



# FOREBASE INTERNATIONAL HOLDINGS LIMITED

## 申基國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(於香港註冊成立之有限公司)

(Stock Code 股份代號 : 2310)

**RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE  
FOR EVERY TWO (2) EXISTING SHARES  
HELD ON THE RECORD DATE AT THE SUBSCRIPTION PRICE OF HK\$0.145 PER RIGHTS SHARE**

**按於記錄日期每持有二(2)股現有股份獲發一(1)股  
供股股份之基準以認購價每股供股股份0.145港元進行供股**

**PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN 4:00 P.M. ON FRIDAY, 3 JULY 2020**

**股款最遲須於二零二零年七月三日(星期五)下午四時正接納時繳足**

### PROVISIONAL ALLOTMENT LETTER

#### 暫定配額通知書

*Registrar:*

Tricor Standard Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

*Registered office:*

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

*過戶處:*

卓佳標準有限公司  
香港  
皇后大道東183號  
合和中心54樓

*註冊辦事處:*

香港銅鑼灣  
希慎道33號  
利園一期  
38樓3805室

17 June 2020

二零二零年六月十七日

IMPORTANT  
重要提示

**IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) OR AS TO THE ACTION TO BE TAKEN, OR YOU HAVE SOLD OR TRANSFERRED ALL OR PART OF YOUR SHARES, YOU SHOULD CONSULT YOUR STOCKBROKER OR LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.**

閣下如對本暫定配額通知書（「暫定配額通知書」）任何方面或應採取之行動有任何疑問或閣下已出售或轉讓閣下全部或部分股份，應諮詢閣下之股票經紀或持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

**THIS PAL IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL EXPIRES AT 4:00 P.M. ON FRIDAY, 3 JULY 2020 (OR, UNDER BAD WEATHER CONDITIONS, SUCH LATER TIME OR DATE AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE” OVERLEAF).**

本暫定配額通知書具有價值及可予轉讓，並須閣下即時處理。本暫定配額通知書所載之要約將於二零二零年七月三日（星期五）下午四時正（或於惡劣天氣情況下，則於背頁「惡劣天氣對最後接納時限之影響」一段所述之有關較後時間或日期）屆滿。

Reference is made to the prospectus (“Prospectus”) issued by Forebase International Holdings Limited (“Company”) dated 17 June 2020 in relation to the Rights Issue. Terms used herein shall have the same meanings as defined in the Prospectus unless the context otherwise requires.

茲提述申基國際控股有限公司（「本公司」）所刊發日期為二零二零年六月十七日，內容有關供股之章程（「章程」）。除文義另有所指外，本暫定配額通知書所用詞彙與章程所界定者具有相同涵義。

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this PAL, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this PAL.

香港交易及結算所有限公司、香港聯合交易所有限公司及香港中央結算有限公司對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本暫定配額通知書全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

A copy of each of the Prospectus Documents, together with a copy of this PAL and the written consent referred to in the paragraph headed “8. Expert and Consent” in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong pursuant to section 38D of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of any of these documents.

各章程文件連同本暫定配額通知書及章程附錄三「8. 專家及同意書」一段所述之書面同意書已遵照香港法例第32章《公司（清盤及雜項條文）條例》第38D條之規定送呈香港公司註冊處處長登記。香港公司註冊處處長與香港證券及期貨事務監察委員會對任何此等文件之內容概不負責。

Subject to the granting of the approval for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms 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 Rights Shares in both their nil-paid and fully-paid forms 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 trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS FOR DETAILS OF THOSE SETTLEMENT ARRANGEMENTS AND HOW SUCH ARRANGEMENTS MAY AFFECT YOUR RIGHTS AND INTERESTS.

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣，並符合香港結算之股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，自未繳股款及繳足股款供股股份開始於聯交所買賣之日期或香港結算釐定的其他日期起，可在中央結算系統內寄存、結算及交收。聯交所參與者間的交易交收須在任何交易日後第二個交易日於中央結算系統進行。中央結算系統的所有活動均須遵守不時生效的中央結算系統一般規則及中央結算系統運作程序規則。有關交收安排之詳情以及該等安排對閣下之權利及權益可能造成之影響，閣下應諮詢閣下之持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Name(s) and address of the Qualifying Shareholder(s)  
合資格股東之姓名及地址

Number of Shares registered in your name(s)  
on Friday, 12 June 2020  
於二零二零年六月十二日(星期五)登記  
於閣下名下之股份數目

Box A  
甲欄

Number of Rights Shares provisionally allotted to  
you subject to payment in full on acceptance by  
not later than 4:00 p.m. on Friday, 3 July 2020  
暫定配發予閣下之供股股份數目，股款  
最遲須於二零二零年七月三日(星期五)  
下午四時正接納時繳足

