

GREEN & SMART HOLDINGS PLC

FORM OF PROXY

For use at the Extraordinary General Meeting of the Company to be held at the offices of Charles Russell Speechlys LLP located at 5 Fleet Place, London EC4M 7RD on Friday 24 January 2020 at 2:00pm UK Time / 10:00pm Malaysian time.

I/We

(in BLOCK CAPITALS please)

of.....

.....
being a shareholder(s) of the above-named Company, appoint the Chairman of the Meeting orto act as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at the offices of Charles Russell Speechlys LLP located at 5 Fleet Place, London EC4M 7RD on Friday 24 January 2020 at 2:00pm UK Time / 10:00pm Malaysian time and at any adjournment thereof and to vote for me/us on my/our behalf as directed below, in respect of the following number of my/our shares:*

* - If this is left blank, the proxy will be appointed in respect of my/our entire shareholding.

Please indicate with an 'X' in the spaces below how you wish your vote to be cast. If no indication is given your proxy will vote for or against the resolutions or abstain from voting as he thinks fit.

Ordinary Resolutions	For	Against	Withheld
1. THAT the grant of the waiver by the Panel on Takeovers and Mergers described in the Circular of any requirement under Rule 9 of the City Code on Takeovers and Mergers on the members of the Concert Party (as defined and described in the Circular) to make a general offer to the shareholders of the Company as a result of Debt for Equity Swap (as defined in the Circular) be and is hereby approved.			

Signed

Dated

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NOTES:

1. To appoint as a proxy a person other than the Chairman of the meeting, insert their full name in the space provided. A proxy need not be a member of the Company. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
 - 1.1 To appoint the Chairman as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy; or
 - 1.2 To appoint a person other than the Chairman as your sole proxy in respect of all your shares, insert the name and address of your proxy in the spaces provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
 - 1.3 To appoint more than one proxy, please sign and date the Form of Proxy and attach a schedule listing the names and addresses (in block letters) of all of your proxies, the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicating how you wish each proxy to vote or abstain from voting. If you wish to appoint the Chairman as one of your multiple proxies, simply write 'the Chairman of the Meeting'.
2. If voting instructions are not given, the proxy will vote as he thinks fit or, at his discretion, abstain from voting.
3. This Form of Proxy must arrive not later than 2:00pm UK time (10:00pm Malaysian time) on Wednesday 22 January 2020 at Link Asset Services, PXS 1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, and be accompanied by any power of attorney under which it is executed (if applicable).
4. A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney.
5. The Form of Proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
6. The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
7. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
8. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the Meeting should you subsequently decide to do so.