

NOTICE OF TWENTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth (20th) Annual General Meeting ("AGM") of SMRT Holdings Berhad ("SMRT" or "Company") will be held at Grand Hall, Level 4, Academic Block, University of Cyberjaya, Persiaran Bestari, Cyber 11, 63000 Cyberjaya, Selangor Darul Ehsan on Tuesday, 10 December 2024 at 2:00 p.m. for the following purposes:

AGENDA

ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Directors' Report and Auditors' Report thereon. Explanatory Note 1
- To approve the payment of Directors' fees to be paid to Directors from 11 December 2024 until the conclusion of the next Annual General Meeting. **Resolution 1**
Explanatory Note 2
- To approve the payment of meeting allowances to be paid to Non-Executive Directors from 11 December 2024 until the conclusion of the next Annual General Meeting. **Resolution 2**
Explanatory Note 2
- To re-elect the following Directors who retire by rotation pursuant to Clause 97 of the Company's Constitution and being eligible, offer themselves for re-election. **Resolution 3**
Resolution 4
Explanatory Note 3
 - Ms Ng Kit Ching
 - Mr Subramanian A/L Amamalay
- To re-elect Ir Hjh Kamaliah Binti Abdul Kadir who retires by casual vacancy pursuant to Clause 104 of the Company's Constitution and being eligible, offers herself for re-election. **Resolution 5**
Explanatory Note 3
- 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 6**
Explanatory Note 4

SPECIAL BUSINESS:

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

- ORDINARY RESOLUTION AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016** **Resolution 7**
Explanatory Note 5

THAT pursuant to Section 75 and Section 76 of the Companies Act 2016 and subject always to the Constitution of the Company, the ACE Market Listing Requirements and the approvals of the relevant governmental and/or regulatory authorities, if applicable, the Directors be and are hereby given full authority to allot and 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 10% of the total number of issued shares (excluding treasury shares, if any) of the Company for the time being AND THAT the Directors be and are hereby given full authority to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next Annual General Meeting is required to be held in accordance with the provisions of the Companies Act 2016, whichever is the earlier.

- ORDINARY RESOLUTION PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")** **Resolution 8**
Explanatory Note 6

THAT pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 54 of the Company's Constitution, approval be and is hereby given to the Company and its subsidiaries ("Group") to enter into the recurrent related party transactions of a revenue or trading nature as set out in the Circular to Shareholders of the Company dated 30 October 2024, which are necessary for the Group's day-to-day operations in the ordinary course of business on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

- ORDINARY RESOLUTION PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")** **Resolution 8**
Explanatory Note 6

THAT such approval shall continue to be in force until-

 - the conclusion of the next Annual General Meeting ("AGM") of the Company, unless the authority is renewed by a resolution passed at the next AGM; or
 - the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

AND THAT the Directors be and are hereby authorised to do all such acts and things (including executing any relevant documents) in the interest of the Company, as they consider expedient or necessary with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities to complete and give effect to the aforesaid mandate.

whichever is the earlier.

AND THAT the Directors be and are hereby authorised to do all such acts and things (including executing any relevant documents) in the interest of the Company, as they consider expedient or necessary with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities to complete and give effect to the aforesaid mandate.

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

LIM LI HEONG (MAICSA 7054716)
PRACTICING CERTIFICATE NO. 2020080012981
WONG MEE KIAT (MAICSA 7058813)
PRACTICING CERTIFICATE NO. 202008001558
Company Secretaries

Kuala Lumpur
Dated: 30 October 2024

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, University of Cyberjaya, 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 4 December 2024 shall be entitled to attend, speak and vote at the meeting or appoint proxies) to attend, speak and vote on his/her behalf.
- All resolutions set out in this notice will be put to vote by poll.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and completion of the attendance lists, minutes and other documents relating to the AGM (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.

EXPLANATORY NOTES:

1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2024

This item on the agenda is meant for discussion only. The provision of Section 340(1) of the Companies Act 2016 requires that the Audited Financial Statements and the Directors' Report and Auditors' Report thereon be laid before the Company at its AGM. 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(1) of the Companies Act 2016 provides, among 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 following payments to Directors of the Company at the 20th AGM:

Ordinary Resolution 1 seeks approval for payment of Directors' fees to be paid to Directors of the Company from 11 December 2024 until the conclusion of the next AGM of the Company as stated below.

Ordinary Resolution 2 seeks approval for payment of meeting allowances to be paid to Non-Executive Directors of the Company from 11 December 2024 until the conclusion of the next AGM of the Company as stated below.

