
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 consult your stockbroker, a licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in eForce Holdings Limited (the “**Company**”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or 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)

**PROPOSED FIXING OF THE MAXIMUM NUMBER OF DIRECTORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

A letter from the Board is set out on pages 2 to 3 of this circular.

A notice convening the SGM to be held at 2:30 p.m. on Monday, 17 August 2015 at Suite 3008, Man Yee Building, 68 Des Voeux Road Central, Central, Hong Kong is set out on pages 4 to 5 of this circular. Whether or not you intend 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 Company’s branch share registrar in Hong Kong, Union Registrars Limited at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the SGM or any adjourned meeting thereof should you so wish.

* *For identification purpose only*

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DEFINITIONS

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

“Bye-laws”	the bye-laws of the Company
“Board”	board of Directors of the Company
“Company”	eForce Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“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 People’s Republic of China
“Latest Practicable Date”	29 July 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company to be held at Suite 3008, Man Yee Building, 68 Des Voeux Road Central, Central, Hong Kong on Monday, 17 August 2015 at 2:30 p.m., or any adjournment thereof, notice of which is set out on pages 4 to 5 of this circular
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD



eFORCE HOLDINGS LIMITED

意科控股有限公司*

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(Stock code: 943)

Executive Directors:

Mr. Tam Lup Wai, Franky (*Chairman*)
Mr. Liu Liyang
Mr. Au Yeung Yiu Chung
Mr. Chan Tat Ming, Thomas
Mr. Luo Xiaohong

Independent Non-executive Directors:

Mr. Hau Chi Kit
Mr. Lam Bing Kwan
Mr. Leung Chi Hung
Mr. Li Hon Kuen

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,
Central,
Hong Kong

31 July 2015

To the Shareholders

Dear Sir or Madam,

PROPOSED FIXING OF THE MAXIMUM NUMBER OF DIRECTORS AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information in relation to (i) fixing of the maximum number of Directors; and (ii) a notice of the SGM.

FIXING OF THE MAXIMUM NUMBER OF DIRECTORS

Bye-law 86(1) of the Bye-laws provides that there shall be no maximum number of directors unless otherwise determined by the Shareholders in general meeting. It is also provided in Bye-law 86(6) that the Company may from time to time in general meeting by an ordinary resolution to increase or reduce the number of Directors. As at the Latest Practicable Date, the Company has not fixed a maximum number of Directors.

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LETTER FROM THE BOARD

To allow efficient decision making of the Company, an ordinary resolution will be proposed at the SGM to fix the maximum number of Directors at 9.

SGM

The SGM will be convened and held for the purpose of considering, and, if thought fit, the fixing of the maximum number of Directors.

The notice of the SGM is set out on pages 4 to 5 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 and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, Union Registrars Limited at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible but in an event not less than 48 hours before the time scheduled for the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the SGM or any adjourned meeting should you so wish.

The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

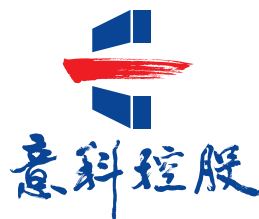
The Board is of the opinion that fixing of the maximum number of Directors are in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of the ordinary resolutions to be proposed at the SGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

NOTICE OF SGM



eFORCE HOLDINGS LIMITED

意科控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 943)

NOTICE IS HEREBY GIVEN that a special general meeting of eForce Holdings Limited (the “Company”) will be held at 2:30 p.m. on Monday, 17 August 2015 at Suite 3008, Man Yee Building, 68 Des Voeux Road Central, Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolution:

ORDINARY RESOLUTION

1. To fix the maximum number of directors of the Company at nine (9).

By order of the Board
eForce Holdings Limited
Liu Liyang

Deputy Chairman and Chief Executive Officer

Hong Kong, 31 July 2015

NOTICE OF SGM

Notes:

1. Any shareholder entitled to attend and vote at the special general meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not to be a shareholder of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the special general meeting (or any adjournment thereof).
3. Completion and delivery of a form of proxy shall not preclude a shareholder from attending and voting in person at the special general meeting and in such event, the instrument appoint a proxy shall be deemed to be revoked.
4. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled hereto; but if more than one of such joint holders be present at the special general meeting, 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 holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
5. A form of proxy for use at the special general meeting is attached herewith.
6. Any voting at the special general meeting shall be taken by poll.
7. The form of proxy shall be in writing under the hand of the appointer or his attorney duly authorized 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.

As at the date of this notice, the board of directors of the Company comprises five executive directors, namely Mr. Tam Lup Wai, Franky, Mr. Liu Liyang, Mr. Au Yeung Yiu Chung, Mr. Chan Tat Ming, Thomas and Mr. Luo Xiaohong; and four independent non-executive Directors, namely Mr. Hau Chi Kit, Mr. Lam Bing Kwan, Mr. Leung Chi Hung and Mr. Li Hon Kuen.