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If you have sold or transferred all your shares in Forebase International Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or 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 transferee.

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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)

**(1) PROPOSED REMOVAL OF DIRECTORS;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting (the “EGM”) of the Company to be held at Board Room, Level 1, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong on Thursday, 19 December 2019 at 2:30 p.m. is set out on pages 11 to 12 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying 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 Standard Limited, at Level 54, 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

2 December 2019

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 21 November 2019 in respect of, among other matters, the deposit of the Requisition Notice
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“CG Code”	Corporate Governance Code as set out in Appendix 14 to the Listing Rules
“Company”	Forebase International Holdings Limited, a company incorporated in Hong Kong with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange (Stock Code: 2310)
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Thursday, 19 December 2019 at 2:30 p.m. or any adjournment thereof to consider and, if thought fit, approve, among other matters, the Proposed Removal of Directors and the proposed re-election of Directors, the notice of which is set out on pages 11 to 12 of this circular
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	29 November 2019, 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

DEFINITIONS

“Mr. Shen”	Mr. SHEN Yong, an executive Director
“Ms. Wang”	Ms. WANG Yi Ya, an executive Director
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Proposed Removal of Directors”	the proposed removal of Mr. Shen and Ms. Wang as executive Directors
“Requisition Notice”	a written requisition dated 21 November 2019 sent by the Requisition Shareholder to the Company and received at the Company’s registered office requesting the Board to convene an extraordinary general meeting for the Proposed Removal of Directors
“Requisition Shareholder”	Rich Vision Development Limited, a registered holder of 36,430,000 Shares, representing approximately 5% of the total issued share capital of the Company as at the date of the Requisition Notice and the Latest Practicable Date, and is beneficially wholly-owned by Mr. Cheng Ting Kong
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

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:

Ms. YEUNG So Mui (*Co-Chairman*)
Mr. CHOI Yun Chor (*Co-Chairman*)
Mr. NG Kwai Wah Sunny
Mr. CHEN Jian
Mr. TAI Kwok Keung Kenny
Mr. LIN Junwei
Mr. SHEN Yong
Ms. WANG Yi Ya

Registered office:

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

Independent non-executive Directors:

Dr. LOKE Yu (alias Loke Hoi Lam)
Ms. LAI Cheuk Yu Cherrie
Mr. TING Wong Kacee

2 December 2019

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED REMOVAL OF DIRECTORS;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement in respect of, among other matter, the deposit of the Requisition Notice.

The purpose of this circular is to provide the Shareholders information in respect of (i) the Proposed Removal of Directors; (ii) the re-election of retiring Directors; and (iii) notice of the EGM.

LETTER FROM THE BOARD

REQUISITION FROM SHAREHOLDER

The Company received the Requisition Notice on 21 November 2019 from the Requisition Shareholder, the registered holder of 36,430,000 Shares, representing approximately 5% of the issued share capital of the Company as at the date of the Requisition Notice and the Latest Practicable Date.

Pursuant to the Requisition Notice, the Requisition Shareholder requested the Board to convene the EGM for the purpose of removing Mr. Shen and Ms. Wang as executive Directors with effect from the close of the EGM.

Pursuant to section 463(1) of the Companies Ordinance, on receipt of the Requisition Notice, the Company must forthwith send a copy of the Requisition Notice to Mr. Shen and Ms. Wang.

Pursuant to section 463(1) of the Companies Ordinance, each of Mr. Shen and Ms. Wang is entitled to be heard on the resolution at the EGM.

Pursuant to section 567 of the Companies Ordinance, a circular containing, among other things, details of the Requisition Notice together with the notice (the “**EGM Notice**”) convening the EGM shall be despatched to the Shareholders within 21 days after the date of deposit of the Requisition Notice at the Company’s registered office.

Pursuant to section 567 of the Companies Ordinance, the EGM must be held on a date not more than 28 days after the date of the EGM Notice.

The Board, having considered details of the requisition as contained in the Requisition Notice, has resolved to convene the EGM pursuant to the Requisition Notice for the purpose of considering, and if thought fit, among others, passing the ordinary resolutions for removing Mr. Shen and Ms. Wang as executive Directors with effect from the close of the EGM.

In accordance with above, the Requisition Notice has been served on Mr. Shen and Ms. Wang on 21 November 2019. At the EGM, Mr. Shen and Ms. Wang shall be entitled to be heard on the motion for their removal.

