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This document does not constitute an offer to sell or issue, or the solicitation of an offer to purchase, subscribe for or otherwise acquire, the ordinary shares (“Ordinary Shares”) in the capital of BSF Enterprise Plc (the “Company”) in the United States or in any jurisdiction in which, or to any persons to whom, such offering, solicitation or sale would be unlawful. The Ordinary Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”) or the securities laws of any state or other jurisdiction of the United States. The Ordinary Shares may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

If you have sold or otherwise transferred, or you sell or otherwise transfer, all of your Ordinary Shares, please forward this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward delivery to the purchaser or transferee. If you hold sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain this document and the accompanying Form of Proxy and immediately consult your stockbroker, bank or other agent through whom the sale or transfer was effected.

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# **BSF Enterprise Plc**

*(Incorporated in England and Wales under the Companies Act 2006 with registered number 11554014)*

## **Authority to allot shares and disapply pre-emption rights in connection with the Fundraising and Notice of General Meeting**

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This document should be read as a whole. However, your attention is drawn to the “Letter from the Chairman” which is set out on pages 5-7 of this document and which contains, amongst other things, the unanimous recommendation of the Company’s directors (“Directors”) that you vote in favour of each of the resolutions to be proposed at the general meeting (“General Meeting”) referred to below. Your attention is drawn to the section entitled “Action to be Taken” on page 7 of this document.

**Notice of General Meeting of the Company to be held at the offices of Crowe U.K. LLP, 55 Ludgate Hill, London, EC4M 7JW at 10.00 a.m. on 26 September 2023 is set out on pages 8-9 of this document. A Form of Proxy for use at the General Meeting is enclosed with this document.** Shareholders of the Company (“Shareholders”) are requested to complete and return the Form of Proxy, whether or not they intend to be present at the General Meeting, in accordance with the instructions printed on it. To be valid, Forms of Proxy should be completed and returned in accordance with the instructions set out therein to the Company’s registrar, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX (by post or by hand) as soon as possible and, in any event, no later than 10.00 a.m. on 22 September 2023, being 48 hours (not counting any part of a day that is not a business day) before the time appointed for the holding of the General Meeting.

Shareholders may also lodge a proxy vote online with Share Registrars Limited. You can register your vote for the General Meeting by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions as soon as possible but in any event no later than 10.00 a.m. on 22 September 2023.

**A summary of the action to be taken by Shareholders in relation to the General Meeting is set out on page 7 of this document and in the accompanying notice of general meeting ("Notice of General Meeting"). Completion and return of a Form of Proxy or the giving of a CREST Proxy Instruction will not preclude Shareholders from attending and voting in person at the General Meeting (in substitution for their proxy vote) if they wish to do so and are so entitled.**

Copies of this document will be available free of charge during normal business hours on any weekday (except Saturday, Sunday and public holidays) at the Company's registered office from the date of this document. A copy of this document will also be available from the Company's website at <http://www.bsenterprise.com>.

Dated: 7 September 2023

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document and Forms of Proxy	7 September 2023
Latest time and date for receipt of Forms of Proxy and CREST Proxy Instructions for the General Meeting	10.00 a.m. on 22 September 2023
Record time and date for those Shareholders on the Register of Members entitled to attend or vote at the General Meeting	10.00 a.m. on 22 September 2023
General Meeting	10.00 a.m. on 26 September 2023
Announcement of the result of the General Meeting	26 September 2023

Note:

All references in this document are to London times unless otherwise stated. The dates and times given are indicative only and are based on the Company's current expectations and may be subject to change. If any of the times and/or dates above change, the revised times and/or dates will be notified to Shareholders by announcement through a regulatory information service.

**LETTER FROM THE CHAIRMAN**  
**BSF ENTERPRISE PLC**

*(Incorporated in England and Wales under the Companies Act 2006 with registered number 11554014)*

Directors:

Min Yang (*Non-Executive Chairman*)  
Geoffrey Robert Baker (*Executive Director*)  
Dennis Kian Jing Ow (*Non-Executive Director*)  
Dr Che Connon (*Chief Executive Officer*)

Registered Office:

c/o Ince & Co.  
Aldgate Tower  
2 Leman Street  
London E1 8QN  
United Kingdom

7 September 2023

Dear Shareholders,

**NOTICE OF GENERAL MEETING**

**1. Introduction**

I am writing to inform you of a general meeting ("**General Meeting**") which is proposed be held on 26 September 2023 at the offices of Crowe U.K. LLP, 55 Ludgate Hill, London, EC4M 7JW at which shareholder authority will be sought for a number of resolutions in connection with the securities to be issued by the Company pursuant to the recent Fundraising (as defined below).

