



SMTRACK BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting of SMTRACK BERHAD will be held at the Broadcast Venue at Level 10, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan on Thursday, 30 June 2022 at 10.30 a.m. to transact the following business:-

A G E N D A

1. To receive the Audited Financial Statements for the financial period ended 31 December 2021 together with Reports of the Directors' and the Auditors' thereon.

Please refer to Note 7

2. To approve the Directors' fees and benefits of payable up to an amount of RM420,000.00 for the period from 1 July 2022 until the next Annual General Meeting of the Company to be held in 2023.

Ordinary Resolution 1

3. To re-elect the following Director who retires pursuant to Clause 97 of the Constitution of the Company:-

(i) Encik Mahnorizal Bin Mahat

Ordinary Resolution 2

4. To re-elect the following Directors who retire pursuant to Clause 104 of the Constitution of the Company:-

(i) Dato' Saiful Nizam Bin Mohd Yusoff

Ordinary Resolution 3

(ii) Mr. Tan Chee Keang

Ordinary Resolution 4

(iii) Datuk Seri Tan Choon Hwa

Ordinary Resolution 5

(iv) Datuk Wira Justin Lim Hwa Tat

Ordinary Resolution 6

5. To re-appoint Messrs. Russell Bedford LC PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

Ordinary Resolution 7

6. **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 government 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 8

7. PROPOSED GRANTING OF SHARE ISSUANCE SCHEME (“SIS”) TO ENCIK AZMI BIN OSMAN

“**THAT** the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the SIS, to offer and grant to Encik Azmi Bin Osman, being the Deputy Executive Chairman of the Company, options to subscribe for such number of SIS Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds twenty percent (20%) or more of the total number of issued SMTrack Shares (excluding treasury shares, if any) does not exceed ten percent (10%) of the SIS Shares, and subject always to such terms and conditions of the SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time.

AND THAT approval be an is hereby given to the Board to allot and issue such number of SIS Shares credited as fully paid-up to Encik Azmi Bin Osman pursuant to the exercise of such options.”

Ordinary Resolution 9

8. PROPOSED GRANTING OF SIS TO DATO’ ZAIDI BIN MAT ISA @ HASHIM

“**THAT** the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the SIS, to offer and grant to Dato’ Zaidi Bin Mat Isa @ Hashim, being the Executive Director of the Company, options to subscribe for such number of SIS Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds twenty percent (20%) or more of the total number of issued SMTrack Shares (excluding treasury shares, if any) does not exceed ten percent (10%) of the SIS Shares, and subject always to such terms and conditions of the SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time.

AND THAT approval be an is hereby given to the Board to allot and issue such number of SIS Shares credited as fully paid-up to Dato’ Zaidi Bin Mat iSa @ Hashim pursuant to the exercise of such options.”

Ordinary Resolution 10

9. PROPOSED GRANTING OF SIS TO DATUK WIRA JUSTIN LIM HWA TAT

“**THAT** the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the SIS, to offer and grant to Datuk Wira Justin Lim Hwa Tat, being the Executive Director of the Company, options to subscribe for such number of SIS Shares to be issued (as adjusted or modified from time to time pursuant to the New By-Laws) pursuant to the SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds twenty percent (20%) or more of the total number of issued SMTrack Shares (excluding treasury shares, if any) does not exceed ten percent (10%) of the SIS Shares, and subject always to such terms and conditions of the SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time.

AND THAT approval be an is hereby given to the Board to allot and issue such number of SIS Shares credited as fully paid-up to Datuk Wira Justin Lim Hwa Tat pursuant to the exercise of such options.”

Ordinary Resolution 11

10. 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

Kuala Lumpur

Date: 29 April 2022

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 need not 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 a member whose names appear on the Record of Depositors on 23 June 2022 shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend and/vote on his behalf.
7. 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 8

- 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 28 December 2020 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 91,531,500 Placement Shares has been issued and allotted on 23 December 2021. 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 in respect of the Cainiao Services	1,200	1,200	Within 7 months
Expansion of the Group's air cargo business	5,309	5,166	Within 18 months
Estimated expenses relating to the Proposed Private Placement	328	471	Within 1 month
	<u>6,837</u>	<u>6,837</u>	

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.