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If you have sold or transferred all your shares in Forebase International Holdings Limited (the “**Company**”), you should at once hand this circular and the accompanying proxy form to the purchaser(s) or the transferee(s) or to the bank, the licensed securities dealer or registered institution or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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FOREBASE INTERNATIONAL HOLDINGS LIMITED

申基國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 2310)

**RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “**Annual General Meeting**”) of the Company to be held at Board Room, Level 1, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong on Wednesday, 29 May 2019 at 2:30 p.m. is set out on pages 11 to 12 of this circular. Whether or not you intend to attend the meeting or any adjournment thereof, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof to the Company’s share registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment meeting if you so wish.

26 April 2019

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Board Room, Level 1, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong on Wednesday, 29 May 2019 at 2:30 p.m., the notice of which is set out on pages 11 to 12 of this circular, or, where the context so admits, any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associate(s)”	having the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Company”	Forebase International Holdings Limited, a company incorporated in Hong Kong with limited liability, whose Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“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
“Latest Practicable Date”	18 April 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



FOREBASE INTERNATIONAL HOLDINGS LIMITED

申基國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 2310)

Executive Directors:

Mr. Shen Yong (*Chairman*)

Mr. Gan Lin

Non-executive Director:

Mr. Huang Xiang Yang

Independent Non-executive Directors:

Dr. Loke Yu (alias Loke Hoi Lam)

Mr. Yu Lei

Mr. Ernst Rudolf Zimmermann

Registered office:

Room 3805, 38/F.

Lee Garden One

33 Hysan Avenue

Causeway Bay

Hong Kong

26 April 2019

To the Shareholders

Dear Sir or Madam

RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purposes of this circular are (a) to provide the Shareholders with details regarding the proposed re-election of Directors, and (b) to provide the Shareholders with notice of Annual General Meeting for, among other things, above mentioned proposals which will be dealt with at the Annual General Meeting.

We regard annual general meetings as one of the principal channels to communicate with the Shareholders, who are hence cordially invited to attend the Annual General Meeting.

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

The Board currently consists of two executive Directors, namely, Mr. Shen Yong and Mr. Gan Lin; non-executive Director, namely Mr. Huang Xiang Yang; and three independent non-executive Directors, namely, Dr. Loke Yu (alias Loke Hoi Lam), Mr. Yu Lei and Mr. Ernst Rudolf Zimmermann. Pursuant to Article 101 of the Articles of Association, Mr. Huang Xiang Yang, Mr. Yu Lei and Mr. Ernst Rudolf Zimmermann shall retire from office by rotation at the Annual General Meeting and, being eligible, have offered themselves for re-election.

The particulars of the above Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

3. EXERCISE OF VOTING RIGHTS BY SHAREHOLDERS

Registered Shareholders

The register of members of the Company will be closed from Wednesday, 22 May 2019 to Wednesday, 29 May 2019, both days inclusive, during which period no transfer of Shares will be registered. To be entitled to attend the Annual General Meeting, Shareholders must ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Tuesday, 21 May 2019 for registration.

Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar, Tricor Standard Limited (address as above), not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so desire and in such event, the form of proxy will be deemed to be revoked.

Non-registered Shareholders

If your Shares are held through an intermediary (for example, a bank, a custodian or a securities broker) or registered in the name of your nominee, you will not receive a proxy form. You have to give instruction to your intermediary/nominee to vote on your behalf. If you wish to attend and vote at the Annual General Meeting, you should seek an authorisation from your intermediary/nominee directly.

Voting by Poll

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in the notice of Annual General Meeting will be decided by poll. Detailed procedures for conducting a poll are set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. BOARD RECOMMENDATIONS

The Board considers that the resolutions as set out in the notice of Annual General Meeting are in the best interests of the Company and its Shareholders as a whole, and recommends you to vote in favour of all of them at the Annual General Meeting.

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors jointly and severally accept full responsibility, includes particulars given in compliance with the 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
Forebase International Holdings Limited
SHEN Yong
Chairman

The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting.

Mr. Huang Xiang Yang

Position and experience

Mr. Huang Xiang Yang (“**Mr. Huang**”), aged 64, is a non-executive director of the Company. He is a senior partner of Intewig & Partners and has over 30 years of experience in Chinese law, especially economic, trade and intellectual property law. Mr. Huang is a qualified patent attorney in Germany and China. Prior to joining the Company, Mr. Huang was employed by Paul Hastings and China Patent Agent (HK) Ltd..

