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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 you should take, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**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)**

**GRANT OF GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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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 Tuesday, 31 May 2016 at 2:30 p.m. is set out on pages 18 to 22 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.

29 April 2016

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## DEFINITIONS

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*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 Tuesday, 31 May 2016 at 2:30 p.m., the notice of which is set out on pages 18 to 22 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
“Extension Mandate”	a general mandate to be granted to the Directors to the effect that any shares repurchased under the Repurchase Mandate will be added to the total number of shares which may be allotted and issued under the Issue Mandate
“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
“Issue Mandate”	a general and unconditional mandate to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with additional shares of the Company of up to a maximum number not exceeding 20% of the total number of shares of the Company in issue as at the date of passing the relevant resolution

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## DEFINITIONS

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“Latest Practicable Date”	25 April 2016, 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
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise all the powers of the Company to purchase shares of the Company the total number of which shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing the Repurchase Resolution
“Repurchase Proposal”	the proposal to grant to the Directors the Repurchase Mandate under the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution no.5(II) of the notice of Annual General Meeting
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“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.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Shen Yong (*Chairman*)  
Mr. Kaneko Hiroshi  
Mr. Shen Ke  
Mr. Gan Lin  
Mr. Hong Sang Joon

*Registered office:*

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

*Independent Non-executive Directors:*

Dr. Loke Yu  
Mr. Yu Lei  
Mr. Ernst Rudolf Zimmermann

29 April 2016

*To the Shareholders*

Dear Sir or Madam

### **GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS**

#### **1. INTRODUCTION**

The purposes of this circular are (a) to provide the Shareholders with details regarding (i) the proposed granting of general mandates to the Directors to issue and repurchase shares of the Company, and (ii) 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.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 29 May 2015, ordinary resolutions were passed giving general mandates to the Directors to issue and repurchase shares of the Company of not exceeding 20% and 10% respectively of the total number of shares of the Company in issue as at 29 May 2015. Such general mandates will lapse at the conclusion of the Annual General Meeting. Ordinary resolutions will be proposed at the Annual General Meeting to renew such general mandates.

As at the Latest Practicable Date, the issued share capital of the Company comprised 399,116,445 Shares. Subject to the passing of the resolution approving the Issue Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Issue Mandate to allot, issue and deal with additional shares of the Company of up to a maximum of 79,823,289 Shares.

Under the Listing Rules, the Company is required to give to all Shareholders all information which is reasonably necessary to enable them to make an informed decision as to whether to vote in favour of or against the Repurchase Resolution at the Annual General Meeting. An explanatory statement providing requisite information in connection with the Repurchase Mandate is set out in Appendix I to this circular.

In addition, conditional on the passing of the resolutions approving the Issue Mandate and the Repurchase Mandate, an ordinary resolution regarding the Extension Mandate will be proposed at the Annual General Meeting providing that any shares repurchased under the Repurchase Mandate will be added to the total number of shares which may be allotted and issued under the Issue Mandate.

Each of the Issue Mandate and the Repurchase Mandate will expire: (a) at the conclusion of the next annual general meeting of the Company; or (b) at the end of the period within which the Company is required by the Companies Ordinance or the Articles of Association to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolutions of the Shareholders in a general meeting prior to the next annual general meeting of the Company, whichever is the earliest.

### 3. RE-ELECTION OF DIRECTORS

The Board currently consists of five executive Directors, namely, Mr. Shen Yong, Mr. Kaneko Hiroshi, Mr. Shen Ke, Mr. Gan Lin and Mr. Hong Sang Joon; and three independent non-executive Directors, namely, Dr. Loke Yu (alias Loke Hoi Lam), Mr. Yu Lei and Mr. Ernst Rudolf Zimmermann. According to Article 92 of the Articles of Association, Mr. Kaneko Hiroshi, Mr. Gan Lin, Dr. Loke Yu (alias Loke Hoi Lam), Mr. Yu Lei and Mr. Ernst Rudolf Zimmermann shall hold office only until the Annual General Meeting and, being eligible, have offered themselves for re-election. Pursuant to Article 101 of the Articles of Association, Mr. Shen Yong shall retire from office by rotation at the Annual General Meeting and, being eligible, have offered himself 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.

