



GREEN INTERNATIONAL

Holdings Limited

格林國際控股有限公司

GREEN INTERNATIONAL HOLDINGS LIMITED

格林國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2700)

**FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING
(OR ANY ADJOURNMENT THEREOF)**

Form of proxy for the Extraordinary General Meeting (the “Meeting”) of Green International Holdings Limited (the “Company”) to be held at Conference Room, Suite 2208-09, 22/F., West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Thursday, 17 January 2019 at 3:00 p.m.:

I/We ^(Note 1) _____

of _____

being the registered holder(s) of ^(Note 2) _____ ordinary share(s) of HK\$0.01 each in the capital of the Company,

HEREBY APPOINT ^(Note 3) the Chairman of the Meeting or _____

of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting and/or at any adjournment thereof in respect of the resolution as hereunder indicated, or if no indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the Meeting and/or at any adjournment thereof.

	ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)	ABSTAIN ^(Note 4)
1.	To approve the non-exercise of the right (the “ Sell-Back Right ”) of the Company to sell, and require Mr. Chung Sum Sang and Ms. Eva Au (the “ Vendors ”) to buy back, the entire issued share capital of Rainbow Star Global Limited (“ Rainbow Star ”) at a consideration which is equivalent to the consideration already paid by the Company, granted by the Vendors pursuant to the sale and purchase agreement dated 21 November 2014 entered into between the Company and the Vendors in relation to the acquisition of Rainbow Star (as supplemented by the supplemental agreement dated 16 December 2014)			

Dated: _____

Signature ^(Note 6): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words “the Chairman of the Meeting or” herein inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** A member entitled to attend and vote at the Meeting will be entitled to appoint one or more proxies to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company, but must attend the Meeting to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick the boxes will entitle your proxy to cast your votes at his or her discretion or abstain for the resolution. If you appoint the Chairman of the Meeting as your proxy and fail to tick the boxes to indicate your voting direction, the Chairman of the Meeting will abstain for Resolution No. 1 of this proxy form.
- The full text of the resolution appears in the notice of extraordinary general meeting contained in the circular to the shareholders of the Company dated 28 December 2018.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time fixed for the Meeting or any adjournment thereof.
- Where there are joint holders of any shares of the Company, any one of such joint holders may vote at the Meeting either personally or by proxy in respect of such shares as if he or she was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such shares.
- Completion and return of this form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, it will be deemed to have been revoked.
- In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), Ms. Eva Au (“**Ms. Au**”) and her associates (as defined in the Listing Rules), Mr. Chung Sum Sang (“**Mr. Chung**”) and his close associates (as defined in the Listing Rules), and any other Shareholders who has a material interest in Resolution No. 1 approving the non-exercise of the Sell-Back Right will be required to abstain from voting for Resolution No. 1. All Shareholders who vote (which reference shall include all non-registered Shareholders who give voting directions to any securities brokers, banks, custodians or nominee companies) in favour of or against Resolution No. 1 (each a “**Disinterested Voter**”) is deemed to have confirmed, warranted and undertaken to the Company and all “specified recipients” (as defined in Section 384 of the SFO that he/she/it (1) is not an associate of Ms. Au; (2) is not a close associate of Mr. Chung; and (3) has no material interest in the subject matter of Resolution No. 1 whether of him/her/it or his/her/its close associates. By placing voting direction to vote for or against the Resolution No. 1, each Disinterested Voter is deemed to have intended that the Company and all “specified recipients” should be entitled to, and would actually, rely on the said No Material Interest Confirmation. Any Shareholders and non-registered Shareholders who cast or attempt to cast vote(s) (whether by proxy, corporate representative or in person and/or voting directions through securities brokers, banks, custodians or nominee companies or otherwise) in contravention with the No Material Interest Confirmation may face the following consequences: (1) having his/her/its votes disregarded by the Company if the breach is discovered before the announcement of the voting results; (2) civil remedies including injunctive reliefs to be sought by the Company in Court if the breach is discovered after the announcement of the voting results; and (3) criminal consequence under the SFO for knowingly or recklessly providing false and misleading information to, and was relied upon by, any “specified recipients”. For the avoidance of doubt, it is the non-registered Shareholder who gives the voting direction (instead of CCASS or the Intermediaries) who will be responsible for the No Material Interest Confirmation.