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## **KING FORCE GROUP HOLDINGS LIMITED**

### **冠輝集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 08315)**

#### **NOTICE OF 2018 SECOND EGM**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of King Force Group Holdings Limited (the “**Company**”) will be held on Tuesday, 4 September 2018 at 11:00 a.m. at Room 2008, 20/F, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions:

#### **ORDINARY RESOLUTION**

1. “**THAT** subject to and conditional upon, among others, the granting by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the issued ordinary shares of the Company consolidated in the manner as set out in paragraph (a) of this resolution below (the “**Share Consolidation**”):
  - (a) with effect from the business day immediately following the date on which this resolution is passed, being a day on which shares are traded on the Stock Exchange, every ten (10) issued and unissued ordinary shares of par value HK\$0.001 each in the share capital of the Company (the “**Existing Shares**”) be consolidated into one (1) share with a par value of HK\$0.01 each (each a “**Consolidated Share**”). Such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of the Company;
  - (b) all fractional Consolidated Shares will be disregarded and not be issued to the holders of the Existing Shares but will be aggregated and, if possible, sold for the benefit of the Company; and
  - (c) the directors of the Company be and are generally authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Consolidation.”

## SPECIAL RESOLUTIONS

2. **“THAT** subject to and conditional upon approval of the Registrar of the Companies in the Cayman Islands, the English name of the Company be changed from “King Force Group Holdings Limited” to “Greatwalle Inc.” and the Chinese name of the Company from “冠輝集團控股有限公司” to “長城匯理公司” (the **“Change of Company Name”**) with effect from the date of registration as set out in the certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands, and that any one or more of the directors of the Company or the Company’s secretary be and is/are hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”
3. **“THAT** subject to Shareholders passing resolution No. 2 above and conditional upon approval by the Registrar of Companies in the Cayman Islands and the new dual foreign names of the Company being entered into the Register of Companies in the Cayman Islands,
  - (a) the title page of the existing Memorandum and Articles of Association of the Company be and is hereby amended as follows:

**“AMENDED AND RESTATED  
MEMORANDUM AND ARTICLES  
OF ASSOCIATION  
OF  
GREATWALLE INC.  
長城匯理公司”**

- (b) the first page of the existing Memorandum of Association of the Company be and is hereby amended as follows:

**“AMENDED AND RESTATED  
MEMORANDUM OF ASSOCIATION  
OF  
GREATWALLE INC.  
長城匯理公司**

**(the “Company”)**

- (c) the existing paragraph 1 of the Memorandum of Association of the Company be and is hereby amended by deleting the existing paragraph 1 in its entirety by substituting the following new paragraph 1:

“1. The name of the Company is Greatwalle Inc. 長城匯理公司”

- (d) the first page of the existing Articles of Association of the Company be and is hereby amended as follows:

**“AMENDED AND RESTATED  
ARTICLES OF ASSOCIATION  
OF  
GREATWALLE INC.  
長城匯理公司**

**(the “Company”)**”

- (e) the amended and restated Memorandum of Association and Articles of Association of the Company having consolidated all previous amendments passed by the shareholders of the Company at general meetings and the proposed amendments referred to in the above and in the form produced to the meeting, a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification, be approved and adopted in substitution for and to the exclusion of all the existing Company’s Memorandum and Articles of Association with effect from approval being granted by the Registrar of Companies in the Cayman Islands and the new name of the Company being entered into the Register of Companies of the Cayman Islands, and that any one or more of the directors of the Company or the Company’s secretary be and is/are hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

Yours faithfully,  
By order of the Board  
**Pang Xiaoli**  
*Chairman and executive Director*

Hong Kong, 9 August 2018

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any shares any one of such persons may vote at the above Meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the above Meeting personally or by proxy, that one of the said persons 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.
4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. The transfer books and register of members of the Company will be closed from 23 August 2018 to 4 September 2018, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 22 August 2018.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the websites of the Company at [www.kingforce.com.hk](http://www.kingforce.com.hk) and the Stock Exchange at [www.hkgem.com](http://www.hkgem.com) to notify members of the date, time and place of the rescheduled Meeting.

*As at the date of this announcement, the executive Directors are Ms. Pang Xiaoli, Mr. Hon Hoi Chuen, Ms. Lin Shuxian and Mr. Li Mingming; and the independent non-executive Directors are Ms. Guan Yan, Mr. Zhao Jinsong and Mr. Li Zhongfei.*

*This announcement will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and on the Company's website at [www.kingforce.com.hk](http://www.kingforce.com.hk).*