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 

Unless the context otherwise requires, terms used in this **WHITE** Form of Acceptance shall bear the same meanings as those defined in the offer document dated 8 October 2019 (the "**Offer Document**") issued by Rich Vision Developments Limited and Great Match International Limited (the "**Joint Offerors**"). 除文義另有所指外,本白色接納表格所用詞彙與申基國際控股有限公司(「**聯合要約人**」)於二零一九年十月八日發佈之要約文件(「**要約文件**」)所界定者具有相同涵義。

WHITE FORM OF ACCEPTANCE FOR USE IF YOU WANT TO ACCEPT THE SHARE OFFER. 閣下如欲接納股份要約,請使用本**白色**接納表格



# FOREBASE INTERNATIONAL HOLDINGS LIMITED

# 申基國際控股有限公司

(Incorporated in Hong Kong with limited liability) (Stock Code: 2310) (於香港註冊成立的有限公司)

(股份代號:2310)

## WHITE FORM OF ACCEPTANCE AND TRANSFER OF ORDINARY SHARE(S) IN THE ISSUED SHARE CAPITAL OF FOREBASE INTERNATIONAL HOLDINGS LIMITED 申基國際控股有限公司已發行股本中之普通股之白色接納及過戶表格

All parts should be completed in full (except the section marked "Do not complete") 每項均須填寫 (除註明 [請勿填寫本欄 | 一節外 )

Branch share registrar and transfer office in Hong Kong of the Company: Tricor Standard Limited (the "Registrar") 本公司之香港股份過戶登記分處: 卓佳標準有限公司(「過戶登記處」) Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong 香港皇后大道東183號合和中心54樓

Transferor(s) specified below, upon and sul-	piect to the terms and conditions conta	ined herein and in the accompany	nd transfer(s) to the "Transferees" named below ing Offer Document. 向下述「承讓人」轉讓以下註明轉讓人所持有.	•
Number of Share(s) to be transferred (Note) 將予轉讓之股份數目 (附註)	FIGURES 數目		WORDS 大寫	
Share certificate number(s) 股票號碼				
TRANSFEROR(S) name(s) and address(es) in full 轉讓人全名及地址 (EITHER TYPE-WRITTEN OR WRITTEN IN BLOCK LETTERS) (請用打字機或用正楷填寫)	Family name(s)/Company name(s) 姓氏/公司名稱		Forename(s) 名字	
	Registered address 登記地址			
			Telephone number 電話號碼	
CONSIDERATION 代價	HK\$0.3194 in cash for each Offer Share 每股要約股份現金0.3194港元			
TRANSFEREES	Company Name公司名稱:	Rich Vision Developments Lim	nited/Great Match International Limited	
承護人	Correspondence Address登記地址:	<ul> <li>Rich Vision Developments Limited</li> <li>Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110, British Virgin Islands</li> <li>Great Match International Limited</li> <li>Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110, British Virgin Islands</li> </ul>		
	Occupation職業	Corporation法人團體		
Signed by or on behalf of the Transferor(s) is	n the presence of: 轉讓人或其代表在	下列見證人見證下簽署:		
Signature of Witness見證人簽署:				ALL JOINT SHAREHOLDERS OF THE COMPANY
Name of Witness見證人姓名:		Signature(s) of Transferor(s) or its duly authorised agent(s)/Company chop, if / MUST SIGN HERE applicable 轉讓人或其正式獲授權代表簽署/公司印鑑 (如適用)		
Address of Witness見證人地址:				<b>於平</b> 懶 妖者
Occupation of Witness見證人職業:		Date of signature on this <b>W</b> 簽署本白	VHITE Form of Acceptance and Transfer 色接納及過戶表格日期	
	Do	o not complete請勿填寫本欄		
Signed by or on behalf of the Transferees in the presence of: 承讓人或其代表在下列見證人見證下簽署:		For and on behal Rich Vision Deve	f of 代表 elopments Limited/Great Match International Lin	nited
Signature of Witness見證人簽署:				
Name of Witness見證人姓名:		<del></del>		
Address of Witness見證人地址:		Signature of Tran 承讓人或其正式	nsferees or its duly authorised agent(s) 獲授權代表簽署	
Occupation of Witness見證人職業:				
Date of signing by Transferees 承讓人簽署	日期:			

delete as appropriate 請刪去不適用者

as appropriate 顧附五不想用看
Insert the total number of Shares for which the Share Offer is accepted. If no number is inserted or a number inserted is greater than your registered holding of Share(s) or those physical Share(s) tendered for acceptance of the Share Offer and you have signed this form, this form will be returned to you for correction and resubmission. Any corrected form must be resubmitted and received by the Registrar on or before the latest time for acceptance of the Share Offer.

