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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in OneForce Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

OneForce Holdings Limited

元力控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1933)

PROPOSALS FOR
(1) RE-ELECTION OF DIRECTORS,
(2) RE-APPOINTMENT OF AUDITOR,
(3) GENERAL MANDATES TO BUY BACK SHARES, ISSUE NEW SHARES AND RESELL TREASURY SHARES
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of OneForce Holdings Limited to be held at 9/F, Block E, No. 9 3rd Shangdi Street, Haidian District, Beijing, China on Friday, 19 September 2025 at 10:00 am is set out on pages 14 to 17 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (http://www.oneforce.com.hk).

Whether or not you are able to attend and vote at the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 10:00 am on Wednesday, 17 September 2025 (Hong Kong time). Completion and return of the form of proxy as instructed will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish. For the avoidance of doubt, holders of treasury shares of the Company, if any, shall abstain from voting at the Annual General Meeting.

25 July 2025

CONTENTS

DEFINITIONS **1**

LETTER FROM THE BOARD **3**

1. INTRODUCTION 4
2. PROPOSED RE-ELECTION OF DIRECTORS 4
3. RE-APPOINTMENT OF AUDITOR 5
4. PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK AND ISSUE SHARES 5
5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT 6
6. RESPONSIBILITY STATEMENT 6
7. RECOMMENDATION 6

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING **7**

APPENDIX II EXPLANATORY STATEMENT ON THE SHARE BUY-BACK MANDATE **11**

NOTICE OF ANNUAL GENERAL MEETING **14**

DEFINITIONS

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

"Annual General Meeting"	the annual general meeting of the Company to be held at 9/F, Block E, No. 9 3rd Shangdi Street, Haidian District, Beijing, China on Friday, 19 September 2025 at 10:00 am, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 14 to 17 of this circular, or any adjournment thereof;
"Audit Committee"	the audit committee of the Board;
"Articles of Association"	the amended and restated memorandum and articles of association of the Company currently in force;
"Board"	the board of Directors;
"CCASS"	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
"China" or "PRC"	the People's Republic of China, except where the context requires otherwise, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
"Company"	OneForce Holdings Limited, a company incorporated in the Cayman Islands 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;
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"Issue Mandate"	a general mandate proposed to be granted to the Directors to allot, issue or deal (including any sale or transfer of treasury shares out of treasury) with additional Shares of not exceeding 20% of the number of issued shares of the Company (excluding treasury shares, if any) as at the date of the passing of proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 14 to 17 of this circular;
"IoT"	Internet of things;

"Latest Practicable Date"	18 July 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
"Listing Date"	2 March 2018, on which the Shares are listed and from which dealings therein are permitted to take place on the Stock Exchange;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"Nomination Committee"	the nomination committee of the Board;
"Remuneration Committee"	the remuneration committee of the Board;
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
"Share Buy-back Mandate"	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the number of issued shares of the Company (excluding treasury shares, if any) as at the date of the passing of proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 14 to 17 of this circular, and to determine such shares bought-back shall be held as treasury shares of the Company or otherwise be cancelled;
"Shareholder(s)"	holder(s) of Share(s);
"Shares(s)"	ordinary share(s) of HK$0.01 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong; and
"treasury shares"	has the meaning as defined under the Listing Rules.

LETTER FROM THE BOARD

OneForce Holdings Limited

元力控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1933)

Executive Directors:
Mr. Wang Dongbin *(Chairman)*
Mr. Wu Zhanjiang *(Chief Executive Officer)*
Mr. Wu Hongyuan *(Executive President)*
Mr. Li Kangying

Non-executive Director:
Ms. Yang Chun

Independent non-executive Directors:
Mr. Ng Kong Fat
Mr. Han Bin
Mr. Wang Peng

Registered Office:
Cricket Square, Hutchins Drive
P.O. Box 2681,
Grand Cayman, KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:
Room 1922, 19/F, Lee Garden One
33 Hysan Avenue, Causeway Bay
Hong Kong

