



SMTrack Berhad

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**EGM**") of SMTrack Berhad ("**SMTrack**" or "**Company**") to be held through live streaming from the Broadcast Venue at 12th Floor, Menara Symphony, No. 5, Jalan Prof Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan on Friday, 3 February 2023 at 10.30 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolution with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OF SMTRACK AND ITS SUBSIDIARIES ("SMTRACK GROUP**" OR "**GROUP**") TO INCLUDE PROPERTY MANAGEMENT AND PROPERTY DEVELOPMENT BUSINESSES ("**PROPOSED DIVERSIFICATION INTO PROPERTY RELATED BUSINESSES**")**

"THAT subject to the approvals of all relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to the Group to diversify its existing business activities to include property management and property development business;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things as are necessary to give effect to the Proposed Diversification into Property Related Businesses with full powers to assent to or make any conditions, modifications, variations and/or amendments as may be 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 the Group and in order to implement, finalise and give full effect to the Proposed Diversification into Property Related Businesses."

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OF THE GROUP TO INCLUDE PROVIDING CONSULTANCY SERVICES FOR OIL AND GAS ("O&G**") BUSINESSES ("**PROPOSED DIVERSIFICATION INTO O&G BUSINESSES**")**

"THAT subject to the approvals of all relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to the Group to diversify its existing business activities to include providing consultancy services for O&G business;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things as are necessary to give effect to the Proposed Diversification into O&G Businesses with full powers to assent to or make any conditions, modifications, variations and/or amendments as may be 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 the Group and in order to implement, finalise and give full effect to the Proposed Diversification into O&G Businesses."

ORDINARY RESOLUTION 3

PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OF THE GROUP TO INCLUDE FOOD AND BEVERAGE ("F&B**") SERVICES AND TRADING IN F&B BUSINESSES ("**PROPOSED DIVERSIFICATION INTO F&B BUSINESSES**")**

"THAT subject to the approvals of all relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to the Group to diversify its existing business activities to include F&B services and trading in F&B business;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things as are necessary to give effect to the Proposed Diversification into F&B Businesses with full powers to assent to or make any conditions, modifications, variations and/or amendments as may be 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 the Group and in order to implement, finalise and give full effect to the Proposed Diversification into F&B Businesses."

ORDINARY RESOLUTION 4

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

"THAT subject to the provision of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Group to enter into any of the transactions falling within the types of recurrent related party transactions of a revenue or trading nature with specified classes of related parties ("**Recurrent Related Party Transactions**") which are necessary for the day to day operations and are in the ordinary course of business and are carried out at arms' length basis on normal commercial terms of the Group on terms not more favourable to the related parties than those generally available to the public and are not, in the Company's opinion, detrimental to minority shareholders of the Company and that such approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("**AGM**") of the Company at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed;
- (ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extensions as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

AND THAT the Directors of SMTrack be and are hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company 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 give full effect to the Proposed New Shareholders' Mandate."

By Order of the Board
SMTRACK BERHAD

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

Company Secretary
Kuala Lumpur
18 January 2023

Notes:

- (i) Please refer to the Administrative Guide at <http://smtrackberhad.my/> for the procedures to register and participate in the virtual meeting.
- (ii) The Broadcast Venue, which is the main venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. The venue of the EGM is to inform shareholders where the electronic EGM production and streaming would be conducted from. NO SHAREHOLDER(S)/PROXY(IES) from the public will be allowed to be physically present at the Broadcast Venue.
- (iii) 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.
- (iv) 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.
- (v) 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.
- (vi) 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.
- (vii) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be deposited as follows not less than 24 hours before the time appointed for holding the EGM or at any adjournment thereof:
 - (a) Deposit the Form of Proxy in hardcopy
Share Registrar, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200, Petaling Jaya, Selangor Darul Ehsan
 - (b) Deposit the Form of Proxy electronically
Share Registrar, Boardroom Share Registrars Sdn. Bhd. via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>
- (viii) In respect of deposited securities, only members whose names appear on the Record of Depositors on 27 January 2023 shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend and/vote on his behalf.