

**GREEN & SMART HOLDINGS PLC**

**FORM OF PROXY**

For use at the Annual General Meeting of the Company to be held at the offices of Green & Smart Sdn Bhd located at 73-M, Jalan Medan Setia 1 50490 Kuala Lumpur, Malaysia on Thursday 25 October 2018 at 5:00pm Malaysian Time / 10:00am UK Time.

I/We .....

**(in BLOCK CAPITALS please)**

of.....

.....  
 being a shareholder(s) of the above-named Company, appoint the Chairman of the Meeting or .....to act as my/our proxy to vote for me/us and on my/our behalf at the Second Annual General Meeting of the Company to be held at the offices of Green & Smart Sdn Bhd located at 73-M, Jalan Medan Setia 1 50490 Kuala Lumpur, Malaysia on 25 October 2018 at 5:00pm Malaysian Time / 10:00am UK 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.**

<b>Ordinary Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Withheld</b>
1. To approve the Audited Financial Statements for the Company for the year ended 30 September 2017 including the directors' report and the independent auditor's report.			
2. To re-elect Saravanan Rasaratnam as a director.			
3. To re-elect Navindran Balakrishnan as a director.			
4. To re-elect Datuk Radzali Hassan as a director.			
5. To re-elect Aditya Chathli as a director.			
6. To re-elect Syed Nazim bin Syed Faisal as a director.			
7. To agree that the Company may send or otherwise supply documents or information (including, without limitation, annual accounts and reports) ("Shareholder Information") to the shareholders of the Company by means of electronic communication (including, without limitation, by means of email and by making such Shareholder Information available electronically via the Company's website) in accordance with the Articles of Association of the Company (the "Articles"), as well as by post or other approved means, and this resolution shall serve as the agreement of the shareholders for the purposes of article 171.1.1 of the Articles.			
8. To appoint haysmacintyre (the "Auditor") as auditor of the Company to hold office from the conclusion of the Annual General Meeting to the conclusion of the next Annual General Meeting of the Company.			
9. To authorise the directors of the Company (the "Directors") to determine the remuneration of the Auditor.			

Ordinary Resolutions	For	Against	Withheld
<p>10. THAT the Directors be and are hereby generally and unconditionally authorised pursuant to article 19.2 of 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 103,612,744 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 date of the next Annual General Meeting of the Company or 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.</p>			
<p><b>Special Resolution</b></p>			
<p>11. 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 10 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:</p> <p>(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</p> <p>(b) otherwise than pursuant to sub-paragraph (a) up to an aggregate number of 103,612,744 shares;</p> <p>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.</p>			

**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 10am UK time (5pm Malaysian time) on 23 October 2018 at Link Asset Services, The Registry, PXS 1, 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.