December 2021.

REPURCHASE MANDATE AND ISSUE MANDATE

To provide flexibility to the Directors, an Ordinary Resolution will be proposed at the 2022 AGM that the Directors be given the Repurchase Mandate to exercise all powers of the Company to purchase issued Shares subject to the limitation set out in the Ordinary Resolution No. 4 as set out in the notice of the 2022 AGM. In particular, Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number of Shares as represents 10% of the number of issued Shares on the date of passing the relevant resolution.

Ordinary Resolutions will also be proposed at the 2022 AGM to authorize (a) the granting of the Issue Mandate to the Directors to allot, issue and deal with Shares not exceeding 20% of the number of issued Shares as at the date of the passing of Ordinary Resolution No. 5 as set out in the notice of the 2022 AGM and (b) the extension of the Issue Mandate by increasing the number of Shares to be issued and allotted under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate, in the terms as set out in Ordinary Resolution No. 6 as set out in the notice of the 2022 AGM.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the number of Shares in issue were 287,071,349 Shares. On the basis of such figures (and assuming no new Shares will be issued and no Shares will be repurchased prior to the date of the 2022 AGM), exercise in full of the Issue Mandate will enable the Directors to allot, issue and deal with 57,414,269 Shares.

An explanatory statement as required under the Listing Rules to provide the requisite information of the Repurchase Mandate is set out in Appendix I.

Shareholders should note that both the Repurchase Mandate and the Issue Mandate, if approved, will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or the Companies Act to be held; or (c) the revocation or variation of the authority given under the relevant mandate by an ordinary resolution of the Shareholders in a general meeting.

RE-ELECTION OF DIRECTORS

In accordance with bye-law 102(B) of the Bye-Laws, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the maximum number of directors so appointed shall not exceed the number determined from time to time by the members in general meeting. Any Directors so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at the meeting.

Pursuant to bye-law 102(B) of the Bye-Laws, Mr. Tang Ching Fai (non-executive Director), was appointed on 6 April 2022, shall hold office until the next following annual general meeting of the Company and being eligible for re-election.

In accordance with bye-law 99 of the Bye-Laws, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.

Pursuant to bye-law 99 of the Bye-Laws, Mr. Wong Siu Hung, Patrick (non-executive Director), Mr. Huang Man Yem (non-executive Director), Mr. To Wing Tim, Paddy (independent non-executive Director) and Dr. Wang Wei Hsin (independent non-executive Director) shall retire by rotation at the 2022 AGM and being eligible, each of them will offer themselves for re-election as Directors at the same meeting.

LETTER FROM THE BOARD

Pursuant to the code provision set out in paragraph A.4.3 of appendix 14 to the Listing Rules (being the past corporate governance code effective up to 31 December 2021), any further appointment of independent non-executive directors serving more than nine years should be subject to a separate resolution to be approved by shareholders. Mr. To Wing Tim, Paddy is an independent non-executive director who has served on the Board for more than nine years. Separate resolution will be proposed for his re-election as director at the 2022 AGM. The Board has assessed and reviewed the annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules and affirmed that Mr. To Wing Tim, Paddy remains independent; (ii) the nomination committee of the Company has assessed and is satisfied of the independence of Mr. To Wing Tim, Paddy; (iii) the Board considers that Mr. To Wing Tim, Paddy remains independent of management and free of any relationship which could materially interfere with the exercise of his independent judgment; and (iv) as at the Latest Practicable Date, the Company did not receive any notification from Mr. To Wing Tim, Paddy that there has been a subsequent change of circumstances which affected his independence.

In view of the aforesaid factors and the fact that the experience and knowledge of the relevant individual in the business sectors in which the Company operates, the Board would recommend Mr. To Wing Tim, Paddy for re-election at the 2022 AGM.

At the 2022 AGM, Ordinary Resolutions will be proposed to re-elect Mr. Wong Siu Hung, Patrick, Mr. Huang Man Yem, and Mr. Tang Ching Fai as non-executive Directors and Mr. To Wing Tim, Paddy and Dr. Wang Wei Hsin as independent non-executive Directors.

