



HUSCOKE RESOURCES HOLDINGS LIMITED

和嘉資源控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 704)

**Proxy Form for use at the Special General Meeting to be held on
Thursday, 28 March 2013 at 2:30 p.m. (or at any adjournment thereof)**

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.10 each in the ordinary share capital of Huscoke Resources Holdings Limited (the “**Company**”), hereby appoint³ _____
of _____
or failing him, 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 4205, 42nd Floor, Far East Finance Center, 16 Harcourt Road, Admiralty, Hong Kong, on Thursday, 28 March 2013 at 2:30 p.m. (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing, with or without amendments, the resolution as set out in the notice convening the SGM and to vote for me/us and in my/our name(s) in respect of the resolution proposed under the item 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 box to indicate how you wish your vote to be cast.

ORDINARY RESOLUTION (Note)	FOR ⁴	AGAINST ⁴
To approve and adopt the HRHL New Scheme (as defined in the circular of the Company dated 8 March 2013).		

Note: Please refer to notice of the SGM as contained in the Company’s circular dated 8 March 2013 for the full text of the ordinary resolution.

Dated this _____ day of _____ 2013 Signed _____ (Note 5)

Notes:

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. 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).
3. If any proxy other than the Chairman is preferred, strike out “or failing him, the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. Any alternation made to this form must be initialed by the person who signs it.
4. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”. Failure to complete any of the box will entitle your proxy to cast his vote 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.
5. 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.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding, the first named being the senior.
7. 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 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM (or any adjournment thereof).
8. The proxy need not be a member of the Company but must attend the SGM in person to represent you.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned meeting should you so desire and in such event, this form of proxy shall be deemed to be revoked.