
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 your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in King Force Group Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.

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)

(1) PROPOSED SHARE CONSOLIDATION
(2) PROPOSED CHANGE OF COMPANY NAME
(3) PROPOSED AMENDMENTS TO AND RESTATEMENT OF THE
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
(4) NOTICE OF THE 2018 SECOND EGM

A notice convening the 2018 Second EGM to be held at 11:00 a.m. on Tuesday, 4 September 2018 at Room 2008, 20/F, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong is set out on pages 13 to 16 of this circular.

A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote at the 2018 Second EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the 2018 Second EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the 2018 Second EGM or any adjournment thereof (as the case may be) should you so desire.

This circular will remain on the "Latest Company Announcements" page of the Stock Exchange's website at www.hkexnews.hk for 7 days from the date of its posting. This circular will also be posted on the Company's website at www.kingforce.com.hk.

In case of any inconsistency between the English and Chinese versions of this circular, the English text of this circular shall prevail.

9 August 2018

CHARACTERISTICS OF GEM

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“2018 Second EGM”	the extraordinary general meeting of the Company to be held on Tuesday, 4 September 2018 to approve the Share Consolidation, the Change of Company Name and the amendments to and restatement of the Memorandum and Articles of Association;
“Board”	the board of Directors;
“Business Day(s)”	any day (other than a Saturday or Sunday or public holiday) on which banks in Hong Kong are generally open for the transaction of normal business;
“Change of Company Name”	the change of the English name of the Company 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”;
“Company”	King Force Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM;
“CCASS”	the Central Clearing and Settlement System established and operated by the Hong Kong Securities Clearing Company Limited;
“Consolidated Share(s)”	ordinary Shares with a par value of HK\$0.01 each in the share capital of the Company after the Share Consolidation becoming effective;
“Director(s)”	the director(s) of the Company;
“Existing Share(s)”	ordinary Share(s) with a par value of HK\$0.001 each in the share capital of the Company prior to the Share Consolidation becoming effective;
“GEM”	GEM of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM;
“Great Walle Investment”	深圳長城匯理投資股份有限公司 (Shenzhen Great Walle Investment Corp., Ltd.)*
“Group”	the Company and its subsidiaries;

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“HKSCC”	The Hong Kong Securities Clearing Company Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	7 August 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Memorandum and Articles of Association”	the Memorandum and Articles of Association of the Company, as amended and restated from time to time;
“Option(s)”	the options granted or to be granted by the Company to the grantees under the Share Option Scheme to subscribe for Shares;
“Registrar”	Tricor Investor Services Limited, the address of which is at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong;
“Share(s)”	the Existing Share(s) or the Consolidated Share(s), as the case maybe;
“Share Consolidation”	the consolidation of every ten (10) Existing Shares with a par value of HK\$0.001 each in the issued and unissued share capital of the Company into one (1) Consolidated Share with a par value of HK\$0.01 each in the issued and unissued share capital of the Company;
“Share Option Scheme”	the share option scheme adopted by the Company on 31 July 2014;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.

* *for identification purposes only*

EXPECTED TIMETABLE OF PROPOSED SHARE CONSOLIDATION

Set out below is the expected timetable for the proposed Share Consolidation. This timetable is indicative only and may be varied due to additional time required for compliance with regulatory requirements. Shareholders will be informed of any significant changes to the expected timetable by public announcement as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

Event	Date
Latest date and time for lodging transfer documents	4:30 p.m. on 22 August 2018
Closure of register of members	from 23 August 2018 to 4 September 2018 (both days inclusive)
Latest date and time for lodging form of proxy for the 2018 Second EGM	11:00 a.m. on 2 September 2018
Expected date and time of the 2018 Second EGM	11:00 a.m. on 4 September 2018
Announcement of the poll results of the 2018 Second EGM	4 September 2018
Register of members reopens	5 September 2018
The following events are conditional on the results of the 2018 Second EGM and therefore the dates are tentative:	
Effective date for the Share Consolidation	5 September 2018
First day of free exchange of existing certificates for new Share certificates for the Consolidated Shares	5 September 2018
Dealing in the Consolidated Shares commences	9:00 a.m. on 5 September 2018
Original counter for trading in the Existing Shares in board lot of 10,000 Shares temporarily closes	9:00 a.m. on 5 September 2018
Temporary counter for trading in the Consolidated Shares in board lot of 1,000 Consolidated Shares (in the form of existing Share certificates) opens	9:00 a.m. on 5 September 2018
Original counter for trading in the Consolidated Shares in board lot of 10,000 Consolidated Shares (in the form of new Share certificates) re-opens	9:00 a.m. on 19 September 2018