in present the property of the Share Offer and you have signed this form, this form will be returned to you for correction and resubmission. Any corrected form must be resubmitted and received by the Registrar on or before the latest time for acceptance of the Share Offer. It is a supplied to the Share Offer and you have signed this form, this form will be returned to you for correction and resubmission. Any corrected form must be resubmitted and received by the Registrar on or before the latest time for acceptance of the Share Offer and you have signed this form, this form will be returned to you for correction and resubmission. Any corrected form must be resubmitted and received by the Registrar on or before the latest time for acceptance of the Share Offer and you have signed this form, this form will be returned to you for correction and resubmission. Any corrected form must be resubmitted and received by the Registrar on or before the latest time for acceptance of the Share Offer and you have signed this form, this form will be returned to you for correction and resubmission. Any corrected form must be resubmitted and received by the Registrar on or before the latest time for acceptance of the Share Offer.

Any Corrected form must be resubmitted and received by the Registrar on or before the latest time for acceptance of the Share Offer.

By Corrected form must be resubmitted and received by the Registrar on or before the latest time for acceptance of the Share Offer.

By Corrected form must be resubmitted and received Note:

本白色接续表格乃重要文件,請即處理。

閣下對本白色接納表格之任何內容或應採取之行動如有任何疑問,應諮詢 閣下之持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

閣下如已將名下之股份全部售出或轉讓,應立即將本白色接納表格及隨附之要約文件送交買主或承讓人,或經手買賣或轉讓之銀行、持牌證券交易商、註冊證券機構或其他代理商,以 便輔衣置される第1。

向海外股東提出股份要約可能會受有關司法管轄區之法例禁止或影響。倘 關下為海外股東,應就股份要約於有關司法管轄區之限制自行尋求適當之法律意見,並遵守任何適用法律或監管規定。 閣下如欲接納股份要約,須自行負責就此全面遵守有關司法管轄區之法例及規例(包括但不限於取得任何可能規定之政府、外匯管制或其他同意,以及遵守其他必要手續或監管或法律規定)。 閣下亦須全面負責支付 閣下於所有有關司法管轄區應付之任何轉讓或其他稅項及徵費。聯合要約人及其一致行動人士、紅日資本、過戶登記處、彼等各自之最終實益擁有人、董事、職員、專業顧問、代理及聯繫人以及任何其他參與要約之人士均有權獲悉數彌償及毋須就 閣下可能須支付之任何稅項承擔任何責任。 閣下對股份要約之任何接納將被視為構成 閣下向聯合要約人表示及保證已遵守地方法律及規定。

本白色接納表格應與隨附之要約文件一併閱讀。

#### 本白色接纳表格填寫方法

股東決定是否接納股份要約前,務請細閱要約文件。 閣下如欲接納紅日資本代表聯合要約人提出之要約,應填妥及簽署本白色接納表格,建同 閣下欲接納要約之股份數目之相關股票及/或過戶收據及/或其他所有權文件及/或就此所需並令人信納之任何彌償保證(信封面須註明「申基國際控股有限公司一股份要約」),盡快放入信封郵寄或專人送交過戶登記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),惟無論如何必須於二零一九年十一月五日(星期二)下午四時正(或聯合要約人徵得執行人員同意後根據收購守則可能釐定及公佈之有關較後時間及/或日期)前送達。要約文件附錄一所載之條文納入本白色接納表格並構成其中部分。

