
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 Friday, 26 September 2025 at 11:00 a.m. is set out on pages 22 to 25 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 Investor Services 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.

31 July 2025

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	3
Share Repurchase Mandate and Share Issue Mandate	4
Re-election of Directors	5
AGM	7
Voting by Poll	7
Recommendations	8
General Information	8
Appendix I – Repurchase Mandate Explanatory Statement	9
Appendix II – Details of Directors subject to Re-election	13
Notice of Annual General Meeting	22

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 Friday, 26 September 2025 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”	25 July 2025, 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

DEFINITIONS

“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
“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

LETTER FROM THE BOARD



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

Ms. Fong Man, Julisa

Independent non-executive Directors:

Mr. Yau Pak Yue

Dr. Chang Sun Bun, Benson

Mr. Choi Wai Hong, Clifford

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

31 July 2025

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 repurchase 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.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with bye-law 102(B) of the Bye-Laws, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the maximum number of directors so appointed shall not exceed the number determined from time to time by the members in general meeting. Any Directors so appointed by the Board shall hold office only until the next general meeting of the Company (in the case of filling a casual vacancy) or until the forthcoming annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at the meeting. Pursuant to bye-law 102(B) of the Bye-Laws, Ms. Fong Man, Julisa (non-executive Director), appointed on 31 December 2024, Mr. Yau Pak Yue (independent non-executive Director), appointed on 16 June 2025, Dr. Chang Sun Bun, Benson (independent non-executive Director), appointed on 16 June 2025 and Mr. Choi Wai Hong, Clifford (independent non-executive Director), appointed on 16 June 2025, shall hold office until the next annual general meeting of the Company.

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.

Pursuant to bye-law 99 of the Bye-Laws of the Company, Mr. Wang Yijun (executive Director) shall retire by rotation at the AGM. Being eligible for re-election, Mr. Wang Yijun will offer himself for re-election at the AGM.

At the AGM, Ordinary Resolutions will be proposed to re-elect each of Mr. Wang Yijun as executive Director, Ms. Fong Man, Julisa as non-executive Director and Mr. Yau Pak Yue, Dr. Chang Sun Bun, Benson and Mr. Choi Wai Hong, Clifford 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.

LETTER FROM THE BOARD

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.

In considering whether Mr. Yau Pak Yue, Dr. Chang Sun Bun, Benson and Mr. Choi Wai Hong, Clifford are still independent, the Nomination Committee and the Board have taken into account their ability to act objectively and impartially and to provide an independent view in respect of the Company’s matters. Mr. Yau Pak Yue, Dr. Chang Sun Bun, Benson and Mr. Choi Wai Hong, Clifford have not engaged in any executive or daily management of the Company nor have they 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 their independent judgement. In addition, based on the confirmation of independence under Rule 3.13 of the Listing Rules from Mr. Yau Pak Yue, Dr. Chang Sun Bun, Benson and Mr. Choi Wai Hong, Clifford, the Nomination Committee and the Board are of the opinion that they continue to fulfil the independence requirements.

The Nomination Committee and the Board also noted that Mr. Yau Pak Yue, Dr. Chang Sun Bun, Benson and Mr. Choi Wai Hong, Clifford have devoted sufficient time and demonstrated the required attributes for the discharge of their duties as independent non-executive Directors. In view of their in-depth professional knowledge, extensive experience and skills in their respective fields of expertise, they have demonstrated their abilities to provide sound advice and independent views on the Company’s matters, which have made invaluable contributions to the Company.

