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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 30 JANUARY 2019

Reference is made to the circular (“**Circular**”) of OneForce Holdings Limited (the “**Company**”) dated 15 January 2019. Terms used in this announcement shall have the same meanings as those defined in the Circular.

At the extraordinary general meeting (the “**EGM**”) of the Company held on 30 January 2019, the proposed resolutions as set out in the notice of the EGM dated 15 January 2019 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Shares (%)	
		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;	63,100,000 (100%)	0 (0%)

Ordinary Resolutions		Number of Shares (%)	
		For	Against
	(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;	63,100,000 (100%)	0 (0%)
	(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	63,100,000 (100%)	0 (0%)
	(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.	63,100,000 (100%)	0 (0%)

As at the date of the EGM, the total number of issued Shares was 381,072,000. In accordance with the Listing Rules, Mr. Wang, Mr. Wu, Mr. Li and Mr. Cao and their respective associates were required to abstain from voting for the approval of the Agreement and the transactions contemplated thereunder at the EGM. To the best knowledge of the Directors, as at the date of the EGM, the aggregate shareholding of the Shareholders who were required to abstain from voting at the EGM was 240,000,000 Shares. The total number of Shares entitling the Independent Shareholders to attend and vote for or against the resolutions as set out in the above table at the EGM was 141,072,000.

Save as disclosed above, (i) no Shareholders had stated their intention in the Circular to vote against or abstain from voting on the resolutions at the EGM; (ii) there was no Share entitling the holder to attend and abstain from voting in favour at the EGM as set out in Rule 13.40 of the Listing Rules; and (iii) no Shareholders are required under the Listing Rules to abstain from voting. KPMG acted as the scrutineer for the vote-taking at the EGM.

As all of the votes were cast in favour of all of the proposed resolutions, all of the proposed resolutions were passed as ordinary resolutions of the Company.

By Order of the Board
OneForce Holdings Limited
Wang Dongbin
Chairman

Beijing, China, 30 January 2019

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