Details of the retiring Directors who are proposed to be re-elected at the 2022 AGM are set out in Appendix II to this circular.

PROPOSED RE-APPOINTMENT OF AUDITOR OF THE COMPANY

Zhonghui Anda CPA Limited will retire as the auditor of the Company at the 2022 AGM and, being eligible, offer themselves for re-appointment. The Board, upon the recommendation of the audit committee of the Company, proposed to re-appoint Zhonghui Anda CPA Limited as auditor of the Company to hold office until the conclusion of the next annual general meeting. A resolution will also be proposed to authorise the Board to fix the auditor's remuneration. Zhonghui Anda CPA Limited has indicated its willingness to be re-appointed as the Company's auditor for the said period.

AGMS AND PROXY ARRANGEMENT

Copy of the notices of the 2021 AGM and 2022 AGM to be held at Room 2301, 23/F, Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on Tuesday, 6 September 2022 at 2:30 p.m. and 3:00 p.m. respectively or immediately after the conclusion of the 2021 AGM (as the case may be) are set out on pages 21 to 29 of this circular.

LETTER FROM THE BOARD

For determining eligibility to attend and vote at the AGMs, the register of members of the Company will be closed from Thursday, 1 September 2022 to Tuesday, 6 September 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGMs, all transfer of Shares, 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 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 not later than 4:30 p.m. on Wednesday, 31 August 2022.

Forms of proxy for use at the AGMs are enclosed. Whether or not you are able to attend the AGMs, please complete the accompanying forms of proxy in accordance with the instructions printed thereon and return it to 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) as soon as possible and, in any event not less than 48 hours before the time appointed for the holding of the AGMs (or any adjournment thereof). Completion and delivery of the forms of proxy will not prevent you from attending and voting at the AGMs if you so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. All the Ordinary Resolutions set out in the respective notices of the 2021 AGM and 2022 AGM will be decided by poll in accordance with the Listing Rules. The chairman of the AGMs would explain the detailed procedure for conducting a poll at the commencement of the AGMs.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share registered in his/her name in the register of Shareholders. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he uses in the same manner. An announcement on the poll voting results will be published by the Company in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATIONS

The Directors consider that the proposed Ordinary Resolutions at the AGMs are in the best interests of the Company and Shareholders as a whole and so recommend the Shareholders to vote in favour of all the Ordinary Resolutions to be proposed at the AGMs. Shareholders are referred to the respective notices of the 2021 AGM and the 2022 AGM set out on pages 21 to 29 of this circular for details of the Ordinary Resolutions.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL INFORMATION

Your attention is also drawn to the additional information as set out in the Appendices to this circular.

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

APPENDIX I REPURCHASE MANDATE EXPLANATORY STATEMENT

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you to enable you to make an informed decision on whether to vote for or against the Ordinary Resolution to approve the Repurchase Mandate.

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid up shares on the Stock Exchange subject to certain restrictions.

MAXIMUM NUMBER OF SHARES TO BE REPURCHASED

A maximum of 10% of the number of issued Shares at the date of the proposed Ordinary Resolution may be repurchased. As at the Latest Practicable Date, the number of Shares in issue were 287,071,349 Shares. On the basis of such figures (and assuming no new Shares will be issued and no Shares will be repurchased after the Latest Practicable Date, and up to the date of passing the Ordinary Resolution), the Directors would be authorised to repurchase Shares up to a maximum of 28,707,134 Shares, representing 10% of the entire number of issued Shares of the Company as at the date of passing of such ordinary resolution granting the Repurchase Mandate until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or the Companies Act to be held; or
- (c) the revocation or variation of the authority given under the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting.

REASONS FOR THE REPURCHASE MANDATE

The Board believes that the ability to repurchase Shares under the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

Repurchases may, depending on the circumstances, result in an increase in net assets and/or earnings per share. The Directors are therefore seeking the grant of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be purchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Board at the relevant time having regard to the circumstances then prevailing.

