

OneForce Holdings Limited

元力控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1933)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 30 JANUARY 2019

| | |
|--|--|
| Number of shares to which this proxy form relates | |
|--|--|

I/We ^(Note 1) _____

of _____

being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each in the share capital of OneForce Holdings Limited (the “Company”) hereby appoint the Chairman of the meeting ^(Note 3) or _____ of _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the “EGM”) of the Company to be held at 9/F, Block E, No. 9 3rd Shangdi Street, Beijing, China on Wednesday, 30 January 2019 at 10:00 a.m. (and at any adjournment thereof).

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

| ORDINARY RESOLUTION | | FOR | AGAINST |
|---------------------|---|-----|---------|
| 1. | (a) To approve, confirm and ratify the conditional sale and purchase agreement dated 29 November 2018 entered into between the Company, (the “Purchaser”), Mr. Wang Dongbin, Mr. Wu Zhanjiang, Mr. Li Kangying, Mr. Cao Wei, Smart East Limited, Long Eagle International Limited, Main Wealth Development Limited, Union Sino Holdings Limited, Great Attain International Limited and 北京艾普智城網絡科技有限公司 (Beijing Aipu Zhicheng Internet Technology Company Limited*) (collectively, the “Vendors”) and Great Progress International Limited (the “Target Company”) (the “Agreement”) (a copy of which has been produced before the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) for the sale and purchase of the entire issued share capital of the Target Company, which shall be satisfied by the Company by way of the allotment and issue of 124,191,177 shares of the Company (“Consideration Shares”) to Great Attain International Limited, and the transactions contemplated thereunder and in connection therewith; | | |
| | (b) subject to the fulfillment of the conditions of the Agreement, to authorise any one director of the Company (the “Director”) to exercise all the powers of the Company and to take all steps as might in his opinion be desirable or necessary in connection with the Agreement to, including without limitation, allot and issue the Consideration Shares; | | |
| | (c) to approve all other transactions contemplated under the Agreement and to authorise any one Director to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Agreement, the allotment and issue of the Consideration Shares and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the such Director, in the interests of the Company and its shareholders as a whole; and | | |
| | (d) 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 Consideration Shares, to confirm and approve the unconditional specific mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with the Consideration Shares pursuant to the Agreement. | | |

Date: _____ 2019

Signature(s) ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as shown in the register of members of the Company.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Please insert the name and address of the proxy desired / If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the EGM may appoint a proxy to attend and on a poll, vote on his behalf, provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of its legal representative, director(s) or duly authorised attorney(s) to it.
- Where there are joint registered holders of any share of the Company, any one of such holders may vote at the EGM, 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 EGM personally or by proxy, the holder 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.
- In order to be valid, this form of proxy must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong together with a power of attorney or other authority under which it is signed or a notarially certified copy of that power of attorney (whichever being applicable) not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (no later than 10:00 a.m. on 28 January 2019 (Hong Kong time)).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.

* For identification purposes only

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/has the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Privacy Compliance Officer of Tricor Investor Services Limited at the above address.