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## LETTER FROM THE BOARD

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### 4. EXERCISE OF VOTING RIGHTS BY SHAREHOLDERS

#### Registered Shareholders

The register of members of the Company will be closed from Friday, 27 May 2016 to Tuesday, 31 May 2016, 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 Thursday, 26 May 2016 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 III to this circular.

### 5. 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.

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## LETTER FROM THE BOARD

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### 6. 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*



This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders for considering the Repurchase Mandate and also constitutes the memorandum as required under section 239(2) of the Companies Ordinance.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 399,116,445 Shares.

Subject to the passing of the Repurchase Resolution and assuming no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Directors would be authorised to repurchase up to 39,911,644 Shares.

## **2. REASONS FOR REPURCHASE**

The Directors believe that Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. Such purchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per share and will only be made when the Directors believe that such purchases will benefit the Company and the Shareholders as a whole.

## **3. FUNDING OF REPURCHASE**

In repurchasing shares, the Company may only apply funds legally available for such purpose in accordance with the applicable laws of Hong Kong and the Articles of Association. Repurchases made pursuant to the Repurchase Mandate would be financed by the Company's distributable profits or the proceeds of a fresh issue of shares made for such purpose.

There might be an adverse impact on the working capital position or gearing levels of the Company as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2015, in the event that the Repurchase Mandate is exercised in full during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company.

**4. SHARE PRICES**

During each of the previous 12 months preceding the Latest Practicable Date, the highest and lowest prices at which the Shares were traded on the Stock Exchange were as follows:

Month	Per Share	
	Highest	Lowest
	prices HK\$	prices HK\$
<b>2015</b>		
April	1.90	1.46
May	1.86	1.49
June	2.39	1.48
July	1.79	0.99
August	1.74	1.15
September	2.34	1.35
October	2.23	2.00
November	2.04	1.84
December	2.17	1.68
<b>2016</b>		
January	2.00	1.68
February	1.75	1.24
March	1.75	1.40
April (up to the Latest Practicable Date)	1.94	1.64

**5. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases only pursuant to the Repurchase Resolution and in accordance with the Listing Rules, the applicable laws of Hong Kong and the Articles of Association.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Proposal if the Repurchase Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have any present intention to sell any Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**6. EFFECT OF THE TAKEOVERS CODE**

If, on the exercise of the power by the Directors to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares.

As at the Latest Practicable Date, Ultra Harvest Limited ("**Ultra Harvest**"), the controlling Shareholder, held approximately 63.01% of the total issued Shares. The total issued share capital of Ultra Harvest is owned as to 51% by Mr. Shen Yong (the chairman of the Board and an executive Director), as to 39% by Wang Yuqiang and 10% by Mr. Shen Ke (an executive Director) respectively. Mr. Shen Ke is a son of Mr. Shen Yong. Assuming full exercise of the Repurchase Mandate by the Company, the percentage shareholding of Ultra Harvest in the Company would be increased to approximately 70.01%. The Directors believe that such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

**7. SHARE REPURCHASE MADE BY THE COMPANY**

No Share repurchases have been made by the Company (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

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

**Mr. Shen Yong**

*Position and experience*

Mr. Shen Yong, aged 53, is the Chairman of the Board and an executive director of the Company. He is a director and a shareholder of Ultra Harvest Limited (“Ultra Harvest”), the controlling shareholder of the Company, holding 51% of its issued shares. Mr. Shen has more than 15 years of experience in hotel and commercial properties development, as well as investment, corporate and general management.

Mr. Shen completed a postgraduate (advanced studies) course in laws (civil and commercial law) from the Southwest University of Politics and Law (西南政法大學) in July 2000.

Mr. Shen served as a deputy to the 1st to 3rd Chongqing Municipal People’s Congress in the PRC. Mr. Shen is currently a member of the 4th Chongqing Municipal Committee of the Chinese People’s Political Consultative Conference of the PRC and a deputy chairman of the Chongqing Municipal Federation of Industry and Commerce (General Chamber). Mr. Shen is the father of Mr. Shen Ke, an executive director of the Company.