SOURCE OF FUNDS

It is expected that the funds required for repurchases of Shares under the Repurchase Mandate would be derived from the capital paid up on the Shares being repurchased (if applicable) and from the distributable profits of the Company, which will be funds legally available for such purpose in accordance with the Memorandum of Association and Bye-Laws, the Listing Rules, the Companies Act and the applicable laws of Bermuda.

APPENDIX I REPURCHASE MANDATE EXPLANATORY STATEMENT

The Company may not buy back the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

IMPACT ON REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited financial statements for the year ended 31 December 2021) in the event that authorised repurchases of Shares are carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates has any present intention, in the event that the Repurchase Mandate is granted by Shareholders, to sell Shares to the Company.

No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell any Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to repurchase its Shares.

EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate (if approved to be granted by Shareholders at the 2022 AGM), such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued capital of the Company. Their respective interest as at the Latest Practicable Date is shown under the column "Before repurchase" while their respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the Ordinary Resolution in relation to the Repurchase Mandate to be proposed at the 2022 AGM (and assuming that the number of issued Shares remains unchanged up to the date of the 2022 AGM) is shown under the column "After repurchase".

APPENDIX I REPURCHASE MANDATE EXPLANATORY STATEMENT

	Number of Shares held	Before repurchase	After repurchase
Shun Wang Investments Limited <i>(Note a)</i>	146,841,904	51.15%	56.83%
Whole Advance Limited <i>(Note a)</i>	146,841,904	51.15%	56.83%
Liberal Expansion Limited <i>(Note a)</i>	146,841,904	51.15%	56.83%
Zhao Xu Guang <i>(Note a)</i>	146,841,904	51.15%	56.83%
Rontac Resources Company Limited <i>(Note b)</i>	14,718,922	5.13%	5.69%
Rontac Investment Company Limited <i>(Note b)</i>	14,718,922	5.13%	5.69%
Li Hongwei <i>(Note b)</i>	14,718,922	5.13%	5.69%

Notes:

- (a) These shares are owned by Shun Wang Investments Limited, a company incorporated in British Virgin Islands with limited liability. As at the Latest Practicable Date, Shun Wang Investments Limited is owned as to 100% by Whole Advance Limited, which voting ordinary shares are owned as to 100% by Liberal Expansion Limited, which in turn is owned as to 100% by Mr. Zhao Xu Guang, an executive Director and chairman of the Company.
- (b) These shares are owned by Rontac Resources Company Limited, a company incorporated in Hong Kong with limited liability. At as the Latest Practicable Date, Rontac Resources Company Limited is wholly owned by Rontac Investment Company Limited, which in turn is owned as to 71% by Mr. Li Hongwei.

The above are calculated based on issued shares of 287,071,349, being the total number of issued shares of the Company as at the Latest Practicable Date.

The Directors will not make repurchase of Shares if the results of the repurchase would be that less than 25% of the number of issued Shares would be in public hands. The Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

SHARE PRICES

Trading in the Shares on the Stock Exchange was suspended from 9:00 a.m. on 29 March 2021 and remained suspended up to the Latest Practicable Date.

SHARES PURCHASED BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

APPENDIX I REPURCHASE MANDATE EXPLANATORY STATEMENT

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to exercise the Repurchase Mandate in accordance with the Listing Rules, the Companies Act and all other applicable laws of Bermuda, the Memorandum of Association and Bye-Laws.

CONFIRMATION

The Company confirms that this explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

Details of retiring Directors subject to re-election at the 2022 AGM are set out below:

Mr. WONG Siu Hung, Patrick (“Mr. Wong”)