#### 股份要約之白色接納表格

#### 致:聯合要約人及紅目資本

- 1. 本人/吾等一經簽立本白色接納表格(不論該表格是否已註明日期),本人/吾等之承繼人及受讓人將受此約束,並表示:
  - (a) 本人/吾等按要約文件及本表格所載代價及條款與條件,就本**白色**接納表格所列明之股份數目,不可撤回地接納要約文件所載由紅日資本代表聯合要約人提出之股份要約;
  - (b) 本人/吾等不可撤回地指示及授權聯合要約人、紅日資本或彼等各自之代理,各自就本人/吾等根據股份要約之條款應得之現金代價(上調至小數點後兩個位)(扣除本人/吾等就本人/吾等接納要約應付之所有賣方從價印花税),以「不得轉讓一只准入抬頭人賬戶」方式向本人/吾等開出劃線支票,然後盡快惟無論如何於過戶登記處接獲所有相關文件致使股份要約項下之接納為完整及有效之日起計7個營業日內,按以下地址以平郵寄予以下人士,或如無於下欄填上姓名及地址,則按本公司股東名冊所示登記地址寄予本人或吾等當中名列首位者(如屬聯名登記股東),郵談風險概由本人/吾等承擔;

(倘收取支票之人士並非登記股東或名列首位之聯名登記股東,則請在本欄填上該名人士之姓名及地址。)

姓名:(請用正楷填寫)	 
此址。(禁田工株店寮)	

- (c) 本人/吾等不可撤回地指示及授權聯合要約人及/或紅日資本及/或過戶登記處及/或彼等任何一方可能就此指定之一名或多名有關人士,各自代表本人/吾等製備及簽立香港法例第117章印花稅條例第19(1)條規定本人/吾等作為根據股份要約出售股份之賣方須製備及簽立之成交單據,並按該條例之規定安排該單據加蓋印花及安排在本白色接納表格背書證明;
- (d) 本人/吾等不可撤回地指示及授權聯合要約人、紅日資本、過戶登記處或彼等任何一方可能指定之一名或多名人士代表接納股份要約之一名或多名人士填妥、修改及簽立本 **白色**接納表格或任何文件及採取任何其他必須或適當之行動,使已接納股份要約之一名或多名人士之股份歸要約人或其可能指定之一名或多名人士所有;
- (e) 本人/吾等承諾於必需或合宜時簽立有關其他文件及辦理有關其他行動及事項,以將本人/吾等就接納股份要約提交之股份轉讓予聯合要約人或其可能指定之一名或多名 有關人士,該等股份不附帶一切第三方權利、留置權、申索權、押記、衡平權及產權負擔,並連同累算或附帶或其後附帶之一切權利(包括但不限於收取於作出股份要約之日 (即寄發要約文件之日)或之後宣派、派付或作出之一切未來股息及/或其他分派(如有)之權利);
- (f) 本人/吾等同意追認聯合要約人及/或紅日資本及/或彼等各自之代理或彼等任何一方可能指定之一名或多名有關人士於行使本表格所載任何權利時可能作出或進行之各種行動或事官;及
- (g) 本人/吾等不可撤回地指示及授權聯合要約人及/或紅日資本或彼等各自之代理,代表本人/吾等交回隨附經本人/吾等正式簽署之過戶收據及/或其他所有權文件 (及/或就此所需並令人信納之一項或多項彌償保證),憑此向過戶登記處領取本人/吾等就股份應獲發之股票,並將有關股票送交過戶登記處,且授權及指示過戶登記處 根據股份要約之條款及條件持有該等股票,猶如該(等)股票已連同本白色接納表格一併送交過戶登記處。
- 2. 本人/吾等明白本人/吾等接納股份要約,將被視為構成本人/吾等向聯合要約人及紅日資本保證(i)本白色接納表格所註明股份數目將在不附帶一切產權負擔,並連同累算或附帶或其後附帶之一切權利(包括但不限於收取於作出要約之日(即寄發要約文件之日)或之後宣派、派付或作出之一切未來股息及/或其他分派(如有)之權利)下出售;及(ii)本人/吾等並無採取或不採取任何行動而將或可能致使聯合要約人、紅日資本或任何其他人士違反任何地區與股份要約或其接納有關之法律或監管規定,且彼根據所有適用法例獲維接獲及接納股份要約及其任何條訂,而規據所有適用法例,該接納為有效及具有約束力。
- 3. 倘按股份要約之條款本人/吾等之接納屬無效或被視為無效,則上文第1段所載之所有指示、授權及承諾均會失效。在此情況下,本人/吾等授權並懇請 閣下將本人/吾等之股票及/或過戶收據及/或其他所有權文件(及/或就此所需並令人信納之彌償保證)連同已正式註銷之本白色接納表格以平郵一併寄予上文1(b) 所列之人士及地址,或如未有列明姓名及地址,則按本公司股東名冊所示登記地址寄予本人或吾等當中名列首位者(如為聯名登記股東),郵誤風險概由本人/吾等承擔。

