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If you are in any doubt as to any aspect of this circular or as to action to be taken, you should consult a licensed securities dealer or other bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares of eForce 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, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**eFORCE HOLDINGS LIMITED****意科控股有限公司****(Incorporated in Bermuda with limited liability)***(Stock code: 943)****REFRESHMENT OF EXISTING GENERAL MANDATE
AND
NOTICE OF SGM****Financial adviser to the Company****Independent Financial Adviser to the Independent Board Committee and
the Independent Shareholders****BRIDGE PARTNERS CAPITAL LIMITED**

Terms used in this cover page have the same meanings as defined in this circular.

A letter from the Board is set out on pages 3 to 9 of this circular. A letter from the Independent Board Committee is set out on page 10 of this circular. A letter from Bridge Partners containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 11 to 17 of this circular.

A notice convening the SGM to be held at 2:30 p.m. on Monday, 12 December 2011 at Suite 3008, Man Yee Building, 68 Des Voeux Road Central, Hong Kong is set out on pages 18 to 20 of this circular. A form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as practicable but in any event not later than 48 hours before the time appointed for holding of 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 (as the case may be) should you so wish.

* For identification purposes only

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DEFINITIONS

In this circular, unless the context otherwise requires, capitalized terms used shall have the following meanings:

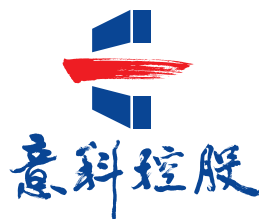
“Acquisition”	the acquisition relating to a coal mine in the Republic of Indonesia, details of which have been disclosed in the circular of the Company dated 16 June 2011
“associate(s)”	shall have the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Capital Reorganization”	the capital reorganization exercise of the Company involving, among others, share consolidation, capital reduction and share subdivision, which has become effective on 9 November 2011, details of which have been set forth in the Company’s circular dated 14 October 2011
“Company”	eForce Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Existing General Mandate”	the general mandate to issue up to 762,385,357 new shares of the Company with par value of HK\$0.05 each (equivalent to 30,495,414 Shares after the Capital Reorganization became effective) granted by the then Shareholders of the Company to the Directors at the annual general meeting of the Company held on 20 May 2011
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	comprises all the three independent non-executive Directors, namely Mr. Lam Bing Kwan, Mr. Yeung King Wah and Mr. Wong Man Chung, Francis, to advise the Independent Shareholders in respect of the Refreshment of Existing General Mandate
“Independent Shareholders”	any Shareholders other than the controlling Shareholders and their respective associates or, if there is no controlling Shareholder, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates

DEFINITIONS

“Issue Mandate”	the new mandate proposed to be sought at the SGM to authorize the Directors to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of the SGM
“Latest Practicable Date”	21 November 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	The Rule Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Refreshment of Existing General Mandate”	the proposed refreshment of the Existing General Mandate and grant of the Issue Mandate
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“SGM”	the special general meeting of the Company to be held on Monday, 12 December 2011 for the purpose of considering and, if thought fit, approving the Refreshment of Existing General Mandate
“Share(s)”	ordinary shares with par value of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Bridge Partners” or “Independent Financial Adviser”	Bridge Partners Capital Limited, a licensed corporation to carry on out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO and the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Refreshment of Existing General Mandate
“%”	per cent.

In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text

LETTER FROM THE BOARD



eFORCE HOLDINGS LIMITED

意科控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 943)

Executive Directors:

Mr. Tam Lup Wai, Franky
Mr. Liu Liyang

Independent non-executive Directors:

Mr. Lam Bing Kwan
Mr. Yeung King Wah
Mr. Wong Man Chung, Francis

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head office and principal

place of business in Hong Kong:
Suite 3008
Man Yee Building
68 Des Voeux Road Central
Hong Kong

24 November 2011

To the Shareholders

Dear Sir or Madam,

REFRESHMENT OF EXISTING GENERAL MANDATE

INTRODUCTION

The purpose of this circular is to provide you with (i) further information relating to the Refreshment of Existing General Mandate; (ii) the recommendation of the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from Bridge Partners setting out, among other things, its recommendation to the Independent Board Committee and the Independent Shareholders; and (iv) the notice of SGM to be convened and held for the purpose of considering and, if thought fit, approving the resolution for the Refreshment of Existing General Mandate.

