

**GREEN INTERNATIONAL HOLDINGS LIMITED**

**formerly known as**

**SMART UNION GROUP (HOLDINGS) LIMITED**

**(THE “COMPANY”)**

**PROCEDURES FOR ELECTION OF DIRECTORS**

Article 88 of the Company’s articles of association provides that no person (other than a director retiring in accordance with the articles of association) shall be eligible for election as a director at any general meeting unless:

(a) a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election; and

(b) also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the registration office provided that the minimum length of the period, during which such notice(s) are given, shall be at least 7 days and that (if the notices are submitted after the dispatch of the notice of the general meeting appointed for such election) the period of lodgment of such notice(s) shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

Accordingly, if a shareholder wishes to nominate a person to stand for election as a director, the following documents must be validly served on the secretary of the Company, namely (i) his/her notice of intention to propose a resolution at the annual general meeting (the “AGM”); and (ii) a notice executed by the nominated candidate of the candidate’s willingness to be appointed together with (A) that candidate’s information as required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and such other information, as set out in the below heading “Required information of the candidate(s) nominated by shareholders”, and (B) the candidate’s written consent to the publication of his/her personal data.

In order to ensure shareholders have sufficient time to receive and consider the information of the nominated candidate(s), shareholders are urged to submit their proposals as early as practicable and in any event, 28 days before the date of the AGM, so that an announcement and/or a circular (as the case may be) containing information of the candidate(s) proposed by

shareholders can be dispatched to shareholders as soon as practicable.

**Required information of the candidate(s) nominated by Shareholders**

In order to enable shareholders to make an informed decision on their election of directors, the above described notice of intention to propose a resolution by a shareholder should be accompanied by the following information of the nominated candidate(s):

- (a) full name and age;
- (b) positions held with the Company and/or other members of the group of Company (if any);
- (c) experience including (i) other directorships held in the past 3 years in public companies of which the securities are listed on any securities market in Hong Kong and overseas, and (ii) other major appointments and professional qualifications;
- (d) current employment and such other information (which may include business experience and academic qualifications) of which shareholders should be aware of, pertaining to the ability or integrity of the candidate;
- (e) length or proposed length of service with the Company;
- (f) relationships with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
- (g) interests in shares within the meaning of Part XV of the Securities Futures Ordinance, or an appropriate negative statement;
- (h) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that nominated candidate's standing for election as a director that should be brought to shareholders' attention; and
- (i) contact details.