附註: 倘 閣下交出一份或以上過戶收據,而聯合要約人及/或紅日資本或彼等各自之代理已代表 閣下從過戶登記慮領取有關股票,則簽還予 閣下者將為該(等)股票而非過戶收據。

- 4. 本人/吾等茲附上本人/吾等持有之全部或部分股份之相關股票及/或過戶收據及/或其他所有權文件(及/或就此所需並令人信納之任何彌償保證),由 閣下按股份要約之條款及條件予以保存。本人/吾等明白任何交回之接納表格、股票及/或過戶收據及/或其他所有權文件(及/或就此所需並令人信納之彌償保證)概不獲發收據。本人/吾等亦了解所有文件將以平郵寄發且一切郵誤風險概由本人/吾等自行承擔。
- 5. 本人/吾等向 閣下保證及聲明,本人/吾等為本**白色**接納表格所註明股份數目之登記股東,而本人/吾等有十足權利、權力及授權以接納股份要約之方式,向聯合要約人出售及移交本人/吾等之股份之所有權及擁有權。
- 6. 本人/吾等向聯合要約人及紅日資本保證,本人/吾等已遵守在本公司股東名冊上列示本人/吾等地址所在司法管轄區關於本人/吾等接納股份要約方面之法例,包括獲得任何 所需之政府、外匯管制或其他同意及任何註冊或存檔,及辦理一切必須之手續或遵守法律規定。
- 7. 本人/吾等向聯合要約人、紅日資本及本公司保證,本人/吾等須就支付在本公司股東名冊上載列本人/吾等地址所在司法管轄區關於本人/吾等接納股份要約方面應付之任何 轉讓稅或其他稅項或徵稅承擔全部責任。
- 8. 本人/吾等知悉,除股份要約文件及本白色接納表格明文規定外,據此作出之所有接納、指示、授權及承諾均不可撤回及為無條件。
- 9. 本人/吾等知悉,本人/吾等以股份要約之方式向聯合要約人出售之股份將以聯合要約人或其代名人名義登記。

### PERSONAL DATA

### Personal Information Collection Statements

This personal information collection statement informs you of the policies and practices of the Joint Offerors, Red Sun Capital, the Company and the Registrar and in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "Ordinance").

### 1. Reasons for the collection of your personal data

To accept the Share Offer for your Share(s), you must provide the personal data requested. Failure to supply the requested data may result in the processing of your acceptance being rejected or delayed. It may also prevent or delay the despatch of the consideration to which you are entitled under the Share Offer.

### 2. Purposes

- processing your acceptance and verification of compliance with the terms and application procedures set out in this WHITE Form of Share Offer Acceptance and the Offer Document:
- conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
- distributing communications from the Joint Offerors and/ or the Company and/or their respective agents, officers, advisers and the Registrar;
- establishing benefit entitlements of the Shareholders;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- disclosing relevant information to facilitate claims on entitlements:
- any other purpose in connection with the business of the Joint Offerors, the Company and/or the Registrar; and
- any other incidental or associated purposes relating to the above and/or to enable the Joint Offerors and/or the Company and/or Red Sun Capital to discharge its obligations to the Shareholders and/or under applicable regulations, and other purpose to which the Shareholders may from time to time agree to or be informed of.

