

NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting of SMRT Holdings Berhad ("**SMRT**" or "**Company**") will be held at Lecture Hall 3, Level 4, Academic Block, University of Cyberjaya Campus, Persiaran Bestari, Cyber 11, 63000 Cyberjaya, Selangor Darul Ehsan on Thursday, 30 July 2020 at 10.00 a.m. for the following purposes:

AGENDA

ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon. **Please refer to Explanatory Note 1**
- To approve the payment of Directors' fees to be paid to Non-Executive Directors and meeting allowances to be paid to Directors from 31 July 2020 until the conclusion of the next Annual General Meeting. **Resolution 1 Please refer to Explanatory Note 2**
- To re-elect Ms Soh Eng Hooi who retires by rotation pursuant to Clause 97 of the Company's Constitution and being eligible, offers herself for re-election. **Resolution 2**
- To re-elect Mr Leow Nan Chye who retires by rotation pursuant to Clause 97 of the Company's Constitution and being eligible, offers himself for re-election. **Resolution 3**
- To re-elect Datuk Mohd Radzif Bin Mohd Yunus who retires by casual vacancy pursuant to Clause 104 of the Company's Constitution and being eligible, offers himself for re-election. **Resolution 4**
- To re-elect Mr Chu Kheh Wee who retires by casual vacancy pursuant to Clause 104 of the Company's Constitution and being eligible, offers himself for re-election. **Resolution 5**
- To re-elect Ms Lim Kwee Yong who retires by casual vacancy pursuant to Clause 104 of the Company's Constitution and being eligible, offers herself for re-election. **Resolution 6**
- To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 7**

SPECIAL BUSINESS:

To consider and, if thought fit, to pass with or without modifications, the following resolutions:

9. ORDINARY RESOLUTION

AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

"**THAT** subject to Sections 75 and 76 of the Companies Act, 2016 and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this Resolution in any one financial year does not exceed ten per cent (10%) of the total number of issued shares of the Company (excluding treasury shares) for the time being.

AND THAT such authority shall commence immediately upon passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

**Resolution 8
Please refer to Explanatory Note 3**

10. ORDINARY RESOLUTION

RETENTION OF INDEPENDENT DIRECTOR PURSUANT TO PRACTICE 4.2 OF THE MALAYSIAN CODE ON CORPORATE GOVERNANCE

"**THAT** subject to the passing of Resolution 3 and pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance, Mr Leow Nan Chye be and is hereby retained as Independent Non-Executive Director of the Company and he shall continue to act as Independent Non-Executive Director notwithstanding that he has been on the Board of Directors of the Company for a cumulative term of more than twelve (12) years since 5 October 2005."

**Resolution 9
Please refer to Explanatory Note 4**

ANY OTHER BUSINESS:

- To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

BY ORDER OF THE BOARD

WONG YOUN KIM (MAICSA 7018778)
PRACTICING CERTIFICATE NO. 201908000410
YIP SIEW CHENG (MAICSA 7006780)
PRACTICING CERTIFICATE NO. 202008001527
Company Secretaries

Kuala Lumpur
Dated: 30 June 2020

NOTES:

- A member of the Company entitled to attend and vote at the meeting may appoint one or more proxies (or being a corporate member, a corporate representative) to attend and vote in his/her stead. A proxy may but need not be a member of the Company.

- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his/her attorney or in the case of a corporation executed under its common seal or signed on behalf of the corporation by its attorney or by an officer duly authorised.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or executed must be deposited at the Registered Office of the Company at Level 8, Tower Block, CUCMS Campus, Persiaran Bestari, Cyber 11, 63000 Cyberjaya, Selangor Darul Ehsan not less than 24 hours before the time appointed for holding the meeting or any adjournment thereof.
- Only members whose names appear in the Record of Depositors on 24 July 2020 shall be entitled to attend, speak and vote at the meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.

EXPLANATORY NOTES:

1. Audited Financial Statements

This item of the Agenda is meant for discussion only. The provisions of Section 340(f) of the Companies Act, 2016 require the Audited Financial Statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such, this item of the Agenda is not a business which requires a resolution to be put to vote by shareholders.

2. Directors' Remuneration

Section 230(f) of the Companies Act, 2016 provides amongst others that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

In this respect, the Board wishes to seek shareholders' approval for the proposed Ordinary Resolution 1 for payment of Directors' fees to be paid to Non-Executive Directors and meeting allowances to be paid to Directors from 31 July 2020 until the conclusion of the next Annual General Meeting of the Company comprising the following, with or without modifications:

		Directors' Fees (Per Director) RM	Meeting Allowance (Per Meeting) RM
Board of Directors	Non-Executive Directors	Up to 4,000 per month	500
Audit and Risk Management Committee	Chairman	-	1,000
	Member	-	500
Nomination and Remuneration Committees	Chairman	-	1,000
	Member	-	500

3. Authority to Issue Shares

The proposed **Ordinary Resolution 8** is a renewal of the previous year's mandate and if passed, will authorise the Directors of the Company to issue new shares up to an amount not exceeding in total 10% of the total number of issued shares of the Company (excluding treasury shares) at the time of issue, for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of notice of meeting, no shares have been issued pursuant to the general mandate granted at the last Annual General Meeting of the Company.

This mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. This mandate is also meant for any possible fund raising exercises including but not limited to further placement of shares, for purpose of funding current and/or future investments, working capital and/or acquisitions.

4. Retention of Independent Director

The proposed **Ordinary Resolution 9** is to seek shareholders' approval to retain Mr Leow Nan Chye as Independent Non-Executive Director of the Company. Mr Leow Nan Chye has served the Company as Independent Non-Executive Director for 15 years since 5 October 2005 and he has expressed his intention to seek re-appointment as Independent Non-Executive Director of the Company. If the Board continues to retain independent director after 12 years pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance, the Board should provide justification and seek annual shareholders' approval through a two-tier voting process.

The Nomination Committee had assessed the independence of Mr Leow Nan Chye and recommended to the Board that he be retained as Independent Non-Executive Director of the Company based on his ability to maintain independent judgement and to express unbiased views without any influence. He is familiar with the Group's business operations and has devoted time and commitment and has exercised due care in discharging his duties and responsibilities as Independent Non-Executive Director. He has fulfilled the criteria under the definition of Independent Director as defined in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.