The Board also believes that the continued tenure of Mr. Yau Pak Yue, Dr. Chang Sun Bun, Benson and Mr. Choi Wai Hong, Clifford will bring considerable stability to the Board and the Board has benefited greatly from the presence of Mr. Yau Pak Yue, Dr. Chang Sun Bun, Benson and Mr. Choi Wai Hong, Clifford. Based on the board diversity policy of the Company, the Board is of the view that Mr. Yau Pak Yue, Dr. Chang Sun Bun, Benson and Mr. Choi Wai Hong, Clifford can contribute to the diversity of the Board, in particular, with their strong educational background and professional experience in their expertise, and the Board is of the opinion that each Mr. Yau Pak Yue, Dr. Chang Sun Bun, Benson and Mr. Choi Wai Hong, Clifford remains independent 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. Yau Pak Yue, Dr. Chang Sun Bun, Benson and Mr. Choi Wai Hong, Clifford as independent non-executive Directors is in the best interest of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

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 Friday, 26 September 2025 is set out on pages 22 to 25 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 Investor Services 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).

For ascertaining shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 23 September 2025 to Friday, 26 September 2025 (both days inclusive), during which period no transfers of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Monday, 22 September 2025. The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the AGM is Friday, 26 September 2025.

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.

LETTER FROM THE BOARD

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.

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

APPENDIX I REPURCHASE MANDATE EXPLANATORY STATEMENT

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.

APPENDIX I REPURCHASE MANDATE EXPLANATORY STATEMENT

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 2025) 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.

APPENDIX I REPURCHASE MANDATE EXPLANATORY STATEMENT

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

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 and exercised, 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.

APPENDIX I REPURCHASE MANDATE EXPLANATORY STATEMENT

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\$)
2024	August*	0.079	0.063
	September	0.082	0.069
	October	0.119	0.062
	November	0.110	0.079
	December	0.100	0.072
2025	January	0.085	0.059
	February	0.091	0.067
	March	0.091	0.068
	April	0.087	0.071
	May	0.095	0.070
	June	0.105	0.082
	July (up to the Latest Practicable Date)	0.208	0.098

* 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.

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 will 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.

Neither the explanatory statement contained in this appendix nor the Repurchase Mandate has any unusual features.

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

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

MR. WANG YIJUN (“MR. WANG”)

Mr. Wang, aged 62, has been appointed as an executive Director of the Company since 10 July 2019. Mr. Wang served as a director and general manager of Shanxi Yiling Investment Inc.* from March 2010 to November 2018. Mr. Wang also served as chief executive director of Shanxi Zhongrui Group* and general manager of Shanxi Zhongrui Trading Company Limited* from August 1999 to March 2010. Mr. Wang holds a professional qualification in industrial and civil architecture at Taiyuan University.

Mr. Wang has entered into a service agreement with the Company regarding his appointment. Mr. Wang is subject to retirement and be eligible for re-election pursuant to the Bye-Laws of the Company. Mr. Wang is entitled to a monthly director fee of HK\$82,000, 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. Mr. Wang 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.

He was appointed as the chairman and chief executive officer of Shanxi Huscoke International Energy Company Limited* (山西和嘉國際能源有限公司) since 11 May 2022, the chairman of Shanxi Golden Rock Rich Hydrogen Energy Co., Ltd. since 28 July 2020 and the director of Shanxi Jinyan Energy Jiarun Co., Ltd* (山西金岩能源嘉潤有限責任公司) since 14 February 2023.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang (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 any interests in the securities of the Company which are required to be disclosed pursuant to Part XV of the SFO.

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. Wang which the Board considers necessary to be brought to the attention of the Shareholders.

* For identification purpose only

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

MS. FONG MAN JULISA (“MS. FONG”)

Ms. Fong, aged 54, was appointed as a non-executive Director with effect from 31 December 2024 and was appointed as member of Nomination Committee on 16 June 2025. Ms. Fong has over 28 years of experience in corporate finance transactions, including mergers and acquisitions, initial public offerings and equity syndication. She is currently the Managing Director and a responsible officer of Veda Capital Limited, of which she is a founder, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the SFO. She has extensive experience in advising listed companies on corporate finance and company restructuring. Ms. Fong holds a Bachelor of Business Administration from Chinese University of Hong Kong, a Master degree in Business Administration from University of Kansas and a Master degree in International and Public Affairs from The University of Hong Kong. Ms. Fong was a non-executive director of Gaoyu Finance Group Limited (Stock Code: 8221) from December 2020 to October 2021. Ms. Fong was appointed as an independent non-executive director of International Genius Company (Stock Code: 33) with effect from 24 July 2024.