Box B  
乙欄

Total subscription monies payable in full upon  
acceptance  
於接納時應繳足之認購股款總額

Box C  
丙欄

Provisional Allotment Letter No.  
暫定配額通知書編號

Contact Tel. No.: \_\_\_\_\_  
聯絡電話號碼：

**TO ACCEPT THIS PROVISIONAL ALLOTMENT OF RIGHTS SHARES IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE REGISTRAR, TRICOR STANDARD LIMITED, AT LEVEL 54, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, HONG KONG, TOGETHER WITH A REMITTANCE BY CHEQUE OR CASHIER'S ORDER IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C ABOVE SO AS TO BE RECEIVED BY THE REGISTRAR BY NOT LATER THAN 4:00 P.M. ON FRIDAY, 3 JULY 2020 (OR, UNDER BAD WEATHER CONDITIONS, SUCH LATER TIME AND/ OR DATE AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE"). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS AND CHEQUES MUST BE DRAWN ON AN ACCOUNT WITH, OR CASHIER'S ORDERS MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "FOREBASE INTERNATIONAL HOLDINGS LIMITED – PROVISIONAL ALLOTMENT ACCOUNT" AND CROSSED "ACCOUNT PAYEE ONLY". INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT OVERLEAF. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.**

The Rights Issue is conditional upon the fulfilment of the conditions set out under the paragraphs headed "Conditions of the Rights Issue" in the letter from the Board in the Prospectus.

The Rights Issue is conditional on each of the following conditions being fulfilled:

- (a) the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively of one copy of each of the Prospectus Documents duly signed by all the Directors (or by their agents duly authorised in writing) as having been approved by resolution of the Directors (and all other documents required to be attached thereto) and otherwise in compliance with the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance not later than the Prospectus Posting Date;
- (b) the posting of the Prospectus Documents to the Qualifying Shareholders by the Prospectus Posting Date and the posting of the Prospectus and a letter to the Non-Qualifying Shareholders, if any, for information purpose only explaining the circumstances in which they are not permitted to participate in the Rights Issue on or before the Prospectus Posting Date;
- (c) the Listing Committee granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in the Rights Shares (in their nil-paid and fully-paid forms) by no later than the business day prior to the first day of their dealings;
- (d) the compliance with and performance of all the undertakings and obligations of Great Match, or any of its nominee(s), under the Irrevocable Undertaking (Great Match);
- (e) the compliance with and performance of all the undertakings and obligations of Rich Vision, or any of its nominee(s), under the Irrevocable Undertaking (Rich Vision); and
- (f) compliance with the requirements under the applicable laws and regulations of Hong Kong.

The Shares have been dealt with on an ex-rights basis from Thursday, 4 June 2020. Dealings in the Rights Shares in their nil-paid form will take place from 9:00 a.m. on Friday, 19 June 2020 to 4:00 p.m. on Monday, 29 June 2020 (both dates inclusive). If the conditions of the Rights Issue are not fulfilled at or before 4:00 p.m. on Friday, 10 July 2020, the Rights Issue will not proceed.

Accordingly, any persons contemplating dealings in the Shares up to the date when the conditions of the Rights Issue are fulfilled, and any dealings in the nil-paid Rights Shares from 9:00 a.m. on Friday, 19 June 2020 to 4:00 p.m. on Monday, 29 June 2020 (both dates inclusive) shall bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholder or other person contemplating any dealings in the Shares and/or nil-paid Rights Shares are recommended to consult their own professional advisers and exercise caution.

Each person accepting the provisional allotment specified in this PAL confirms that he/she/it has read the terms and conditions and acceptance procedures set out in the enclosed sheet and in the Prospectus and agrees to be bound by them.

閣下如欲接納全部供股股份之暫定配額，必須將本暫定配額通知書整份連同以港元繳付之上文丙欄所示之全數股款（以支票或銀行本票形式），最遲於二零二零年七月三日（星期五）下午四時正（或於惡劣天氣情況下，則於「**惡劣天氣對最後接納時限之影響**」一段所述之較後時間及／或日期）交回過戶處卓佳標準有限公司（地址為香港皇后大道東183號合和中心54樓）並獲過戶處收訖。所有股款須以港元繳付，並以在香港持牌銀行戶口開出之支票或以香港持牌銀行發出之銀行本票支付。所有支票或銀行本票均須註明抬頭人「**FOREBASE INTERNATIONAL HOLDINGS LIMITED – PROVISIONAL ALLOTMENT ACCOUNT**」，並以「**只准入抬頭人賬戶**」劃線方式開出。有關轉讓及分拆配額之指示載於背頁。本公司將不就有關股款另發收據。