* For identification purposes only

LETTER FROM THE BOARD

REFRESHMENT OF EXISTING GENERAL MANDATE

Background of the Refreshment of Existing General Mandate

At the annual general meeting of the Company held on 20 May 2011, the then Shareholders of the Company approved, among other things, an ordinary resolution to grant to the Directors the Existing General Mandate to allot up to 762,385,357 new shares with par value of HK\$0.05 each (equivalent to 30,495,414 Shares).

As at the Latest Practicable Date, the Existing General Mandate had been utilized as to 760,000,000 shares of the Company with par value of HK\$0.05 each (equivalent to 30,400,000 Shares), representing approximately 99.69% of the number of new shares with par value of HK\$0.05 each which were allowed to be allotted, issued and dealt with under the Existing General Mandate. As set out in the announcement (the “**Announcement**”) of the Company dated 28 June 2011 regarding the completion of the placing of new shares (the “**Placing**”), 760,000,000 shares with par value of HK\$0.05 each (equivalent to 30,400,000 Shares after the Capital Reorganization became effective) have been issued under the Existing General Mandate. It was stated in the Announcement that the net proceeds from the Placing of approximately HK\$36.6 million would be used for financing the development of the coal mine after completion of the Acquisition and/or for general working capital of the Group.

Reasons for the Refreshment of Existing General Mandate

The Group is principally engaged in (i) the manufacturing and trading of healthcare and household products; and (ii) the operation of the coal mine in the Republic of Indonesia.

The Existing General Mandate was granted at the annual general meeting of the Company held on 20 May 2011. If the Existing General Mandate is not refreshed, after completion of the Placing, only 2,385,357 additional shares with par value of HK\$0.05 each (equivalent to 95,414 Shares after the Capital Reorganization became effective) can be issued under the Existing General Mandate.

The Group has recorded losses for the last five consecutive financial years. Before there is any major turnaround in the existing businesses of the Group and the coal mine is able to contribute positively to the income of the Group, it is expected that equity fund raising will continue to be one of the major sources of fund for any additional working capital required for the ongoing operation and development of the existing businesses of the Group, any debt repayment or investment opportunities of the Group. Hence, although the Group is not in financial difficulties, it is still important that the Company is able to seize any fund raising opportunity available to it and to conduct any necessary fund raising on a timely and efficient manner. Given that equity financing by way of share placement (i) does not incur any interest paying obligations on the Group as compared with bank financing; (ii) is less costly and time-consuming than raising funds by way of rights issue or open offer; and (iii) provides the Company with the capability to capture any capital raising or prospective investment opportunity as and when it arises, it is considered to be a less costly but more time efficient fund raising method for the Company. For that reason, the Board proposes to refresh the Existing General Mandate for the Directors to allot, issue and deal with new Shares with an aggregate nominal amount of not exceeding 20% of the issued share capital of the Company as at the date of the SGM. The Board considers that the Refreshment of Existing General Mandate would provide the Company with the required ability and flexibility to raise funds on a timely basis and is in the interest of the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

The Directors are mindful of the uncertainties of the global economic condition and outlook. There can be no assurance that future developments in this regard will not create unexpected adverse impact in the Group's markets. Therefore, the Company remains open to fund raising opportunities if the terms are commercially acceptable and in the interests of the Company and its Shareholders after taking into account factors, including the financial position, financing costs, capital requirements and plans of the Company from time to time and also options then available in the capital markets. Accordingly, the Company has maintained dialogue with financial institutions on fund raising options (including possible rights issue). Similar to other opportunities presented to the Board from time to time, the Board will give due consideration to such proposals but have not made any decision as to whether or not to undertake any fund raising at this juncture or to agree to proceed with any of such proposals or at all. As at the Latest Practicable Date, the Company had not reached any agreement with any financial institutions or any other party in respect of any fund raising exercise, neither had any of such discussions reached an advanced state. The Company does not currently have any concrete plan to raise equity or equity-linked funding within any particular time frame, but it will not exclude the possibility of doing so in the near future should any suitable opportunity arises. The Company will make further announcement in accordance with the Listing Rules as and when appropriate.

