

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Thirteenth 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 on Monday, 24 December 2018 at 10.30a.m. for the following purposes:-

**AGENDA**

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|--|-------------------------------|
| 1. To receive the Audited Financial Statements for the financial year ended 31 July 2018 together with Reports of the Directors' and the Auditors' thereon.                                    | <b>Please refer to Note 7</b> |
| 2. To approve the additional payment of Directors' fees of RM89,000 for the financial year ended 31 July 2018.   | <b>Ordinary Resolution 1</b>  |
| 3. To approve the Directors' fees and benefits payable up to an amount of RM420,000 for the period from 1 August 2018 until the next Annual General Meeting of the Company to be held in 2019. | <b>Ordinary Resolution 2</b>  |
| 4. To re-elect the following Director who retire pursuant to Article 95 of the Articles of Association of the Company:-<br>(i) Mr. Zheng, ZhuoXuan   | <b>Ordinary Resolution 3</b>  |
| 5. To re-elect the following Directors who retire pursuant to Article 88 of the Articles of Association of the Company:-<br>(i) Datuk Tan Choon Hwa (JP, JMK)                                  | <b>Ordinary Resolution 4</b>  |
| (ii) Mr. Anthony Goh Shee Hiang  | <b>Ordinary Resolution 5</b>  |
| 6. To re-appoint Messrs. Jamal, Amin & Partners as Auditors of the Company and to authorise the Directors to fix their remuneration.   | <b>Ordinary Resolution 6</b>  |

**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 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."
- Ordinary Resolution 7**
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.

**BY ORDER OF THE BOARD**

**WONG YOUN KIM (MAICSA 7018778)**

Company Secretary

Selangor Darul Ehsan

Date : 30 November 2018

**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 17 December 2018 shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend and/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 28 December 2017 which will lapse at the conclusion of this AGM.

Up to the date of this Notice, no shares have been issued pursuant to the general mandate granted at the Twelfth AGM of the Company.

**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.