供股須待章程董事會函件一節「供股之條件」段落所載條件獲達成後，方可作實。

供股須待下列條件達成後方可作實：

- (a) 根據上市規則及公司（清盤及雜項條文）條例，將一份經由所有董事（或由彼等以書面正式授權之代理人）妥為簽署之章程文件（已獲董事以決議案批准）及所有其他須附奉之文件，於章程刊發日期之前分別送呈聯交所進行審批及香港公司註冊處處長進行登記；
- (b) 於章程刊發日期向合資格股東寄發章程文件，以及於章程刊發日期或之前，向不合資格股東（如有）寄發章程及函件（僅供參考）解釋彼等不獲准參與供股之情況；
- (c) 上市委員會不遲於供股股份買賣首日前之營業日，批准或同意批准（待配發後）未繳股款及繳足股款供股股份上市及買賣，且並無被撤回或撤銷上市地位及買賣批准；
- (d) Great Match或其任何代名人根據不可撤回承諾（Great Match）遵守及履行其所有承諾及義務；
- (e) Rich Vision或其任何代名人根據不可撤回承諾（Rich Vision）遵守及履行其所有承諾及義務；及
- (f) 遵守香港適用法例及規例之規定。

股份已於二零二零年六月四日（星期四）起按除權基準買賣。未繳股款供股股份將於二零二零年六月十九日（星期五）上午九時正至二零二零年六月二十九日（星期一）下午四時正（包括首尾兩日）買賣。倘於二零二零年七月十日（星期五）下午四時正或之前，供股條件未獲達成，則供股將不會進行。

因此，有意於供股條件獲達成當日前買賣股份及由二零二零年六月十九日（星期五）上午九時正至二零二零年六月二十九日（星期一）下午四時正（包括首尾兩日）買賣任何未繳股款供股股份之任何人士，均須承擔供股可能不會成為無條件或可能不會進行之風險。有意買賣任何股份及／或未繳股款供股股份之任何股東或其他人士，建議諮詢彼等本身之專業顧問及審慎行事。

接納本暫定配額通知書所訂明之暫定配額之每位人士均確認其已閱讀所附文件及章程所載之條款及條件以及接納手續，並同意受其約束。

**A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH APPLICATION**  
**NO RECEIPT WILL BE GIVEN FOR REMITTANCE**  
每份申請須隨附一張獨立開出之支票或銀行本票  
本公司將不就股款另發收據

IN THE EVENT OF A TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR RIGHTS SHARE(S), HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR A TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY.

EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHT(S) TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

如轉讓供股股份之認購權，每項買賣均須繳付香港從價印花稅。除以出售形式外，饋贈或轉讓實益擁有之權益亦須繳付香港從價印花稅。

在登記轉讓本文件所代表之供股股份認購權前，須出示已繳付香港從價印花稅之證明。

## FORM OF TRANSFER AND NOMINATION

### 轉讓及提名表格

**Form B** (To be completed and signed only by Qualifying Shareholder(s) who wish(es) to transfer  
**表格乙** all of his/her/its/their right(s) to subscribe for the Rights Share(s) comprised herein)  
(只供擬轉讓其／彼等全部供股股份認購權之合資格股東填寫及簽署)

To: The Directors  
**Forebase International Holdings Limited**

致：申基國際控股有限公司  
列位董事 台照

Dear Sir/Madam,

I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：

本人／吾等謹將本暫定配額通知書所列本人／吾等之供股股份認購權全數轉讓予接受此權利並簽署下列登記申請表格(表格丙)之人士。

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

Signature(s) of Shareholder(s) (all joint Shareholders must sign) 股東簽署(所有聯名股東均須簽署)

Date : \_\_\_\_\_ 2020

日期：二零二零年\_\_\_\_\_月\_\_\_\_\_日

**Hong Kong stamp duty of HK\$5.00 and ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the Rights Shares.**

閣下轉讓供股股份之認購權須繳付香港印花稅 5.00 港元及從價印花稅。

**(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)**  
**(僅供已獲轉讓供股股份認購權之人士填寫及簽署)**

To: The Directors  
**Forebase International Holdings Limited**  
致：申基國際控股有限公司  
列位董事 台照

Dear Sir/Madam,

I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the articles of association of the Company.