The Board confirms that neither the functions of the Board nor the Company’s normal business operations have been seriously affected by the requisition of the Requisition Shareholder to convene the EGM to remove Mr. Shen and Ms. Wang as executive Directors. Since the daily operation of the Company is managed by all the executive Directors and senior management of the Group, the Board also considers that the business activities of the Company have been and will be conducted as usual.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

The Board currently consists of eleven (11) Directors, namely, Ms. YEUNG So Mui (“**Ms. Yeung**”), Mr. CHOI Yun Chor (“**Mr. Choi**”), Mr. NG Kwai Wah Sunny (“**Mr. Ng**”), Mr. CHEN Jian (“**Mr. Chen**”), Mr. TAI Kwok Keung Kenny (“**Mr. Tai**”), Mr. LIN Junwei (“**Mr. Lin**”), Mr. SHEN Yong and Ms. WANG Yi Ya as executive Directors; and Dr. LOKE Yu (alias Loke Hoi Lam), Ms. LAI Cheuk Yu Cherrie (“**Ms. Lai**”) and Mr. TING Wong Kacee (“**Mr. Ting**”) as independent non-executive Directors.

According to Code Provision A.4.2 of the CG Code, all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after appointment. As such, each of Ms. Yeung, Mr. Choi, Mr. Ng, Mr. Chen, Mr. Tai and Mr. Lin who were appointed as executive Directors and Ms. Lai and Mr. Ting who were appointed as independent non-executive Directors by the Board on 10 October 2019, shall retire at the EGM in accordance with Code Provision A.4.2 of the CG Code. Each of Ms. Yeung, Mr. Choi, Mr. Ng, Mr. Chen, Mr. Tai and Mr. Lin, being eligible, will offer themselves for re-election as an executive Director at the EGM. Each of Ms. Lai and Mr. Ting, being eligible, will offer themselves for re-election as an independent non-executive Director at the EGM.

The Company has in place a board diversity policy which sets out, inter alia, the selection criteria (the “**Criteria**”) and the evaluation procedures in nomination of candidates to be appointed or re-appointed as Directors. The re-appointment of Ms. Yeung, Mr. Choi, Mr. Ng, Mr. Chen, Mr. Tai, Mr. Lin, Ms. Lai and Mr. Ting was recommended by the nomination committee of the Board in accordance with the nomination policy of the Company and the Criteria and with due regard for the benefits of diversity as set out under the board diversity policy of the Company.

The nomination committee of the Board considered that in view of their diverse and difference educational backgrounds and professional knowledge and experience as set out in Appendix I to this circular, Ms. Yeung, Mr. Choi, Mr. Ng, Mr. Chen, Mr. Tai, Mr. Lin, Ms. Lai and Mr. Ting will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Group’s business.

Ms. Lai and Mr. Ting have made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules.

The Board is of the view that Ms. Lai and Mr. Ting are able to continue to fulfill their role as independent non-executive Directors and thus accepted the recommendation following a review of their overall background, experience, contribution and service to the Company. Further, the Board considers that Ms. Lai and Mr. Ting meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

Details of the retiring Directors who are proposed to be re-elected at the EGM are set out in Appendix I to this circular.

LETTER FROM THE BOARD

EGM

A notice convening the EGM to be held at Board Room, Level 1, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong on Thursday, 19 December 2019 at 2:30 p.m. is set out on pages 11 to 12 of this circular for the purpose of considering and, if thought fit, passing the ordinary resolutions approving the Proposed Removal of Directors and the re-election of Directors.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited, at Level 54, 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 holding the EGM or at any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM, or at any adjournment thereof (as the case may be) if you so wish.

Pursuant to Rule 13.39(4) of the 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. As such, all the resolutions set out in the notice of the EGM will be voted by poll.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the ordinary resolutions 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 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.

Your faithfully
By Order of the Board
FOREBASE INTERNATIONAL HOLDINGS LIMITED
CHOI Yun Chor
Executive Director

Detail of the Directors who will retire from office at the EGM and being eligible, will offer themselves for re-election at the EGM, are set out below:

(1) Ms. Yeung So Mui

Executive Director and the Co-Chairman

Ms. Yeung, aged 43, has been appointed as an executive Director since October 2019. Ms. Yeung is experienced in corporate management. Ms. Yeung is an executive director of Imperium Group Global Holdings Limited (Stock code: 776), a company principally engaged in household furnishings business which also operates property investment and various loan products and services, as well as the mobile game business, and the issued shares of which are listed on the main board of the Stock Exchange. Ms. Yeung was also an executive director of Suncity Group Holdings Limited (Stock Code: 1383), a company listed on the main board of the Stock Exchange, from 5 October 2010 to 20 July 2017. Ms. Yeung is the spouse of Mr. Cheng Ting Kong, a controlling shareholder of the Company. Ms. Yeung is deemed to be interested in 219,211,157 shares of the Company (representing approximately 30.087% of the issued share capital of the Company as at the Latest Practicable Date) held by Rich Vision Developments Limited which is wholly and beneficially owned by Mr. Cheng Ting Kong.