EXPECTED TIMETABLE OF PROPOSED SHARE CONSOLIDATION

Parallel trading in the Consolidated Shares in the form of new Share certificates and existing Share certificates commences	9:00 a.m. on 19 September 2018
Designated broker starts to stand in the market to provide matching services for odd lots of Consolidated Shares	9:00 a.m. on 19 September 2018
Temporary counter for trading in board lot of 1,000 Consolidated Shares (in the form of existing Share certificates) closes	4:00 p.m. on 11 October 2018
Parallel trading in Consolidated Shares in the form of new Share certificates and existing Share certificates closes	4:00 p.m. on 11 October 2018
Designated broker ceases to stand in the market to provide matching services for odd lots of Consolidated Shares	4:00 p.m. on 11 October 2018
Free exchange of existing Share certificates for new Share certificates ends	4:00 p.m. on 15 October 2018

LETTER FROM THE BOARD

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)

Executive Directors:

Ms. Pang Xiaoli (*Chairman*)
Mr. Hon Hoi Chuen
Ms. Lin Shuxian
Mr. Li Mingming

Registered Office:

P.O. Box 1350, Clifton House
75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

Independent non-executive Directors:

Ms. Guan Yan
Mr. Zhao Jinsong
Mr. Li Zhongfei

Headquarters:

14/F
Harbour Commercial Building
122 Connaught Road Central
Hong Kong

9 August 2018

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED SHARE CONSOLIDATION
(2) PROPOSED CHANGE OF COMPANY NAME
(3) PROPOSED AMENDMENTS TO AND RESTATEMENT OF THE
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
(4) NOTICE OF THE 2018 SECOND EGM**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 7 August 2018 in relation to the proposed Share Consolidation, the proposed Change of Company Name and the proposed amendments to and restatement of the Memorandum and Articles of Association.

The purpose of this circular is to provide you with further information regarding the above matters and to give you the notice of the 2018 Second EGM.

2. SHARE CONSOLIDATION

As disclosed in the announcement of the Company dated 7 August 2018, the Board is putting forward a proposal to the Shareholders to effect the Share Consolidation, which involves the consolidation of every ten (10) issued and unissued Existing Shares with a par value of HK\$0.001 each into one (1) Consolidated Share with a par value of HK\$0.01 each. The existing board lot of 10,000 Shares will remain unchanged upon the Share Consolidation taking place.

LETTER FROM THE BOARD

A. Effects of the proposed Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$20,000,000 divided into 20,000,000,000 Existing Shares with a par value of HK\$0.001 each, of which 8,208,994,432 Existing Shares have been allotted and issued as fully paid or credited as fully paid.

Upon the proposed Share Consolidation becoming effective, the authorised share capital of the Company shall become HK\$20,000,000 divided into 2,000,000,000 Consolidated Shares with a par value of HK\$0.01 each, of which 820,899,443 Consolidated Shares will be in issue assuming no Shares are repurchased or issued by the Company and no Options exercised from the Latest Practicable Date until the effective date of the Share Consolidation. The Consolidated Shares will rank pari passu in all respects with each other in accordance with the Memorandum and Articles of Association.

With respect to outstanding Options granted by the Company, please refer to the section headed “2. Proposed Share Consolidation – I. Adjustments in relation to the outstanding Options” in this circular. As at the Latest Practicable Date, the Company had no outstanding options, convertible securities or warrants in issue which confer any rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case maybe.

B. Conditions of the Share Consolidation

The Share Consolidation is conditional on:

- (a) the passing by the Shareholders of an ordinary resolution to approve the Share Consolidation at the 2018 Second EGM;
- (b) the listing division of the Stock Exchange granting the listing of, and the permission to deal in, the Consolidated Shares; and
- (c) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Share Consolidation, if any.

Subject to the fulfilment of the above conditions, it is expected that the Share Consolidation will become effective on 5 September 2018, which is the next Business Day immediately following the date of the 2018 Second EGM.

C. Application for the listing of the Consolidated Shares

An application will be made by the Company to the listing division of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares.

LETTER FROM THE BOARD

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS.

None of the Existing Shares is listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal in is being or is proposed to be sought.

D. Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares, if any, arising from the Share Consolidation, will not be allotted to the Shareholders, but will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

E. Exchange of Share certificates

Subject to the Share Consolidation becoming effective, which is expected to be at 9:00 a.m. on 5 September 2018, the Shareholders may, from 5 September 2018 to 15 October 2018 (both days inclusive), submit certificates of the Existing Shares (which is in yellow colour) to the Registrar to exchange, at the expense of the Company, for new certificates of the Consolidated Shares (on the basis of ten (10) Existing Shares for one (1) Consolidated Share) (which will be in green colour after the proposed Share Consolidation has become effective but before the proposed Change of Company Name becoming effective). Thereafter, certificates of Shares will remain effective as documents of title but will be accepted for exchange only on payment of a fee of HK\$2.5 (or such higher amount as may from time to time be allowed or not prohibited under the GEM Listing Rules) each by Shareholders to the Registrar. The address of the Company's branch share registrar, Tricor Investor Services Limited, is Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

F. Board lots

The existing board lot of 10,000 Shares will remain unchanged upon the Share Consolidation becoming effective. The value of the current board lot, based on the closing price of HK\$0.04 per Existing Share as at the Latest Practicable Date, was HK\$400. Upon the Share Consolidation becoming effective, the expected value of each board lot of 10,000 Consolidated Shares, based solely on the closing price of the Existing Shares as at the Latest Practicable Date, is expected to be HK\$4,000.

LETTER FROM THE BOARD

G. Arrangement on odd lots trading

In order to facilitate the trading of odd lots of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Emperor Securities Limited to stand in the market to provide matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares during the period from 9:00 a.m. on 19 September 2018 to 4:00 p.m. on 11 October 2018 (both days inclusive). Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot or to dispose of their holding of odd lots of the Consolidated Shares may contact Mr. Leung Shiu Keung of Emperor Securities Limited at 23rd to 24th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong at telephone number 2919-2919 during office hours in the aforesaid period.

Holders of odd lots of Consolidated Shares should note that the matching of the sale and purchase of odd lots of Consolidated Shares is not guaranteed. Shareholders are also recommended to consult with their professional advisers if they are in any doubt regarding the arrangement on odd lots trading.

H. Trading Arrangement for the Consolidated Shares

Subject to the Share Consolidation becoming effective, the arrangements for dealing in the Consolidated Shares are expected to be as follows:

- (a) from 9:00 a.m. on Wednesday, 5 September 2018, the original counter for trading in the Existing Shares in board lot of 10,000 Existing Shares will be temporarily closed and a temporary counter for trading in the Consolidated Shares in board lot of 1,000 Consolidated Shares (in the form of existing Share certificates) will be set up and opened;
- (b) from 9:00 a.m. on Wednesday, 19 September 2018, the original counter for trading in the Consolidated Shares in board lot of 10,000 Consolidated Shares (in the form of new Share certificates) will be re-opened;
- (c) during the period from Wednesday, 19 September 2018 to Thursday, 11 October 2018 (both dates inclusive), there will be parallel trading at the above two counters; and
- (d) the temporary counter for trading in board lot of 1,000 Consolidated Shares (in the form of existing Share certificates) will be closed after the close of trading at 4:00 p.m. on Thursday, 11 October 2018. Thereafter, trading will only be in board lots of 10,000 Consolidated Shares in the form of new Share certificates representing the Consolidated Shares while the existing Share certificates for the Existing Shares will cease to be marketable and will not be acceptable for dealing and settlement purposes. However, such certificates will remain effective as documents of title on the basis of ten (10) Existing Shares for one (1) Consolidated Share.

LETTER FROM THE BOARD

I. Adjustments in relation to the outstanding Options

As at the Latest Practicable Date, the Company has no outstanding options, convertible securities options or warrants in issue which confer any rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case maybe.

J. Reasons for the proposed Share Consolidation

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. Also, the “Guide of Trading Arrangements for Selected Types of Corporate Actions” issued by Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 3 July 2018 states that (i) market price of the Shares at a level less than HK\$0.1 will be considered as trading at extremity as referred to under Rule 17.76 of the GEM Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value per board lot should be greater than HK\$2,000. In view of the recent trading prices of the Shares at a level less than HK\$0.1 and the board lot value being less than HK\$2,000 each, the Board considers that the proposed Share Consolidation would enable the Company to avoid the market price of the Shares being traded near the extremities as prescribed under the GEM Listing Rules. It is also believed that the adjusted Share price as a result of the Share Consolidation will enhance the corporate image of the Company so as to make investing in the Company more attractive to a broader range of investors.

Subject to prevailing market conditions, the Group may consider fund raising activities after completion of the Share Consolidation to replenish its general working capital and also to grasp any new business opportunities that may arise to achieve expansion of the Group’s business, such as opportunities in the investment industry. Save for the foregoing, the Group currently does not have any plan, and has not entered into any agreement or arrangement to carry out any other share consolidation, share sub-division or change in board lot size in the twelve months immediately following the date of this circular.

Accordingly, the Directors consider that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

3. PROPOSED CHANGE OF COMPANY NAME

As disclosed in the announcement of the Company dated 7 August 2018, the Board proposes to change the English name of the Company 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”.