Ms. Fong has entered into a service agreement with the Company regarding her appointment. Ms. Fong holds office until the next annual general meeting of the Company and retire at that general meeting but be eligible for re-election pursuant to the Bye-Laws of the Company. Ms. Fong is entitled to a yearly director fee of HK\$276,000, i.e. monthly director fee of HK\$23,000, which was determined by the remuneration committee of the Company with reference to her duties and responsibilities within the Group, the Group’s remuneration policy and the prevailing market condition.

Up to the Latest Practicable Date, Ms. Fong is interested in 3,301,886 shares of the Company.

Save as disclosed above, Up to the Latest Practicable Date, Ms. Fong (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; (iv) has no other major appointments and professional qualifications; and (v) does not, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

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 Ms. Fong which the Board considers necessary to be brought to the attention of the Shareholders.

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

MR YAU PAK YUE (“MR. YAU”)

Mr. Yau, aged 56, was appointed as an independent non-executive director of the Company on 16 June 2025. He is also the chairman of the Audit Committee and a member of each of Nomination Committee and Remuneration Committee. Mr. Yau obtained his Bachelor of Commerce (majoring in Accountancy) from the University of Wollongong in Australia. He was the chief knowledge officer of Guangzhou Chengfa Capital Company Limited, a state-owned fund management company, from May 2015 to January 2017. Prior to that, he was a partner at one of the big four international accounting firms from 2005 to 2012. He has over 30 years of experience in mergers and acquisitions transaction supports and financial due diligence. Mr. Yau is currently the director of Ewin Advisory Company Limited. In addition, Mr. Yau is a certified public accountant in Hong Kong and a fellow certified practising accountant in Australia. Mr. Yau has been a non-executive director of Daisho Microline Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 567) since September 2020, an independent non-executive director of Hifood Group Holdings Co., Limited (now known as Domaine Power Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 442) since May 2021, an independent non-executive director of Xinhua News Media Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 309) since July 2021. Mr. Yau was an independent non-executive director of Jiayuan International Group Limited (In Liquidation), a company listed on the Main Board of the Stock Exchange (delisted from the Stock Exchange in October 2024, stock code: 2768) from June 2024 to December 2024. He was appointed as the independent non-executive director of Jiayuan International Group Limited (In Liquidation) by the liquidators to assist the company in the implementation of its restructuring plan. There was no wrongful act or mismanagement on his part leading to the liquidation of this company.

Mr. Yau was a non-executive director of DreamEast Group Limited, a company listed on the Main Board of Stock Exchange (stock code: 593) from July 2023 to January 2024. He served as a non-executive director of Peking University Resources (Holdings) Company Limited, a company listed on the Main Board of the Stock Exchange (stock code: 618) from October 2021 to December 2021, an executive director of Freeman FinTech Corporation Limited (now known as Arta TechFin Corporation Limited), a company listed on the Main Board of the Stock Exchange (stock code: 279) from July 2020 to October 2021, an independent non-executive director of Fullsun International Holdings Group Co., Limited (now known as Japan Kyosei Group Company Limited), a company listed on the Main Board of the Stock Exchange (stock code: 627) from December 2020 to July 2023, an independent non-executive director of KEE Holdings Company Limited (now known as China Apex Group Limited), a company listed on the Main Board of the Stock Exchange (stock code: 2011) from July 2017 to November 2019 and Ascent International Holdings Limited (now known as China International Development Corporation Limited), a company listed on the Main Board of the Stock Exchange (stock code: 264) from September 2017 to August 2018.