Principal Place of Business in PRC:
Flat 903, Block E
No. 9, 3rd Shangdi Street
Haidian District
Beijing
The People's Republic of China

To the Shareholders

Dear Sir/Madam,

PROPOSALS FOR (1) RE-ELECTION OF DIRECTORS; (2) RE-APPOINTMENT OF AUDITOR; AND (3) GENERAL MANDATES TO BUY BACK SHARES, ISSUE NEW SHARES AND RESELL TREASURY SHARES

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for, among others, (i) the re-election of Directors; (ii) re-appointment of the auditor of the Company; and (iii) the granting to the Directors of the Share Buy-back Mandate and the Issue Mandate to buy back Shares, issue new Shares and resell treasury shares, respectively.

2. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Article 105(A) of the Articles of Association, one-third of the Directors shall retire from office by rotation at each annual general meeting of the Company and every Director shall be subject to retirement by rotation at least once every three years. Mr. Han Bin, Mr. Wang Dongbin and Mr. Wu Hongyuan shall retire from office by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election as Directors at the Annual General Meeting.

Pursuant to Article 109 of the Articles of Association, any Director appointed by the Board as an additional Director shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting. Ms. Yang Chun who was appointed by the Board as a non-executive Director on 13 December 2024 shall retire from office at the Annual General Meeting and, being eligible, offer herself for re-election as Director at the Annual General Meeting.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular. The re-election of these retiring Directors will be individually voted on by the Shareholders.

Pursuant to code provision B.3.4 of Part 2 of the Corporate Governance Code in Appendix C1 to the Listing Rules, where the board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular (among others): (i) the process used for identifying the individual and why the board believes the individual should be elected and the reasons why it considers the individual to be independent; (ii) the perspectives, skills and experience that the individual can bring to the board; and (iii) how the individual contributes to diversity of the board.

In reviewing the structure, size and composition of the Board and in proposing individuals for re-election as Directors at the Annual General Meeting, the Nomination Committee considered the Board diversity from a number of factors, including but not limited to gender, age, cultural and educational background, professional and industry experience, skills, knowledge and time commitments. All Board appointments will be based on merit, and candidates will be considered against criteria including character and integrity, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

Mr. Han brings his valuable industry experiences and contributes to the Board's efforts in promoting the best interests of the Company and its Shareholders. Alongside with the other independent non-executive Directors, he ensures that the interests of all Shareholders are taken into account and that relevant issues are subject to

objective and dispassionate consideration by the Board. Mr. Han demonstrates strong independence in discharging his duties and responsibilities with the utmost commitment in upholding the interests of the non-controlling Shareholders. He expressed individual viewpoints, debated issues and objectively scrutinized and challenged management.

Mr. Han has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Nomination Committee has reviewed the independence of all independent non-executive Directors, the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy. Accordingly, the Nomination Committee has recommended to the Board to include Mr. Han in the list of Directors being eligible for re-election at the Annual General Meeting. The Company considers that the retiring independent non-executive Director is independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

A separate ordinary resolution relating to the re-election of each retiring Director will be proposed at the Annual General Meeting for Shareholders' consideration and approval.

Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

3. RE-APPOINTMENT OF AUDITOR

KPMG Certified Public Accountants will retire as the auditor of the Company at the Annual General Meeting and, being eligible, will offer themselves for re-appointment. Following the recommendation of the Audit Committee, the Board proposed to re-appoint KPMG Certified Public Accountants as the auditor of the Company for a term until the next annual general meeting of the Company, and to be authorized to fix its remuneration. An ordinary resolution in respect of the re-appointment of the auditor of the Company (including approving the Board to be authorized to determine their remuneration) will be proposed at the Annual General Meeting for consideration and approval by the Shareholders.

4. PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK AND ISSUE SHARES

In order to give the Company the flexibility to buy back and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meetingto approve:

(a) the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the number of issued shares of the Company (excluding treasury shares, if any) as at the date of the passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 14 to 17 of this circular (i.e. equivalent to 50,392,717 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting);

(b) the granting of the Issue Mandate to the Directors to allot, issue and deal (including any sale or transfer of treasury shares out of treasury) with additional Shares of not exceeding 20% of the number of issued shares of the Company (excluding treasury shares, if any) as at the date of the passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 14 to 17 of this circular (i.e. equivalent to 100,785,435 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting); and

(c) the extension of the Issue Mandate by adding the aggregate number of issued shares bought back by the Company pursuant to the Share Buy-back Mandate.