As at 31 October 2011, the Company had more than HK\$98 million cash on hand, of which approximately HK\$58 million has been reserved for the development of the coal mine in the Republic of Indonesia, and the remaining sum of around HK\$40 million for general working capital of the Group (including the settlement of liabilities of the Group).

It is currently expected that, in the event that the Issue Mandate is granted and a placing exercise is successfully conducted thereafter, the proceeds from such placing exercise will mainly be reserved for future business development or investment opportunities (i.e. the proceeds will not be used for planned development of the coal mine in the Republic of Indonesia for which funds have already been set aside) and unbudgeted working capital needs. For the avoidance of doubt, the Board had not identified or been negotiating on any investment opportunities which may require equity financing as at the Latest Practicable Date.

LETTER FROM THE BOARD

Equity fund raising activities in the past twelve months

Set out below are the equity fund raising activities conducted by the Company in the past twelve months prior to the Latest Practicable Date:

Date of announcement	Event	Net proceeds	Intended use of proceeds	Actual use of proceeds
14 February 2011	Placing of existing Shares and subscription of new Shares	Approximately HK\$32.4 million	For financing the development of the coal mine after completion of the Acquisition and/or for the general working capital of the Group	Reserved for the development of the coal mine
20 June 2011	Placing of new Shares	Approximately HK\$ 36.6 million	For financing the development of the coal mine after completion of the Acquisition and/or for general working capital of the Group	Approximately HK\$25.6 million reserved for the development of the coal mine and HK\$11 million reserved for general working capital

Save as and except for the above, the Company had not conducted any other equity fund raising activities in the past twelve months immediately prior to the Latest Practicable Date.

LETTER FROM THE BOARD

Potential dilution to shareholding of the existing public Shareholders

The table below sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) upon full utilization of the Issue Mandate (assuming no other Shares are issued or repurchased by the Company prior to the SGM):

Shareholders	As at the Latest Practicable Date		Upon full utilization of the Issue Mandate (assuming no other Shares are issued or repurchased by the Company)	
	No. of Shares	%	No. of Shares	%
Early State Enterprises Limited	37,558,960	20.54	37,558,960	17.11
Existing public Shareholders	145,318,111	79.46	145,318,111	66.22
Shares to be issued under the Issue Mandate	—	—	36,575,414	16.67
Total	182,877,071	100.00	219,452,485	100.00

The table above illustrates that the shareholdings of the existing public Shareholders would decrease from approximately 79.46% as at the Latest Practicable Date to approximately 66.22% upon full utilization of the Issue Mandate (assuming no other Shares are issued or repurchased by the Company). Such potential dilution to the shareholdings of the existing public Shareholders represents a dilution of approximately 13.24 percent point. Having considered that the Refreshment of General Mandate could increase the flexibility available to the Group in conducting fund raising in the future for the reasons and benefits as set out in this letter, the Board considers that the dilution impact as demonstrated above is acceptable. In addition, a placing exercise may not be successfully carried out notwithstanding the grant of Issue Mandate, as it is subject to a number of factors, including but not limited to (i) the availability of placing agent; and (ii) the then atmosphere of the financial markets.

General

As at the Latest Practicable Date, the issued share capital of Company consisted of 182,877,071 Shares. An ordinary resolution will be proposed to the Independent Shareholders to approve the Refreshment of Existing General Mandate to authorise the Directors to allot, issue and deal with new Shares, being the number of Shares not exceeding 20% of the issued share capital of the Company as at the date of the SGM.