Ms. Yeung was appointed as a director of Yan Oi Tong Limited on 1 April 2013.

(2) Mr. Choi Yun Chor

Executive Director and the Co-Chairman

Mr. Choi, aged 37, has been appointed as an executive Director since October 2019. Mr. Choi started as the general manager, and currently as the executive director, at Realway Investment Limited and Key Target Investments Limited, each a company principally engaged in the trading of lifestyle fast-moving consumer goods in local and overseas market. At Realway Investment Limited, Mr. Choi manages to provide professional global lifestyle fast-moving consumer goods trading services to worldwide countries. He established different distribution channels and target segment in the past 15 years. He leads a team to explore new markets in Southeast Asia and maintain a stable growth in the well-developed market in the European Union and Middle East. Apart from the trading business, Mr. Choi has been and is still working in a family business in property management, with a team of about 10 talents in Hong Kong for over a decade. He is the director of the leasing and property management company and is responsible for planning business strategies and managing the local and overseas operation teams. Mr. Choi owns the entire equity interest in Great Match International Limited which holds 219,211,158 shares of the Company, representing approximately 30.088% of the issued share capital of the Company as at the Latest Practicable Date.

Mr. Choi graduated from Seneca College, Toronto, Canada in General Business in 2003. Mr. Choi is also a director of the board of Yan Oi Tong, one of the biggest charity organizations in Hong Kong.

(3) Mr. Ng Kwai Wah Sunny*Executive Director*

Mr. Ng, aged 39, has been appointed as an executive Director since October 2019. Mr. Ng is the founder and managing director of Davisons Group, a business and private equity consultancy services organization based in Hong Kong, and has over 18 years of experience in corporate restructuring, mergers and acquisitions, project financing, loan and investment management. Mr. Ng started his career at the transaction advisory services department of Ernst and Young, and has previously served as investment director and consultant to a number of listed and unlisted companies in Hong Kong and overseas. Mr. Ng graduated with a Bachelor of Commerce degree in actuarial studies and accounting from the University of New South Wales, Australia and is a member of both the Certified Practicing Accountants of Australia and the Hong Kong Institute of Certified Public Accountants.

(4) Mr. Chen Jian*Executive Director*

Mr. Chen, aged 62, has been appointed as an executive Director since October 2019. Mr. Chen joined Realway Investment Limited in 2014 as the director of sales and marketing. Mr. Chen worked as the sales and marketing manager of Great King International Limited from 2009 to 2014. Mr. Chen served as the marketing executive of Nippon Tsusho Co., Ltd.* (有限会社日本通商) from 2005 to 2008, and worked for Ideal Properties Corp. as the department manager from 1997 to 2005. Mr. Chen is a professional in sales and marketing. He is experienced in business development in both developed and emerging markets including Hong Kong, Malaysia, Singapore, Egypt, Greece and Pakistan etc. Mr. Chen obtained a bachelor of engineering from Shanghai Nautical College (now known as Shanghai Maritime University) in July, 1982.

(5) Mr. Tai Kwok Keung Kenny*Executive Director*

Mr. Tai, aged 58, has been appointed as an executive Director since October 2019. Mr. Tai started his career with his expertise in the information technology department in Hong Kong at the Bank of China Group in the 1980s. Since 2014, he is the general manager of Gold Companion International Limited, a trading company of lifestyle fast-moving consumer goods, and since 2006, the director of the Realway International (Phil.) Co. Rp., managing over 100 employees in Hong Kong and the Philippines.

Mr. Tai obtained a bachelor of electronic and communication engineering from the De La Salle University, the Philippines in 1985. Mr. Tai is appointed as the deputy manager of the executive committee of The Fukienese Association Limited (香港福建同鄉會).

* For identification purpose only

(6) Mr. Lin Junwei*Executive Director*

Mr. Lin, aged 24, has been appointed as an executive Director since October 2019. Mr. Lin is currently the chief financial officer of Imperium Green Power Limited and his primary responsibilities includes the planning, implementation, managing and running of all the finance activities, including business planning, budgeting, forecasting and negotiations. Mr. Lin is a nephew of Ms. Yeung So Mui, an executive Director and Mr. Cheng Ting Kong, a controlling shareholder of the Company.

Mr. Lin obtained a bachelor of science in accounting and finance from University of East Anglia in 2018.