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

Mr. Yau has entered into a service agreement with the Company regarding his appointment. Mr. Yau holds office until the next annual general meeting of the Company and retire at that general meeting but be eligible for re-election pursuant to the Bye-Laws of the Company. Mr. Yau is entitled to a yearly director fee of HK\$180,000, i.e. monthly director fee of HK\$15,000, 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.

Up to the Latest Practicable Date and save as disclosed herein, to the best knowledge and information of the Directors having made reasonable enquiries, Mr. Yau (i) does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO; (ii) does not hold any other positions with the Company and/or other members of its subsidiaries; (iii) does not hold any other directorship in any listed public companies, whether in Hong Kong or overseas, in the last three years; (iv) does not hold any other major appointments and professional qualifications; and (v) does not have any relationship with any other Directors, senior management, substantial shareholders (as defined under the Listing Rules) or controlling shareholders (as defined under the Listing Rules) of the Company.

Save as disclosed above, there is no other matter 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. Yau which the Board considers necessary to be brought to the attention of the Shareholders.

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

DR. CHANG SUN BUN BENSON (“DR. CHANG”)

Dr. Chang, aged 60, was appointed as an independent non-executive director of the Company on 16 June 2025. He is also the chairman of the Remuneration Committee and a member of each of Audit Committee and Nomination Committee. Dr. Chang holds a Post-Doctorate in Corporate Governance and Doctor of Laws from Sabi University in France, Doctor of Business Administration (Honoris Causa) from International American University in United States of America, Master of Laws from Central Party School of the Communist Party of China, Guangdong Campus in China, Bachelor’s degree in Business Administration from University of Lincoln in United Kingdom, Diploma in Management Studies from Hong Kong Polytechnic University, Executive Diploma in Internal Audit from The University of Hong Kong, Executive Certificate in ESG Investment from Lingnan University, and an Certified Carbon Emission Manager from the University of Chinese Academy of Sciences in China. Dr. Chang has over 38 years of experience in auditing, financial reporting, tax and internal control. Dr. Chang is an Adjunct Professor of the Yuanpei Business School, Peking University since 2022, Adjunct Professor of the China Academy of Management Development Science since 2020, Think Tank Member of Dashun Foundation since 2022, Council Member of Taxation Institute of Hong Kong since 2024, Vice President of the Association of Chinese Internal Auditors since 2023, Deputy Director of Indonesia Chamber of Commerce in Hong Kong since 2022, Executive Council Member and Chairman of International Affairs Committee of the Hong Kong General Chamber of Small & Medium Business since 2022, Executive Committee Member of Association of International Accountants – Hong Kong Branch since 2021, Vice President of the Hong Kong Minxi Association since 2020, Executive Director of Hong Kong Federation of Fujian Associations since 2022, Vice President of the Guangdong Association of Chief Financial Officers since 2018, Vice President of the Shenzhen Association of Enterprises with Foreign Investment since 2018, and Executive Council Member of Shenzhen Certified Tax Agents Association since 2014. Dr. Chang was granted the “The Outstanding Young Entrepreneur Award of Greater China 2019” hosted by Hong Kong Commercial Daily and the “Excellent Leadership of Foreign Investment Enterprise” awarded by the Shenzhen Association of Enterprises with Foreign Investment in 2019 and 2024.