A. Conditions of the Change of Company Name

The Change of Company Name will be subject to the fulfilment of the following conditions:

- (a) the passing of a special resolution by the Shareholders to approve the Change of Company Name at the 2018 Second EGM; and
- (b) the Registrar of Companies in the Cayman Islands has approved the Change of Company Name.

Subject to the satisfaction of the above conditions, the Change of Company Name will take effect from the date of entry of the new name of the Company on the register maintained by the Registrar of Companies in the Cayman Islands in place of the existing name. The Company will then carry out all necessary filing procedures with the Registrar of Companies in Hong Kong regarding the Change of Company Name thereafter.

B. Reasons for the proposed Change of Company Name

The Company is an indirect subsidiary of Great Walle Investment, which is primarily focused on investments. The Board considers that the Change of Company Name will symbolise a new start and reflect the current status of the Group and its direction of future development. The Board believes that the new English and Chinese names of the Company will provide the Company with a new corporate image and a linkage with Great Walle Investment, which is an established investment fund in the PRC, and which will also allow the Company to better explore possible business opportunities in the investment industry. As such, the Board believes that the proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

C. Effects of the proposed Change of Company Name

The proposed Change of Company Name will not affect any of the rights of the Shareholders or the Company’s daily business operations and its financial position.

All existing share certificates in issue bearing the existing name of the Company (which is currently in yellow colour, and will be in green colour after the proposed Share Consolidation has become effective) shall continue to be evidence of legal title to such securities, and the existing share certificates will continue to be valid for trading, settlement and registration purposes subject to the effects of the Share Consolidation to these share certificates as set out in the section headed “2. Proposed Share Consolidation – E. Exchange of Share certificates” in this circular.

LETTER FROM THE BOARD

Other than the exchange of Share certificates of the Company in connection with the Share Consolidation, there will not be any separate arrangements for free exchange of the existing share certificates of the Company for new share certificates under the new name of the Company. New share certificates of the Company will be issued under the new name of the Company after the proposed Change of Company Name has become effective and will be in blue colour.

Subject to the confirmation of Stock Exchange, the English and Chinese stock short names of the Company for trading in the shares of the Company on the Stock Exchange will also be changed after the proposed Change of Company Name has become effective. An announcement will be made in this connection in due course.

4. CONSEQUENTIAL AMENDMENTS TO AND RESTATEMENT OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION

In connection with the proposed Change of Company Name, the Board proposes to make consequential amendments to the Memorandum and Articles of Association. The proposed amendments will amend the Memorandum and Articles of Association will replace all references therein to “King Force Group Holdings Limited 冠輝集團控股有限公司” with “Greatwalle Inc. 長城匯理公司”, and the Memorandum and Articles of Association will be restated upon the proposed Change of Company Name has become effective.

The proposed amendments to and restatement of the Memorandum and Articles of Association is subject to: (a) the passing of a special resolution by the Shareholders to approve the Change of Company Name at the 2018 Second EGM, (b) the new dual foreign names of the Company being entered into the Registrar of Companies in the Cayman Islands, and (c) the passing of a special resolution by the Shareholders to approve the amendments to and restatement of the Memorandum and Articles of Association at the 2018 Second EGM.

5. THE 2018 SECOND EGM

A notice convening the 2018 Second EGM to be held at Room 2008, 20/F, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Tuesday, 4 September 2018 at 11:00 a.m. is set out on pages 13 to 16 of this circular.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, 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.

A form of proxy for use by Shareholders at the 2018 Second EGM is enclosed with this circular. Whether or not you intend to attend and vote at the 2018 Second EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2018 Second EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the 2018 Second EGM or any adjournment thereof (as the case may be) should you so desire.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Company had previously proposed a change of Company name and to consolidate its shares. The previous proposals were not approved by the then Shareholders of the Company during the extraordinary general meeting of the Company held on 20 April 2018, which was held prior to the mandatory conditional cash offers being made by Emperor Securities Limited for and on behalf of Greatwalle Holding Limited, the current controlling shareholder of the Company. In putting forward the current proposals, the Board has taken into account further feedback received from the current Shareholders.

The Directors consider that the proposed Share Consolidation, the proposed Change of Company Name and the proposed amendments to and restatement of the Memorandum and Articles of Association are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2018 Second EGM.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

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

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 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.”

NOTICE OF 2018 SECOND EGM

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”)

NOTICE OF 2018 SECOND EGM

- (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

NOTICE OF 2018 SECOND EGM

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 and the Stock Exchange at www.hkgem.com to notify members of the date, time and place of the rescheduled Meeting.