As described in the announcements of the Company dated 29 March 2023, 12 April 2023 and 14 April 2023 (the "**Announcements**"), the Company raised approximately £2.9 million by way of a placing ("**Placing**") of 16,317,648 new Ordinary Shares of £0.01 each in the capital of the Company ("**Placing Shares**") at a price of 17 pence per share ("**Placing Price**") and additionally, the subscription of 882,352 new Ordinary Shares of £0.01 each in the capital of the Company ("**Subscription Shares**") by investors procured directly by the Company ("**Subscribers**") at the Placing Price ("**Subscription**", together with the Placing referred to as the "**Fundraising**").

The Subscription was structured in two tranches. The first tranche consisting of 617,613 Ordinary Shares were allotted and issued pursuant to the Company's existing authorities, in addition to the Placing Shares, and were admitted to the standard segment of the Official List of the Financial Conduct Authority and to trading on the Main Market of the London Stock Exchange on 14 April 2023. The second tranche consisting of 264,739 Ordinary Shares ("**Second Subscription Shares**") will be allotted and issued conditional upon and subject to the resolutions set out in the Notice of General Meeting being approved by Shareholders (the "**Conditions**").

As set out in the Announcements, placees have been granted one warrant for every two Placing Shares purchased ("**Placing Warrants**") at an exercise price of 34 pence per share ("**Exercise Price**"), being 8,158,824 Placing Warrants in aggregate. Subscribers have also been granted one warrant for every two Subscription Shares purchased ("**Subscription Warrants**") at the Exercise Price, being 441,176 Subscription Warrants. The Placing Warrants and the Subscription Warrants were granted subject to the Conditions being satisfied.

In addition, Shard Capital Partners LLP was granted 326,352 warrants ("**Broker Warrants**") at the Exercise Price as part of the Fundraising (the Broker Warrants, the Placing Warrants and the Subscription Warrants together referred to as the "**Fundraising Warrants**").

Further, the Company had agreed to issue 100,000 Ordinary Shares to Roast PR at a price of 17 pence per share in satisfaction of certain fees due for services rendered (the "**Financial PR Shares**"), which have not as yet been issued to Roast PR.

In addition to the Fundraising Warrants, the Company has a total of 12,270,217 warrants outstanding which were granted prior to the Fundraising.

The purpose of this document is to explain the background to and reasons for the resolutions and provide you with a Notice of General Meeting, the meeting of which will be held at the offices of Crowe U.K. LLP, 55 Ludgate Hill, London, EC4M 7JW at 10.00 a.m. on 26 September 2023, to consider and, if thought fit, to pass the resolutions required to authorise the Company to allot and issue shares and disapply pre-emption rights in connection with the Fundraising and the Financial PR Shares. Further, this document provides you with information regarding additional shareholder authorities to be sought by the board of directors (the “**Board**”) at the General Meeting.

This document also explains why the Board considers that the resolutions to be proposed at the General Meeting are in the best interests of Shareholders and why the Board unanimously recommends that Shareholders vote in favour of the resolutions. Your attention is drawn to the fact that the issue of the Second Subscription Shares, the Financial PR Shares and any shares pursuant to exercise of the Fundraising Warrants is conditional and dependent upon the resolutions being passed at the General Meeting.

## **2. Resolutions proposed for consideration at General Meeting**

The Board is seeking authorities to allot and issue the remaining securities free of pre-emption rights placed pursuant to the Fundraising, being the Second Subscription Shares and the Fundraising Warrants (together referred to as the “**Additional Fundraising Securities**”). In addition to the Additional Fundraising Securities, the Board also needs authority to allot and issue the Financial PR Shares free of pre-emption rights.

In relation to Resolution 1(b), the Company is requesting authority in addition to the Additional Fundraising Securities and the Financial PR Shares to provide the Directors with authority to issue securities equal to 10 per cent. of the issued share capital of the Company. This is to ensure that the Directors have sufficient flexibility to finalise transactional opportunities which present themselves in the immediate future.

### *Resolution 1 – Directors’ authority to allot shares*

This is an ordinary resolution to grant the Directors the authority to allot and issue shares in the Company and to grant rights to subscribe for or to convert any security into such shares for the purposes of Section 551 of the Companies Act 2006 (the “**Act**”) up to a maximum aggregate nominal amount of £398,759, calculated as follows:

- (a) £295,422 in respect of 29,542,200 new Ordinary Shares in the Company in connection with the Additional Fundraising Securities and the Financial PR Shares;
- (b) £103,337 in respect of up to 10,333,700 new Ordinary Shares in the Company for such other general purposes as the Directors consider necessary or appropriate.