Length of services and director’s emoluments

Mr. Huang has entered into a letter of appointment with the Company as a non-executive Director with no fixed term of service with the Company and subject to retirement by rotation and re- election of his directorship in the Company as set in the Articles of Association. Pursuant to the letter of appointment entered into between Mr. Huang and the Company, Mr. Huang is entitled to an annual salary of HK\$600,000 based on his qualifications, experience, level of responsibilities undertaken and the prevailing market conditions.

Relationship

As far as the Directors are aware, Mr. Huang does not have any relationship with any other Directors, senior management, substantial Shareholders, or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Huang had share options to subscribe for 2,105,330 Shares granted under the share option scheme of the Company adopted on 3 June 2013. Save as disclosed above, Mr. Huang was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Other information and matters that need to be disclosed to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Huang to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Huang that need to be brought to the attention of the Shareholders.

Mr. Yu Lei***Position and experience***

Mr. Yu Lei (“**Mr. Yu**”), aged 48, is an independent non-executive director of the Company. He has extensive experience in the real estate industry and infrastructure sectors in the PRC. Mr. Yu obtained his bachelor degree in economics and a master degree in management from the Zhongnan University of Economics and Law (中南財經政法大學) in 1993 and 1999 respectively. Mr. Yu is also a qualified accountant conferred by the Ministry of Finance of the PRC and a Certified Internal Auditor conferred by The Institute of Internal Auditors. Mr. Yu is currently a president assistant of Shenzhen Zhuojia Industry Groups Co., Ltd. (深圳市卓佳實業集團有限公司), a company specializing in real estate, healthcare and infrastructure development and the provision of investment services in the PRC. During March 2006 to August 2011, Mr. Yu was employed as the president assistant of Great China International Group (China) Limited (大中華國際集團(中國)有限公司) which is principally engaged in property, hotel, commercial and infrastructure investment and development.

Length of services and director’s emoluments

Mr. Yu has entered into a letter of appointment with the Company as an independent non-executive Director which is for a term of three years commencing from 7 January 2019 and subject to retirement by rotation and reelection of his directorship in the Company as set in the Articles of Association. Pursuant to the letter of appointment entered into between Mr. Yu and the Company, Mr. Yu is entitled to a director’s fee of HK\$120,000 per annum based on his qualifications, experience, level of responsibilities undertaken and the prevailing market conditions.

Relationship

As far as the Directors are aware, Mr. Yu does not have any relationship with any other Directors, senior management, substantial Shareholders, or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Yu was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Other information and matters that need to be disclosed to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Yu to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Yu that need to be brought to the attention of the Shareholders.

Mr. Ernst Rudolf Zimmermann***Position and experience***

Mr. Ernst Rudolf Zimmermann, aged 70, is an independent non-executive Director of the Company. He has more than 40 years of business experience in the international hospitality industry, especially in the Greater China region. Mr. Zimmermann is currently the president and CEO of AVA Hospitality, a hotel management services company providing specialized China-related hospitality management and consultancy services and giving independent professional advice on design brief on hotel component to hotel investors and operators. Mr. Zimmermann now serves as the senior vice president of Swiss-Belhotel International, an international hotel management company offering unique fusion of Swiss hospitality management in all aspects of the hotel, serviced apartments and club. He is also an associate of Global Strategic Associates, LLC, an independent, privately-owned international advisory firm in New York, the United States of America.

Mr. Zimmermann started his hospitality career first in Stadl-Paura, Austria in 1962 and accepted hospitality training in Gmunden, Austria. Before relocating to Hong Kong as a restaurant manager in Furama Hotel in 1974, he worked in a number of food and beverage positions across various Western Europe countries, including England, Switzerland, Italy, Bermuda and so on. Mr. Zimmermann continued his hotel business in a Holiday Inn Group (now known as InterContinental Hotels Group) for subsequent years in senior managerial and executive positions for the development of the hotel chain throughout the Asia Pacific region, including Hong Kong, Thailand and the PRC; and later on, with extensive years of experience in the hospitality field, Mr. Zimmermann established his own hotel management business, namely, Zenith Hotels International Limited, providing hotel management services and technical assistance to hotel owners, developing more than 20 hotel properties throughout the PRC and South-East Asia. More recently, Mr. Zimmermann served as the vice president within the ACCOR Hotel Group China to re-position new Sofitel Luxury Hotel in the PRC; and being the senior vice president in the New World Hotels Group to help promote its new hotel brand in the PRC. In previous years, Mr. Zimmermann also held consultative positions in certain companies in the PRC and Hong Kong.