With reference to the Share Buy-back Mandate and the Issue Mandate, the Directors wish to state that they have no immediate plan to buy back any Shares or issue any new Shares pursuant thereto.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 14 to 17 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 72(A) of the Articles of Association, any vote of 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. Treasury shares, if any, registered in the name of the Company, shall have no voting rights at the Annual General Meeting. For the avoidance of doubt, treasury shares, if any, pending withdrawal from and/or transfer through CCASS shall not bear any voting rights at the Annual General Meeting. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (http://www.oneforce.com.hk). Whether or not Shareholders are able to attend and vote at the Annual General Meeting, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 10:00 am on Wednesday, 17 September 2025 (Hong Kong time). Completion and delivery of the form of proxy as instructed will not preclude you from attending and voting at the Annual General Meeting if you so wish.

6. 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 Company. 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.

7. RECOMMENDATION

The Directors consider that the proposed resolutions as set out in the notice of the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
OneForce Holdings Limited
Wang Dongbin
Chairman
25 July 2025

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following are details of the Directors who are proposed to be re-elected at the Annual General Meeting.

1. Mr. Han Bin

Mr. Han Bin ("**Mr. Han**"), aged 71, has been appointed as the independent non-executive Director since 5 February 2018. He is also the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the respectively.

Experience

Mr. Han graduated from North China Electric Power University (previously known as North China Electric Power College) ("North China Electric Power University") in the PRC in December 1979, majoring in electricity system communication.

Mr. Han has over 20 years of experience in the electric power selling and management system market in the PRC. Between August 1989 and November 1992, Mr. Han joined 青島供電公司 (Tsingtao Electricity Supply Company*) (previously known as 青島電業局 (Tsingtao Electricity Affair Department*)), a company principally engaged in the electric power grid despatch automation and the development and implementation of system communication (電網調度自動化及系統通信發展及實施), where Mr. Han had worked at various positions, including assistant engineer, engineer and deputy head of the system operation department. Between December 1992 and May 1999, Mr. Han joined 中國福霖風能開發公司 (China FulinWind Power Development Company*), a company principally engaged in alternative energy supply investment and construction, where Mr. Han had worked as the deputy general manager of the project department. Between June 1999 and October 2013, Mr. Han joined 龍源電力集團股份有限公司(China Longyuan Power Group Corporation Limited*) (previously known as 龍源電力集團公司 (Longyuan Power Group Limited*)), a company principally engaged in the investment and construction of power plants, where Mr. Han had worked at various positions, including assistant of the general manager, deputy chief engineer and project development department officer.

Length of service and emoluments

Mr. Han has signed a letter of appointment and has been appointed for an initial term of two years commencing from the Listing Date renewable automatically for successive term of one year each commencing from the next day after the expiry of the then current term of appointment, unless terminated by not less than three months' notice in writing served by Mr. Han or the Company expiring at the end of the initial term or at any time thereafter. Mr. Han Bin shall be subject to re-election at general meetings in accordance with the Company's Articles of Association. Mr. Han is entitled to a director's fee of HK$120,000 per annum. Save for director's fees, Mr. Han is not expected to receive any other remuneration for holding his office as an independent non-executive Director.

Relationships

Save as disclosed above, Mr. Han did not hold any other directorship in other listed public companies in Hong Kong or overseas in the last three years, and Mr. Han is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor does Mr. Han hold any other positions with the Company or any of its subsidiaries.

Interests in Shares

As at the Latest Practicable Date, Mr. Han did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Matters that need to be brought to the attention of the Shareholders

There is no information that needs to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Mr. Han that need to be brought to the attention of the Shareholders.

