

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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HUSCOKE HOLDINGS LIMITED

和嘉控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 704)

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES;
RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Huscoke Holdings Limited (the “**Company**”) to be held at Room 3604–05, 36/F., Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on Monday, 30 September 2024 at 11:00 a.m. is set out on pages 16 to 19 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is 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 annual general meeting, you are requested to complete the form 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 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 meeting (or any adjournment thereof). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the annual general meeting, or any adjournment thereof if you so wish.

6 September 2024

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room 3604–05, 36/F., Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on Monday, 30 September 2024 at 11:00 a.m.
“Board”	the board of Directors of the Company
“Bye-Laws”	the bye-laws from time to time adopted by the Company
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“close associate”	shall have the meaning ascribed to it under the Listing Rules
“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
“Latest Practicable Date”	2 September 2024, 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 notice of the AGM
“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 AGM in its present or any amended form

DEFINITIONS

“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
“Share 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 AGM in its present or any amended form
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission as amended from time to time
“Treasury Shares”	as defined in the Listing Rules
“%”	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

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 3604-05, 36/F.
Tower One, Lippo Centre
89 Queensway
Admiralty
Hong Kong

6 September 2024

To Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES;
RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM to enable you to make a decision on whether to vote for or against the resolutions, among other matters, for (i) the granting of the Repurchase Mandate and the Share Issue Mandate to the Directors to repurchase Shares and allot, issue and deal with new Shares (including the resale and transfer of Treasury Shares) respectively; and (ii) the re-election of Directors retiring at the AGM.

LETTER FROM THE BOARD

SHARE REPURCHASE MANDATE AND SHARE ISSUE MANDATE

To provide flexibility to the Directors, an Ordinary Resolution will be proposed at the 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. 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 Ordinary Resolution No. 4 (excluding Treasury Shares, if any).

Ordinary Resolutions will also be proposed at the AGM to authorize (a) the granting of the Share Issue Mandate to the Directors to allot, issue and deal with Shares (including the resale and transfer of Treasury Shares) not exceeding 20% of the number of issued Shares as at the date of the passing of Ordinary Resolution No. 5 (excluding Treasury Shares, if any); and (b) the extension of the Share Issue Mandate by adding to such mandate the number of Shares to be repurchased by the Company under the Repurchase Mandate (excluding those held as Treasury Shares) in the terms as set out in Ordinary Resolution No. 6.

As at the Latest Practicable Date, the number of Shares in issue were 290,373,235 Shares. On the basis of such figures (and assuming no new Shares will be issued (or transferred out of treasury) and no Shares will be repurchased prior to the date of the AGM), exercise in full of the Share Issue Mandate will enable the Directors to allot, issue and deal with 58,074,647 Shares (including the resale and transfer of Treasury 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 Share Issue Mandate, if approved, will continue in force until the conclusion of the next annual general meeting of the Company or an earlier date as referred to in paragraph (c) of the Ordinary Resolution No. 4 and paragraph (d) of the Ordinary Resolution No. 5 as set out in the notice of the AGM respectively.

RE-ELECTION OF DIRECTORS

In accordance with bye-law 99 of the Bye-Laws of the Company, 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.

LETTER FROM THE BOARD

Pursuant to bye-law 99 of the Bye-Laws of the Company, Mr. Wong Siu Hung, Patrick (non-executive Director), Mr. Huang Man Yem (non-executive Director) and Mr. To Wing Tim, Paddy (independent non-executive Director) shall retire by rotation at the AGM. Being eligible for re-election, Mr. Wong Siu Hung, Patrick, Mr. Huang Man Yem and Mr. To Wing Tim, Paddy will offer themselves for re-election at the AGM.

At the AGM, ordinary resolutions will be proposed to re-elect each of Mr. Wong Siu Hung, Patrick and Mr. Huang Man Yem as non-executive Director and Mr. To Wing Tim, Paddy as independent non-executive Director.

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

Nomination process for independent non-executive Directors subject to re-election at the AGM

In reviewing the structure of the Board annually, the nomination committee of the Company (the “**Nomination Committee**”) will consider the structure, size and diversity (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy. All appointments to the Board are based on meritocracy. The candidates will be assessed based on criteria such as educational background and relevant skills and experience, with a view to maintaining a sound balance in the composition of the Board.

Particular attention was given to reviewing the independence and re-election of Mr. To Wing Tim, Paddy, who was appointed as independent non-executive Director in October 2009 and has served in such role for more than nine years. Pursuant to the code provision B.2.3 of Corporate Governance Code as set out in C1 to the Listing Rules, if an independent non-executive Director has served more than nine years, such Director’s further appointment should be subject to a separate resolution to be approved by Shareholders. Moreover, the accompanying circular proposing his re-election should include reasons why the Board or the Nomination Committee believe that such independent non-executive Director is still independent and should be re-elected, including the factors considered, the process and the discussion of the Board (or Nomination Committee) in arriving at such determination.