敬啟者：

本人／吾等謹請閣下將表格甲內乙欄所列之供股股份數目，登記於本人／吾等名下。本人／吾等同意按照本暫定配額通知書及章程所載條款，以及在貴公司之組織章程細則規限下，接納此等供股股份。

Existing Shareholder(s) Please mark "X" in this box 現有股東請在本欄內填上「X」號	
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To be completed in BLOCK letters in ENGLISH. Joint applicants should give the address of the first-named applicant only.  
請用英文大楷填寫。聯名申請人只須填報排名首位之申請人之地址。  
For Chinese applicant(s), please provide your name(s) in both English and Chinese.  
中國籍申請人請同時填寫中英文姓名。

Name in English 英文姓名	Family name or Company name 姓氏或公司名稱  Other names 名字	Name in Chinese 中文姓名	
Name(s) of joint applicant(s) (if any) 聯名申請人姓名 (如有)			
Address in English 英文地址 (Joint applicants should give the address of the first-named applicant only) (聯名申請人只須填報排名首位之申請人之地址)			
Occupation 職業		Tel. No. 電話號碼	
Dividend Instructions 股息指示			
Name and address of bank 銀行名稱及地址		Bank account number 銀行賬戶號碼	

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

Signature(s) of applicant(s) (all joint applicants must sign) 申請人簽署 (所有聯名申請人均須簽署)

Date : \_\_\_\_\_ 2020

日期：二零二零年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

**Hong Kong ad valorem stamp duty is payable in connection with the acceptance of your rights to subscribe for the Rights Shares.**

閣下接納供股股份之認購權須繳付香港從價印花稅。



# FOREBASE INTERNATIONAL HOLDINGS LIMITED

## 申基國際控股有限公司

*(Incorporated in Hong Kong with limited liability)*

*(於香港註冊成立之有限公司)*

**(Stock Code 股份代號 : 2310)**

Wednesday, 17 June 2020

Dear Qualifying Shareholder(s),

### **INTRODUCTION**

Reference is made to the prospectus of Forebase International Holdings Limited (the “Company”) dated 17 June 2020 in relation to the Rights Issue (the “Prospectus”). Terms defined in the Prospectus shall have the same meanings when used herein unless context otherwise requires. In accordance with the terms and conditions as set out in the Prospectus, the Directors have provisionally allotted to you a number of Rights Shares on the basis of one (1) Rights Share for every two (2) existing Shares in issue and registered in your name(s) in the register of members of the Company on the Record Date (that is, Friday, 12 June 2020) at the Subscription Price of HK\$0.145 per Rights Share. Your holding of the Shares on the Record Date is set out in Box A in Form A and the number of Rights Shares provisionally allotted to you is set out in Box B in Form A.

The Prospectus Documents have not been and will not be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. Save as described under the paragraph headed “Rights of the Overseas Shareholders” in the letter from the Board in the Prospectus, no action has been taken by the Company to permit the offering of the Rights Issue in any territory outside Hong Kong.

No persons receiving a copy of the Prospectus or a PAL in any jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in the relevant jurisdiction, such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person outside Hong Kong wishing to make on his/her/its/their behalf an application for the Rights Shares under the Rights Issue to satisfy himself/ herself/itself/themselves as to the observance of the laws and regulations of all relevant jurisdiction including the obtaining of any governmental or other consents and to pay any taxes and duties required to be paid in such territory or jurisdiction in connection therewith. No application for Rights Shares will be accepted from the Non-Qualifying Shareholders. The Company reserves the right to refuse to accept any application for Rights Shares where it believes that acceptance would violate the applicable securities or other laws or regulations of any jurisdiction outside Hong Kong.

### **RIGHTS SHARES**

The Rights Shares, when allotted and fully paid, will rank *pari passu* in all respects, including the rights to dividends, voting and return of capitals with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid with a record date falling after the date of allotment of the Rights Shares in their fully-paid form.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from their respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as may be 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 trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.



## PROCEDURES FOR ACCEPTANCE

To take up your provisional allotment of Rights Shares in full, you must lodge this PAL in accordance with the instruction printed hereon, with the Registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with a remittance by cheque or cashier's order for the full amount payable on acceptance, as shown in Box C in Form A, so as to be received by the Registrar by not later than 4:00 p.m. on Friday, 3 July 2020 (or, under bad weather conditions, such later time and/or date as mentioned in the paragraph headed "Effect of bad weather on the Latest Time for Acceptance" below). All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "**FOREBASE INTERNATIONAL HOLDINGS LIMITED – PROVISIONAL ALLOTMENT ACCOUNT**" and crossed "**Account Payee Only**". Such payment will constitute acceptance of the provisional allotment of Rights Shares on the terms of this PAL and the Prospectus and subject to the articles of association of the Company. No receipt will be given for such remittances. All enquiries in connection with this PAL should be addressed to the Registrar at the above address.