* *For identification purposes only*

2. Mr. Wang Dongbin

Mr. Wang Dongbin ("**Mr. Wang**"), aged 57, is a founder of our Group, the chairman of the Board and the executive Director. He is also the chairman of the Nomination Committee and a member of the Remuneration Committee. He is primarily responsible for the overall business corporate strategies planning and development of the Group.

Experience

Mr. Wang obtained a bachelor's degree in modern physics application from Tsinghua University in the PRC in July 1990. He obtained a master's degree in nuclear physics from Tsinghua University in July 1992.

Mr. Wang has over 20 years of experience in the information technology industry. Prior to founding our Group, Mr. Wang started his career in the industry when he was first employed as a technical director by Beijing Teletron Internet Technology Company Ltd. between May 1996 and June 2001. He then joined Becom Software Co, Ltd. as the general manager between July 2001 and April 2008. Between May 2008 and July 2012, he was the executive director and the general manager of Beijing Jietong Yishin Technology Development Company Limited.

Length of service and emoluments

Mr. Wang has entered into a service contract with the Company pursuant to which Mr. Wang agreed to act as executive Director for a term of three years with effect from 21 June 2019, subject to re-election at general meetings in accordance with the Articles of Association. The term of service shall be renewed and extended automatically by one year on the expiry of such initial term and on the expiry of every successive period of one year thereafter, unless either party has given at least three months' written notice of non-renewal before the expiry of the then existing term.

Mr. Wang is entitled to an annual salary of HK$360,000 (subject to an annual increment at the discretion of the Directors of not more than 5% of the annual salary immediately prior to such increase). In addition, Mr. Wang is also entitled to a discretionary management bonus provided that the aggregate amount of the bonuses payable to all the executive Directors for any financial year of the Company may not exceed 10% of the audited consolidated net profit of the Group (after taxation and minority interests and payment of such bonuses but before extraordinary items) in respect of that financial year of the Company.

Relationships

Save as disclosed above, Mr. Wang did not hold any other directorship in other listed public companies in Hong Kong or overseas in the last three years, and Mr. Wang is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor does Mr. Wang hold any other positions with the Company or any of its subsidiaries.

Interests in Shares

As at the Latest Practicable Date, Mr. Wang was interested in 60,000,000 Shares within the meaning of Part XV of the SFO, all of which were held by Smart East Limited, a company wholly owned by Mr. Wang. Save as disclosed above, Mr. Wang did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Matters that need to be brought to the attention of the Shareholders

There is no information that needs to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Mr. Wang that need to be brought to the attention of the Shareholders.

3. Mr. Wu Hongyuan

Mr. Wu Hongyuan, aged 52, is the Executive President of the Group and executive Director. Mr. Wu was the Chief Executive Officer of the Company and he was re-designated as the Executive President of the Company on 1 June 2019 due to strategic planning. He is primarily responsible for and focus on the operation and management of the Group's IoT.

Experience

Mr. Wu Hongyuan joined our Group in December 2011 as the general manager of the research and development and customer service department of Beijing Along Grid Technology Company Limited* (北京愛朗格瑞科技有限公司) ("Along Grid") and was promoted to the general manager of Along Grid in April 2014. Mr. Wu Hongyuan graduated from Beijing Electricity College (which was incorporated into Beijing Jiaotong University in 2000) in the PRC in July 1994, majoring in electricity system communication.

Mr. Wu Hongyuan has over 20 years of experience in the electric power selling and management system industry. Prior to joining our Group, he started his career as a teaching staff in the information engineering department of North China Electric Power University between July 1994 and October 2007. He was then employed by the Beijing Puhua Yalong Technology Company Limited as the deputy general manager between November 2007 and December 2011.

Length of service and emoluments

Mr. Wu Hongyuan has been re-designated as Executive President of the Company on 1 June 2019 and has re-entered into a new service contract with the Company, pursuant to which Mr. Wu agreed to act as executive president for a term of three years with effect from the 1 June 2019, subject to re-election at general meetings in accordance with the Articles of Association. The term of service shall be renewed and extended automatically by one year on the expiry of such initial term and on the expiry of every successive period of one year thereafter, unless either party has given at least three months' written notice of non-renewal before the expiry of the then existing term.