In considering whether Mr. To Wing Tim, Paddy is still independent, the Nomination Committee and the Board have taken into account his ability to act objectively and impartially and to provide an independent view in respect of the Company’s matters. Mr. To Wing Tim, Paddy has not engaged in any executive or daily management of the Company nor has he had any relationships with any Director, senior management or substantial or controlling shareholders of the Company, and there does not exist any circumstances which are expected to interfere with the exercise of his independent judgement. In addition, based on the confirmation of independence under Rule 3.13 of the Listing Rules from Mr. To Wing Tim, Paddy, the Nomination Committee and the Board are of the opinion that he continues to fulfil the independence requirements.

LETTER FROM THE BOARD

The Nomination Committee and the Board also noted that Mr. To Wing Tim, Paddy has devoted sufficient time and demonstrated the required attributes for the discharge of his duties as independent non-executive Director. In view of Mr. To Wing Tim, Paddy's in-depth professional knowledge and extensive experience and skills in the legal field, he has demonstrated his abilities to provide sound advice and independent views on the Company's matters, which have made invaluable contributions to the Company.

Taking into account the foregoing factors and the independent scope of work of Mr. To Wing Tim, Paddy in the past years, the Board considers that going forward, Mr. To Wing Tim, Paddy would remain independent under the Listing Rules despite the fact that he has served the Board for more than nine years. The Board also believes that the continued tenure of Mr. To Wing Tim, Paddy will bring considerable stability to the Board and the Board has benefited greatly from the presence of Mr. To Wing Tim, Paddy who has over time gained valuable insight into the Group. Based on the board diversity policy of the Company, the Board is of the view that Mr. To Wing Tim, Paddy can contribute to the diversity of the Board, in particular, with his strong educational background and professional experience in his expertise, and the Board is of the opinion that Mr. To Wing Tim, Paddy remains independent notwithstanding the length of his service and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Therefore, the Board considers that the re-election of Mr. To Wing Tim, Paddy as independent non-executive Director is in the best interest of the Company and the Shareholders as a whole.

The proposed re-election of Mr. To Wing Tim, Paddy as independent non-executive Director will be subject to a separate resolution to be approved by the Shareholders at the AGM.

AGM

A copy of the notice of the AGM to be held at Room 3604-05, 36/F., Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong at 11:00 a.m. on Monday, 30 September 2024 is set out on pages 16 to 19 of this circular. The Ordinary Resolutions to approve the granting of the Repurchase Mandate and the Share Issue Mandate will be proposed at such meeting.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the meeting, please complete the accompanying form 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 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 meeting (or any adjournment thereof). Completion and delivery of the form of proxy will not prevent you from attending and voting at the AGM if you so wish.

Treasury Shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, for the purpose of the Listing Rules, Treasury Shares, if any, pending withdrawal from and/or transferring through CCASS shall not bear any voting rights at the Company's general meeting(s).

LETTER FROM THE BOARD

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 resolutions set out in the notice of the AGM will be decided by poll in accordance with the Listing Rules. The chairman of the AGM would explain the detailed procedure for conducting a poll at the commencement of the AGM.

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 votes or cast all the votes he uses in the same manner.

RECOMMENDATIONS

The Directors believe that the proposed Ordinary Resolutions for approving the Share Issue Mandate, the Repurchase Mandate and the extension of the general mandate, and the re-election of the Directors at the AGM are in the best interests of the Company and Shareholders as a whole and so recommend you to vote in favour of the Ordinary Resolutions at the AGM.

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
Huscoke Holdings Limited
Zhao Xu Guang
Chairman and Chief Executive Officer

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 (excluding Treasury Shares, if any) at the date of the proposed Ordinary Resolution may be repurchased. As at the Latest Practicable Date, the number of Shares in issue were 290,373,235 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), subject to the passing of the proposed resolution for the approval of the Repurchase Mandate, the Directors would be authorised to repurchase Shares up to a limit of 29,037,323 Shares during the period in which the Repurchase Mandate remains in force.

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.

When exercising the Repurchase Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchase, resolve to cancel the shares repurchased following settlement of any such repurchase or hold them as Treasury Shares. Shares repurchased for cancellation may, depending on the circumstances, result in an increase in net assets and/or earnings per share. On the other hand, Shares repurchased and held by the Company as Treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Memorandum of Association and Bye-laws, and the laws of Bermuda. Repurchase of Shares will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders. 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.

The Directors have no present intention to cause the Company to repurchase any Shares and they would only exercise the power to do so under circumstances where they consider that doing so would be in the best interests of the Company and the Shareholders as a whole.

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 and the applicable laws of Bermuda.

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 March 2024) 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.

For Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those shares were registered in the Company's own name as Treasury Shares, which may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

Shareholders and potential investors of the Company are advised to pay attention to any announcement to be published by the Company in the future, including but without limitation, any relevant next day disclosure return (which shall identify, amongst others, the number of repurchased shares that are to be held in treasury or cancelled upon settlement of such repurchase, and where applicable, the reasons for any deviation from the intention statement previously disclosed) and any relevant monthly return.