Mr. Wong, aged 66, was appointed as an executive Director and served as director of subsidiaries of the Group with effect from 3 November 2016. Mr. Wong was appointed as a Joint General Manager and Authorized Representative on 17 November 2016 and re-designated as General Manager on 25 November 2016 and subsequently re-designated as non-executive Director and resigned as Authorized Representative on 9 April 2018. Mr. Wong was re-appointed as Authorized Representative on 1 March 2020. Mr. Wong has more than 40 years of working experience in banking, finance, commodity trading and project development. Mr. Wong was appointed as an executive director of Daisho Microline Holdings Limited with effect from 3 September 2020, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 567). Mr. Wong was appointed as an executive director of FDG Kinetic Limited with effect from 30 April 2021, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 378) (In Liquidation), during his tenure of office as an executive director of FDG Kinetic Limited, a winding up order pursuant to the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong) was made by the High Court of Hong Kong Special Administrative Region against FDG Kinetic Limited on 6 September 2021. Mr. Wong was an independent non-executive director, a member of each of the audit committee and remuneration, quality and nomination committee of Crown International Corporation Limited, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 727) between 3 March 2021 and 31 March 2022. Mr. Wong was an executive director of Winto Group (Holdings) Limited, the shares of which are listed on the GEM of the Stock Exchange (Stock Code: 8238) between 15 April 2019 and 6 November 2019. Mr. Wong was an executive director of Titan Petrochemicals between 2008 and 2015. Mr. Wong was the senior vice president of Commodity and Trade Finance at Societe Generale Singapore and the chief executive officer in the China Division of Louis Dreyfus Group, a global commodity trading firm. Mr. Wong is an associate member of Chartered Institute of Bankers, United Kingdom (now renamed as The London Institute of Banking & Finance), a fellow member of the Hong Kong Institute of Directors and a member of The Institute of Management Consultants Hong Kong and a Certified Management Consultant. Mr. Wong holds a Master’s degree in Applied Finance from Macquarie University, Australia and an Executive Diploma in Management Consulting from The Hong Kong Polytechnic University. Mr. Wong also serves as a director of a number of subsidiaries of the Company.

Mr. Wong has not entered into any service agreement with the Company regarding his appointment. He is subject to retirement and be eligible for re-election at the 2022 AGM of the Company pursuant to the Bye-Laws and the Listing Rules. Mr. Wong is entitled to a monthly director fee of HK\$23,000, which was determined by the remuneration committee of the Company with reference to his duties and responsibilities within the Group, the Group’s remuneration policy and the prevailing market condition. He is also entitled to a discretionary bonus for each financial year, which is payable at the discretion of the Board (or, if so delegated, the remuneration committee of the Board) and determined with reference to the Group’s results and performance for the financial year concerned.

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

Up to the Latest Practicable Date, Mr. Wong does not have any interests in the Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wong (i) does not hold any position with the Company or other members of the Group; (ii) does not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company (as defined in the Listing Rules); (iii) has not held any directorship in public companies in the last three years the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not have other major appointments or professional qualifications.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no matters relating to Mr. Wong which the Board considers necessary to be brought to the attention of the Shareholders and/or the Stock Exchange.

Mr. HUANG Man Yem (“Mr. Huang”)

Mr. Huang, aged 47, was appointed as a non-executive Director with effect from 3 November 2016. Mr. Huang is a member of the audit committee of the Company (the “**Audit Committee**”) and the remuneration committee of the Company (the “**Remuneration Committee**”). Mr. Huang has more than 15 years of working experience in corporate development and restructuring, corporate establishment and M&A projects, and capital market transactions (i.e. equities and bonds/debts) on the stock exchanges of Hong Kong and Singapore respectively. Mr. Huang is currently the general manager of the Shanghai branch office of Expert Systems IVR (Asia) Co. Ltd., a Hong Kong based subsidiaries of Asia-Pacific Region Unified Communications solution provider engaged in Unified Communications solutions development and corporate establishment consultant business. Mr. Huang was also a former member of the senior management of Titan Petrochemicals from April 2002 to May 2014. Mr. Huang holds a Master’s degree of Corporate Finance from the Hong Kong Polytechnic University and a Bachelor of Engineering in Electronic Engineering from City University of Hong Kong. Mr. Huang also serves as a director of a number of subsidiaries of the Company

Mr. Huang has not entered into any service agreement with the Company regarding his appointment. He is subject to retirement and be eligible for re-election at the 2022 AGM of the Company pursuant to the Bye-Laws and the Listing Rules. Mr. Huang is entitled to a monthly director fee of HK\$23,000, which was determined by the remuneration committee of the Company with reference to his duties and responsibilities within the Company, the Group’s remuneration policy and the prevailing market condition. He is also entitled to a discretionary bonus for each financial year, which is payable at the discretion of the Board (or, if so delegated, the remuneration committee of the Board) and determined with reference to the Group’s results and performance for the financial year concerned.