Mr. Wu Hongyuan is entitled to an annual remuneration of HK$360,000 (subject to an annual increment at the discretion of the Directors of not more than 5% of the annual salary immediately prior to such increase). In addition, Mr. Wu is also entitled to a discretionary management bonus provided that the aggregate amount of the bonuses payable to all the executive Directors for any financial year of the Company may not exceed 10% of the audited consolidated net profit of the Group (after taxation and minority interests and payment of such bonuses but before extraordinary items) in respect of that financial year of the Company.

Relationships

Save as disclosed above, Mr. Wu Hongyuan did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and Mr. Wu is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company. Save as disclosed above, Mr. Wu did not hold any other positions with the Company or any of its subsidiaries.

Interests in Shares

Mr. Wu Hongyuan did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Matters that need to be brought to the attention of the Shareholders

There is no information that needs to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Mr. Wu that need to be brought to the attention of the Shareholders.

4. Ms. Yang Chun

Ms. Yang Chun ("**Ms. Yang**"), aged 49, has been appointed as a non-executive Director since 13 December 2024. She is also a member of the Nomination Committee.

Experience

Ms. Yang obtained a master's degree in business administration from Beijing Jiaotong University in 2015.

Ms. Yang has over 26 years of management experience in financial management, syndicated loans, and debt capital markets. Ms. Yang joined Along Grid, a wholly-owned subsidiary of the Company, since 2011 and currently serves as its Financial Manager.

Prior to joining the Group, Ms. Yang started her career as an assistant accountant in the software division of Beijing Sifang Automation Co., Ltd* (北京四方繼保自動化股份有限公司) between April 1999 and July 2001. She was then employed by Beijing Puhua Yalong Technology Co., Ltd.* (北京普華雅龍科技有限公司) as accountant and manager of finance department from July 2001 to July 2005 and from July 2005 to May 2011 respectively.

Length of service and emoluments

Ms. Yang has signed an appointment letter with the Company for a fixed term of one year commencing on 13 December 2024, which can be renewed automatically for another year if not terminated. She is entitled to a director's fee of HK$120,000 per annum.

Relationships

Save as disclosed above, Ms. Yang did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and Ms. Yang is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company. Save as disclosed above, Ms. Yang did not hold any other positions with the Company or any of its subsidiaries.

Interests in Shares

Ms. Yang did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Matters that need to be brought to the attention of the Shareholders

There is no information that needs to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Ms. Yang that need to be brought to the attention of the Shareholders.

* *For identification purposes only*

APPENDIX II EXPLANATORY STATEMENT ON THE SHARE BUY-BACK MANDATE

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 503,927,177 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 503,927,177 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force 50,392,717 Shares, (representing 10% of the number of issued shares of the Company (excluding treasury shares, if any) as at the date of the Annual General Meeting).

2. REASONS FOR BUY-BACK OF SHARES

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. When exercising the Share Buy-back Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the buy back, resolve to cancel the Shares bought back following settlement of any such buy back or hold them as treasury shares. Such buy back for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per share and/or the earnings per share. On the other hand, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Articles of Association, the applicable laws of Cayman Islands and the Listing Rules. Share buy backs will only be made when the Directors believe that such a buy back will benefit the Company and the Shareholders.

3. FUNDING OF BUY-BACK

In buying back Shares, the Company will only apply funds legally available for such purpose in accordance with its Articles of Association and the laws of the Cayman Islands whichis ensured by internal resources of the Group.

4. IMPACT OF BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended 31 March 2025) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. GENERAL

The Company confirms that the explanatory statement set out in this Appendix II contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the proposed share buy back has unusual features.

Following a buy back of Shares, the Company may cancel any such Shares and/ or hold them as treasury shares subject to, among others, market conditions and its capital management needs at the relevant time of the buy back, which may change due to evolving circumstances.

