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OneForce Holdings Limited

元力控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1933)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting of OneForce Holdings Limited (the “Company”) will be held at 9/F, Block E, No. 9 3rd Shangdi Street, Haidian District, Beijing, China on Wednesday, 16 September 2020 at 10:30 a.m. or immediately after the Annual General Meeting of the Company to be held at 10:00 a.m. on the same date and at the same place (or at any adjournment thereof), for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares of the Company to be issued pursuant to the exercise of options which may be granted under the share option scheme adopted by the Company on 5 February 2018 (the “Share Option Scheme”) and any other share option scheme(s) as may from time to time be adopted by the Company:

- (a) approval be and is hereby granted for the refreshment of the share option scheme mandate limit in respect of the grant of options to subscribe for shares of the Company under the Share Option Scheme and any other share option scheme(s) of the Company provided that the total number of shares in respect of which options may be granted under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 10% of the total number of shares of the Company in issue at the date of passing this resolution (the “Refreshed Limit”); and options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed in accordance with the terms of the Share Option Scheme or exercised options) will not be counted for the purpose of calculating the Refreshed Limit;
- (b) the directors of the Company be and are hereby authorised to offer and grant options pursuant to the Share Option Scheme within the Refreshed Limit and to exercise all powers of the Company to allot and issue shares upon the exercise of such options; and

- (c) such an increase in the Refreshed Limit shall in no event result in the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company exceed 30% of the shares in issue from time to time.”

By Order of the Board
OneForce Holdings Limited
Wang Dongbin
Chairman

Beijing, China, 26 August 2020

Notes:

1. Considering the recent outbreak of the Novel Coronavirus (COVID-19), certain precautionary measures will be implemented for the above meeting or any adjournment or postponement thereof (as the case may be) with a view to addressing the risk to attendees of infection, including, without limitation, (i) all attendees being required to undergo compulsory body temperature checks and wear surgical masks prior to admission to the meeting venue and throughout the meeting; and (ii) no refreshments, drinks or corporate gifts being provided.

Attendees who do not comply to compulsory body temperature checks and wear surgical masks will be denied entry into the meeting venue.

The Company strongly encourages shareholders to exercise their right to vote at the meeting by appointing the Chairman of the meeting as their proxy and to return their proxy forms by the time specified above, instead of attending the meeting in person.

2. The resolution at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
3. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
4. In order to be valid, the form of Proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 10:30 a.m. on Monday, 14 September 2020 (Hong Kong time). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share of the Company, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

6. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Friday, 11 September 2020 to Wednesday, 16 September 2020, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 10 September 2020, being the last registration date.
7. If Typhoon Warning Signal No. 8 or above remains hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 8:00 a.m. on the date of the meeting, the meeting will be postponed or adjourned. The Company will post an announcement on the Company's website at www.oneforce.com.cn and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk to notify shareholders of the date, time and place of the rescheduled meeting. The meeting will be held as schedule when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

As at the date of this announcement, the Board comprises Mr. Wang Dongbin, Mr. Wu Zhanjiang, Mr. Wu Hongyuan and Mr. Li Kangying as the executive Directors; and Mr. Ng Kong Fat, Mr. Han Bin and Mr. Wang Peng as the independent non-executive Directors.