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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)

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

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.