
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 GRANTING OF
GENERAL MANDATES TO REPURCHASE AND ISSUE NEW SHARES
AND
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF AGM**

A letter from the Board is set out on page 3 to page 6 of this circular.

A notice convening the AGM to be held at 11:30 a.m. on Monday, 4 June 2018 at Suite 3008, Man Yee Building, 68 Des Voeux Road Central, Central, Hong Kong is set out in Appendix III of this circular. Whether or not you intend to attend the AGM, 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 Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the AGM or any adjourned meeting thereof should you so wish and in such event the instrument appointing a proxy shall be deemed to be revoked.

* For identification purpose only

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DEFINITIONS

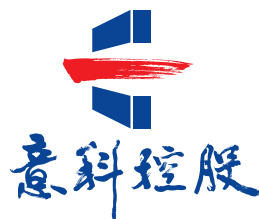
In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Suite 3008, Man Yee Building, 68 Des Voeux Road Central, Central, Hong Kong on Monday, 4 June 2018 at 11:30 a.m.
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the Board of Directors of the Company
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“Company”	eForce Holdings Limited, a company incorporated in Bermuda with limited liability, and the securities of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Directors”	the directors 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
“Issuance Mandate”	a general mandate to allot, issue and deal with new Shares not exceeding 20% of the aggregate number of issued Shares of the Company as at the date of passing of the ordinary resolution in relation thereof
“Latest Practicable Date”	23 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Code”	the Hong Kong Code on Share Bye-backs
“Repurchase Mandate”	a general and unconditional mandate to repurchase issued and fully paid up Shares in the share capital of the Company up to 10% of the aggregate number of issued Shares of the Company as at the date of passing of the relevant resolution

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	the holder(s) of the Share(s)
“Share(s)”	ordinary share(s) of HK\$0.00004 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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:

Leung Chung Shan (*Chairman*)
Tam Lup Wai, Franky (*Deputy Chairman*)
Liu Liyang (*CEO*)
Au Yeung Yiu Chung
Chan Tat Ming, Thomas
Luo Xiaohong

Independent Non-Executive Directors:

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

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head Office and Principal Place of
Business in Hong Kong:*

Suite 3008, Man Yee Building
68 Des Voeux Road Central
Central
Hong Kong

27 April 2018

To the Shareholders

Dear Sir and Madam,

**PROPOSED GRANTING OF
GENERAL MANDATES TO REPURCHASE AND ISSUE NEW SHARES
AND
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF AGM**

INTRODUCTION

The purpose of this circular is to provide you with notice of the AGM, and information regarding the resolutions to be proposed at the AGM.

The resolutions to be proposed at the AGM include, amongst others, (i) the Repurchase Mandate; (ii) the Issuance Mandate; and (iii) the re-election of Directors.

* For identification purpose only

LETTER FROM THE BOARD

GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE NEW SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase issued Shares in the share capital of the Company. In particular, Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the aggregate number of issued Shares of the Company as at the date of passing of the resolution.

In addition, an ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to allot, issue and deal with further Shares representing up to 20% of the aggregate number of issued Shares of the Company as at the date of passing of the resolution.

Subject to the passing of the ordinary resolutions in respect of the Repurchase Mandate and the Issuance Mandate, a separate ordinary resolution will also be proposed to authorise the Directors to issue new Shares in the share capital of the Company in an amount not exceeding the aggregate number of issued Shares of the Company purchased pursuant to the Repurchase Mandate.

The Repurchase Mandate and the Issuance Mandate will end on the earliest of the date of the next AGM, the date by which the next AGM of the Company is required to be held by law or the Bye-laws, or the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate, which is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 86(2), any Director appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Mr. Leung Chung Shan who was appointed on 18 January 2018 will retire from office at the AGM and, being eligible, will put himself up for re-election at the AGM.

Pursuant to Bye-law 87, 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. Accordingly, Mr. Lam Bing Kwan, Mr. Leung Chi Hung and Mr. Tam Lup Wai, Franky will retire from office by rotation at the AGM. Mr. Lam Bing Kwan has informed the Board that he would not offer himself for re-election while Mr. Leung Chi Hung and Mr. Tam Lup Wai, Franky, being eligible, have offered themselves for re-election at the AGM.

LETTER FROM THE BOARD

Details of the Directors pursuant to Rule 13.51(2) of the Listing Rules, who are proposed to be re-elected, are set out in Appendix II to this circular.

AGM

The AGM will be convened and held at 11:30 a.m. on Monday, 4 June 2018 at Suite 3008 Man Yee Building, 68 Des Voeux Road Central, Central, Hong Kong. At the AGM, in addition to the ordinary business of the meeting, resolutions will be proposed to approve the Repurchase Mandate, the Issuance Mandate and the re-election of Directors.

