

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twelfth Annual General Meeting of SMTRACK BERHAD will be held at Meeting Room 2, TAN'YAA Hotel by Ri-Yaz of G-02, Ground Floor, Primera Suite, Block 3520, Jalan Teknokrat 6, Cyber 5, 63000 Cyberjaya, Selangor Darul Ehsan, Malaysia on Thursday, 28 December 2017 at 10.30 a.m. for the following purposes:-

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| 1. To receive the Audited Financial Statements for the financial period ended 31 July 2017 together with Reports of the Directors' and the Auditors' thereon. | Please refer to Note 7 |
| 2. To approve the payment of Directors' fees of RM132,000 for the financial year ended 31 July 2017. | Ordinary Resolution 1 |
| 3. To approve the Directors' fees and benefits payable up to an amount of RM150,000.00 for the period from 1 August 2017 until the next Annual General Meeting of the Company to be held in 2018. | Ordinary Resolution 2 |
| 4. To re-elect the following Directors who retire pursuant to Article 95 of the Articles of Association of the Company:-
(i) Encik Azmi Bin Osman | Ordinary Resolution 3 |
| 5. To re-elect the following Directors who retire pursuant to Article 88 of the Articles of Association of the Company:-
(i) Encik Mohd Anuar Bin Mohd Hanadzlah
(ii) Mr. Chow Hung Keey | Ordinary Resolution 4
Ordinary Resolution 5 |
| 6. To re-appoint Messrs. KC Chia & Noor as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 6 |

As Special Business

To consider and, if thought fit, to pass the following resolution:-

7. **AUTHORITY FOR DIRECTORS TO ISSUE SHARES PURSUANT TO SECTION 76 OF THE COMPANIES ACT, 2016**
- "THAT**, subject always to the Companies Act, 2016 (the "Act"), Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 76 of the Companies Act, 2016 to issue and allot not more than ten per centum (10%) of the total number of issued shares of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company **AND THAT** the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof;
- AND THAT** the Directors of the Company are also empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad."
8. To transact any other business that may be transacted at an annual general meeting of which due notice shall have been given in accordance with the Companies Act, 2016 and the Articles of Association of the Company.
- Ordinary Resolution 7**

BY ORDER OF THE BOARD

WONG YOUN KIM (MAICSA 7018778)

Company Secretary
Selangor Darul Ehsan

Date : 30 November 2017

NOTES:

- A member entitled to attend and vote at the meeting of the Company is entitled to appoint up to two (2) proxies to attend and vote in his stead, and that a proxy may but need not be a Member.
- Where a member appoints more than one proxy to attend at the same meeting, the instrument of proxy must specify the proportions of his shareholdings to be represented by each proxy. He must also specify which proxy is entitled to vote.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint up to two (2) proxies in respect of each securities account ("Omnibus account") it holds with ordinary shares of the Company standing to the credit of the said securities account.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation either under the common seal or under the hand of an officer or attorney so authorised.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarized certified copy of that power or authority, shall be deposited at the registered office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting and any adjournment thereof.
- In respect of deposited securities, only a members whose names appear on the Record of Depositors on 21 December 2017 shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- Agenda 1 is to table the Audited Financial Statements pursuant to the provision of Section 340(1)(a) of the Companies Act, 2016 and is meant for discussion only. It does not require a formal approval and/or adoption by the shareholders of the Company and hence, Agenda 1 is not put forward for voting.

EXPLANATORY NOTES ON SPECIAL BUSINESS

Ordinary Resolution 7

- Resolution pursuant to Section 76 of the Companies Act, 2016

The Proposed Ordinary Resolution 7, if passed, is to give the Directors of the Company flexibility to issue and allot shares up to an amount not exceeding ten (10) per centum of the Company's total number of issued share capital for the time being upon such terms and conditions and for such purposes and to such person or persons as Directors of the Company in their absolute discretion consider to be in the interest of the Company, without having to convene a separate general meeting so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund-raising exercises including but not limited to further placement of shares for purposes of funding current and/or future investment projects, working capital and/or acquisitions. This authority will expire at the conclusion of the next AGM of the Company or at the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

The general mandate sought for issue of shares is a renewal of the mandate that was approved by the shareholders at the last AGM held on 30 December 2016 which will lapse at the conclusion of this AGM.

Up to the date of this Notice, a total of 26,007,100 Placement Shares had been issued and allotted during the period from 5 September 2017 to 21 September 2017 in two (2) tranches. The status of the utilisation of proceed raised from the Proposed Private Placement is as follows:-

Purpose	Proposed Utilisation RM'000	Actual Utilisation RM'000	Intended Timeframe for Utilisation (from listing date)
Expenses and payment of the deposit for the Proposed Acquisition of entire equity interest in Wellspring Worldwide Limited	7,192	7,802	Within 12 months
Expenses for the Corporate Proposals	350	750	Within 2 weeks
Total gross proceeds	7,542	8,552	

PERSONAL DATA POLICY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.