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

Dr. Chang was an independent non-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 independent non-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. Dr. Chang was the Senior Accounting Manager with Epicurean and Company, Limited (now known as StarGlory Holdings Company Limited) (Stock Code: 8213) from 2008 to 2012. Dr. Chang is a Fellow Member of Institute of Public Accountants in Australia since 2001, Fellow Member of Association of International Accountants since 2006, International Affiliate of Hong Kong Certified Public Accountants, Chartered Tax Adviser and Fellow of Taxation Institute of Hong Kong since 2010, China Certified Tax Agent (Practising) since 2021, Fellow Member of the Institute of Certified Management Accountants in Australia since 2023, Associate of Hong Kong Institute of Arbitrators since 2023, Sustainability and AML/CFT Professional of the Hong Kong Chartered Governance Institute since 2022, Certified ESG Planner of International Chamber of Sustainable Development since 2023, Fellow Member of Hong Kong Securities and Investment Institute since 2015, Member of Institute of Singapore Chartered Accountants since 2024, Registered Qualified Individual with Accounting & Corporate Regulatory Authority in Singapore since 2024, Chartered Member of Chartered Institute for Securities and Investment in United Kingdom since 2020, Member of Institute of Internal Auditors in United States of America since 2008, Forensic Certified Public Accountant and Member of Forensic CPA Society in United States of America since 2024, Member of Association of Certified Fraud Examiners in United States of America since 2017 and INSOL since 2018.

Dr. Chang has entered into a service agreement with the Company regarding his appointment. Dr. Chang holds office until the next annual general meeting of the Company and retire at that general meeting but be eligible for re-election pursuant to the Bye-Laws of the Company. Dr. Chang is entitled to a yearly director fee of HK\$180,000, i.e. monthly director fee of HK\$15,000, 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.

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

Up to the Latest Practicable Date and save as disclosed herein, to the best knowledge and information of the Directors having made reasonable enquiries, Dr. Chang (i) does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO; (ii) does not hold any other positions with the Company and/or other members of its subsidiaries; (iii) does not hold any other directorship in any listed public companies, whether in Hong Kong or overseas, in the last three years; (iv) does not hold any other major appointments and professional qualifications; and (v) does not have any relationship with any other Directors, senior management, substantial shareholders (as defined under the Listing Rules) or controlling shareholders (as defined under the Listing Rules) of the Company.

Save as disclosed above, there is no other matter 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 Dr. Chang which the Board considers necessary to be brought to the attention of the Shareholders.

MR. CHOI WAI HONG CLIFFORD (“MR. CHOI”)

Mr. Choi, aged 67, was appointed as an independent non-executive director of the Company on 16 June 2025. He is also the member of each of Audit Committee, Nomination Committee and Remuneration Committee. Mr. Choi obtained a degree of Bachelor of Arts in Economic and Social Studies from The Victoria University of Manchester, United Kingdom (currently known as The University of Manchester) in 1982. Mr. Choi is a member of (i) The Hong Kong Institute of Certified Public Accountants; (ii) The Institute of Chartered Accountants in England and Wales; (iii) The Association of Chartered Certified Accountants; and (iv) The Taxation Institute of Hong Kong.

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

Mr. Choi joined Price Waterhouse (currently known as PricewaterhouseCoopers) in Hong Kong in January 1983 and departed in July 1992 with his last position as manager. He was subsequently a general manager in DCH MSC (China) Limited, NHK Distribution Company Limited and Porsche Centre Hangzhou from July 1992 to June 1999, July 1999 to December 2003 and January 2004 to August 2012, respectively. He then joined Princess Yacht Southern China Limited as a chief executive officer from September 2012 to November 2012 and later on as a director in the NHK Yacht Services division of NHK Distribution Company Limited from December 2012 to August 2017. Mr. Choi then joined Beijing Glory Star Centre Automotive Sales and Service Company Limited (北京極光星徽汽車銷售服務有限公司) as its general manager from September 2017 to January 2018. He was an executive director of Arta TechFin Corporation Limited (formerly known as Freeman FinTech Corporation Limited) (“**Freeman FinTech**”) (listed on the Stock Exchange, stock code: 279) from November 2020 to October 2021, and an independent non-executive director of South Shore Holdings Limited (In Liquidation) (“**South Shore**”) (delisted from the Stock Exchange in February 2023, stock code: 577) from May 2021 to June 2023, a non-executive director of Silk Road Logistics Holdings Limited (delisted from the Stock Exchange in April 2024, stock code: 988) from June 2021 to December 2021, an independent non-executive director of DreamEast Group Limited (listed on the Stock Exchange, stock code: 593) from December 2021 to January 2024, and an independent non-executive director of EcoGreen International Group Limited (listed on the Stock Exchange, stock code: 2341) from November 2022 to January 2024. Mr. Choi was an independent non-executive director of Jiayuan International Group Limited (In Liquidation) (“**Jiayuan**”) (delisted from the Stock Exchange in October 2024, stock code: 2768) from June 2024 to October 2024 and was a non-executive director of Xinming China Holdings Limited from April 2021 to February 2025 (listed on the Stock Exchange, stock code: 2699). Mr. Choi is currently a non-executive director of C&D Newin Paper & Pulp Corporation Limited (formerly known as Samson Paper Holdings Limited) (listed on the Stock Exchange, stock code: 731), an executive director of China Evergrande New Energy Vehicle Group Limited (listed on the Stock Exchange, stock code: 708) and an independent non-executive director of Greatview Aseptic Packaging Company Limited (listed on the Stock Exchange, stock code: 468).