(7) Ms. Lai Cheuk Yu Cherrie*Independent Non-executive Director, the chairman of the nomination committee of the Company, the member of the audit committee and the remuneration committee of the Company*

Ms. Lai, aged 39, has been appointed as an independent non-executive Director since October 2019. Ms. Lai obtained a Master's degree in Civil Engineering from University College London, United Kingdom in 2004 and was qualified as a solicitor in England and Wales in 2013. In 2016, Ms. Lai was also qualified as a solicitor in Hong Kong.

Ms. Lai has more than 14 years' management experience in the construction and engineering industry, both as a civil engineer and qualified legal practitioner, including project management, project planning and implementation, financing and resourcing, litigation, dispute resolution, contracts and corporate governance. Between 2016 and 2017, Ms. Lai held the position of legal counsel of SUEZ (Asia) Limited. Between 2017 and 2018, Ms. Lai held the position of legal counsel of SUEZ NWS Limited. Ms Lai is promoted to the position of senior legal counsel of SUEZ NWS Limited in 2019. Ms. Lai previously held the position of graduate engineer for Halcrow Group Limited and the position of senior engineer for Mouchel Limited, United Kingdom and Legal Counsel for Ove Arup & Partners Hong Kong Limited from 2012 to 2015 and Gammon Construction Limited from 2015 to 2016.

(8) Mr. Ting Wong Kacee

Independent Non-executive Director, the chairman of the remuneration committee of the Company, the member of the audit committee and the nomination committee of the Company

Mr. Ting, aged 43, has been appointed as an independent non-executive Director since October 2019. Mr. Ting holds a Master of Laws and Postgraduate Certificate in Laws from City University of Hong Kong. He is currently a member of The Hong Kong Bar Association. He is also the independent non-executive director of Imperium Group Global Holdings Limited (Stock code: 776), a company principally engaged in household furnishings business which also operates property investment and various loan products and services, as well as the mobile game business, and the issued shares of which are listed on the main board of the Stock Exchange.

Save as disclosed above, none of the Directors subject to re-election has entered into a service contract with the Company and their remuneration is yet to be fixed by the Board which is subject to the review and approval by the remuneration committee of the Board.

Save as disclosed above, none of the Directors subject to re-election has, and is deemed to have any interests, short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong)).

Saved as disclosed above, the Directors subject to re-election (i) does not hold any other position in the Group; (ii) does not hold any other directorship in listed public companies in Hong Kong or overseas in the last three years; (iii) does not have any other major appointments and professional qualifications; and (iv) does not have any relationship with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company

Save as disclosed above, there is no further information relating to the Directors subject to re-election that is required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter in relation to the Directors subject to re-election which needs to be brought to the attention of the Shareholders and the Stock Exchange.

NOTICE OF EGM



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) 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 Thursday, 19 December 2019 at 2:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendment, the following resolutions of the Company as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** Mr. SHEN Yong be and is hereby removed as an executive director (the “**Director**”) of the Company with effect from the close of the EGM.”
2. “**THAT** Ms. WANG Yi Ya be and is hereby removed as an executive Director with effect from the close of the EGM.”
3.
 - (a) To re-elect Ms. Yeung So Mui as an executive Director;
 - (b) To re-elect Mr. Choi Yun Chor as an executive Director;
 - (c) To re-elect Mr. Ng Kwai Wah Sunny as an executive Director;
 - (d) To re-elect Mr. Chen Jian as an executive Director;
 - (e) To re-elect Mr. Tai Kwok Keung Kenny as an executive Director;
 - (f) To re-elect Mr. Lin Junwei as an executive Director;
 - (g) To re-elect Ms. Lai Cheuk Yu Cherrie as an independent non-executive Director;

NOTICE OF EGM

- (h) To re-elect Mr. Ting Wong Kacee as an independent non-executive Director; and
- (i) To authorise the board of Directors to fix the Directors' remuneration.

Your faithfully
By Order of the Board
FOREBASE INTERNATIONAL HOLDINGS LIMITED
CHOI Yun Chor
Executive Director

Hong Kong, 2 December 2019

Notes:

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said person as present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy and the power of attorney (if any), under which it is signed or a certified copy thereof, must be lodged, at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the EGM (i.e. no later than Tuesday, 17 December 2019 at 2:30 p.m.) or adjourned meeting.
4. Completion and return of a form of proxy will not preclude members of the Company from attending and voting in person at the EGM or any adjournment thereof should they so wish and in such event, the form of proxy shall be deemed to be revoked.
5. The register of members of the Company will be closed from Monday, 16 December 2019 to Thursday, 19 December 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 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Friday, 13 December 2019 for registration.