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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 THE 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 Friday, 3 November 2023 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 17 October 2023 (the “**Circular**”) of which the notice convening the SGM forms part.

ORDINARY RESOLUTIONS

1. “**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 8 September 2023 (the “**Subscription Agreement**”) and entered into between the Company and Wahan Investments Limited as subscriber in relation to the subscription for convertible bonds to be issued by the Company in the principal amount of HK\$200,000,000 (the “**Convertible Bonds**”) (a copy of the Subscription Agreement having been produced to the SGM and initialed 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 1,136,363,636 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.”

By Order of the Board
Huscoke Holdings Limited
Mr. Zhao Xu Guang
Chairman and executive Director

Hong Kong, 17 October 2023

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, 31 October 2023 to Friday, 3 November 2023, 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 Friday, 3 November 2023. 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, 30 October 2023.

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. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
9. 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.