

GREEN INTERNATIONAL HOLDINGS LIMITED

formerly known as

SMART UNION GROUP (HOLDINGS) LIMITED

**TERMS OF REFERENCE FOR
THE NOMINATION COMMITTEE**

**(adopted on 13 March 2012
and revised on 30 August 2013)**

Green International Holdings Limited

Terms of Reference for Nomination Committee (adopted on 13 March 2012 and revised on 30 August 2013)

Nomination Committee members:

Dr. Yang Wang Jian
Mr. Low Chin Sin
Mr. Wong Ka Wai

Chairman of the Nomination Committee:

Dr. Yang Wang Jian

Secretary of the Nomination Committee:

Mr. Chau Kin Cheung Alfred

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Constitution

1. The board hereby resolves to establish a Nomination Committee of the board to be known as the Nomination Committee.

Membership

2. The Nomination Committee shall be appointed by the board and shall consist of not less than three members and that a majority should be independent non-executive directors. A quorum shall be two members or such number as may be determined by the Chairman of the Nomination Committee from time to time.
3. The Chairman of the Nomination Committee shall be an independent non-executive director or the board chairman appointed by the board.

Attendance at meetings

4. The company secretary shall be the secretary of the Nomination Committee. The secretary of the Nomination Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Nomination Committee.
5. As necessary or desirable, the Chairman may request that members of management be present at meetings of the Nomination Committee. Other board members shall also have the right of attendance.

Frequency of meetings

6. Meetings shall be held at least once a year.
7. Notice of meetings shall be given to all members of the Nomination Committee at least two working days before the meeting.

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Authority

8. The Nomination Committee is authorised by the board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Nomination Committee.
9. The Nomination Committee is authorised by the board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Duties

10. The duties of the Nomination Committee shall be:
 - A. formulate nomination policy for the board's consideration and implement the board's approval nomination policy;
 - B. to review the board diversity policy and the progress on achieving the objectives set for implementing the said policy;
 - C. to review the structure, size and composition (including the skills, knowledge, experience and length of service) of the board at least annually and make recommendations on any proposed changes to the board to complement the Company's corporate strategy;
 - D. to identify individuals suitably qualified to become board members and select or make recommendations to the board on the selection of, individuals nominated for directorships;
 - E. to assess the independence of independent non-executive directors;
 - F. to make recommendations to the board on the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive of the Company;

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- G. where the board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why the Nomination Committee believes the individual should be elected and the reasons why the Nomination Committee considers the individual to be independent; and
- H. do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the board.

Reporting procedures

- 11. Draft and final versions of the minutes of the Nomination Committee meetings shall be sent to all Nomination Committee members for their comments and records respectively. The secretary or his representative shall circulate the minutes of meetings and reports of the Nomination Committee to all members of the board.

Publication of the terms of reference of the Nomination Committee

- 12. The terms of reference of the Nomination Committee will be posted on the website of each of the Company and The Stock Exchange of Hong Kong Limited, and will be made available upon request.

Others

- 13. The chairman of the Nomination Committee or in his absence, another member of the Nomination Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to questions at the annual general meeting on the Nomination Committee's activities and their responsibilities.
- 14. The Nomination Committee should be provided with sufficient resources to discharge its duties.