



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, 18 March 2019 at 3:00 p.m.:

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary share(s) of HK\$0.01 each (the “**Existing Share**”) in the existing issued share capital (prior to the four-to-one share consolidation as disclosed in the Company’s circular dated 13 February 2019) of the Company, **HEREBY APPOINT** <sup>(Note 3)</sup> 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 <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To approve, confirm and ratify the Subscription Agreement and all transactions contemplated thereunder, including the allotment and issue of 754,716,981 Consolidated Shares, the Specific Mandate and the Special Deal arising from the repayment and offset of the HK Yinger Loan Facility utilizing the proceeds from the Subscription		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019 Signature <sup>(Note 6)</sup> \_\_\_\_\_

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 resolution appears in the notice of extraordinary general meeting contained in the circular to the shareholders of the Company dated 1 March 2019.
- 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.