It should be noted that unless this duly completed PAL, together with the appropriate remittance shown in Box C in Form A, has been lodged in the manner as described above, by not later than 4:00 p.m. on Friday, 3 July 2020 (or, under bad weather conditions, such later time and/or date as mentioned in the paragraph headed "Effect of bad weather on the Latest Time for Acceptance" below), whether by the original allottee or any person to whom the rights have been validly transferred, the relevant provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. The Company may (at its sole and absolute discretion) treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions in the PAL.

**Completion and return of this PAL will constitute a warranty and representation to the Company, from such person, that all registration, legal and regulatory requirements of all relevant jurisdictions, in connection with the PAL and any acceptance of it, have been, or will be, duly complied with. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that in doing so would violate the applicable securities legislations or other laws or regulations of any jurisdiction. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the above representation or warranty.**

## TRANSFER AND SPLITTING

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the "Form of transfer and nomination" (Form B) and hand this PAL to the transferee(s) or through whom you are transferring your rights. The transferee(s) must then complete and sign the "Registration application form" (Form C) and lodge this PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C in Form A with the Registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, so as to be received by the Registrar by not later than 4:00 p.m. on Friday, 3 July 2020 (or, under bad weather conditions, such later time and/or date as mentioned in the paragraph headed "Effect of bad weather on the Latest Time for Acceptance" below). All remittances must be made in Hong Kong dollars and cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "**FOREBASE INTERNATIONAL HOLDINGS LIMITED – PROVISIONAL ALLOTMENT ACCOUNT**" and crossed "**Account Payee Only**". It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights.

If you wish to accept only part of your provisional allotment or transfer part of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder or to transfer all or part of your rights to more than one person, the original PAL must be surrendered and lodged for cancellation by not later than 4:30 p.m. on Tuesday, 23 June 2020 with the Registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, who will cancel this original PAL and issue new PAL(s) in the denominations required which will be available for collection at the Registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong after 9:00 a.m. on the second business day after the surrender of this original PAL(s). It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights. The Company may (at its sole and absolute discretion) treat PAL(s) as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions in the PAL.

## CONDITIONS OF THE RIGHTS ISSUE

The Rights Issue is conditional on each of the conditions of the Rights Issue being fulfilled. Please refer to the paragraph headed "Conditions of the Rights Issue" in the letter from the Board in the Prospectus for details of the conditions of the Rights Issue. In the event that the conditions of the Rights Issue are not fulfilled at or before 4:00 p.m. on Friday, 10 July 2020, then the Rights Issue will not proceed.

## CHEQUES AND CASHIER'S ORDER

All cheques and cashier's orders will be presented for payment immediately upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a cashier's order in payment for the Rights Shares, whether by a Qualifying Shareholder or any nominated transferee, will constitute a warranty by the applicant(s) that the cheque or the cashier's order will be honoured on first presentation. Without prejudice to its other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation, and in that event the relevant provisional allotment of Rights Shares and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. You must pay the exact amount payable upon application for Rights Shares, and any underpaid application will be rejected. In the event of an overpaid application, a refund cheque, without interest, will be made out to you only if the overpaid amount is HK\$100 or above. No receipt will be issued in respect of any PAL and/or relevant remittance received.

## **NO EXCESS APPLICATION IN RELATION TO THE RIGHTS SHARES**

There will be no excess application arrangements in relation to the Rights Issue.

## **SHARE CERTIFICATES AND REFUND CHEQUES FOR THE RIGHTS ISSUE**

Subject to the fulfilment of the conditions of the Rights Issue, share certificates for the fully-paid Rights Shares are expected to be posted on or before Tuesday, 14 July 2020 to those Qualifying Shareholders who have accepted and paid for the Rights Shares by ordinary post at their own risk. You, except HKSCC Nominees Limited, will receive one share certificate for all the Rights Shares both in fully-paid form, allotted and issued to you.

If the Rights Issue is terminated, refund cheques, without interest, in respect of the relevant portion of application monies received are expected to be posted by ordinary post at your own risk to your registered addresses on or before Tuesday, 14 July 2020. Refund cheques (crossed "Account Payee Only") will be despatched by ordinary post to the registered addresses of the relevant applicants of the Rights Shares at the risk of such applicants.

## **FRACTIONAL ENTITLEMENTS**

The Company will not provisionally allot fractions of Rights Shares. All fractions of Rights Shares will be aggregated and sold in the market and, if a premium (net of expenses) can be achieved, the Company will keep the net proceeds for its own benefit.

## **EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE**

The latest time for acceptance of and payment for Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above or "extreme conditions" caused by a super typhoon, or a "black" rainstorm warning:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the Latest Acceptance Date. Instead the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same day; and
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the Latest Acceptance Date. Instead the latest time of acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m..