*Length of services and director’s emoluments*

Mr. Shen has entered into a letter of appointment with the Company as an 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. Shen and the Company, Mr. Shen is entitled to an annual salary of HK\$1,200,000 based on his qualifications, experience, level of responsibilities undertaken and the prevailing market conditions.

*Relationship*

Mr. Shen Yong is the father of Mr. Shen Ke, an executive Director of the Company. Save as disclosed above and in the immediately following section “Interests in Shares”, Mr. Shen Yong 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. Shen Yong was interested in 51% of the total issued share capital of Ultra Harvest, an associated corporation of the Company as defined under Part XV of the SFO, and Ultra Harvest held 251,492,462 Shares, representing approximately 63.01% of the total issued share capital of the Company. Mr. Shen held 9,500,000 Shares personally which 5,500,000 shares are held by Ms Meng Qing, who is the spouse of Mr. Shen Yong, representing approximately 2.38% of the total issued share capital of the Company. Mr. Shen Yong is therefore deemed to be interested in 260,992,462 Shares under the SFO. Save as disclosed above, Mr. Shen Yong 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. Shen 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. Shen that need to be brought to the attention of the Shareholders.

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

Mr. Ernst Rudolf Zimmermann, aged 67, 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 2016 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. Zimmermann 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. Zimmermann 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. Zimmermann 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. Zimmermann that need to be brought to the attention of the Shareholders

**Mr. Kaneko Hiroshi***Position and experience*

Mr. Kaneko Hiroshi, aged 49, was appointed as an executive director on 31 August 2015. He holds a Master of Engineering degree from Dalian University of Technology, and a doctoral degree in apex science and technology from University of Tokyo.

Mr. Kaneko has extensive research experience in the field of environment, development and economic science. He has been engaged in comprehensive utilization of environmental friendly materials and international trade for number of years.

Mr. Kaneko is currently an executive director of China Household Holdings Limited (stock code: 692) and an executive director and chairman of Long Success International (Holdings) Limited (stock code: 8017).

*Length of services and director's emoluments*

Mr. Kaneko has entered into a letter of appointment with the Company as an 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. Kaneko and the Company, Mr. Kaneko is entitled to an annual salary of HK\$2,000,000 based on his qualifications, experience, level of responsibilities undertaken and the prevailing market conditions.

*Relationship*

As far as the Directors are aware, Mr. Kaneko 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, 3,278,939 share options of the Company granted to Mr. Kaneko, representing approximately 0.82% of the total issued share capital of the Company. Save as disclosed above, Mr. Kaneko 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. Kaneko 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. Kaneko that need to be brought to the attention of the Shareholders.

**Mr. Gan Lin***Position and experience*

Mr. Gan Lin, aged 36, graduated from Beijing Technology and Business University (formerly Beijing Institute of Business) with a Bachelor's degree in Logistics Management in 2001. He had served as various senior management positions in different financial institution and multi-national corporations, such as Guoxin Securities, Mocon Inc. and LXE Inc.. He has extensive experience in strategic planning, corporate finance and financial management.

*Length of services and director's emoluments*

Mr. Gan has entered into a letter of appointment with the Company as an 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. Gan and the Company, Mr. Gan 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. Gan 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. Gan 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. Gan 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. Gan that need to be brought to the attention of the Shareholders.



**Dr. Loke Yu alias Loke Hoi Lam***Position and experience*

Dr. Loke Yu (alias Loke Hoi Lam), aged 66, has over 40 years of experience in accounting and auditing for private and public companies, financial consultancy and corporate management. He holds an MBA Degree from the Universiti Teknologi Malaysia and a Doctor of Business Administration Degree from the University of South Australia. Dr. Loke is a Fellow of The Institute of Chartered Accountants in England and Wales, Hong Kong Institute of Certified Public Accountants, The Hong Kong Institute of Directors and The Hong Kong Institute of Chartered Secretaries.