Board/ Board Committees (Position)	Meeting Allowances (Per Meeting) RM	Directors' Fees (Per Director per month)		
		Executive Directors RM	Non- Independent Non-Executive Directors RM	Independent Non-Executive Directors RM
Board of Directors		Up to 10,000	Up to 40,000	Up to 3,000
- Chairman	1,000			
- Non-Executive Directors	500			
Audit and Risk Management Committee				
- Chairman	1,000			
- Member	500			
Nomination and Remuneration Committees				
- Chairman	1,000			
- Member	500			

3. RE-ELECTION OF DIRECTORS

The profile of the Directors who are standing for re-election under items 4 and 5 of the agenda is set out in the Directors' Profile of the 2024 Annual Report.

Based on the recommendation of the Nomination Committee, the Board is satisfied with the performance and contributions of the following retiring Directors and supports their re-election based on the justifications as stated below:

Ordinary Resolution 3 - Re-election of Ms Ng Kit Ching as Independent Non-Executive Director

The Nomination Committee was satisfied that Ms Ng Kit Ching fulfils the requirement of independence as set out in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad as well as the prescribed criteria under the Malaysian Code on Corporate Governance 2021. She has shown high commitment and devoted sufficient time and effort to attend all Board meetings for informed and balanced decision making. She always demonstrates the values and principles associated with independence when deliberating on matters in meetings. She exercised her due care and carried out her professional duties proficiently. Shareholders' approval is sought for the re-election of Ms Ng Kit Ching under **Ordinary Resolution 3**.

Ordinary Resolution 4 - Re-election of Mr Subramanian A/L Amamalay as Non-Independent Non-Executive Director

The Nomination Committee concluded that Mr Subramanian A/L Amamalay has over thirty (30) years of managerial and leadership experience in various organizations from finance, education, and consulting. Based on his extensive experience, he has provided valuable insights and perspectives on the Group's business and assists in developing the Group's business strategy. Shareholders' approval is sought for the re-election of Mr Subramanian A/L Amamalay under **Ordinary Resolution 4**.

Ordinary Resolution 5 - Re-election of Ir Hjh Kamaliah Binti Abdul Kadir as Independent Non-Executive Director

In accordance with Clause 104 of the Company's Constitution, a Director appointed by the Board shall hold office only until the conclusion of the next AGM and shall then be eligible for re-election. Ir Hjh Kamaliah Binti Abdul Kadir who was appointed as Director of the Company on 5 April 2024 shall retire pursuant to Clause 104 of the Company's Constitution and being eligible, offers herself for re-election as Director of the Company at the 20th AGM. Shareholders' approval is sought for the re-election of Ir Hjh Kamaliah Binti Abdul Kadir under **Ordinary Resolution 5**.

4. RE-APPOINTMENT OF AUDITORS

The Audit and Risk Management Committee was satisfied that the auditors, Messrs Baker Tilly Monteiro Heng PLT meets the relevant criteria prescribed by Rule 15.21 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board of Directors had on 19 August 2024 approved the recommendation of the Audit and Risk Management Committee to seek shareholders' approval for **Ordinary Resolution 6** at the 20th AGM.

5. AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016

Ordinary Resolution 7 is proposed for the purpose of renewing the general mandate for issuance of shares by the Company under Section 75 and Section 76 of the Companies Act 2016. If passed, it will give the Directors of the Company authority to issue shares up to an amount not exceeding 10% of the total number of issued shares (excluding treasury shares, if any) of the Company at any time in their absolute discretion without the need to convene a general meeting. The authorisation, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company. The general mandate, if granted, will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment projects), working capital and/or acquisitions). The Board is of the opinion that the 10% general mandate is in the best interest of the Company and its shareholders.

The Company has not issued new shares pursuant to the Section 75 and Section 76 of the Companies Act 2016 under the general mandate sought at the 19th AGM held on 6 December 2023, which will lapse upon the conclusion of the forthcoming 20th AGM to be held on 10 December 2024.

Pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 54 of the Company's Constitution, the shareholders of the Company have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares of the Company. In order for the Board to issue any new shares, such pre-emptive rights must be waived. By your voting in favour of the proposed Ordinary Resolution 7, you will be waiving your statutory pre-emptive rights and the proposed Ordinary Resolution 7, if passed, will exclude your statutory pre-emptive rights to be offered any new shares to be allotted and issued by the Company pursuant to Section 75 and Section 76 of the Companies Act 2016, which will result in a dilution to your shareholdings in the Company.

6. PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")

The proposed **Ordinary Resolution 8** if passed, will enable the Company and its subsidiaries ("Group") to enter into the recurrent related party transactions of a revenue or trading nature as set out in the Circular to Shareholders of the Company dated 30 October 2024, which are necessary for the Group's day-to-day operations in the ordinary course of business on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.