LETTER FROM THE BOARD

The Independent Board Committee, comprising Mr. Lam Bing Kwan, Mr. Yeung King Wah and Mr. Wong Man Chung, Francis all being the independent non-executive Directors, has been formed to consider the Refreshment of Existing General Mandate. Bridge Partners has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

Pursuant to Rule 13.36(4)(a) of the Listing Rules, any controlling Shareholders and their respective associates, or where there is no controlling Shareholder, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolution to approve the Refreshment of Existing General Mandate to be proposed at the SGM. As there is no controlling Shareholder, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolution to approve the Refreshment of Existing General Mandate. Pursuant to Rule 13.39(4) of the Listing Rules, the vote of the Independent Shareholders in respect of the Refreshment of Existing General Mandate at the SGM will be taken by way of poll.

The Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates had indicated that, in the event that they were entitled to vote, they have no intention to vote against the resolution to approve the Refreshment of Existing General Mandate at the SGM.

Recommendation

Having considered the reasons set out herein, the Board hereby recommends the Independent Shareholders to vote in favour of the relevant resolution to be proposed at the SGM to approve the Refreshment of Existing General Mandate.

Your attention is drawn to the letter from Bridge Partners, which contains its advice to the Independent Board Committee and the Independent Shareholders with regards to the Refreshment of Existing General Mandate. The text of the letter from Bridge Partners is set out on pages 11 to 17 of this circular.

SGM

A notice convening the SGM to be held at 2:30 p.m. on Monday, 12 December 2011 at Suite 3008, Man Yee Building, 68 Des Voeux Road Central, Hong Kong is set out on pages 18 to 20 of this circular.

Whether or not you are able to attend the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as practicable but in any event not later than 48 hours before the time appointed for holding of 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 (as the case may be) should you so wish.

LETTER FROM THE BOARD

Period during which the Issue Mandate will remain effective

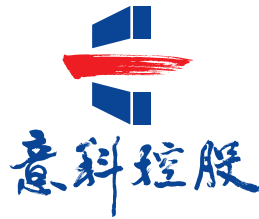
The Issue Mandate will, if granted, remain effective until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting is required to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

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.

By order of the Board
eForce Holdings Limited
Liu Liyang
Deputy Chairman and Chief Executive Officer

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



eFORCE HOLDINGS LIMITED

意科控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 943)

24 November 2011

To the Independent Shareholders

Dear Sir or Madam,

REFRESHMENT OF EXISTING GENERAL MANDATE

We refer to the circular of the Company dated 24 November 2011 (the “**Circular**”), of which this letter forms part. Terms as defined in the Circular shall have the same meanings when used herein unless the context otherwise requires.

We have been appointed to advise the Independent Shareholders in connection with the Refreshment of Existing General Mandate. Bridge Partners has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this respect.

We are of the view that the terms of the Issue Mandate, after taking into account the advice of Bridge Partners as set out on pages 11 to 17 of the Circular, are fair and reasonable so far as the Independent Shareholders are concerned, and that the Refreshment of Existing General Mandate is in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the resolution to be proposed at the SGM to approve the Refreshment of Existing General Mandate.

Your faithfully

Independent Board Committee

Mr. Lam Bing Kwan

Mr. Yeung King Wah

Mr. Wong Man Chung, Francis

Independent non-executive Directors

* *For identification purposes only*

LETTER FROM BRIDGE PARTNERS

The following is the text of a letter of advice to the Independent Board Committee and the Independent Shareholders from Bridge Partners relating to the Refreshment of Existing General Mandate dated 24 November 2011 prepared for the purpose of incorporation in this circular:



BRIDGE PARTNERS CAPITAL LIMITED

Unit 605, 6/F, Grand Millennium Plaza
181 Queen's Road Central
Central, Hong Kong

24 November 2011

*To the independent board committee
and the independent shareholders of eForce Holdings Limited*

Dear Sirs,

REFRESHMENT OF EXISTING GENERAL MANDATE

INTRODUCTION

We refer to our appointment as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the refreshment of the existing general mandate granted by the shareholders of the Company at the annual general meeting of the Company held on 20 May 2011, details of which are set out in the "Letter from the Board" contained in the circular of the Company dated 24 November 2011 (the "**Circular**"), of which this letter forms part. Terms defined in the Circular shall have the same meanings in this letter unless the context otherwise requires.