If the latest time for acceptance of and payment for the Rights Shares does not take place on the Latest Acceptance Date, the dates mentioned in the "Expected Timetable" section in the Prospectus may be affected. The Company will notify the Shareholders by way of announcement(s) of any change to the expected timetable as soon as practicable.

## **GENERAL**

Lodgment of this PAL with, where relevant, the "Form of transfer and nomination" (Form B) purporting to have been signed by the person(s) in whose favour this PAL has been issued, shall be conclusive evidence of the title or the party or parties lodging it to deal with the same and to receive a split letter of allotment and/or the certificates for Rights Shares.

Further copies of the Prospectus are available at the Registrar.

All documents, including refund cheques, will be sent by ordinary post at the risks of the relevant applicants or other persons entitled thereto to their registered addresses by the Registrar on or before Tuesday, 14 July 2020. Any refund cheques will be drawn in favour of the person named on this form (or in case of joint applicants, the first-named applicant).

This PAL and all acceptances of the offer contained herein shall be governed by and construed in accordance with the laws of Hong Kong.

## **PERSONAL DATA COLLECTION – PAL**

By completing, signing and submitting this PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) ("**PDPO Ordinance**") provides the holders of securities with rights to ascertain whether the Company or the Registrar holds their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the PDPO Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business in Hong Kong at Room 3805, 38/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the company secretary of the Company, or (as the case may be) to the Registrar at its address set out above for the attention of Privacy Compliance Officer.

By the order of the Board  
**Forebase International Holdings Limited**  
**CHOI YUN CHOR**  
*Co-Chairman and Executive Director*



# FOREBASE INTERNATIONAL HOLDINGS LIMITED

## 申基國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(於香港註冊成立之有限公司)

(Stock Code 股份代號：2310)

敬啟者：

### 緒言

茲提述申基國際控股有限公司（「本公司」）日期為二零二零年六月十七日有關供股之章程（「章程」）。除文義另有所指外，章程所界定詞彙與本文件所採用者具有相同涵義。根據章程所載條款及條件，董事已向閣下暫定配發若干數目供股股份，基準為於記錄日期（即二零二零年六月十二日（星期五））以閣下名義在本公司股東名冊上登記之每持有二（2）股已發行現有股份獲配發一（1）股供股股份，認購價為每股供股股份0.145港元。閣下於記錄日期持有之股份列於表格甲內甲欄，而閣下所獲暫定配發之供股股份數目則列於表格甲內之乙欄。

章程文件並無亦不會根據香港以外之適用證券法律登記。除章程董事會函件中「海外股東之權利」一段所述外，本公司概無採取任何行動以批准於香港以外任何地區提呈供股。

於香港以外任何司法權區接獲章程或暫定配額通知書之人士，不得視之為申請供股股份要約或邀請，除非有關要約或邀請可於有關司法權區合法地作出而毋須遵照任何登記或其他法律或監管規定。在香港以外地區而擬為其利益申請供股項下供股股份之任何人士，須自行遵守所有相關司法權區之法例及規例（包括取得任何政府或其他同意），並繳付有關地區或司法權區就此而規定繳付之任何稅項及徵稅。本公司將不會接納不合資格股東認購供股股份之申請。倘本公司相信接納任何認購供股股份之申請會觸犯香港以外任何司法權區之適用證券或其他法例或規例，則本公司保留拒絕接納有關申請之權利。

### 供股股份

一經配發及繳足，供股股份將在各方面與當時已發行股份享有同等地位，包括享有股息、投票及資本退回之權利。繳足股款供股股份之持有人將有權收取於繳足股款供股股份配發日期後之記錄日期可能宣派、作出或派付之所有未來股息及分派。

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣，並符合香港結算之證券收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，自未繳股款及繳足股款供股股份於聯交所之各自開始買賣日期或於香港結算可能釐定之有關其他日期起，可於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日之任何交易必須於其後第二個交易日於中央結算系統交收。於中央結算系統進行之所有活動均須依據不時有效之中央結算系統一般規則及中央結算系統運作程序規則進行。