The notice of the AGM is set out in Appendix III of this circular. A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, 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 Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the AGM or any adjourned meeting should you so wish and in such event the instrument appointing a proxy shall be deemed to be revoked.

CLOSURE OF REGISTER

The register of members of the Company will be closed from Tuesday, 29 May 2018 to Monday, 4 June 2018, both days inclusive, during which period no transfer of shares will be effected. For the purpose of determining the identity of members who are entitled to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Monday, 28 May 2018.

LETTER FROM THE BOARD

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the chairman of the AGM will demand a poll for each and every resolution put forward at the AGM pursuant to Bye-law 66(1) of the Bye-laws of the Company. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. The results of the poll will be published on the websites of the Stock Exchange and the Company as soon as possible in accordance with Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors are of the opinion that the Repurchase Mandate, the Issuance Mandate and the re-election of Directors are in the best interests of the Company and recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

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,
For and on behalf of the board of
eForce Holdings Limited
Liu Liyang
Executive Director and Chief Executive Officer

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM in relation to the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued and fully-paid share capital of the Company was 8,783,417,951 Shares of HK\$0.00004 each. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 878,341,795 Shares, being 10% of the aggregate number of issued Shares of the Company at the time of passing the resolutions.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to repurchase Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and its Shareholders as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company.

3. FUNDING OF REPURCHASES

Repurchases must be funded out of funds legally available for such purpose in accordance with the Bye-laws and the laws of Bermuda. The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either, the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for, dividend or distribution or the proceeds of a fresh issue of shares made for the purpose of the repurchase. The amount of premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for, dividend or distribution or out of the Company's share premium account before the Shares are repurchased. In accordance with the laws of Bermuda, the shares so repurchased would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

On the basis of the consolidated financial position of the Company as at 31 December 2017 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of Shares now in issue, the Directors consider, that there might be a material adverse impact on the working capital position and the gearing position of the Company in the event that purchases of all the Shares subject to the Repurchase Mandate were to be carried out in full. No purchase would be made in circumstances that would have a material adverse impact on the working capital position or the gearing position of the Company (as compared with the position disclosed in the latest published audited financial statements as at 31 December 2017).

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

4. PRICES OF SHARES

The highest and lowest prices at which the Shares traded on the Stock Exchange during each of the previous twelve months are as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
April	0.097	0.087
May	0.092	0.065
June	0.088	0.065
July	0.074	0.052
August	0.069	0.050
September	0.074	0.053
October	0.067	0.057
November	0.070	0.055
December	0.109	0.055
2018		
January	0.305	0.104
February	0.235	0.160
March	0.275	0.190
April (up to Latest Practicable Date)	0.240	0.196

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is granted by the Shareholders.

6. HONG KONG CODES ON TAKEOVERS AND MERGERS

Upon the exercise of the power by the Directors to repurchase the securities pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of the voting rights for the purpose of Rule 32 of the Takeovers Code and Rule 6 of the Repurchase Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and, depending on the level of increase of Shareholders' interests, may become obliged to make a general offer in accordance with Rule 26 and 32 of the Takeovers Code.

So far as the Directors are aware based on the register maintained by the Company under the SFO as at the Latest Practicable Date, the exercise of the Repurchase Mandate in full will not give rise to any obligation on any Shareholder (and parties acting in concert with it) to make a mandatory offer under Rule 26 of the Takeovers Code.

7. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The details of the retiring Directors proposed for re-election at the AGM are set out below:

Mr. Leung Chung Shan (“Mr. Leung”)

(Chairman)

Mr. Leung, aged 57, was appointed as an executive Director and the chairman of both the Board and the Nomination Committee of the Company on 18 January 2018. He is also the director of the following subsidiaries of the Company, namely, eForce Management Limited, Fairform Holdings Limited, Gainford International Inc., Gofull Investment Limited, Space Treasure Limited and Vision South Limited. Mr. Leung has extensive experience and business interests in the People’s Republic of China (the “**PRC**”) in the areas of infrastructure development, real estate properties and other areas. Mr. Leung commenced his investments in toll road projects in the early 1990s and began investing in property development in the PRC and Singapore in 1996. Mr. Leung was also the former chairman of the Board and an executive Director during the period between 1 February 2000 and 3 November 2008.

Save as disclosed above, Mr. Leung has not held any positions with the Group and has not been a director of other listed companies in Hong Kong or overseas in the past three years preceding the Latest Practicable Date.

