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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in King Force Security Holdings Limited (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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## **KING FORCE SECURITY HOLDINGS LIMITED**

### **冠輝保安控股有限公司**

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

**(Stock Code: 08315)**

#### **(1) PROPOSED CHANGE OF COMPANY NAME AND**

#### **(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening an extraordinary general meeting of the Company to be held on Monday, 1 February 2016 at 12:00 noon at Room 1101, 11/F, 118 Connaught Road West, Hong Kong is set out on pages 5 to 6 of this circular. Whether or not you are able to attend the extraordinary general meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding the extraordinary general meeting. Completion and return of the proxy form shall not preclude you from attending and voting in person at the extraordinary general meeting or any adjourned meeting thereof should you so desire and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

15 January 2016

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## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET**

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### **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of the GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on the GEM, there is a risk that securities traded on the GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on the GEM.

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## DEFINITIONS

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

“Board”	the board of Directors of the Company
“Company”	King Force Security Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the GEM
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Proposed Change of Company Name
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of the Securities on the GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Proposed Change of Company Name”	the proposed change of the names of the Company, such that the existing English name of the Company be changed from “King Force Security Holdings Limited” to “King Force Group Holdings Limited” and the Chinese name “冠輝集團控股有限公司” be adopted as the dual foreign name of the Company in place of its existing Chinese name “冠輝保安控股有限公司”
“Share(s)”	share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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### KING FORCE SECURITY HOLDINGS LIMITED

### 冠輝保安控股有限公司

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

**(Stock Code: 08315)**

*Executive Directors:*

Mr. Fu Yik Lung (*Chairman*)

Ms. Liu Lai Ying (*Chief Executive Officer*)

Ms. Chung Pui Yee Shirley

Mr. Li Mingming

Ms. Chen Xiaoting

*Registered Office:*

Clifton House

75 Fort Street, P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Headquarter:*

18th Floor

So Tao Centre

Nos. 11-15 Kwai Sau Road

Kwai Chung

New Territories

Hong Kong

*Independent non-executive Directors:*

Ms. Au Man Yi

Professor Lam Sing Kwong Simon

Mr. Ong Chi King

15 January 2016

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME  
AND  
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### INTRODUCTION

Reference is made to the announcement of the Company dated 30 December 2015 in relation to the Proposed Change of Company Name.

The purpose of this circular is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolution to be proposed at the EGM for the approval of the Proposed Change of Company Name.

#### PROPOSED CHANGE OF COMPANY NAME

As disclosed in the announcement of the Company dated 30 December 2015, the Board proposed to change the English name of the Company from “King Force Security Holdings Limited” to “King Force Holdings Limited” and the Chinese name of the Company from “冠輝保安控股有限公司” to “冠輝控股有限公司”.

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## LETTER FROM THE BOARD

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Nonetheless, thereafter it has come to the Board's notice that the proposed new English name "King Force Holdings Limited" is not available for registration in the Cayman Islands. Therefore, the Board has determined to change the English name of the Company to "King Force Group Holdings Limited" and adopt the Chinese name "冠輝集團控股有限公司" as the new dual foreign name of the Company.

### **Conditions of the Proposed Change of Company Name**

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

- (i) the passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name at the EGM; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name.

Subject to the satisfaction of the above conditions, the Proposed Change of Company Name will take effect from the date of entry of the new English name and dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Registrar of Companies in Hong Kong regarding the Proposed Change of Company Name correspondingly.

### **Reasons for the Proposed Change of Company Name**

The Board considers that the proposed new name of the Company will reflect the existing business of the Company after the completion of the acquisition of Magn Investment Limited as disclosed in the announcements of the Company dated 19 October 2015 and 24 November 2015, i.e. the manned security guarding business and mobile game business. The Board is therefore of the opinion that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

### **Effect of the Proposed Change of Company Name**

The Proposed Change of Company Name will not affect any rights of the existing Shareholders. All existing share certificates of the Company in issue bearing the present name of the Company shall, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to such shares and valid for trading, settlement, registration and delivery purpose. Accordingly, there will not be any arrangement for the exchange of the existing share certificates for new certificates bearing the new English and Chinese names of the Company. Once the Proposed Change of Company Name becomes effective, any new share certificates thereafter will be issued only in the new English and Chinese names of the Company.

Subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading in the Shares on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective. Further announcement(s)

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## LETTER FROM THE BOARD

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will be made by the Company to inform the Shareholders of the effective date of the Proposed Change of Company Name and the new English and Chinese stock short names of the Company for trading in the Shares on the Stock Exchange as and when appropriate.

### EGM

A notice convening the EGM to be held on Monday, 1 February 2016 at 12:00 noon at Room 1101, 11/F, 118 Connaught Road West, Hong Kong for the purpose of considering, and if thought fit, approving the Proposed Change of Company Name is set out on pages 5 to 6 of this circular.

The special resolution put to vote at the EGM will be decided by way of poll. None of the Shareholders will be required to abstain from voting at the EGM.

A proxy form for use at the EGM is enclosed herewith. Whether or not you are able to attend the EGM in person, you are requested to complete and return the proxy form to 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 not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting at the EGM or any adjournment thereof (as the case may be) should you so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

### RECOMMENDATION

The Directors are of the opinion that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole, and accordingly the Board recommends you to vote in favour of the special resolution to be proposed at the EGM.

### 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.

By order of the Board  
**King Force Security Holdings Limited**  
**Fu Yik Lung**  
*Chairman and Executive Director*

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## NOTICE OF EGM

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### KING FORCE SECURITY HOLDINGS LIMITED

### 冠輝保安控股有限公司

*(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 Security Holdings Limited (the “**Company**”) will be held on Monday, 1 February 2016 at 12:00 noon at Room 1101, 11/F, 118 Connaught Road West, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolution as a special resolution of the Company:

#### SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “King Force Security Holdings Limited” to “King Force Group Holdings Limited” and the Chinese name “冠輝集團控股有限公司” be adopted as the dual foreign name of the Company in place of its existing Chinese name “冠輝保安控股有限公司”, and that any one of the directors or the company secretary of the Company be and is hereby authorised to do all such acts and things and execute such further documents and take all steps which, in his or her opinion may be necessary, desirable or expedient to implement and give effect to the aforesaid change of name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board  
**King Force Security Holdings Limited**  
**Fu Yik Lung**  
*Chairman and Executive Director*

Hong Kong, 15 January 2016

*As at the date of this notice, the executive Directors are Mr. Fu Yik Lung, Ms. Liu Lai Ying, Ms. Chung Pui Yee Shirley, Mr. Li Mingming and Ms. Chen Xiaoting; and the independent non-executive Directors are Ms. Au Man Yi, Professor Lam Sing Kwong, Simon and Mr. Ong Chi King.*

*Notes:*

1. To be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney authorised in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
2. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member holding two or more shares of the Company may appoint more than one proxy to attend on the same occasion.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority 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



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## NOTICE OF EGM

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Road East, Hong Kong not less than 48 hours before the time for holding the meeting or the adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

4. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, 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 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.
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. A form of proxy for use by shareholders at the Meeting is enclosed.