#### 3. Transfer of personal data

The personal data provided in this **WHITE** Form of Share Offer Acceptance will be kept confidential but the Joint Offerors and/ or Red Sun Capital and/or the Company and/or the Registrar may, to the extent necessary for achieving the purposes above or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and, in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) such personal data to, from or with any and all of the following persons and entities:

- the Joint Offerors, Red Sun Capital, the Company and/or any of their agents, officers, advisers and/or the Registrar;
- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to the Joint Offerors and/or Red Sun Capital and/or the Company and/or the Registrar;
- any regulatory or governmental bodies;
- any other persons or institutions with which you have or propose to have dealings, such as your bankers, solicitors, accountants or licensed securities dealers or registered institution in securities; and
- any other persons or institutions whom the Joint Offerors and/or Red Sun Capital and/or the Company and/or the Registrar considers to be necessary or desirable in the circumstances.

# 4. Access and correction of personal data

The Ordinance provides you with rights to ascertain whether the Joint Offerors and/or Red Sun Capital and/or the Company and/or the Registrar hold your personal data, to obtain a copy of that data, and to correct any data that is incorrect. In accordance with the Ordinance, the Joint Offerors and/or Red Sun Capital and/or the Company and/or 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 Joint Offerors, Red Sun Capital, the Company or the Registrar (as the case may be).

BY SIGNING THIS WHITE FORM OF ACCEPTANCE, YOU AGREE TO ALL OF THE ABOVE.

# 個人資料

## 收集個人資料聲明

本收集個人資料聲明旨在知會 閣下有關聯合要約人、紅日資本及本公司過戶登記處及有關個人資料及個人資料(私隱)條例(香港法例第486章)(「**該條例**」)之政策及慣例。

## 1. 收集 閣下個人資料之原因

倘 閣下欲就 閣下之股份而接納股份要約,則 閣下須提供 所需之個人資料,若未能提供所需資料,可能會導致 閣下之 接納申請被拒或受到延誤。這亦可能妨礙或延遲寄發 閣下根 據股份要約應得之代價。

# 2. 用途

- 處理 閣下之接納申請及核實遵循本白色股份要約接納表格及要約文件載列之條款及申請手續;
- 核實或協助核實簽名,以及進行任何其他資料核實或交換;
- 發佈聯合要約人及/或其代理、高級職員、顧問及過戶登 記處之通訊;
- 確立股東之獲益權利;
- 按法例、規則或規例規定(無論法定或其他規定)作出披露;
- 有關聯合要約人或過戶登記處業務之任何其他用途;及
- 有關上述任何其他附帶或關連用途及/或令聯合要約人、 紅日資本及/或過戶登記處得以履行其對股東及/或適用 法規項下之責任,以及股東可能不時同意或知悉之其他用 途。

### 3. 轉交個人資料

本白色股份要約接納表格提供之個人資料將會保密,惟聯合要約人、紅日資本及/或過戶登記處為達致上述或有關任何上述之用途,可能作出彼等認為必需之查詢,以確認個人資料之準確性,尤其彼等可能向或自下列任何及所有人士及實體披露、獲取、轉交(無論在香港境內或香港境外地區)該等個人資料:

- 聯合要約人及/或其任何代理、高級職員及顧問、過戶登記處及海外總登記處(如有);
- 為聯合要約人、紅日資本及/或過戶登記處提供與其業務 營運有關的行政、電訊、電腦、付款或其他服務之任何代 理、承包商或第三方服務供應商;
- 任何監管或政府機構;
- 與 閣下進行交易或建議進行交易之任何其他人士或機構,例如銀行、律師、會計師、持牌證券交易商或註冊證券機構;及
- 聯合要約人、紅日資本及/或過戶登記處認為必需或適當 情況下之任何其他人士或機構。

# 4. 獲取及更正個人資料

根據該條例之規定, 閣下可確認聯合要約人、紅日資本及/或過戶登記處是否持有 閣下之個人資料,獲取該資料副本,以及更正任何錯誤資料。依據該條例之規定,聯合要約人、紅日資本及/或過戶登記處可就獲取任何資料之請求收取合理之手續費。獲取資料或更正資料或獲取有關政策及慣例及所持資料類型之資料之所有請求,須提交予聯合要約人、紅日資本及/或過戶登記處(視乎情況而定)。

閣下一經簽署本白色股份要約接納表格即表示同意上述所有條 款。