

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Fifteenth Annual General Meeting of SMTRACK BERHAD will be conducted fully virtual at the Broadcast Venue at Level 10, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan on Monday, 28 December 2020 at 10.30 a.m. for the following purposes:-

- A G E N D A**
- To endorse the Audited Financial Statements for the financial year ended 31 July 2020 together with Reports of the Directors' and the Auditors' thereon. **Please refer to Note 7**
  - To approve the Directors' fees and benefits of payable up to an amount of RM300,000 for the period from 29 December 2020 until the next Annual General Meeting of the Company to be held in 2021. **General Meeting of the Ordinary Resolution 1**
  - To re-elect the following Director who retires pursuant to Clause 97 of the Constitution of the Company:- **Ordinary Resolution 2**
    - Mr. Azmi Bin Osman
  - To re-elect the following Directors who retire pursuant to Clause 104 of the Constitution of the Company:- **Ordinary Resolution 3**
    - Dato' Zaidi Bin Mat Isa @ Hashim
    - Dato' Sri Shaharuddin Bin Khalid
    - Datuk Chua Wei Kee
  - To re-appoint Messrs. Jamal, Amin & Partners as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

**As Special Business**

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

- PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**  
"THAT the Proposed Amendments to the Constitution of the Company as set out in "Appendix A" be and are hereby approved and adopted.  
**AND THAT** the Directors of the Company be and are hereby authorised to do all acts and things and take all such steps that may be necessary and/or expedient to give effect to the Proposed Amendments to the Constitution of the Company will full power to assent to any modification, variation and/or amendment as may be required by the relevant authorities." **Special Resolution**
- AUTHORITY FOR DIRECTORS TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**  
"THAT subject to the passing of Special Resolution, pursuant to Sections 75 and 76 of the Companies Act, 2016 ("the Act"), and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorized pursuant to Sections 75 and 76 of the Act to issue and allot shares in the company at any time the Constitution of the Company and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company at any time until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deemed fit, provided that the aggregate number of shares to be issued does not exceed 20% of the total number of issued shares of the Company for the time being and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares to be issued." **Ordinary Resolution 7**
- ENHANCED GENERAL MANDATE FOR RIGHTS ISSUE ON PRO RATA BASIS ("ENHANCED RIGHTS ISSUE MANDATE")**  
"THAT subject to the approvals of the relevant governmental/regulatory authorities and compliance with the relevant applicable legal requirements including the Constitution of the Company, and any other constituent documents (if any), the Directors be and are hereby empowered to undertake an Enhanced Rights Issue Exercise from the date of the Annual General Meeting up to 31 December 2021, **PROVIDED ALWAYS THAT:**  
(i) The Enhanced Rights Issue Mandate can only be exercised for rights issue of Ordinary Shares;  
(ii) The new shares to be issued in line with the Enhanced Rights Issue Mandate must not exceed 50% of the total number of issued shares (excluding Treasury Shares);  
(iii) The price of the Rights Shares to be issued are not priced at more than 30% discount to the theoretical ex-rights price;  
(iv) An irrevocable letter(s) of undertaking from the existing controlling shareholders to subscribe for their full entitlements is procured; and  
(v) The Company continues to comply with all the other requirements for new issue of securities under the Listing Requirements of Bursa Malaysia Securities Berhad, including the obligation to announce the rights issue with information as prescribed in the Listing Requirements.  
**THAT** the Board be and is hereby authorised to disregard and deal with any fractional entitlements of the Rights Shares arising from the Rights Issue of Shares, if any, in such manner as the Board, in their absolute discretion deems fit, expedient, and to be in the best interest of the Company.  
**THAT** the rights shares which are not taken up or validly taken up shall be made available for excess applications by the Entitled Shareholders and/ or their renounee(s), if any, the Board be and is hereby authorised to allocate such excess rights shares on a basis as the Board shall at its absolute discretion, deem fit, expedient, and to be in the best interest of the Company.  
**THAT** the proceeds from the Enhanced Rights Issue be utilised in such manner as the Board, may at its absolute discretion, deem fit, expedient and to be in the best interest of the Company, subject to the approval of the relevant authorities, where required.  
**THAT** the rights shares shall, upon allotment and issuance, rank pari passu in all respects with the existing Shares, save and except that the rights shares will not be entitled to any dividends, rights, allotments and/ or any other form of distributions where the entitlement date of such dividends, rights, allotments and/ or any other form of distributions precedes the relevant date of allotment and issuance of the rights shares.  
**AND THAT** the Board be and is hereby authorised to sign and execute all documents to give effect to the Enhanced Rights Issue with full power to assent to any condition, modification, variation and/ or amendment in any manner as may be required or imposed by the relevant authorities and to take all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effect to the Enhanced Rights Issue." **Ordinary Resolution 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 Constitution of the Company.