Length of services and director's emoluments

Mr. Zimmermann has entered into a letter of appointment with the Company as an independent non-executive Director which is for a term of three years commencing from 18 January 2019 and subject to retirement by rotation and re-election of his directorship in the Company as set in the Articles of Association. Pursuant to the letter of appointment entered between Mr. Zimmermann and the Company, Mr. Zimmermann is entitled to a director's fee of HK\$180,000 per annum based on his qualification, experience, level of responsibilities undertaken and the prevailing market conditions.

Relationship

As far as the Directors are aware, Mr. Zimmerman does not have any relationship with any other Directors, senior management, substantial Shareholders, or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zimmerman was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Other information and matters that need to be disclosed to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Zimmerman to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Zimmerman that need to be brought to the attention of the Shareholders.

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted on by a show of hands. The chairman of the meeting will therefore demand poll voting on all resolutions put to the vote of the Annual General Meeting pursuant to Article 73(a) of the Articles of Association.

On a poll, pursuant to Article 78 of the Articles of Association, subject to any special rights or restrictions as to voting for the time being attached to any Shares and to the provisions of the Articles of Association, every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or proxy, shall have one vote for every Share of which he/she/it is the holder.

The poll voting slip will be distributed to Shareholders or their proxies or authorised representatives upon registration of attendance at the Annual General Meeting. Shareholders who want to cast all their votes entitled may mark a “✓” in either “FOR” or “AGAINST” box corresponding to the resolution to indicate whether he/she/it supports that resolution. For Shareholders who do not want to use all their votes or want to split votes in casting a particular resolution shall indicate the number of votes cast on a particular resolution in the “FOR” or “AGAINST” box, where appropriate, but the total votes cast must not exceed his/her/its entitled votes, or otherwise, the voting slip will be spoiled and the Shareholder’s vote will not be counted.

After closing the poll, the poll results will be subject to scrutiny by a scrutineer appointed for such purpose and will be published in a corporate announcement to be posted on the websites of Stock Exchange and of the Company.

NOTICE OF ANNUAL GENERAL MEETING



FOREBASE INTERNATIONAL HOLDINGS LIMITED

申基國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 2310)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Forebase International Holdings Limited (the “**Company**”) will be held at Board Room, Level 1, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong on Wednesday, 29 May 2019 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

1. To receive and adopt the audited consolidated financial statements, the directors’ report and the independent auditor’s report of the Company for the year ended 31 December 2018.
2. To re-elect the following persons as directors of the Company, each as a separate resolution:
 - (a) Mr. Huang Xiang Yang
 - (b) Mr. Yu Lei
 - (c) Mr. Ernst Rudolf Zimmermann
3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint Grant Thornton Hong Kong Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

By order of the board of directors
Forebase International Holdings Limited
SHEN Yong
Chairman

Hong Kong, 26 April 2019

NOTICE OF ANNUAL GENERAL MEETING

Registered office:

Room 3805, 38/F.
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

Notes:

1. A member entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint one or more proxies (who must be individuals) to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such share as if he/she/it 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.
3. To be valid, the form of proxy, 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 share registrar, Tricor Standard 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 above meeting (or any adjournment thereof). Completion and return of the form of proxy shall not preclude members from subsequently attending and voting in person at the meeting or any adjourned meeting should member(s) so desire and in such event, the form of proxy will be deemed to be revoked.
4. The register of members of the Company will be closed from Wednesday, 22 May 2019 to Wednesday, 29 May 2019, both days inclusive, during which period no transfer of Shares will be registered. To be entitled to attend the meeting, shareholders of the Company must ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Tuesday, 21 May 2019 for registration.
5. In relation to proposed Ordinary Resolutions Nos.5(I) and 5(III) above, approval is being sought from the shareholders of the Company for the grant to the directors of the Company of a general mandate to authorise the allotment and issue of shares under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The directors of the Company have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by the shareholders of the Company.
6. In relation to proposed Ordinary Resolution No.5(II) above, the directors of the Company wish to state that they will exercise the powers conferred thereby to purchase shares in circumstances which they deem appropriate for the benefit of the Company and its shareholders as a whole.
7. As at the date hereof, the executive directors of the Company are Mr. SHEN Yong and Mr. GAN Lin; the non-executive director of the Company is Mr. Huang Xiang Yang and the three independent non-executive directors are Dr. LOKE Yu (alias Loke Hoi Lam), Mr. YU Lei and Mr. Ernst Rudolf ZIMMERMANN.