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## **HUSCOKE HOLDINGS LIMITED**

### **和嘉控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 704)**

#### **INSIDE INFORMATION**

#### **WINDING UP PETITION**

This announcement is made by Huscoke Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) and Rule 13.25(1)(b) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

On 2 August 2024, the Company received a winding-up petition (the “**Petition**”), which was filed against the Company on 2 August 2024 at the High Court of the Hong Kong Special Administrative Region (the “**Hong Kong High Court**”) by China Cinda (HK) Asset Management Co., Limited (the “**Petitioner**”) for the winding up of the Company under the provisions of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) (the “**Companies (WUMP) Ordinance**”). As at the date of this announcement, the Petitioner through a wholly-owned subsidiary holds preference shares that are convertible into ordinary shares of Whole Advance Limited, which owns 100% of the equity interests of Shun Wang Investments Limited, being the controlling shareholder of the Company. The petition amount of the Petition is related to an outstanding sum of HK\$200,000,000 together with interest accrued thereon of HK\$80,858,610.10 (up to 17 June 2024), and daily interest of HK\$87,007.47 for each day thereafter. The Petition will be heard before the Hong Kong High Court at 9:30 a.m. on Wednesday, 16 October 2024.

## **EFFECTS OF PETITION**

Pursuant to section 182 of the Companies (WUMP) Ordinance, any disposition of the property of the Company, including things in action, and any transfer of shares, or alteration in the status of the members of the Company after the commencement date of the winding up, namely the date of the presentation of the Petition (i.e. 2 August 2024), will be void as a matter of Hong Kong law unless a validation order is obtained from the Hong Kong High Court. Any disposition made on or after 2 August 2024 will not be affected if the Petition is subsequently struck out, dismissed or permanently stayed, and hence the board of directors of the Company wishes to remind its shareholders and potential investors that, the transfer of shares in the Company made on or after 2 August 2024 would be void without a validation order from the Hong Kong High Court in the event that the Company is ultimately wound up. Pursuant to the circular dated 28 December 2016 issued by Hong Kong Securities Clearing Company Limited (“**HKSCC**”) in relation to the transfer of the shares of listed issuers after a winding up petition has been presented, and in view of the restrictions and the uncertainties that may arise in relation to the transfer of shares of the Company, for participant(s) who conduct share transfers through HKSCC (the “**Participant**”), HKSCC may at any time, and without notice, exercise its powers under the General Rules of Central Clearing and Settlement System (“**CCASS**”) to temporarily suspend any of its services in respect of shares of the Company. This may include the suspension of acceptance of deposits of share certificates of the Company into CCASS. The share certificates of the Company received by HKSCC but not yet re-registered in HKSCC Nominees Limited’s name will also be returned to the relevant Participant and HKSCC shall reserve the right to reverse any credit granted to such Participant by debiting the relevant securities from its CCASS account accordingly. These measures would generally cease to apply from the date when the Petition has been struck out, dismissed or permanently stayed, or the Company has obtained the necessary validation order from the Hong Kong High Court.

The filing of the Petition does not represent the successful winding up of the Company by the Petitioner. No winding-up order has been granted by the Hong Kong High Court to wind up the Company as at the date of this announcement.

### **Actions to be Taken by the Company**

The Company is seeking legal opinion and advice to determine the next steps and possible actions in respect of the Petition. Meanwhile, the Company will endeavor to keep active and good communication with the Petitioner, and, making efforts to procure the withdrawal the Petition as soon as possible and will also actively prepare for a hearing defense and strive for the court to dismiss the Petition. The Company will keep its shareholders and investors informed of any significant development in relation to the Petition, and make further announcements as and when appropriate.

## **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 2 July 2024, 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**  
**Au Wing Sze**  
*Company Secretary*

Hong Kong, 2 August 2024

*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 and Mr. Jiang Jiansheng as non-executive Directors; Mr. Lam Hoy Lee, Laurie, Mr. To Wing Tim, Paddy and Dr. Wang Wei Hsin as independent non-executive Directors.*