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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Huscoke Resources Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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## **HUSCOKE RESOURCES HOLDINGS LIMITED**

### **和嘉資源控股有限公司**

**(To be renamed as “Huscoke Holdings Limited”)**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 704)**

## **PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening a special general meeting (the “SGM”) of the Company to be held at Room 2301, 23rd Floor, Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on Wednesday, 7 November 2018 at 3 p.m. is set out on pages 5 to 6 of this circular. A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the special general meeting or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the SGM if you so wish.

15 October 2018

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Announcement”	the Company’s announcement dated 28 September 2018 regarding the Change of Company Name
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Change of Company Name”	the proposed change of (i) the English name of the Company from “Huscoke Resources Holdings Limited” to “Huscoke Holdings Limited” and (ii) the Chinese name of the Company from “和嘉資源控股有限公司” to “和嘉控股有限公司”
“Company”	Huscoke Resources Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“SGM”	the special general meeting of the Company to be convened and held at Room 2301, 23rd Floor, Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on Wednesday, 7 November 2018 at 3 p.m. to consider and approve the Change of Company Name
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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LETTER FROM THE BOARD

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**HUSCOKE RESOURCES HOLDINGS LIMITED**

**和嘉資源控股有限公司**

(To be renamed as “Huscoke Holdings Limited”)

(Incorporated in Bermuda with limited liability)

(Stock code: 704)

*Executive Directors:*

Mr. Zhao Xu Guang

(Chairman and Chief Executive Officer)

Mr. So Chiu Fung

*Non-Executive Directors:*

Mr. Wong Siu Hung, Patrick

Mr. Huang Man Yem

*Independent Non-Executive Directors:*

Mr. Lam Hoy Lee, Laurie

Mr. Lau Ka Ho

Mr. To Wing Time, Paddy

*Registered Office:*

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

*Principal Office:*

Room 2301, 23/F

Tower One, Lippo Centre,

89 Queensway

Admiralty

Hong Kong

15 October 2018

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

Reference is made to the Announcement, in relation to, inter alia, the proposed Change of the Company Name.

The purpose of this circular is to provide you with the information regarding the proposed Change of Company Name and to give you the notice of SGM in order to enable you to make an informed decision on whether to vote for or against the special resolution relating to the Change of Company Name.

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## LETTER FROM THE BOARD

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### PROPOSED CHANGE OF COMPANY NAME

The Board on 28 September 2018 announced that it proposes to change the English name of the Company from “Huscoke Resources Holdings Limited” to “Huscoke Holdings Limited”, and to change the Chinese name of the Company from “和嘉資源控股有限公司” to “和嘉控股有限公司”, subject to the conditions as set out in the paragraph headed “Conditions of the Change of Company Name” below.

### CONDITIONS OF THE CHANGE OF COMPANY NAME

The proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders of the Company at the SGM to approve the Change of Company Name; and
- (ii) the Registrar of Companies of Bermuda approving the Change of Company Name.

Subject to satisfaction of the above conditions, the Change of Company Name will take effect from the date on which the Registrar of Companies of Bermuda enters the new English and Chinese names of the Company on the register of companies maintained by the Registrar of Companies of Bermuda.

The Company will comply with the necessary filing procedures in Hong Kong and Bermuda.

### REASONS FOR THE CHANGE OF COMPANY NAME

The Board considers that the Change of Company Name will demonstrate the Group’s future strategy and the new name will rebuild a new corporate image and identity. The Board is of the view that the Change of Company Name will better reflect the Group’s business development and its direction of future development.

The Board believes that the Change of Company Name will benefit the Group in its future business development, and is in the interests of the Company and the Shareholders as a whole.

### EFFECT OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not, of itself, affect any rights of the Shareholders. All existing share certificates of the Company bearing the existing name of the Company will continue to be good evidence of legal title to the Shares and will remain valid for trading, settlement, registration and delivery purposes. Any new share certificates of the Company issued after the Change of Company Name has become effective will bear the new name of the Company. There will not be any arrangement for free exchange of existing share certificates of the Company for new share certificates bearing the new name of the Company.

Upon the Change of Company Name becoming effective, the Shares will be traded on the Stock Exchange under the new name and the Board intends to change the stock short names of the Company correspondingly. Further announcement(s) will be made by the Company as and when appropriate.

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## LETTER FROM THE BOARD

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### SGM

The SGM Notice is set out on page 5 to 6 of this circular. At the SGM, a special resolution will be put forward to the Shareholders to approve the Change of Company Name. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders have a material interest in the Change of Company Name and no Shareholder will be required to abstain from voting on any resolution to be approved at the SGM.

A proxy form for use at the SGM is enclosed with this circular. Whether or not you intend to attend and vote at the SGM, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

### 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 Group. 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.

### RECOMMENDATION

The Directors are of the view that the Change of Company Name are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the SGM.

By the order of the Board of  
**Husoke Resources Holdings Limited**  
**Zhao Xu Guang**  
*Chairman and Chief Executive Officer*

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## NOTICE OF SGM

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### HUSCOKE RESOURCES HOLDINGS LIMITED

### 和嘉資源控股有限公司

(To be renamed as “Huscoke Holdings Limited”)

(Incorporated in Bermuda with limited liability)

(Stock code: 704)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (“SGM”) of Huscoke Resources Holdings Limited (the “Company”) will be held at Room 2301, 23rd Floor, Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on Wednesday, 7 November 2018 at 3 p.m. to consider and, if thought fit, passing with or without modification, the following resolution as special resolution of the Company:-

#### SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies of Bermuda having been obtained, (i) the existing English name of the Company be changed from “Huscoke Resources Holdings Limited” to “Huscoke Holdings Limited” (the “**Primary Name**”) and (ii) the existing secondary name of the Company be changed from “和嘉資源控股有限公司” to “和嘉控股有限公司” (the “**Secondary Name**”) (collectively, the “**Change of Company Name**”) with effect from the respective date on which the Primary Name and the Secondary Name is entered on the register of companies maintained by the Registrar of Companies of Bermuda, and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the Change of Company Name.”

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

Hong Kong, 15 October 2018

*Registered office*  
Canon’s Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Principal office*  
Room 2301, 23/F  
Tower One, Lippo Centre,  
89 Queensway  
Admiralty  
Hong Kong

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## NOTICE OF SGM

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*Notes:*

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and to vote on his behalf. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting 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 shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon must be deposited with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority, if any, under which it is signed, or a notorially certified copy of such power or authority, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
5. Any voting of the meeting should be taken by poll.