

**GREEN & SMART HOLDINGS PLC**

**(the Company)**

**REGISTERED COMPANY NUMBER 119200**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at the offices of Green & Smart Sdn Bhd located at 73-M, Jalan Medan Setia 1, 50490 Kuala Lumpur, Malaysia on the 28<sup>th</sup> day of February 2020 at 5:00pm Malaysian Time / 09:00am UK Time to propose the resolutions set out below:

**ORDINARY RESOLUTIONS:**

1. To approve the Audited Financial Statements for the Company for the year ended 31<sup>st</sup> December 2018 including the director's report and the independent auditor's report;
2. To re-elect Syed Nazim Syed Faisal as a director of the Company;
3. To re-elect Datuk Radzali Hassan as a director of the Company;
4. To re-elect Aditya Chathli as a director of the Company;
5. To approve the change of the Company's name to BiON plc;
6. To re-appoint haysmacintyre of 10 Queen Street Place, London, EC4R 1AG as Auditor of the Company to hold office from the conclusion of this Annual General Meeting of the Company to the conclusion of the next Annual General Meeting of the Company;
7. To authorise the directors of the Company (the "Directors") to determine the remuneration of the Auditor; and
8. THAT the Directors be and are hereby generally and unconditionally authorised, pursuant to article 19.2 of the Articles of Association of the Company (the "Articles"), to exercise all of the powers of the Company to allot Relevant Securities (as defined in article 1.1 of the Articles), such authority being limited to the allotment of Relevant Securities up to a maximum number of 129,515,930 shares (representing 30% of the issued share capital of the Company) and to undertake all such acts as may be necessary or desirable for the allotment of such Relevant Securities, such authority to expire on the earlier of the date of the next Annual General Meeting of the Company and the date occurring 15 months from the passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after such authority expires and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of Relevant Securities already made or offered or agreed to be made pursuant to such authorities.

**SPECIAL RESOLUTION:**

9. THAT the Directors be and are hereby generally and unconditionally empowered, pursuant to article 20.8 of the Articles, to allot Equity Securities (as defined in article 1.1 of the Articles) pursuant to the authority conferred by resolution 8 above, as if article 20.1 of the Articles did not apply to such allotment, provided that this power shall be limited to the allotment of Equity Securities:
- a) in connection with an offer by way of a rights issue to holders of shares in the Company in proportion (as nearly as may be practicable) to their respective holdings, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
  - b) otherwise than pursuant to sub-paragraph (a) up to an aggregate number of 129,515,930 shares;

and shall expire on the earlier of the date of the next Annual General Meeting of the Company and the date occurring 15 months from the passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after such power expires and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the power conferred by this resolution has expired.

**BY ORDER OF THE BOARD**

**For and on behalf of**  
**Apex Financial Services (Secretaries) Limited**  
**Company Secretary**  
12 Castle Street  
St Helier  
Jersey JE2 3RT

**DATED 31 January 2020**

## NOTES:

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote on your behalf at a general meeting of the Company.
2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the space provided on your proxy form. If you sign and return your proxy form with no name inserted in the space provided, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. When two or more valid but differing proxy forms are delivered in respect of the same share for use at the same meeting, the one which is last delivered (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others as regards that share. If the Company is unable to determine which was last delivered, none of them shall be treated as valid in respect of that share. To appoint more than one proxy you must complete a separate proxy form for each proxy or, if appointing multiple proxies electronically, follow the instructions given on the relevant electronic facility. Members can copy their original Form of Proxy, or additional Forms of Proxy can be obtained from Link Asset Services, The Registry, PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF.
4. The return of a completed proxy form or any CREST proxy instruction (as described in note 13 below) does not preclude you from attending the meeting and voting in person.
5. To direct your proxy how to vote on the resolutions mark the appropriate box on your proxy form with an 'X'. To abstain from voting on a resolution, mark the relevant "Withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To be valid any proxy form appointing a proxy must be:
  - a) completed and signed;
  - b) sent or delivered to Link Asset Services, The Registry, PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF; and
  - c) received by Link Asset Services no later than 05:00pm Malaysian Time / 09:00am UK Time on 26<sup>th</sup> February 2020.
7. In the case of joint holders, where more than one of the joint holders' purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

8. In the case of a member which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the Company or an attorney for the Company.
9. Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form.
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. You may not use any electronic address provided in your proxy form to communicate with the Company for any purposes other than those expressly stated.
12. The issued share capital of the Company consists of 431,719,765 Ordinary Shares, carrying, on a poll vote, one vote each. Therefore, the total number of voting rights of the Company on a poll vote is 431,719,765.
13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Link Asset Services, The Registry (CREST Participant ID: RA10) no later than 48 hours, excluding any day that is not a business day, before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

14. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.

15. Only those members entered on the register of members of the Company as of 48 hours, excluding any day that is not a business day, before the time appointed for the meeting or, in the event that this meeting is adjourned, in the register of members as at close of business UK time on the day two days before the date of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their names at that time. Changes to the entries on the register of members after the time which is 48 hours, excluding any day that is not a business day, before the time appointed for the meeting or, in the event that this meeting is adjourned, in the register of members after the close of business UK time on the day two days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
16. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
17. Any member attending the meeting has the right to ask questions. The Company has to answer any questions raised by members at the meeting which relate to the business being dealt with at the meeting unless:
  - a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential or 'inside' information;
  - b) the answer has already been given on a website in the form of an answer to a question, or;
  - c) it is undesirable in the interests of the Company or the good order of the meeting to answer the question.