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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)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

The board (“**Board**”) of directors (the “**Directors**”) of OneForce Holdings Limited (the “**Company**”) proposes to recommend that amendments be made to the existing memorandum and articles of association of the Company (the “**M&A**”) for the purposes of, among others, (i) bringing the M&A in line with the latest legal and regulatory requirements, including the applicable laws of the Cayman Islands and the amendments made to Appendix 3 to The Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) that took effect on 1 January 2022; and (ii) making some other housekeeping improvements (collectively, the “**Proposed Amendments**”). The Board also proposes to recommend that the amended and restated memorandum and articles of association of the Company which incorporates all of the Proposed Amendments (the “**New M&A**”) be adopted.

The key changes entailed by the Proposed Amendments are set out below:

1. to reflect the Company’s current registered office address in the Cayman Islands;
2. to reflect the current share capital of the Company;
3. to change references of “the Companies Law” to reference to “the Companies Act” in light of the fact that all laws of the Cayman Islands are now referred to as “Acts”;
4. to include and update certain defined terms to align with the applicable laws of the Cayman Islands, the Listing Rules and the relevant provisions in the M&A including “clearing house” and “member” and to update the relevant provisions of the M&A in this regard;
5. to provide that the Company must hold an annual general meeting in each financial year and that such annual general meeting must be held within six (6) months after the end of each financial year;
6. to clarify that a Shareholder, holding not less than one-tenth of the paid up capital of the Company (on a vote per share basis), shall be able to convene an extraordinary general meeting and add resolutions to the meeting agenda of such requisitioned meeting;
7. to clarify that (i) an annual general meeting must be called by at least twenty-one (21) days’ notice in writing; and (ii) all other general meetings (including an extraordinary general meeting) must be called by at least fourteen (14) days’ notice in writing;

8. to clarify that two (2) members present in person or by its duly authorised representative or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy shall form a quorum for all purposes;
9. to clarify that in relation to an adjourned or postponed meeting, no business shall be transacted at any adjourned or postponed meeting other than the business which might lawfully have been transacted at the meeting had the adjournment or postponement not taken place;
10. to provide that all Shareholders shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
11. to clarify that any person appointed by the Directors to fill a casual vacancy on, or as an addition to, the Board shall hold office only until the first annual general meeting of the Company after his or her appointment, and then be eligible for re-election;
12. to clarify that the appointment of the auditor of the Company (the “**Auditor**”) shall be approved by ordinary resolution at a general meeting and shall hold office from the annual general meeting until the next annual general meeting and that remuneration of the Auditor shall be fixed by ordinary resolution at the annual general meeting at which it is appointed; and
13. to provide that the Auditor may be removed by ordinary resolution at any time before the expiration of its term of office.

Other house-keeping amendments to the M&A are also proposed for the purpose of clarifying existing practices and making consequential amendments in line with the Proposed Amendments, and to better align the wording with that of the relevant Listing Rules and the applicable laws of the Cayman Islands.

The Proposed Amendments are subject to the approval of the Shareholders by way of special resolution at the upcoming annual general meeting of the Company (the “**AGM**”), and will take effect when the New M&A, which will incorporate all of the Proposed Amendments, are adopted at the AGM.

A circular containing, among other things, further information regarding the Proposed Amendments, together with the notice of the AGM will be despatched to the Shareholders in due course.

By order of the Board
OneForce Holdings Limited
WANG Dongbin
Chairman

Beijing, PRC, 19 June 2023

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.