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## **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** the special general meeting of eForce Holdings Limited (the “Company”) will be held at Suite 3008, Man Yee Building, 68 Des Voeux Road Central, Central, Hong Kong on Tuesday, 5 July 2011 at 2:30 p.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. **“THAT:**

- (A) the sales and purchase agreement dated 11 February 2011 (and supplemented by supplemental agreements dated 25 February 2011 and 3 June 2011) (the “**Agreement**”) entered into by the wholly-owned subsidiary of the Company, Smart Guard Limited (the “**Purchaser**”), Gloss Rise Limited (the “**Vendor**”), Mr. Lim Kim Chai and Mr. Low Thiam Herr (“**Mr. Low**”), pursuant to which the Purchaser has conditionally agreed to acquire (the “**Acquisition**”):
- a) the 100 issued shares of US\$1.00 nominal value each in the share capital of the Fastport Investments Holdings Limited (the “**Target Company**”) constituting 100% of the issued share capital of the Target Company; and
- b) the loans due from PT Bara Utama Persada Raya and the Target Company to Mr. Low as at the date of completion of the Acquisition (the “**Completion**”);

\* *For identification purposes only*

(details of which are set out in the circular of the Company dated 16 June 2011 (the “**Circular**”) (copies of the Agreement and the Circular having been produced to the meeting marked “A” and “B” respectively and initialed for the purposes of identification by the chairman of the meeting)) be and are hereby approved, confirmed and ratified;

- (B) subject to the Completion, the creation and issue of the Series A Convertible Bond (as defined in the Circular) and the Series B Convertible Bond (as defined in the Circular) (the “**Convertible Bonds**”) on and subject to the terms and conditions of the Agreement be and are hereby approved, confirmed and ratified and the allotment and issue of such number of shares of the Company upon the exercise of the conversion rights attaching to the Convertible Bonds be and are hereby approved, confirmed and ratified; and
- (C) any one director of the Company be and is hereby generally and unconditionally authorized to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company by hand, or by seal and to take such steps as he may in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the transactions under the Agreement.”

2. “**THAT** the authorized share capital of the Company be and is hereby increased from HK\$300,000,000 to HK\$1,000,000,000 by the creation of 14,000,000,000 new shares of HK\$0.05 each in the share capital of the Company which shares shall rank pari passu in all respects with the existing shares of the Company.”

By order of the Board  
**HU XIAO**  
*Chairman and Executive Director*

Hong Kong, 16 June 2011

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

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited with the Company's branch share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Completion and return of the accompanying form of proxy will not preclude members of the Company from attending and voting in person at the meeting or any adjournment thereof should they so wish.
4. The register of members of the Company will be closed for the period from Monday, 4 July 2011 to Tuesday, 5 July 2011, both days inclusive. For the purpose of ascertaining the members' entitlement to attend the SGM of the Company, all share transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar, Tricor Tengis Limited at the abovementioned address, not later than 4:30 p.m. on Thursday, 30 June 2011.

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