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

Up to the Latest Practicable Date, Mr. Huang does not have any interests in the Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Huang (i) does not hold any position with the Company or other members of the Group; (ii) does not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company (as defined in the Listing Rules); (iii) has not held any directorship in public companies in the last three years the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not have other major appointments or professional qualifications.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no matters relating to Mr. Huang which the Board considers necessary to be brought to the attention of the Shareholders and/or the Stock Exchange.

Mr. TANG Ching Fai (“Mr. Tang”)

Mr. Tang, aged 58, was appointed as a non-executive Director with effect from 6 April 2022. Mr. Tang is a management economist holding a Doctor of Economics from Graduate School of Chinese Academy of Social Sciences. He has been engaging in various industries with over 30 years of working experience in energy investment and equity management. He acts as the general manager of ChinaCoal Holch Capital Management Co., Ltd.* since 2018. Mr. Tang was the head of the treasury department of China Rural Trust Development Corporation* from 1990 to 1994, and served as the vice president of Jinnuo Investment Co., Ltd.* from 2001 to 2005. He was the strategic vice president of Alcatel China Co., Ltd.* from 2005 to 2007, and served as the chairman of Tianjin Wanjing Hongcheng Real Estate Co., Ltd.* from 2007 to 2010. He was the chairman of Beijing Bajianfang Consulting Company* from 2010 to 2015, and served as the deputy secretary general of China Association of Equity Investment Funds* from 2015 to 2018.

Mr. Tang has entered into a service agreement with the Company regarding his appointment. Mr. Tang is subject to retirement and be eligible for re-election pursuant to the Bye-Laws and the Listing Rules. Mr. Tang is entitled to a yearly director fee of HK\$276,000, i.e. monthly director fee of HK\$23,000, which was determined by the remuneration committee of the Company with reference to his duties and responsibilities within the Group, the Group’s remuneration policy and the prevailing market condition.

Up to the Latest Practicable Date, Mr. Tang does not have any interests in the Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

* *For identification purposes only*

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

Save as disclosed above, as at the Latest Practicable Date, Mr. Tang (i) does not hold any position with the Company or other members of the Group; (ii) does not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company (as defined in the Listing Rules); (iii) has not held any directorship in public companies in the last three years the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not have other major appointments or professional qualifications.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no matters relating to Mr. Tang which the Board considers necessary to be brought to the attention of the Shareholders and/or the Stock Exchange.

Mr. TO Wing Tim, Paddy (“Mr. To”)

Mr. To, aged 69, was appointed as an independent non-executive Director since 30 October 2009. Mr. To is the Chairman of the Audit Committee, a member of the Remuneration Committee and the Nomination Committee. Mr. To obtained his Diploma in Accountancy from the University of Hong Kong in 1991 and has over 30 years of experience in auditing, accounting and finance industry. Mr. To has been practicing as a certified public accountant in Hong Kong since 1980, and ceased his public practice on 31 March 2020. Mr. To is a fellow member of the Hong Kong Institute of Certified Public Accountants, an associate member of the Taxation Institute of Hong Kong and an associate member of the Association of Certified General Accountants in Canada.

There is no service contract entered into between the Company and Mr. To. Mr. To is not appointed for a specific term but subject to retirement and be eligible for re-election pursuant to the Bye-Laws and the Listing Rules. He is entitled to a monthly director fee of HK\$15,000 which was determined by the remuneration committee of the Group with reference to his duties and responsibilities within the Group, the Group’s remuneration policy and the prevailing market condition. He is also entitled to a discretionary bonus for each financial year, which is payable at the discretion of the Board (or, if so delegated, the remuneration committee of the Board) and determined with reference to the Group’s results and performance for the financial year concerned.