For any treasury shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures which include (without limitation):

(i) procuring its broker not to give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS;

(ii) in the case of dividends or distributions (if any and where applicable), withdrawing the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the relevant record date for the dividend or distributions; and

(iii) taking any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

6. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Datewere as follows:

Month	**Highest**	**Lowest**
	HK$	*HK$*
2024		
July	0.1800	0.1700
August	0.1690	0.1500
September	0.1710	0.1200
October	0.1990	0.1620
November	0.1800	0.1600
December	0.1600	0.1420
2025		
January	0.1570	0.1380
February	0.1380	0.1060
March	0.1370	0.1270
April	0.1300	0.1130
May	0.1370	0.1070
June	0.1600	0.1190
July *(up to the Latest Practicable Date)*	0.1480	0.1300

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

8. UNDERTAKING OF THE DIRECTORS

The Directors will exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

9. EFFECT OF THE TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors do not anticipate that purchases of Shares under the Buy-back Mandate will give rise to any consequences under the Takeovers Code. Save as the aforesaid, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. As at the Latest Practicable Date, none ofthe Shareholders or a group of Shareholders acting in concert (within the meaning under the Takeovers Code) could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordancewith Rule 26 of the Takeovers Code or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage of 25% as required by the Listing Rules.

10. BUY-BACK OF SHARES MADE BY THE COMPANY

The Company has not bought-back any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING

OneForce Holdings Limited
元力控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1933)

Notice is hereby given that an Annual General Meeting of OneForce Holdings Limited (the "**Company**") will be physically held at 9/F, Block E, No. 9 3rd Shangdi Street, Haidian District, Beijing, China on Friday, 19 September 2025 at 10:00 am for the following purposes:

1. To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 March 2025.

2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:

   (a) to re-elect Mr. Han Bin as an independent non-executive director of the Company;

   (b) to re-elect Mr. Wang Dongbin as an executive director of the Company;

   (c) to re-elect Mr. Wu Hongyuan as an executive director of the Company;

   (d) to re-elect Ms. Yang Chun as a non-executive director of the Company;

   (e) to authorize the board of directors of the Company to fix the respective directors' remuneration.

3. To re-appoint Messrs. KPMG Certified Public Accountants as auditor of the Company and to authorize the board of directors to fix their remuneration.

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

   "**THAT**:

   (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with all applicable laws, rules and regulations of The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time;

   (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares (excluding treasury shares, if any) of the Company as at the date of passing of this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution); and

   (c) for the purposes of this resolution:

   "Relevant Period" means the period from the passing of this resolution untilwhichever is the earliest of:

   (i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting."

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT**:

(a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury if permitted under the Listing Rules) of the Company and to make or grant offers, options, warrants or rights to subscribe for, or to convert any securities (including bonds and convertible debentures) into, shares of the Company which might require the exercise of such powers;

(b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, options, warrants or rights to subscribe for, or to convert any securities (including bonds and convertible debentures) into, shares of the Company during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares;

(iii) the exercise of options under a share option scheme of the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or right to acquire Shares; or

(iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares ofthe Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution); 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 annual general meeting of the Company;

(ii) the expiration of the period within which the next annual generalmeeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked orvaried

by an ordinary resolution of the shareholders in general meeting.

"Right Issue" means an offer of shares of the Company 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 of the Company or 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 recognized regulatory body or any stock exchange)."

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

7. "**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the "**Notice**"), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares of the Company bought back by the Company pursuant to the mandate referred to in the resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution."

By Order of the Board
OneForce Holdings Limited
Wang Dongbin
Chairman

Beijing, China, 25 July 2025

Notes:

1. All resolutions 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.

2. 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.

3. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 10:00 am on Wednesday, 17 September 2025 (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.

4. 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.

5. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 16 September 2025 to Friday, 19 September 2025, both days inclusive, during which period no transfer of shares will be registered. The record date will be Friday, 19 September 2025. In order to be eligible to attend and vote at the AGM, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 15 September 2025 (Hong Kong time), being the last registration date.

6. 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 Annual General Meeting, the Annual General Meeting will be postponed or adjourned. The Company will post an announcement on the Company's website at www.oneforce.com.hk 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.