If approved, this authority shall, unless renewed, revoked or varied by the Company, expire on the earlier of (i) 12 months from the date of the General Meeting and (ii) the conclusion of the next annual general meeting of the Company. The exception to this is that the Directors may allot shares or grant rights after the authority has expired in connection with an offer or agreement made or entered into before the authority expired.

### *Resolution 2 – Disapplication of pre-emption rights*

It is proposed under Resolution 2 to dis-apply the statutory rights of pre-emption in respect of the allotment of equity securities for cash under Section 561(1) of the Act. This is a special resolution authorising the Directors to issue equity securities as continuing authority up to an aggregate nominal amount of £398,759 for cash on a non-pre-emptive basis pursuant to the authorities conferred by Resolution 1 above. The authority granted by this resolution will expire on the earlier of (i) 12 months from the date of the General Meeting and (ii) the conclusion of the next annual general meeting of the Company. The exception to this is that the Company may before such expiry date make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuant of such offer of agreement as if the power conferred had not expired.

## **3. Action to be taken**

Shareholders will find enclosed a Form of Proxy for use in connection with the General Meeting. Whether or not you intend to be present at the meeting, you are asked to complete the Form of Proxy in accordance

with the instructions printed thereon and return it to the Company's registrar, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX (by post or by hand) or by email to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com) as soon as possible and, in any event, no later than 10.00 a.m. on 22 September 2023, being 48 hours (not counting any part of a day that is not a business day) before the time appointed for the holding of the General Meeting.

If you hold shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Share Registrars Limited (ID 7RA36), so that it is received no later than 10.00 a.m. on 22 September 2023.

Completion of a Form of Proxy or the giving of a CREST Proxy Instruction will not prevent you from attending the General Meeting and voting in person (in substitution for your proxy vote) if you wish to do so and are so entitled.

#### **4. Recommendation**

The Board considers that the resolutions described in this document is in the best interests of Shareholders as a whole and accordingly recommends that Shareholders vote in favour of the resolutions to be proposed at the General Meeting. The Directors intend to vote in favour of the resolutions in respect of their entire beneficial holdings of Ordinary Shares which amount to 20,267,526 Ordinary Shares in aggregate, representing approximately 19.68 per cent. of the Ordinary Shares of the Company as at the date hereof.

Yours faithfully,

**Min Yang**  
*Chairman*

# BSF ENTERPRISE PLC

*(Incorporated in England and Wales under the Companies Act 2006 with registered number 11554014)*

## NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of BSF Enterprise Plc (the “**Company**”) will be held at 10.00 a.m. on 26 September 2023 at the offices of Crowe U.K. LLP, 55 Ludgate Hill, London, EC4M 7JW for the following purposes:

To consider and, if thought fit, pass Resolution 1 which will be proposed as an ordinary resolution, and Resolution 2 which will be proposed as a special resolution:

### Ordinary Resolution

1. THAT the Directors be and are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the “**Act**”), to exercise all the powers of the Company to allot and issue shares in the Company and to grant rights to subscribe for or to convert any security into such shares up to a maximum aggregate nominal amount of £398,759, calculated as follows:
  - (a) £295,422 in respect of 29,542,200 new Ordinary Shares in the Company in connection with the Additional Fundraising Securities and the Financial PR Shares;
  - (b) £103,357 in respect of up to 10,333,700 new Ordinary Shares in the Company for such other general purposes as the Directors consider necessary or appropriate.

This authority shall, unless renewed, revoked or varied by the Company, expire on the earlier of (i) 12 months from the date of the General Meeting and (ii) the conclusion of the next annual general meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be issued pursuant to any such offer or agreement as if the authority hereby conferred had not expired.

### Special Resolution

2. THAT the Directors are hereby empowered pursuant to section 570 of the Act, subject to the passing of Resolution 1 above, to allot equity securities for cash pursuant to the authority conferred by Resolution 1 as if section 561(1) of the Act did not apply to any such allotment provided that such power shall be limited to:
  - (a) the allotment of equity securities in connection with an offer of equity securities to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
  - (b) the allotment of equity securities (otherwise than pursuant to sub-paragraph (a) of this resolution above) up to an aggregate nominal amount of £398,759.