BY ORDER OF THE BOARD

**WONG YOUN KIM** (MAICSA 7018778)

(SSM Practising Certificate No.: 201908000410)

Company Secretary

Selangor Darul Ehsan

Date : 27 November 2020

**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 twenty-four (24) hours before the time appointed for holding the meeting and any adjournment thereof.
- In respect of deposited securities, only a member whose names appear on the Record of Depositors on 21 December 2020 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**

**Special Resolution**

**Proposed Amendments to the Constitution of the Company**

The Special Resolution proposed under item 6 is in line with Bursa Malaysia Securities Berhad's letter dated 16 April 2020 to allow a listed corporation to seek a higher mandate under Rule 6.03 of the ACE Market Listing Requirements of not more than twenty percent (20%) of the total number of issued shares for issue of new securities and the prevailing statutory and regulatory requirements, as well as to provide clarity and consistency. The Proposed Amendments to the Constitution of the Company are set out in the "Appendix A" accompanying the Notice of the AGM dated 27 November 2020.

This Special Resolution needs a majority of not less than seventy-five percent (75%) of such members who are entitled to vote either in person or by proxy.

**Ordinary Resolution 7**

**Resolution pursuant to Sections 75 and 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 twenty per centum (20%) 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.

The Board is of the opinion that the issue and allot shares up to an amount not exceeding twenty per centum (20%) is in the best interest of the Company.

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 27 December 2019 which will lapse at the conclusion of this AGM.

This authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

As at the date of this Notice, a total of 14,890,000 Placement Shares has been issued and allotted during the period from 4 September 2019 to 17 September 2019 in two (2) tranches. The status of the utilisation of proceed raised from the Proposed Private Placement is as follows:-

Purpose	Proposed Utilisation RM	Actual Utilisation RM	Intended Timeframe for Utilisation (from listing date)
Working Capital	5,170,710	5,170,710	Within 18 months
Estimated expenses relating to the Proposed Private Placement	130,000	130,000	Within 2 weeks
	<b>5,300,710</b>	<b>5,300,710</b>	

**Ordinary Resolution 8**

**Enhanced General Mandate for Rights Issue on Pro Rata Basis**

The Enhanced Rights Issue Mandate is a temporary relief measure allowing eligible listed issuers to obtain mandated shareholder approval at a general meeting to undertake rights issue exercises.

This temporary flexibility will allow expedited right issue exercises by the Company via an enhanced rights issue framework, which allows the Company to issue new rights shares on a pro rata basis, up to 50% of the total number of issued shares.

Under this expedited process, the Company will be granted greater flexibilities to manage market uncertainties while making capital calls, and fast track secondary fundraising, subject to certain safeguards.

The Board is of the opinion that the Enhance Rights Issue Mandate in the best interest of the Company and its shareholders.

**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.

**SMTRACK BERHAD**  
Registration No.: 200401000918 (639421-X)  
(Incorporated in Malaysia)

### **ADMINISTRATIVE GUIDE**

#### **IN RESPECT OF THE FIFTEENTH ANNUAL GENERAL MEETING (“15<sup>TH</sup> AGM”) TO BE HELD VIA AN ONLINE PLATFORM**

<b>DATE:</b>	<b>TIME:</b>	<b>BROADCAST VENUE:</b>
Monday 28 December 2020	10.30 a.m	Level 10, Tower 1, Avenue 5, Bangsar South City 59200 Kuala Lumpur, Wilayah Persekutuan

#### **GENERAL MEETING RECORD OF DEPOSITORS**

1. In respect of deposited securities, only members whose names appear on the Record of Depositors on 21 December 2020 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the or appoint proxy(ies) to attend and/or vote on his(her) behalf.

#### **PROXY**


2. A member entitled to participate and vote remotely at the 15<sup>th</sup> AGM using the Virtual Meeting Facilities is entitled to appoint proxy/proxies, to participate and vote instead of him. If you are unable to attend the meeting and wish to appoint a proxy to vote on your behalf, please submit your Proxy Form in accordance with the notes and instructions set out hereunder.
3. Alternatively, if a shareholder is unable to attend the Annual General Meeting via Virtual Meeting Facilities on 28 December 2020, he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form.
4. The instrument appointing a proxy must 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 twenty-four (24) hours before the time appointed for the taking of poll at the meeting or adjourned meeting, not later than **Sunday, 27 December 2020 at 10.30 a.m.**

#### **POLL VOTING**

5. The voting at the 15<sup>th</sup> AGM will be conducted by poll in accordance with Rule 8.13A of ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed HMC CORPORATE SERVICES SDN BHD as Poll Administrator to conduct the poll by way of online voting and USearch Management Services as Scrutineers to verify the poll results.
6. Shareholders can proceed to vote on the resolutions and submit your votes at any time from the commencement of the 15<sup>th</sup> AGM at 10.30 a.m. and before the end of the voting session which will be announced by the Chairman of the meeting. The Online Voting link will be displayed in the Chat Box upon the commencement of the meeting. The QR Code for the Online Voting will also display on the screen upon the commencement of the voting session. Upon completion of the voting session for the 15<sup>th</sup> AGM, the Scrutineers will verify and announce the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

