



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 USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD

ON THURSDAY, 20 DECEMBER 2018

(OR ANY ADJOURNMENT THEREOF)

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 extraordinary general meeting of the Company to be held at Board Room, Level 1, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong on Thursday, 20 December 2018 at 2:30 p.m. (and at any adjournment thereof) (the "EGM") in respect of the resolutions set out in the notice of EGM dated 5 December 2018 (the "EGM Notice") as hereunder indicated ^(note 4), or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolution ^(note 6)		For ^(note 4)	Against ^(note 4)
1.	(a). To approve, confirm and ratify the Loan Capitalisation Agreement, the Supplemental Agreement and the Second Supplemental Agreement (as defined in the circular of the Company dated 5 December 2018 (the "Circular")) and the transactions contemplated thereunder, details of which are set out in the EGM Notice;		
	(b). Any one director of the Company be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Loan Capitalisation Agreement, the Supplemental Agreement and the Second Supplemental Agreement and any of the transactions contemplated thereunder including but not limited to the allotment and issue of the Loan Capitalisation Shares; and		
	(c). The directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot, issue and deal with the Loan Capitalisation Shares.		

Dated this _____ day of _____ 2018

Signature(s) ^(note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **block capitals**.
2. 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).
3. 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.
4. 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.
5. 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.
6. The full description of the resolution proposed to be considered and approved at the EGM is set out in the notice of EGM Notice, which is also available at the Company's website at <http://www.forebase.com.hk>.
7. 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.
8. 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).
9. The proxy needs not be a member of the Company but must attend the meeting to represent you.
10. 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.