Mr. Leung has entered into a service agreement with the Company to act as an executive Director with effect from 18 January 2018 for an initial term of three years subject to rotation in accordance with the bye-laws (the “**Bye-laws**”) of the Company. The service agreement may be terminated by either party by giving to the other party not less than three months’ written notice in advance. Pursuant to the service agreement, Mr. Leung is entitled to receive a total emoluments of approximately HK\$4,800,000 per annum, by reference to his background, experience, duties and responsibilities with the Company and the prevailing market benchmarks. He is also entitled to a discretionary bonus which shall be decided at the sole discretion of the Board.

Mr. Leung does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Leung is beneficially interested in 4,233,534,364 shares of the Company (the “**Shares**”), representing approximately 48.20% of the issued share capital of the Company, within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Leung has confirmed that there is no information to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters which need to be brought to the attention of the Shareholders relating to his re-election.

Mr. Leung Chi Hung (“Mr. Leung Chi Hung”)

(Independent Non-executive Director)

Mr. Leung Chi Hung, aged 62, was appointed as an independent non-executive Director of the Company and a member of each of the audit committee, the remuneration committee and the nomination committee of the Company on 13 December 2013. Mr. Leung Chi Hung commenced his accountancy professional training since 1976 and is a fellow of both the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Leung Chi Hung is also a fellow of The Taxation Institute of Hong Kong and a Certified Tax Adviser and a member of the Society of Registered Financial Planners in Hong Kong. Mr. Leung Chi Hung is a Certified Public Accountant (Practising) in Hong Kong and a director of Philip Leung & Co. Limited (CPA). Mr. Leung Chi Hung currently is also an independent non-executive Director of Daido Group Limited (stock code: 544), Finet Group Limited (stock code: 8317), REF Holdings Limited (stock code: 8177) and WT Group Holdings Limited (stock code: 8422), all of which are companies listed on the Stock Exchange.

Save as disclosed above, Mr. Leung Chi Hung has not held any positions with the Company and its Group and did not hold any other directorships in listed public companies in Hong Kong or overseas for the last three years.

Mr. Leung Chi Hung has entered into a letter of appointment with the Company and his initial term of office as a Director is one year commencing on 13 December 2013 and thereafter continues until terminated by either party with at least one month’s notice. Mr. Leung Chi Hung will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the bye-laws of the Company. Mr. Leung Chi Hung is entitled to a director’s fees of HK\$120,000 per annum. The fees has been recommended by the remuneration committee of the Company and approved by the Board, after taking into account Mr. Leung Chi Hung’s responsibilities and experience and market benchmarks.

Mr. Leung Chi Hung does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Leung Chi Hung does not have any interests in the shares within the meaning of Part XV of the SFO.

Mr. Leung Chi Hung has confirmed that there is no information to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters which need to be brought to the attention of the Shareholders relating to his re-election.

Mr. Tam Lup Wai, Franky (“Mr. Tam”)
(Deputy Chairman and Executive Director)

Mr. Tam, aged 69, was appointed as executive Director of the Company on 17 December 2001 and the Chairman of the board of Directors of the Company on 21 July 2011. He was also appointed as a member of the remuneration committee of the Company on 3 July 2007 and the chairman of the nomination committee on 29 March 2012. He is also the director of the following subsidiaries of the Company, namely, Big Advanced Holdings Limited, Dongguan Weihang Electrical Product Co. Limited, eForce Management Limited, eForce Project Services Limited, Fairform Group Limited, Fairform Holdings Limited, Fairform Information Technology Limited, Fairform Manufacturing Co. Limited, New Hong Kong Industrial Co. Limited, Oasis Global Limited, Palm Beach Holdings Limited, Qesco International (HK) Limited, Smart Guard Limited and Space Treasure Limited. Mr. Tam holds a BA in Applied Mathematics from the University of California at Berkeley, USA. He has diversified management experiences in the fields of property, retail and technology. He also specializes in formulating and executing business strategies for companies and has experience in the investment of technology start-up. He was previously an administration director of a conglomerate comprises four listed companies in Hong Kong and directly oversaw the administration of the group and responsible in managing several subsidiaries’ operations, including properties acquisition, strategic investments and hotel start-up project. Mr. Tam also served as executive director of a Hong Kong publicly listed fashion retail chain store with over 200 outlets in Hong Kong and China and was instrumental in setting up the franchise operation in the PRC before joining the Company in 2001.

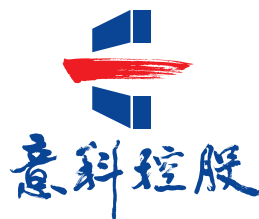
Save as disclosed above, Mr. Tam has not held any positions with the Company and its Group and did not hold any other directorships in listed public companies in Hong Kong or overseas for the last three years.