Pursuant to Rule 13.36(4) of the Listing Rules, the granting of the Issue Mandate requires the approval of the Independent Shareholders at the SGM at which any of the controlling Shareholders (as defined in the Listing Rules) of the Company and their associates or, where there is no controlling Shareholder, the Directors (excluding the independent non-executive Directors), the chief executive of the Company and their respective associates are required to abstain from voting in favour of the resolution(s) proposed for approving the grant of the Issue Mandate, and under Rule 13.39 of the Listing Rules, any vote of the shareholders at a general meeting must be taken by way of poll. As at the Latest Practicable Date, the Company had no controlling Shareholders. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the executive Directors and their respective associates (to the extent they hold any Shares at the SGM) are required to abstain from voting in favour of, any relevant resolution approving the grant of the Issue Mandate at the SGM.

LETTER FROM BRIDGE PARTNERS

An Independent Board Committee comprising Mr. Lam Bing Kwan, Mr. Yeung King Wah and Mr. Wong Man Chung, Francis (all being independent non-executive Directors) has been established to advise the Independent Shareholders as to whether the Refreshment of Existing General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and the Independent Shareholders as a whole.

BASIS OF OUR OPINION

In formulating our advice and recommendation to the Independent Board Committee and the Independent Shareholders, we have relied on the statements, information, opinions and representations contained or referred to in the Circular and the information and representations as provided to us by the Directors and the management of the Company. We have assumed that all information and representations that have been provided by the Directors and the management of the Company, for which they are solely and wholly responsible, are true, accurate and complete in all material respects and not misleading or deceptive at the time when they were made and continue to be so as at the Latest Practicable Date. We have also assumed that all statements of belief, opinion, expectation and intention made by the Directors in the Circular were reasonably made after due enquiries and careful considerations. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Company, its advisers and/or the Directors, which have been provided to us. We consider that we have received sufficient information to enable us to reach an informed view and to justify reliance on the accuracy of the information contained in the Circular to provide a reasonable basis for our opinions and recommendations. We have not, however, conducted any independent in-depth investigation into the business and affairs of the Company, or their respective subsidiaries or associates.

The Directors have collectively and individually accepted full responsibility, includes particulars given in compliance with the Listing Rules, for the purpose of giving information with regard to the Company. The Directors have confirmed, having made all reasonable enquiries, which to the best of their knowledge and belief, the information contained in the 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 the Circular misleading.

This letter is issued to the Independent Board Committee and the Independent Shareholders solely in connection with their consideration of the Refreshment of Existing General Mandate, and, except for its inclusion in the Circular, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purpose without our prior written consent.

LETTER FROM BRIDGE PARTNERS

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion and recommendation to the Independent Board Committee and the Independent Shareholders in respect of the Refreshment of Existing General Mandate, we have taken the following principal factors and reasons into consideration:

Background of the Refreshment of Existing General Mandate

The Group is principally engaged in the manufacturing and sales of healthcare and household products and operation of the coal mine in the Republic of Indonesia.

At the annual general meeting of the Company held on 20 May 2011 (the “AGM”), the shareholders of the Company approved, among other things, an ordinary resolution to grant to the Directors the Existing General Mandate to issue, allot and deal with up to 762,385,357 new shares of the Company with par value of HK\$0.05 each (equivalent to 30,495,414 Shares), being 20% of the entire issued share capital of the Company of 3,811,926,785 shares of the Company as at the date of the AGM.