## 接納之手續

閣下如欲承購供股股份之全部暫定配額，必須按本暫定配額通知書上印備之指示將本暫定配額通知書連同表格甲內之丙欄所載於接納時應付之全數股款（以支票或銀行本票形式），最遲於二零二零年七月三日（星期五）下午四時正（或於惡劣天氣情況下，則於下文「惡劣天氣對最後接納時限之影響」一段所述之較後時間及／或日期）送交過戶處卓佳標準有限公司（地址為香港皇后大道東183號合和中心54樓）並獲過戶處收訖。所有股款須以港元繳付。支票須以香港之持牌銀行戶口開出，或銀行本票須由香港之持牌銀行發出，及註明抬頭人為「**FOREBASE INTERNATIONAL HOLDINGS LIMITED – PROVISIONAL ALLOTMENT ACCOUNT**」，並劃線註明「只准入抬頭人賬戶」。繳付股款後，即表示已按本暫定配額通知書及章程所載之條款，並在本公司組織章程細則的規限下接納供股股份之暫定配額。本公司將不另發股款收據。所有有關本暫定配額通知書之查詢均須寄交上述地址之過戶處。

謹請注意，除非填妥之本暫定配額通知書連同表格甲內丙欄所示之應繳股款不遲於二零二零年七月三日（星期五）下午四時正（或於惡劣天氣情況下，則於下文「惡劣天氣對最後接納時限之影響」一段所述之較後時間及／或日期）由原承配人或任何已有效承讓供股權利之人士按上述方式送達過戶處，否則有關暫定配額及其項下之一切權利及配額將被視作放棄並予以取消。即使暫定配額通知書並未遵照暫定配額通知書之相關指示填妥，本公司仍可（全權酌情決定）視暫定配額通知書為有效，並使遞交暫定配額通知書之人士或其代表受其約束。

填妥及交回本暫定配額通知書將構成有關人士向本公司作出保證及聲明，其已經或將會就暫定配額通知書及其任何接納妥為遵守所有相關司法權區之一切登記、法例及法規之規定。倘本公司相信接納任何供股股份申請將違反任何司法權區之適用證券法例或其他法例或法規，則本公司保留拒絕受理有關申請之權利。為免生疑問，香港結算或香港中央結算（代理人）有限公司將概不受任何上述聲明或保證規限。

## 轉讓及分拆

閣下如欲轉讓根據本暫定配額通知書暫定配發予閣下之供股股份之全部認購權，須填妥及簽署「轉讓及提名表格」（表格乙）並將本暫定配額通知書交予承讓人或接納閣下轉讓權利之人士。承讓人須填妥及簽署「登記申請表格」（表格丙），並將整份本暫定配額通知書連同表格甲內丙欄所載於接納時應繳之全數股款，最遲於二零二零年七月三日（星期五）下午四時正（或於惡劣天氣情況下，則於下文「惡劣天氣對最後接納時限之影響」一段所述之較後時間及／或日期）交回過戶處卓佳標準有限公司（地址為香港皇后大道東183號合和中心54樓）並獲過戶處收訖。所有股款須以港元繳付，而支票須以香港之持牌銀行戶口開出，或銀行本票須由香港之持牌銀行發出，及註明抬頭人為「**FOREBASE INTERNATIONAL HOLDINGS LIMITED – PROVISIONAL ALLOTMENT ACCOUNT**」，並劃線註明「只准入抬頭人賬戶」。謹請注意，轉讓閣下認購有關供股股份之權利予承讓人及承讓人接納該等權利須繳付香港印花稅。

閣下如僅欲接納閣下之部分暫定配額，或轉讓根據本暫定配額通知書暫定配發予閣下之供股股份之部分認購權，或向超過一名人士轉讓閣下全部或部分權利，則閣下須不遲於二零二零年六月二十三日（星期二）下午四時三十分前將原暫定配額通知書交回過戶處卓佳標準有限公司（地址為香港皇后大道東183號合和中心54樓）予以註銷，過戶處將會註銷原暫定配額通知書並按所需數目發出新暫定配額通知書。新暫定配額通知書將可於交出此份原暫定配額通知書後第二個營業日上午九時正後於過戶處卓佳標準有限公司（地址為香港皇后大道東183號合和中心54樓）領取。謹請注意，轉讓閣下有關於供股股份之認購權予承讓人及承讓人接納該等權利須繳付香港印花稅。即使暫定配額通知書並未遵照暫定配額通知書之相關指示填妥，本公司仍可（全權酌情決定）視暫定配額通知書為有效，並使遞交暫定配額通知書之人士或其代表受其約束。

## 供股之條件

供股須待供股各項條件達成後方可作實。有關供股之條件之詳情，請參閱章程董事會函件一節「供股之條件」段落。倘供股之條件未能於二零二零年七月十日（星期五）下午四時正或之前獲達成，屆時供股將不會進行。