As at the Latest Practicable Date, Mr. To together with his spouse, respective holding of 6,293 shares and 18,040 shares of the Company. Accordingly, Mr. To is deemed to have interest in 24,333 Shares of the Company. Saved as disclosed above, Mr. To does not have any other interests in the Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

Save as disclosed above, as at the Latest Practicable Date, Mr. To (i) does not hold any position with the Company or other members of the Group; (ii) does not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company (as defined in the Listing Rules); (iii) has not held any directorship in public companies in the last three years the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not have other major appointments or professional qualifications.

Mr. To has further confirmed that he has satisfied the independence criteria to act as an independent non-executive Director as set out under Rule 3.13 of the Listing Rules.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no matters relating to Mr. To which the Board considers necessary to be brought to the attention of the Shareholders and/or the Stock Exchange.

Dr. WANG Wei Hsin (“Dr. Wang”)

Dr. Wang, aged 56, was appointed as an independent non-executive Director since 19 December 2018. Dr. Wang is a member of the Audit Committee, the Remuneration Committee and the Nomination Committee. Dr. Wang has extensive management experience in the financial services industry. Dr. Wang served as the chief executive officer of South China Financial Holdings Limited (“**South China Financial**”), the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 619), and a director of certain subsidiaries of South China Financial from May 2016 to October 2018, and served as executive director of South China Financial from March 2017 to October 2018. Dr. Wang served as the chairman and chief executive officer of SinoPac Securities (Asia) Limited and was responsible for the business development and operations in Asia from 2009 to 2016. Dr. Wang also served as the chief investment officer of Japan CDW Group and the chief financial officer of its Taiwan subsidiary, as well as co-founder of Yes-Asia.com and played significant role in China Development Industrial Bank. Dr. Wang holds a PhD in Management Science (Financial Engineering) from Imperial College London and researched artificial intelligence and financial big data. Dr. Wang was the fellow of Royal Society of Statistics during 1999 to 2000.

Dr. Wang has not entered into any service agreement with the Company regarding his appointment. Dr. Wang is subject to retirement and be eligible for re-election at the 2022 AGM of the Company pursuant to the Bye-Laws and the Listing Rules. Dr. Wang is entitled to a monthly director fee of HK\$15,000, which was determined by the remuneration committee of the Company with reference to his duties and responsibilities within the Group, the Group’s remuneration policy and the prevailing market condition. He is also entitled to a discretionary bonus for each financial year, which is payable at the discretion of the Board (or, if so delegated, the remuneration committee of the Board) and determined with reference to the Group’s results and performance for the financial year concerned.

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

Up to the Latest Practicable Date, Dr. Wang does not have any interests in the Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Dr. Wang (i) does not hold any position with the Company or other members of the Group; (ii) does not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company (as defined in the Listing Rules); (iii) has not held any directorship in public companies in the last three years the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not have other major appointments or professional qualifications.

Dr. Wang has further confirmed that he has satisfied the independence criteria to act as an independent non-executive Director as set out under Rule 3.13 of the Listing Rules.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no matters relating to Dr. Wang which the Board considers necessary to be brought to the attention of the Shareholders and/or the Stock Exchange.



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 2021

NOTICE IS HEREBY GIVEN that the Annual General Meeting for the year of 2021 (the “AGM”) of Husoke 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 2:30 p.m. for the following purposes:

AS SPECIAL BUSINESS

- (1) To resolve, ratify and confirm the AGM as the annual general meeting of the Company for the year of 2021; and

AS ORDINARY BUSINESS

- (2) To receive, consider and adopt the audited financial statements, the reports of the directors of the Company and the independent auditors’ report for the year ended 31 December 2020.

By Order of the Board

Husoke 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

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR OF 2021

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.

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR OF 2021

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.



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;

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR OF 2022

- (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.”

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR OF 2022

- (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;

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR OF 2022

- (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

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR OF 2022

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.

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR OF 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.