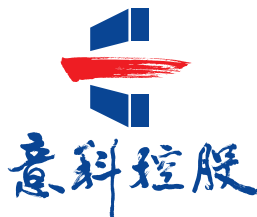


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## **eFORCE HOLDINGS LIMITED**

**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 a special general meeting (the “SGM”) of eForce Holdings Limited (the “**Company**”) will be held at 11:30 a.m. on Wednesday, 9 October 2019 at Suite 3008, Man Yee Building, 68 Des Voeux Road Central, Central, Hong Kong for the purposes of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution of the Company (words and expressions that are not expressly defined in this notice shall bear the same meaning as that defined in the circular (the “**Circular**”) dated 18 September 2019 published by the Company):

### **ORDINARY RESOLUTION**

#### **1. “THAT**

- (a) the sale and purchase agreement (the “Acquisition Agreement”) dated 6 July 2019 and entered into among Shenzhen CITIC Securities Ruifeng Management Co., Ltd.\* (深圳市中證瑞豐管理有限公司) (the “Purchaser”), an indirect wholly-owned subsidiary of the Company, Shenzhen Qianhai CITIC Securities City Development Management Co., Ltd.\* (深圳市前海中證城市發展管理有限公司) (the “Vendor”), Shenzhen Qianhai CITIC Huateng Industrial Co., Ltd.\* (深圳市前海中證華騰實業有限公司) (the “Target Company”), Dongguan Hexin Real Estate Development Co., Ltd.\* (東莞禾信房地產開發有限公司) and Nanjing Yuanding Real Estate Co., Ltd.\* (南京源鼎置業有限公司) in relation to the proposed acquisition (the “Acquisition”) of the entire issued share capital of the Target Company by

\* For identification purpose only

the Purchaser from the Vendor (a copy of which has been marked “A” and is produced to the Meeting and signed by the chairperson of the Meeting for identification purpose), and all the transactions contemplated thereunder, be and are hereby ratified, confirmed and approved;

- (b) the issue of the promissory note (the “**Promissory Note**”) in the principal amount of RMB200,000,000 by the Company to the Vendor for settlement of the consideration payable by the Purchaser to the Vendor (or its nominee(s)) for the Acquisition pursuant to the terms and conditions of the Acquisition Agreement be and is hereby approved; and
- (c) any one or more of the directors (the “**Directors**” and each a “**Director**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents (and to affix the common seal of the Company thereon, if necessary) for the purpose of, or in connection with, the implementation of and giving effect to the Acquisition Agreement and the transactions ancillary thereto, including but not limited to the issue of the Promissory Note, and of administrative nature which he/she/they consider necessary, desirable or expedient.”

By Order of the Board  
**eForce Holdings Limited**

**Liu Liyang**

*Executive Director and Chief Executive Officer*

Hong Kong, 18 September 2019

*Notes:*

1. Any shareholder (“Shareholder(s)”) of the Company entitled to attend and vote at the SGM 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 and transfer office 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 and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof (as the case may be).

3. The register of members of the Company will be closed from Friday, 4 October 2019 to Wednesday, 9 October 2019 (both days inclusive) for the purpose of determination of the identity of the Shareholders entitled to attend and vote at the SGM. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Thursday, 3 October 2019 (Hong Kong time).
4. Completion and return of the proxy form shall 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 and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any ordinary shares ("**Shares**" and each a "**Share**") of HK\$0.00004 each in the share capital of the Company, any one of such joint holder may vote, either in person or by proxy in respect of such Shares as if he/she/it were solely entitled hereto; but if more than one of such joint holders 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 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.
6. A form of proxy for use at the SGM is attached herewith.
7. Any voting at the SGM shall be taken by poll.
8. The form of proxy shall be in writing under the hand of the appointer or his/her 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 authorised to sign the same.
9. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:30 a.m. on the date of the SGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at [www.eforce.com.hk](http://www.eforce.com.hk) and on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and venue of the rescheduled meeting.

*As at the date of this notice, the Board comprises four executive Directors, namely Mr. Leung Chung Shan, Mr. Tam Lup Wai, Franky, Mr. Liu Liyang and Mr. Chan Tat Ming, Thomas; and three independent non-executive Directors, namely Mr. Hau Chi Kit, Mr. Leung Chi Hung and Mr. Li Hon Kuen.*