



FOREBASE INTERNATIONAL HOLDINGS LIMITED

申基國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 2310)

FORM OF PROXY

FOR ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, 31 MAY 2016

I/We ^(note 1) _____
of _____
being a registered holder(s) of ^(note 2) _____ shares of Forebase International Holdings Limited
(the "Company"), hereby appoint the Chairman of the meeting or ^(note 3) _____ (name) of
_____ (address) as
my/our proxy to attend and vote for me/us on my/our behalf at 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. (and at any adjournment thereof)
(the "AGM") in respect of the resolutions set out in the notice of AGM as hereunder indicated ^(note 4), or, if no such indication is given, as my/our
proxy thinks fit.

	Ordinary Resolution	For ^(note 4)	Against ^(note 4)
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 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		
5(I).	To grant the directors of the Company a general mandate to allot, issue and deal with any unissued shares of the Company, not exceeding 20% of the total number of shares of the Company in issue as at the date of passing this resolution		
5(II).	To grant the directors of the Company a general mandate to repurchase the shares of the Company, not exceeding 10% of the total number of shares of the Company in issue as at the date of passing this resolution		
5(III).	Conditional upon the passing of resolutions nos.5(I) and 5(II), to extend the general mandate granted to the directors under resolution no.5(I), not exceeding the total number of shares repurchased under the mandate referred to in item 5(I) above		

Dated this _____ day of _____ 2016

Signature(s) ^(note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **block capitals**.
- Please insert the number of shares in the Company registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the company registered in your name(s).
- If any proxy other than the Chairman is preferred, please strike out "the Chairman of the meeting or ^(note 3)" and insert the full name and address of the proxy desired in the space provided.
- If you wish to vote for any resolution, please "✓" the box marked "For" beside the appropriate resolution. If you wish to vote against any resolution, please "✓" the box marked "Against" beside the appropriate resolution. **Any alteration made to this proxy form must be initialled by the person(s) who sign(s) it.** Failure to complete any or all boxes will entitle your proxy to cast his/her votes on the relevant resolution at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or in the case of a corporation must be either under its common seal or under the hand of an officer, attorney or other person duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the 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 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 shares shall alone be entitled to vote in respect thereof.
- To be valid, this proxy form, 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 for holding the meeting (or any adjournment thereof).
- The proxy needs not be a member of the Company but must attend the meeting to represent you.
- Completion and submission of the proxy form shall not preclude you from attending and voting at the meeting or any adjourned meeting should you so desire and in such event, this form of proxy will be deemed to be revoked.