Mr. Choi confirms that he was appointed as executive director of Freeman FinTech, independent non-executive director of South Shore and independent non-executive director of Jiayuan, to assist on the implementation of the restructuring plan with an aim to turnaround the companies from the distressed position, and was appointed as executive director of Freeman FinTech only after the appointment of provisional liquidators. Mr. Choi informed the Company that there was no wrongful act or mismanagement on his part leading to the provisional liquidation or liquidation of these companies.

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

Mr. Choi has entered into a service agreement with the Company regarding his appointment. Mr. Choi holds office until the next annual general meeting of the Company and retire at that general meeting but be eligible for re-election pursuant to the Bye-Laws of the Company. Mr. Choi is entitled to a yearly director fee of HK\$180,000, i.e. monthly director fee of HK\$15,000, 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.

Up to the Latest Practicable Date and save as disclosed herein, to the best knowledge and information of the Directors having made reasonable enquiries, Mr. Choi (i) does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO; (ii) does not hold any other positions with the Company and/or other members of its subsidiaries; (iii) does not hold any other directorship in any listed public companies, whether in Hong Kong or overseas, in the last three years; (iv) does not hold any other major appointments and professional qualifications; and (v) does not have any relationship with any other Directors, senior management, substantial shareholders (as defined under the Listing Rules) or controlling shareholders (as defined under the Listing Rules) of the Company.

Save as disclosed above, there is no other matter 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. Choi which the Board considers necessary to be brought to the attention of the Shareholders.

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 Husoke Holdings Limited (the “**Company**”) will be held at Room 3604-05, 36/F., Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on Friday, 26 September 2025 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 2025;
- (2)
 - (i) To re-elect Mr. Wang Yijun as an executive Director;
 - (ii) To re-elect Ms. Fong Man, Julisa as a non-executive Director;
 - (iii) To re-elect Mr. Yau Pak Yue as an independent non-executive Director;
 - (iv) To re-elect Dr. Chang Sun Bun, Benson as an independent non-executive Director;
 - (v) To re-elect Mr. Choi Wai Hong, Clifford as an independent non-executive Director; and
 - (vi) 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 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.”

NOTICE OF ANNUAL 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;
- (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

NOTICE OF ANNUAL GENERAL MEETING

- (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).”

- (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
Husoke Holdings Limited
Zhao Xu Guang
Chairman and Chief Executive Officer

Hong Kong, 31 July 2025

NOTICE OF ANNUAL GENERAL MEETING

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 Investor Services 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 Tuesday, 23 September 2025 to Friday, 26 September 2025, 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 Friday, 26 September 2025. 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 Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than at 4:30 p.m. on Monday, 22 September 2025. The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the AGM is Friday, 26 September 2025.