There is no service contract between the Company and Mr. Tam and he is not appointed for a specific term but shall be subject to retirement and re-election at the annual general meeting in accordance with the Bye-laws. Mr. Tam is entitled to a total remuneration of HK\$1,441,000 per annum for being the executive director of the Company and the director of the subsidiaries of the Company disclosed above. Mr. Tam’s remuneration is determined with reference to his experiences, duties and responsibilities with the Company and the market benchmark.

Mr. Tam does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Tam does not have any interests in the shares within the meaning of Part XV of the SFO.

Mr. Tam has confirmed that there is no information to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters which need to be brought to the attention of the Shareholders relating to his re-election.

**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 the annual general meeting (the “**AGM**”) of eForce Holdings Limited (the “**Company**”) be held at Suite 3008, Man Yee Building, 68 Des Voeux Road Central, Central, Hong Kong on Monday, 4 June 2018 at 11:30 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements and the Reports of the Directors and the Independent Auditor for the year ended 31 December 2017.
2.
 - (a) To re-elect Mr. Leung Chung Shan as a Director of the Company.
 - (b) To re-elect Mr. Leung Chi Hung as a Director of the Company.
 - (c) To re-elect Mr. Tam Lup Wai, Franky as a Director of the Company.
3. To authorise the Board to fix the Directors’ remuneration.
4. To re-appoint ZHONGHUI ANDA CPA Limited as the Auditor and to authorise the Directors to fix its remuneration.

AS SPECIAL BUSINESS

To consider and, if thought fit, pass with or without amendments the following Resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

5. **“THAT:**
 - (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase issued shares in the capital of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;
- (c) the aggregate number of shares of the Company which are authorised to be purchased by the Directors pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate number of issued shares of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (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 AGM of the Company;
- (ii) the expiration of the period within which the next AGM of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of the approval given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting of the Company”

6. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) 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, including bonds, warrants and debentures convertible into shares of the Company, 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 authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements, options, including bonds, warrants and debentures 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, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (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 (as hereinafter defined), or (ii) the exercise of rights of subscription or Conversion under the terms of any securities or bonds which are convertible into shares of the Company, (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or (iv) any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company from time to time, shall not exceed (aa) 20 per cent. of the aggregate number of issued shares of the Company at the date of passing this Resolution and (bb) if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company, the number of shares of the Company repurchased by the Company subsequent to the passing of this Resolution up to a maximum equivalent of 10% of the aggregate number of issued shares of the Company in issue as at the date of passing this Resolution, and the said approval given under this Resolution in paragraph (a) above shall be limited accordingly; and
- (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 AGM of the Company;
- (ii) the expiration of the period within which the next AGM of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of the approval given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting of the Company; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or any class thereof (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 recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

7. “**THAT** conditional upon the passing of the Resolutions no. 5 and 6 set out in the notice convening the meeting of which these resolutions form part, the general mandate granted to the Directors of the Company pursuant to the Resolution no. 6 as set out in the notice convening the meeting of which this Resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company purchased by the Company under the authority granted pursuant to the Resolution no. 5 as set out in the notice convening the meeting of which this Resolution forms part, provided that such amount shall not exceed 10 per cent of the aggregate number of issued shares of the Company as at the date of passing this Resolution”

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

Hong Kong, 27 April 2018

Notes:

- (a) The register of members of the Company will be closed from Tuesday, 29 May 2018 to Monday, 4 June 2018, both days inclusive, during which period no transfer of shares will be effected. For the purpose of determining the identity of members who are entitled to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 4:00 p.m. on Monday, 28 May 2018.
- (b) Any shareholder entitled to attend and vote at the AGM 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 be a shareholder of the Company.
- (c) 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 certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for the AGM (or any adjournment thereof).
- (d) Completion and delivery of a form of proxy shall not preclude a shareholder from attending and voting in person at the AGM and in such event, the instrument appoint a proxy shall be deemed to be revoked.
- (e) 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 were solely entitled hereto; but if more than one of such joint holders be present at the AGM, 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.
- (f) A form of proxy for use at the AGM is enclosed herewith.
- (g) Any voting at the AGM shall be taken by poll.
- (h) 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.

- (i) If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 8:30 a.m. on the date of the AGM, the AGM will be adjourned. The Company will post an announcement on the HKEXnews website (www.hkexnews.hk) and the Company's website (www.eforce.om.hk) to notify shareholders of the date, time and place of the adjourned meeting.

The AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the AGM under bad weather conditions bearing in mind their own situations.

- (j) In relation to Resolution no. 2 of this notice, the biographical details of all the Directors to be re-elected at the AGM are set out in Appendix II of the Circular to the Shareholders dated 27 April 2018.

As at the date of this notice, the Board comprises six executive directors, namely Mr. Leung Chung Shan, 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.

* *For identification purpose only*