This authority shall, unless renewed, revoked or varied by the Company, expire on the earlier of (i) 12 months from the date of the General Meeting and (ii) the conclusion of the next annual general meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be issued pursuant to any such offer or agreement as if the authority hereby conferred had not expired.

BY ORDER OF THE BOARD OF DIRECTORS

**Geoff Baker**  
*Company Secretary*

7 September 2023

Registered office: c/o Ince & Co., Aldgate Tower, 2 Lemn Street, London, E1 8QN, United Kingdom

**Notes:****Entitlement to attend and vote**

1. The right to attend and vote at the meeting is determined by reference to the Company's register of members. Only a member entered in the register of members at 10.00 a.m. on 22 September 2023 (or, if this meeting is adjourned, in the register of members at close of business on the day two days prior to the adjourned meeting) is entitled to attend and vote at the meeting and a member may vote in respect of the number of Ordinary Shares registered in the member's name at that time. Changes to the entries in the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

**Proxies**

2. 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 at a general meeting of the Company and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes set out in the proxy form.
3. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
4. 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 in the proxy form. If you sign and return the proxy form with no name inserted in the box, 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.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by contacting the Company's registrar at Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX; Tel 01252 821390. Calls are charged at the standard rate. If you are outside the United Kingdom, please call +44 1252 821390.
6. 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.
7. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
8. To be valid for the meeting, a form of proxy should be completed, signed and lodged (together with any power of authority or any other authority under which it is signed or a duly certified copy of such power of authority) with the Company's registrar:
  - by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions;
  - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice; or
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 13-16 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 10.00 a.m. on 22 September 2023.

9. To direct your proxy how to vote on the resolutions mark the appropriate box on the proxy form with an 'X'. To abstain from voting on a resolution, mark the box "vote withheld". A "vote withheld" is not a vote in law which means that the vote will not be counted in the calculation of votes "for" and "against" the resolution. Marking "Discretionary", or failing to mark any box against a resolution, will mean your proxy can vote as he or she wishes or can decide not to vote at all.
10. The Chairman of the meeting shall act as a proxy unless another proxy is desired, in which case, insert full name of your proxy in the space provided in the proxy form. A proxy will act in his/her discretion in relation to any business, other than that above, at the meeting (including any resolution to amend a resolution or to adjourn the meeting).
11. In the case of a corporation, the proxy form must be executed under its common seal or signed on its behalf by an attorney or officer of the corporation.
12. In the case of joint holders, the vote of the senior holder shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of members in respect of the joint holding.

**Appointment of proxy using CREST electronic proxy appointment service**

13. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by utilising 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(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

14. In order for a proxy appointment 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 & International’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 issuer’s agent, Share Registrars Limited (ID 7RA36), by 10.00 a.m. on 22 September 2023. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
15. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) 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 sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
16. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

#### **Corporate representatives**

17. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

#### **Nominated persons**

18. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a “**Nominated Person**”) may have a right under an agreement between him and the shareholder by whom he was nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.
19. The statement of the rights of members in relation to the appointment of proxies as stated above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by members of the Company.

#### **Issued Share Capital and Total Voting Rights**

20. As at 6 September 2023, which is the latest practicable date prior to the publication of this notice, the Company’s issued share capital comprised 102,972,198 Ordinary Shares of £0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company. The Company does not hold any shares in treasury. Therefore, the total number of voting rights in the Company as at 6 September 2023 is 102,972,198. Of the Ordinary Shares in issue, 7,798,491 shares have been issued as restricted shares under the Company’s Restricted Share Plan or under agreements containing equivalent terms, are subject to voting restrictions and cannot be voted at the meeting.
21. The Company’s website will include information on the number of shares and voting rights.

#### **Members’ rights to ask questions**

22. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

#### **Website**

23. A copy of this notice and other information required by section 311A of the Companies Act 2006, can be found at [www.bsferprise.com](http://www.bsferprise.com).

#### **Voting results**

24. The results of the voting at the General Meeting will be announced through a regulatory information service and will appear on the Company’s website, [www.bsferprise.com](http://www.bsferprise.com) as soon as is practicable.

#### **Communications with the Company**

25. Except as provided above, members who have general queries about the General Meeting should telephone Share Registrars Limited on 01252 821390. Calls are charged at the standard rate. If you are outside the United Kingdom, please call +44 1252 821390. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.00 p.m., Monday to Friday excluding public holidays in England and Wales. No other methods of communication will be accepted. You may not use any electronic address provided either in this notice of general meeting, or in any related documents (including the Form of Proxy), to communicate with the Company for any purposes other than those expressly stated.