According to the announcement of the Company dated 20 June 2011 regarding the placing of new shares (the “Placing”), an aggregate of 760,000,000 new shares were issued after the completion of the Placing. The Company raised the net proceeds of approximately HK\$36.6 million from the Placing and intended to apply such net proceeds for financing the development of the coal mine and/or for general working capital of the Group. The Placing was completed on 28 June 2011. As at the Latest Practicable Date, the Existing General Mandate has been utilized as to approximately 99.69% as at the Latest Practicable Date and only 2,385,357 shares of the Company can be issued under the Existing General Mandate.

On 3 October 2011, the Company announced the proposal to reorganize the share capital of the Company, pursuant to which the Company will conduct share consolidation and capital reduction of issued share capital of the Company and subdivision of authorized but unissued shares of the Company (the “Capital Reorganisation”). Immediately after the Capital Reorganisation becoming effective, the issued share capital will be changed to 182,877,071 Shares.

As at the Latest Practicable Date, the Company had 182,877,071 Shares in issue. On the basis that no new Share(s) would be issued and/or repurchased by the Company from the Latest Practicable Date up to the date of the SGM, the Refreshment of Existing General Mandate would allow the Directors to issue, allot and deal with up to 36,575,414 new Shares, representing 20% of the existing issued share capital of the Company.

Flexibility in financing

As confirmed by the Directors, the Company had completed the acquisition of Fastport Investments Holdings Limited that indirectly holds a mining concession right over the PT Bara coal mine (“PT Bara Coal Mine”) in the Republic of Indonesia. The Company is expected to finalise the transportation route and begin to negotiate on specific terms with the parties in the near future. The Company also estimates that for up to July 2012, capital expenditure of US\$6.8 million (equivalent to approximately HK\$53.04

LETTER FROM BRIDGE PARTNERS

million) will be spent on the production of the PT Bara Mine. In view of the potential prospects of the coal industry in the Asia Pacific market, the Directors expected that the income base of the Group will be broadened and the long-term equity value will be enhanced for the Shareholders.

Upon our enquiry, the Group had more than HK\$98 million of cash and bank deposits as at 31 October 2011, of which approximately HK\$58 million has been reserved for the development of the PT Bara Mine up to July 2012, and the remaining sum of around HK\$40 million for general working capital of the Group (including the settlement of liabilities of the Group). As advised by the Directors, in the event that the Issue Mandate is granted and a placing exercise is successfully conducted thereafter, majority of the proceeds from such placing exercise will be reserved for (i) general working capital; and (ii) future business development other than the development of the coal mine in Republic of Indonesia.

The Group has recorded losses for the last five consecutive financial years. The Directors expected that equity fund raising will continue to be one of the major sources of fund for any additional working capital required for the ongoing operation and development of the existing businesses of the Group before any major turnaround in the Group's existing business and the coal mine generate income to the Group. Hence, although the Group is not in financial difficulties, it is still important that the Company is able to seize any fund raising opportunity available to it and to conduct any fund raising on a timely and efficient manner.

As mentioned in the "Letter from the Board", the current global economic environment is still uncertain and fluctuates and the Company is yet to have concrete plan to utilize the Issue Mandate. Although the Board confirmed that the Company had not identified any specific target for potential merger and acquisition nor been negotiating on any investment opportunities as at the Latest Practicable Date, the Directors consider it is important to capture every investment opportunity and fully capitalize on the changing market condition. In the event that the Company identifies a suitable and attractive investment opportunity but does not have sufficient financial resources on hand, or cannot find other alternatives to finance such investment opportunities in a timely manner, the Company may lose its chances to capture a favorable opportunity to expand its business portfolio and may affect the long term development of the Company and Company's value.

As advised by the Directors, the granting of the Issue Mandate will enable the Company to react and respond quickly to raise new equity in the stock market, which is presently highly volatile. Notwithstanding that there is no immediate funding need for the Group's current operation and that there is currently no concrete plan for exercising the Refreshment of Existing General Mandate to issue and allot Shares at the moment, we concur with the Directors that the Refreshment of Existing General Mandate is in the interests of the Company and the Shareholders as a whole by virtue of maintaining the financial flexibility for the Group's future business development and opportunities of funding which may be urgent and may arise at any time.

