



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 Monday, 19 March 2018 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 resolutions 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 RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To approve, confirm and ratify the HK Yinger CB Subscription Agreement and all transactions contemplated thereunder, including the issue of HK Yinger Convertible Bonds in the principal amount of HK\$120,000,000 and the specific mandate to issue and allot 705,882,352 Shares upon exercise of the conversion right attaching to the HK Yinger Convertible Bonds		
2.	To approve, confirm and ratify the Zheyin Tianqin CB Subscription Agreement and all transactions contemplated thereunder, including the issue of Zheyin Tianqin Convertible Bonds in the principal amount of HK\$60,000,000 and the specific mandate to issue and allot 352,941,176 Shares upon exercise of the conversion right attaching to the Zheyin Tianqin Convertible Bonds		
3.	To approve the increase in the authorised share capital of the Company from HK\$40,000,000.00 divided into 4,000,000,000 Shares to HK\$200,000,000.00 divided into 20,000,000,000 Shares by the creation of additional 16,000,000,000 Shares.		

* for illustration purposes only

Dated this _____ day of _____ 2018 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.
- The full text of the resolutions appears in the notice of extraordinary general meeting contained in the circular to the shareholders of the Company dated 28 February 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.