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 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, to the best knowledge of the Directors, Shun Wang Investments Limited is entitled to exercise and/or control the exercise of 50.57% of the voting rights in the general meetings of the Company. In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the voting rights of Shun Wang Investments Limited in the Company would increase to approximately 56.18%. Such increase will not give rise to an obligation on it to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code.

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 purchases pursuant to the Repurchase Mandate.

SHARE PRICES

During each of the 12 months preceding the Latest Practicable Date, the highest and lowest prices at which the Shares have traded on the Stock Exchange were as follows:

Year	Month	Highest (HK\$)	Lowest (HK\$)
2023	August	0.28	0.162
	September	0.218	0.140
	October	0.145	0.110
	November	0.300	0.106
	December	0.151	0.122
2024	January	0.129	0.111
	February	0.115	0.102
	March	0.17	0.096
	April	0.155	0.147
	May	0.138	0.100
	June	0.149	0.080
	July*	—	—
	August*	0.086	0.063
	September (up to the Latest Practicable Date) [#]	—	—

* Trading in the Shares on the Stock Exchange was suspended from 9:00 a.m. on 2 July 2024 to 9:00 a.m. on 28 August 2024.

[#] No Shares were traded on the Stock Exchange in September 2024 up to the Latest Practicable Date.

SHARES REPURCHASED BY THE COMPANY

Neither the Company nor any of its subsidiaries has repurchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

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 and the applicable laws of Bermuda, the Memorandum of Association and Bye-Laws.

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

MR. WONG SIU HUNG, PATRICK (“MR. WONG”)

Mr. Wong, aged 68, 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) and re-designated as a non-executive Director with effect from 1 April 2024. Mr. Wong was appointed as an independent non-executive director of Yuan Heng Gas Holdings Limited with effect from 26 September 2023, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 332). Mr. Wong was appointed as an executive director of FDG Kinetic Limited between 30 April 2021 and 20 February 2023, the shares of which were previously listed on the Main Board of the Stock Exchange (Delisted, Previous Stock Code: 378), 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. Pursuant to an announcement dated 15 February 2023 made by the Stock Exchange, the listing of the shares of FDG Kinetic Limited was cancelled with effect from 9:00 am on 20 February 2023. 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 has entered into service agreement with the Company regarding his appointment. He is subject to retirement and be eligible for re-election at the 2024 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.

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 49, was appointed as a non-executive Director and served as director of subsidiaries of the Group with effect from 3 November 2016. Mr. Huang is a member of the Audit Committee and the Remuneration Committee. Mr. Huang was appointed as Authorized Representative on 28 November 2016. Mr. Huang has more than 18 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 holds a Master 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 has entered into service agreement with the Company regarding his appointment. He is subject to retirement and be eligible for re-election at the 2024 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.

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. TO WING TIM, PADDY (“MR. TO”)

Mr. To, aged 71, has been appointed as an independent non-executive Director since 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. Mr. To 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, he 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 a 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

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.

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.

NOTICE OF ANNUAL GENERAL 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

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Huscoke Holdings Limited (the “**Company**”) will be held at Room 3604–05, 36/F., Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on Monday, 30 September 2024 at 11:00 a.m. for the following purposes:

- (1) To receive and consider the audited financial statements and the reports of the directors of the Company (the “**Directors**”) and auditors for the year ended 31 March 2024;
- (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. To Wing Tim, Paddy (who has served for more than nine years) as an independent non-executive Director; and
 - (iv) 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;
- (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

NOTICE OF ANNUAL GENERAL MEETING

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 (excluding Treasury Shares (as defined in the Rules Governing the Listing of Securities on the Stock Exchange), if any) 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 law 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 general meeting.”

(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, to sell and/or transfer Shares out of treasury that are held as Treasury Shares, 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;

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted and issued, and Treasury Shares sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred (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 (including the sale and/or transfer of any Shares out of treasury and are held as Treasury 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 (excluding Treasury Shares, if any) 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 repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of issued Shares (excluding Treasury Shares, if any) 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;
- (B) the expiration of the period within which the next annual general meeting of the Company is required by law 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 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).”

NOTICE OF ANNUAL GENERAL MEETING

- (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 (including the sale and/or transfer of any Shares out of treasury and are held as Treasury Shares) 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 (excluding Treasury Shares, if any) 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, 6 September 2024

Registered Office:

Victoria Place
5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Principal Office:

Room 3604–05, 36/F.
Tower One, Lippo Centre
89 Queensway
Admiralty
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice may appoint one or more proxies to attend the meeting and vote on a poll instead of him/her. A proxy need not be a member of the Company.
2. To be valid, a form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (or any adjournment thereof).
3. The register of members of the Company will be closed from Wednesday, 25 September 2024 to Monday, 30 September 2024, 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 Meeting will be Monday, 30 September 2024. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than at 4:30 p.m. on Tuesday, 24 September 2024.