Given the foregoing, we are of the opinion that the Refreshment of Existing General Mandate would provide the Company with the necessary flexibility to fulfill any possible funding needs for future business development and/or investment decisions. We are also of the view that the abovementioned benefits could outweigh the potential dilution effect on the shareholding held by the public Shareholders (as explained in the section headed "Potential dilution to shareholdings of the existing public Shareholders" below) in the Company. We consider that the Refreshment of Existing General Mandate is in the interests of the Company and the Shareholders as a whole.

LETTER FROM BRIDGE PARTNERS

Equity fund raising activities in the past twelve months

Set out below is the equity fund raising activities conducted by the Company in the past twelve months prior to the Latest Practicable Date:

Date of announcement	Event	Net proceeds	Intended use of proceeds	Actual use of proceeds
14 February 2011	Placing of existing shares and subscription of new shares	Approximately HK\$32.4 million	For financing the development of the coal mine after completion of the Acquisition and/or for the general working capital	Reserved for the development of the coal mine
20 June 2011	Placing of new shares	Approximately HK\$36.6 million	For financing the development of the coal mine after completion of the Acquisition and/or for general working capital of the Group	HK\$25.6 million reserved for the development of the coal mine and HK\$11 million reserved for general working capital

As confirmed by the Directors, save as and except for the above, the Company had not conducted any other equity fund raising activities in the past twelve months immediately prior to the Latest Practicable Date.

Other financing alternatives

As disclosed in the “Letter from the Board”, the Directors consider that equity financing by way of share placement (i) does not incur any interest paying obligations on the Group as compared with bank financing; (ii) is less costly and involves relatively shorter period of time than raising funds by way of rights issue or open offer; and (iii) provides the Company with the capability to capture any capital raising or prospective investment opportunity as and when it arises.

As advised by the Directors, apart from equity financing, the Board has considered other types of fund raising exercises such as bank financing, placement, rights issue, open offer etc. However, the ability of the Company to obtain bank borrowings usually depends on the Company’s profitability, financial position and the then prevailing market condition. Furthermore, the approval of borrowing is subject to lengthy due diligence and negotiations with the banks or financial institutions. Given that the Group has recorded unaudited net loss of HK\$20.45 million for the six months ended 30 June 2011 and debt financing will incur interest burden on the Company, the Directors consider debt financing to be relatively uncertain, impracticable and time-consuming as compared to equity financing, such as placing of new Shares. In addition, as advised by the Directors, the production of the PT Bara Mine is in a preliminary stage and yet to generate income, it is difficult for the Group at this stage to raise fund by debt.

LETTER FROM BRIDGE PARTNERS

With respect to the other equity financing methods such as rights issue and open offer, the Directors consider that such pro-rata equity financing would incur substantial costs in form of placing commission or underwriting commission. Although both rights issue and open offer may allow the Shareholders to maintain their respective pro-rata shareholdings in the Company, such fund raising alternatives will involve relatively longer period of time as compared to the equity financing through issue of new Shares under the general mandate and there would be no certainty that the Company would be able to procure favorable terms in such commercial underwriting. As for the specific mandate, the Directors considered the obtaining of Shareholders' approval on specific mandate will require relatively longer time and the Company may fail to capture timely fund raising and investment opportunities.

The Directors confirm that they will, in any event exercise due and careful consideration, choose the best financing method available for the Group. In view of the above, we consider that the Refreshment of Existing General Mandate is in the interests of the Company and the Shareholders as a whole.

