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HUSCOKE HOLDINGS LIMITED

和嘉控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 704)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 31 OCTOBER 2022 APPROVING THE INCREASE IN AUTHORISED SHARE CAPITAL, THE OPEN OFFER, THE CB SUBSCRIPTION AND THE ISSUE OF FA REMUNERATION SHARES

References are made to the circular (the “**Circular**”) and the notice (the “**Notice**”) both dated 14 October 2022 convening the special general meeting of Huscoke Holdings Limited (the “**Company**”) held on 31 October 2022 (the “**SGM**”). Capitalized terms used in this announcement shall have the same meanings as those defined in the Circular unless defined otherwise herein.

POLL RESULTS OF THE SGM

The Board is pleased to announce that the proposed ordinary resolutions as set out in the Notice (the “**Resolutions**”) were duly passed by the Shareholders or the Independent Shareholders (as the case may be) by way of poll at the SGM.

As at the date of the SGM, the number of issued Shares of the Company was 287,071,349 Shares.

Shun Wang, a controlling shareholder of the Company interested in 146,841,904 Shares, representing approximately 51.15% of the issued share capital of the Company as at the date of the SGM. As such, Shun Wang and its associates were required to abstain and did abstain from voting on the resolutions in respect of the Open Offer at the SGM.

The Subscriber is directly wholly-owned by Mr. Zhao and the Subscriber and its associates (including Shun Wang) are required to abstain and did abstain from voting on the resolutions in respect of the CB Subscription at the SGM.

Save as disclosed above, to the best knowledge, information and belief of the Directors after having made all reasonable enquiries, no other Shareholders have a material interest in the Increase in Authorised Share Capital, the Open Offer (including the grant of the Open Offer Specific Mandate), the CB Subscription (including the grant of the CB Specific Mandate) or the issue of the FA Remuneration Shares (including the grant of the Remuneration Specific Mandate), and save for Mr. Zhao, Shun Wang and their associates (who had abstained from voting at the SGM in respect of the Open Offer and the CB Subscription), no other Shareholders were required to abstain from voting at the SGM in respect of the Resolutions.

Save as disclosed above, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolutions at the SGM as set out in rule 13.40 of the Listing Rules and no other Shareholders were required to abstain from voting at the SGM under the Listing Rules. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the Resolutions at the SGM.

Tricor Secretaries Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer for the vote-taking at the SGM.

The poll results of the Resolutions at the SGM are set out as follows:

Ordinary Resolutions <i>(Note 1)</i>		Number of Votes (Approximate %) <i>(Note 2)</i>	
		For	Against
1	To approve the Increase in Authorised Share Capital.	161,811,017 (100%)	0 (0%)
2	To approve the Open Offer and the grant of the Open Offer Specific Mandate for the allotment and issue of the Offer Shares.	14,969,113 (100%)	0 (0%)
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.	14,969,113 (100%)	0 (0%)
4	To approve the grant of the Remuneration Specific Mandate for the allotment and issue of the FA Remuneration Shares.	161,811,017 (100%)	0 (0%)

Notes: 1. The full text of the Resolutions are set out in the Notice of the SGM.

2. The number of votes and percentage of voting Shares are based on the total number of the issued Shares held by the Shareholders who cast votes at the SGM in person or by proxy.

As more than 50% of the votes were cast in favour of the each of the Resolutions, the Resolutions were duly passed as ordinary resolutions of the Company.

Save for Mr. Lam Hoy Lee, Laurie, all Directors, namely Mr. Zhao Xu Guang, Mr. Wang Yijun, Mr. Wong Siu Hung, Patrick, Mr. Huang Man Yem, Mr. Jiang Jiansheng, Mr. Tang Ching Fai, Mr. To Wing Tim, Paddy and Dr. Wang Wei Hsin, attended the SGM either in person or by electronic means.

EXPECTED TIMETABLE OF THE OPEN OFFER

The Company will proceed with the Open Offer in accordance with the tentative timetable as set out in the Circular. Pursuant to the expected timetable in the Circular, the last day of cum-entitlements of the Open Offer will be Tuesday, 29 November 2022 and the first day of ex-entitlements of the Open Offer will be Wednesday, 30 November 2022. It is expected that (i) the Prospectus Documents will be despatched on Friday, 9 December 2022 to the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date, i.e. Thursday, 8 December 2022; and (ii) the Prospectus (together with the Overseas Letter) will be despatched on Friday, 9 December 2022 to the Non-Qualifying Shareholders for their information purposes only. Qualifying Shareholders are reminded that the Latest Time for Acceptance is 4:00 p.m. on Friday, 23 December 2022.

WARNING OF THE RISK OF DEALINGS IN THE SHARES

Shareholders and potential investors should note that completions of the Open Offer and the CB Subscription are conditional upon satisfaction of certain condition precedent as set out in the paragraphs headed “Conditions of the Open Offer” and “Conditions of the CB Subscription” in the “Letter from the Board” in the Circular, including, among others, the Stock Exchange granting the listing of, and permission to deal in the Offer Shares and the Conversion Shares. Accordingly, the Open Offer and the CB Subscription may or may not proceed. Shareholders and potential investors of the Company should exercise caution when they deal or contemplate dealing in the securities of the Company. Any Shareholder or other person contemplating selling or purchasing Shares who is in any doubt about their position is recommended to consult their own professional advisor.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended from 9:00 a.m. on 29 March 2021, and will remain suspended until further notice. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 31 October 2022

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.