## VIRTUAL MEETING FACILITIES

7. We would like to invite the Shareholders to participate and vote remotely at the 15<sup>th</sup> AGM using the Virtual Meeting Facilities. Please refer to item 10 on the registration link.
8. For Corporate Shareholders, please register yourself via the Registration Link provided below to provide the following documents to HMC Corporate Services Sdn Bhd not later than **Sunday, 27 December 2020 at 10.30 a.m.**
- (a) Original certificate of appointment of its Corporate Representative under the seal of the corporation; and
- (b) Corporate Representative's e-mail address and hand-phone number.
- Upon receipt of such documents, HMC Corporate Services Sdn Bhd will liaise with yourselves on the participation link.
9. For the beneficiary of the shares under a Nominee Company's CDS account who wishes to use the Virtual Meeting Facility at the 15<sup>th</sup> AGM may request its Nominee Company to appoint him/her as proxy to participate and vote remotely at the 15<sup>th</sup> AGM via the Virtual Meeting Facilities, please submit the duly executed proxy form to HMC Corporate Services Sdn Bhd not later than **Sunday, 27 December 2020 at 10.30 a.m.** and register yourself via the Registration Link below.
10. Please follow the following steps to be taken for participating and voting via the Virtual Meeting Facilities:

BEFORE THE AGM		
(a)	<b>REGISTRATION</b>	<ul style="list-style-type: none"> <li>Please click on the following link to register yourself as Shareholder/Proxy/Corporate Representative/Beneficiary Owner of an Exempt Nominee for verification of attendance purpose. You may register not later than 27 December 2020 at 10.30 a.m.</li> </ul> <p>Registration Link <a href="https://bit.ly/3feZ6vQ">https://bit.ly/3feZ6vQ</a></p>
(b)	<b>CONFIRMATION ATTENDANCE</b>	<ul style="list-style-type: none"> <li>Upon verification, the participation link will be sent to you via email.</li> </ul>
(c)	<b>SUBMISSION OF QUESTIONS</b>	<ul style="list-style-type: none"> <li>You may submit any questions online by scanning the QR Code below or via <a href="https://bit.ly/2KiP2Xb">https://bit.ly/2KiP2Xb</a> and to submit your questions accordingly:</li> </ul> <div style="text-align: center;">  </div>
ON THE AGM DAY		
(d)	<b>PARTICIPATION</b>	<ul style="list-style-type: none"> <li>To participate in the meeting, click on the participation link which was provided to you via email, at least 15 minutes before the commencement of</li> </ul>

		<p>meeting at 10.30 a.m. on 28 December 2020.</p> <ul style="list-style-type: none"> <li>• If you have any questions to be raised during the meeting, you may submit it by using the Q&amp;A box.</li> <li>• The Chairman/Board of Directors will address the questions submitted prior or during the meeting accordingly.</li> </ul>
(e)	<b>ONLINE VOTING</b>	<ul style="list-style-type: none"> <li>• Upon the commencement of the meeting, the link to the online voting will be displayed in the Chat Box of the Virtual Meeting Room.</li> <li>• Members or proxies may commence voting from 10.30 a.m. on 28 December 2020 until such time when the Chairman announces the closing of the voting session.</li> <li>• After the counting of votes, the Chairman will announce the poll results.</li> </ul>
(f)	<b>CLOSURE</b>	The 15 <sup>th</sup> AGM will be closed upon the announcement by the Chairman.

#### **NO DOOR GIFT**

There will be no distribution of door gifts for the participation of the AGM.

#### **NO RECORDING OR PHOTOGRAPHY**

Unauthorised recording and photography are strictly prohibited at the AGM.

#### **ENQUIRY**

If you have any enquiry or require any assistance before or during the AGM, please contact the following during office hours from 9.00 a.m. to 5.00 p.m. (Mondays to Fridays).

**HMC CORPORATE SERVICES SDN BHD**  
**Registration No. 198201003810 (83556-P)**  
 Level 2, Tower 1, Avenue 5  
 Bangsar South City  
 59200 Kuala Lumpur  
 Tel : 603-2241 5800  
 Mobile/WhatsApp: 017 388 3989  
 Fax : 603-2282 5022  
 Email : [office365support@hmc.my](mailto:office365support@hmc.my)  
 Contact Person: HMC Virtual Meeting Administrator

Kindly check the Company's announcement to Bursa Malaysia Securities Berhad for the latest updates on the arrangement of the 15<sup>th</sup> AGM.