

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of SMTrack Berhad ("SMTrack" or "Company") will be conducted fully virtual at the Broadcast Venue at Level 10, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur on Monday, 28 December 2020 at 11:30 a.m or immediately after the conclusion or adjournment (as the case may be) of the 15th Annual General Meeting of SMTrack which will be held at the same venue on the same day, whichever is later, for the purpose of considering and if thought fit, passing the following resolution with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED ISSUANCE OF REDEEMABLE CONVERTIBLE NOTES ("NOTES") WITH AN AGGREGATE PRINCIPAL AMOUNT OF UP TO RM120 MILLION ("PROPOSED NOTES ISSUE")

"THAT, subject to the approval of all relevant authorities, approval be and is hereby given to the Company to:

- (i) issue up to RM120 million nominal value of Notes, convertible into new ordinary shares in SMTrack ("SMTrack Shares") at a conversion price to be determined in accordance with the terms and conditions of the subscription agreement dated 20 October 2020 entered into between the Company and Advance Opportunities Fund and Advance Opportunity Fund 1 as Subscribers in relation to the Proposed Notes Issue ("**Subscription Agreement**"); and
- (ii) allot and issue such number of new SMTrack Shares pursuant to the conversion of the Notes, from time to time during the tenure of the Notes, credited as fully paid-up, to or to the order of the Notes in accordance with the terms and conditions of the Subscription Agreement;

AND THAT such new SMTrack Shares to be issued arising from the conversion of the Notes, shall, upon allotment and issuance, be listed on the ACE Market of Bursa Malaysia Securities Berhad and rank equally in all respects with the then existing SMTrack Shares except that they will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid prior to the relevant date of allotment of the new SMTrack Shares;

AND THAT the Board be and is hereby authorised to take all such steps and to enter into all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, assignments and guarantees, with any party or parties and to do all acts and things, as the Board may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Notes Issue with full powers to sign and execute all documents, make applications to authorities and regulatory bodies for any approvals and consents required and assent to any conditions, modifications, revaluations, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things in any manner as they may deem necessary or expedient and/or appropriate to implement, finalise and give full effect to the Proposed Notes Issue."

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE PRINCIPAL ACTIVITIES OF THE COMPANY AND ITS SUBSIDIARIES TO INCLUDE THE BUSINESS OF COMMERCIAL AIR TRANSPORT OPERATIONS ("AIR OPERATOR") ("PROPOSED DIVERSIFICATION")

THAT, subject to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and approvals of all relevant authorities (if required) being obtained, approval be and is hereby granted to the Company and its subsidiaries ("**Group**") to diversify their principal activities to include the business of low cost air carriage services of passenger and cargo;

AND THAT the Board of Directors ("**Board**") be and is hereby authorised to do all acts, deeds and things as are necessary to give effect to the Proposed Diversification with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in the best interest of our Group and in order to carry out, finalise and give full effect to the Proposed Diversification.

By Order of the Board

Wong Youn Kim
(MAICSA No. 7018778)
(SSM PC No. 201908000410)

Company Secretary
Kuala Lumpur
9 December 2020

NOTES:

1. 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 not need to be a Member.
2. 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.
3. 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.
4. 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.
5. 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.
6. In respect of deposited securities, only members 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/or vote on his behalf.



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

ADMINISTRATIVE GUIDE

IN RESPECT OF THE EXTRAORDINARY GENERAL MEETING (“EGM”) TO BE HELD VIA AN ONLINE PLATFORM

DATE: Monday, 28 December 2020	TIME: 11.30 a.m.	BROADCAST VENUE: Level 10, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan
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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 EGM 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 EGM 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 11.30 a.m.**

POLL VOTING

5. The voting at the EGM 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 EGM at 11.30 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 EGM, 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 EGM 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 11.30 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 EGM may request its Nominee Company to appoint him/her as proxy to participate and vote remotely at the EGM 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 11.30 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 EGM		
(a)	REGISTRATION	<ul style="list-style-type: none"> 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 11.30 a.m. <p>Registration Link https://bit.ly/2JX9OLI</p>
(b)	CONFIRMATION ATTENDANCE	<ul style="list-style-type: none"> Upon verification, the participation link will be sent to you via email.
(c)	SUBMISSION OF QUESTIONS	<ul style="list-style-type: none"> You may submit any questions online by scanning the QR Code below or via https://bit.ly/3IPEI6b and to submit your questions accordingly: <div style="text-align: center;">  </div>
ON THE EGM DAY		
(d)	PARTICIPATION	<ul style="list-style-type: none"> 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 meeting at 11.30 a.m. on 28 December 2020. If you have any questions to be raised during the meeting, you may submit it by using the Q&A box. The Chairman/Board of Directors will address the questions submitted prior or during the meeting accordingly.

(e)	ONLINE VOTING	<ul style="list-style-type: none"> • Upon the commencement of the meeting, the link to the online voting will be displayed in the Chat Box of the Virtual Meeting Room. • Members or proxies may commence voting from 11.30 a.m. on 28 December 2020 until such time when the Chairman announces the closing of the voting session. • After the counting of votes, the Chairman will announce the poll results.
(f)	CLOSURE	The EGM 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 EGM.

NO RECORDING OR PHOTOGRAPHY

Unauthorised recording and photography are strictly prohibited at the EGM.

ENQUIRY

If you have any enquiry or require any assistance before or during the EGM, 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
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 EGM.