He is the company secretary of Minth Group Limited, and currently serves as an independent non-executive director of V1 Group Limited, Matrix Holdings Limited, China Beidahuang Industry Group Holdings Limited, China Fire Safety Enterprise Group Limited, Winfair Investment Company Limited, SCUD Group Limited, Zhong An Real Estate Limited, Chiho-Tiande Group Limited, Tianjin Development Holdings Limited, China Household Holdings Limited, Mega Medical Technology Limited, Tianhe Chemicals Group Limited and China New Energy Power Group Limited all of which are companies listed on The Stock Exchange of Hong Kong Limited.

*Length of services and director's emoluments*

Dr. Loke 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 April 2016 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 Dr. Loke and the Company, Dr. Loke is entitled to a director's fee of HK\$240,000 per annum based on his qualifications, experience, level of responsibilities undertaken and the prevailing market conditions.

*Relationship*

As far as the Directors are aware, Dr. Loke 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, Dr. Loke 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 Dr. Loke 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 Dr. Loke that need to be brought to the attention of the Shareholders.

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

Mr. Yu Lei (“**Mr. Yu**”), aged 45, was appointed as an independent non-executive Director on 7 January 2013. He has extensive experience in the real estate industry and infrastructure sectors in the PRC. He 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. He 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 2016 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.

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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 Tuesday, 31 May 2016 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

#### **AS ORDINARY BUSINESS**

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 2015.
2. To re-elect the following persons as directors of the Company, each as a separate resolution:
  - (a) Mr. Shen Yong
  - (b) Mr. Ernst Rudolf Zimmermann
  - (c) Mr. Kaneko Hiroshi
  - (d) Mr. Gan Lin
  - (e) Dr. Loke Yu (alias Loke Hoi Lam)
  - (f) Mr. Yu Lei
3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint SHINEWING (HK) CPA Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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### AS SPECIAL BUSINESS

5. To consider as special businesses and, if thought fit, pass with or without modifications the following resolutions as **ordinary resolutions**:

(I) “**THAT**:

- (a) a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements or options (including warrants, bonds and debentures convertible into shares in the Company) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and/or requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, provided that the total number of shares so allotted, issued and dealt with pursuant to the general mandate herein, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) exercise of any share option pursuant to any share option scheme or similar arrangement for the time being adopted, or (iii) an issue of shares in the Company upon the exercise of the subscription or conversion rights attaching to any warrants or convertible notes which may be issued by the Company or any of its subsidiaries, or (iv) any scrip dividend pursuant to the articles of association of the Company from time to time, shall not exceed the aggregate of (aa) 20% of the total number of shares of the Company in issue as at the date of passing of this Resolution and (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of shares of the Company purchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the total number of shares of the Company in issue on the date of the passing of this Resolution), and the said mandate shall be limited accordingly; and
- (b) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or by the articles of association of the Company to be held; or

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution;

“Rights Issue” means an offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

(II) “**THAT:**

- (a) a general mandate be and is hereby unconditionally given to the directors of the Company to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, provided that the total number of shares so repurchased shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this Resolution, and the said mandate shall be limited accordingly; and

- (b) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or by the articles of association of the Company to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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(III) “**THAT:**

conditional upon the passing of Ordinary Resolutions Nos.5(I) and 5(II) set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares pursuant to Ordinary Resolution No.5(I) set out in the notice convening this meeting, be and is hereby extended by the addition thereto of an amount representing the total number of shares of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No.5(II) set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this Resolution.”

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

Hong Kong, 29 April 2016

*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.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. The register of members of the Company will be closed from Friday, 27 May 2016 to Tuesday, 31 May 2016, 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 Thursday, 26 May 2016 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 board of directors of the Company comprises five executive directors Mr. SHEN Yong, Mr. KANEKO Hiroshi, Mr. SHEN Ke, Mr. GAN Lin and Mr. HONG Sang Joon; and three independent non-executive directors Dr. LOKE Yu (alias Loke Hoi Lam), Mr. YU Lei and Mr. Ernst Rudolf ZIMMERMANN.