## 支票及銀行本票

所有支票及銀行本票將緊隨收取後即時過戶，而自有關款項產生之所有利息（如有）將撥歸本公司所有。填妥並交回暫定配額通知書連同支付供股股份股款之支票或銀行本票（不論由合資格股東或任何獲提名承讓人交回），將構成申請人保證支票或銀行本票將於首次過戶時獲兌現。倘支票或銀行本票於首次過戶時未能兌現，在不影響本公司之其他權利之情況下，本公司保留拒絕受理任何暫定配額通知書之權利，且於該情況下，供股股份之有關暫定配額及其項下之一切權利及配額將視作已遭放棄而被註銷。閣下須於申請供股股份時支付實際應付金額，任何未繳足股款申請將不獲受理。倘就申請支付過多款額，則在款額為100港元或以上時方會向閣下發出不計利息之退款支票。概不會就所接獲之任何暫定配額通知書及／或相關股款發出收據。

## 並無供股股份供額外申請

供股不設額外申請安排。

## 供股之股票及退款支票

待供股條件獲達成後，所有繳足股款供股股份之股票預期將於二零二零年七月十四日(星期二)或之前以平郵方式寄發予該等已接納及已支付供股股份股款之合資格股東，惟郵誤風險概由彼等自行承擔。除香港中央結算(代理人)有限公司外，閣下將會就配發及發行予閣下之所有供股股份(均為繳足股款)獲發一張股票。

倘供股被終止，則已收取之有關部分申請股款(不計利息)之退款支票預期將於二零二零年七月十四日(星期二)或之前以平郵方式寄發至閣下之登記地址，郵誤風險概由閣下自行承擔。退款支票(劃線註明「只准入抬頭人賬戶」)將以平郵方式寄發至有關供股股份申請人之登記地址，郵誤風險概由有關申請人自行承擔。

## 零碎配額

本公司將不會暫定配發零碎供股股份。倘扣除開支後可獲得溢價，所有零碎供股股份將予彙集並於市場上出售，而所得款項淨額將撥歸本公司所有。

## 惡劣天氣對最後接納時限之影響

倘於下列時間懸掛八號或以上熱帶氣旋警告信號或超強颱風所致之「極端情況」或「黑色」暴雨警告，則接納供股股份並繳付股款之最後時限將不會落實：

- (i) 於最後接納日期中午十二時正前任何本地時間在香港生效並於中午十二時正後不再生效。取而代之，接納供股股份並繳付股款之最後時限將延至同日下午五時正；及
- (ii) 於最後接納日期中午十二時正至下午四時正任何本地時間在香港生效。取而代之，接納供股股份並繳付股款之最後時限將重訂為於上午九時正至下午四時正任何時間並無該等警告生效之下一個營業日下午四時正。

倘接納供股股份並繳付股款之最後時限並無於最後接納日期落實，則章程中「預期時間表」一節所述日期或會受到影響。本公司將在切實可行情況下盡快刊發公告知會股東預期時間表之任何變動。

## 一般事項

本暫定配額通知書連同(如相關)宣稱由獲發本暫定配額通知書人士所簽署之「轉讓及提名表格」(表格乙)一經交回，即確證交回之人士有權處理本暫定配額通知書及收取分拆配額函件及／或有關供股股份之股票。

閣下如需要額外之章程，可於過戶處索取。

所有文件(包括退款支票)將由過戶處於二零二零年七月十四日(星期二)或之前以平郵方式寄至有關申請人或其他應得人士之登記地址，郵誤風險概由彼等自行承擔。任何退款支票均以本表格上填上之姓名作為抬頭人(或如屬聯名申請人，則以排名首位之申請人為抬頭人)。

本暫定配額通知書及所有接納其中所載之要約均須受香港法例監管，並按其詮釋。

## 收集個人資料 - 暫定配額通知書

填妥、簽署及交回本暫定配額通知書，即表示閣下同意向本公司、過戶處及／或彼等各自之顧問及代理披露個人資料及彼等所需有關閣下或閣下為其利益而接納暫定配發供股股份之人士之任何資料。香港法例第486章《個人資料(私隱)條例》(「個人資料私隱條例」)賦予證券持有人權利，可確定本公司或過戶處是否持有其個人資料、索取有關資料之副本及更正任何不準確資料。根據個人資料私隱條例，本公司及過戶處有權就處理任何查閱資料要求而收取合理費用。有關查閱資料或更正資料或查閱有關政策及慣例以及持有資料種類之訊息之所有要求，應寄往本公司之香港主要營業地點香港銅鑼灣希慎道33號利園一期38樓3805室或根據適用法律不時通知之地址，並以本公司之公司秘書為收件人，或(視乎情況而定)寄往過戶處(於其上述地址)，並以私隱條例事務主任為收件人。

此 致

列位合資格股東 台照

承董事會命  
申基國際控股有限公司  
聯席主席兼執行董事  
蔡潤初

二零二零年六月十七日(星期三)

此乃白頁 特此留空

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