Potential dilution to shareholdings of the existing public Shareholders

The table below sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) upon full utilization of the Issue Mandate (assuming that no other Shares are issued and/or repurchased by the Company prior to the SGM):

Shareholders	As at the Latest Practicable Date		Upon full utilization of the Issue Mandate (assuming no other Shares are issued and/or repurchased by the Company prior to the SGM)	
	No. of Shares	%	No. of Shares	%
Early State Enterprises Limited	37,558,960	20.54	37,558,960	17.11
Existing public Shareholders	145,318,111	79.46	145,318,111	66.22
Shares to be issued under the Issue Mandate	—	—	36,575,414	16.67
Total	182,877,071	100.00	219,452,485	100.00

The table above illustrates that the shareholdings of the existing public Shareholders would decrease from approximately 79.46% as at the Latest Practicable Date to approximately 66.22% upon full utilization of the Issue Mandate (assuming that no other Shares are issued and/or repurchased by the Company prior to the SGM). Such potential dilution to the shareholdings of the existing public Shareholders represents a dilution of approximately 13.24 percent point.

LETTER FROM BRIDGE PARTNERS

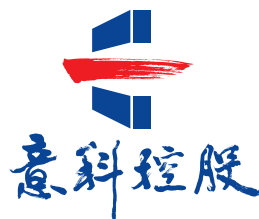
Taken into consideration that the benefits of the Refreshment of Existing General Mandate as mentioned above and the fact that the shareholdings of all Shareholders will be diluted to the same extent upon any utilization of the Issue Mandate, we consider that the potential dilution of the shareholdings of the existing public Shareholders upon the utilization of the Issue Mandate is acceptable.

RECOMMENDATION

Taken into consideration the benefits of the Refreshment of Existing General Mandate, the flexibility in financing and the fact that shareholdings of all existing public Shareholders would be diluted to the same extent upon any utilization of the Issue Mandate, we are of the view that the Refreshment of Existing General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders, as well as the Independent Board Committee to advise the Independent Shareholders to vote in favour of the ordinary resolution in relation to the Refreshment of Existing General Mandate at the SGM.

Yours faithfully,
For and on behalf of
Bridge Partners Capital Limited
Monica Lin
Managing Director

NOTICE OF SGM



eFORCE HOLDINGS LIMITED

意科控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 943)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of eForce Holdings Limited (the “Company”) will be held at 2:30 p.m. on Monday, 12 December 2011 at Suite 3008, Man Yee Building, 68 Des Voeux Road Central, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company.

ORDINARY RESOLUTION

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorise the Directors during the Relevant Period (to be defined in paragraph (d) below) to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (to be defined in paragraph (d) below), or (ii) any share option schemes of the Company approved by The Stock Exchange of Hong Kong Limited, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, or (iv) the exercise of the outstanding conversion rights attaching to any convertible securities issued by the Company, which are convertible into shares of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and

* For identification purposes only

NOTICE OF SGM

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; or
- (ii) the date upon which the authority set out in this resolution revoked or varied by way of ordinary resolution of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed 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 any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong).”

By order of the Board
eForce Holdings Limited
Liu Liyang

Deputy Chairman and Chief Executive Officer

Hong Kong, 24 November 2011

*Head office and principal
place of business in Hong Kong:*
Suite 3008
Man Yee Building
68 Des Voeux Road Central
Hong Kong

NOTICE OF SGM

Notes:

- (1) Any shareholder of the Company (the “**Shareholder(s)**”) entitled to attend and vote at the SGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a Shareholder.
- (2) The form of proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
- (3) Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the SGM and in such event, the form of proxy shall be deemed to be revoked.
- (4) Where there are joint Shareholders any one of such joint Shareholder may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint Shareholders be present at the SGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Shareholders, and for this purpose seniority shall be determined by the order in which the names stand in the register of shareholders of the Company in respect of the joint holding.
- (5) The form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof at which the person named in the form of proxy proposes to vote or, in the case of a poll taken subsequently to the date of the SGM or any adjournment thereof, not less than 48 hours before the time appointed for the taking of the poll and in default the form of proxy shall not be treated as valid.

As at the date of this notice, the Board comprises Messrs. Tam Lup Wai, Franky and Liu Liyang as executive Directors and Messrs. Lam Bing Kwan, Yeung King Wah and Wong Man Chung, Francis as independent non-executive Directors.