

SmartTrans

HOLDINGS LIMITED

ACN 009 065 650

NOTICE OF ANNUAL GENERAL MEETING

Take notice that the 2013 Annual General Meeting of SmartTrans Holdings Ltd (**SmartTrans** or the **Company**) will be held at the Computershare Conference Centre, 452 Johnston Street, Abbotsford VICTORIA, on Thursday 14th November 2013 at 3.00pm (**EDST**).

AGENDA

Ordinary Business

- **Financial Statements and Reports**

To receive and adopt the Financial Statements for the year ended 30 June 2013 and the related Directors' Report and Statement and Audit Report.

1. **Resolution 1: Remuneration Report**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a non-binding advisory resolution:

"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the remuneration report for the year ended 30 June 2013 as set out in the Company's Directors' Report for the year ended 30 June 2013 (within the Company's Annual Report 2013) be adopted."

2. **Resolution 2: To re-elect Mr Bryan Carr as Director**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"To re-elect Mr Bryan Carr, who retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.4, and who being eligible, offers himself for re-election as a Director of the Company, be re-elected as a Director of the Company."

3. **Resolution 3: To elect Mr Ian Hawkins as Director**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That Mr Ian Hawkins, appointed to the Board of Directors on 13 March 2013, who will retire at the close of the meeting in accordance with the Company's Constitution and ASX Listing Rule 14.4, and who being eligible, offers himself for election, be elected as a Director of the Company"

4. **Resolution 4: To elect Mr Yui (Ian) Tang as Director**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That Mr Yui (Ian) Tang, appointed to the Board of Directors on 13 March 2013, who will retire at the close of the meeting in accordance with the Company's Constitution and ASX Listing Rule 14.4, and who being eligible, offers himself for election, be elected as a Director of the Company"

Special Business

5. Resolution 5: Ratify the issue of the February Placement Shares

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Company ratifies the allotment and issue of 211,502,169 fully paid ordinary shares in the capital of the Company (**February Placement Shares**) on the terms and conditions set out in the Explanatory Statement.”*

Voting Exclusion: The Company will disregard any votes cast on Resolution 5 by a person who participated in the issue and any associate of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form, or it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Other Business

Any other business brought before the meeting in accordance with the Constitution of the Company.

Explanatory Statement

Shareholders are referred to the Explanatory Statement accompanying and forming part of this Notice of Annual General Meeting.

Snap Shot Time

Regulation 7.11.37 of the Corporations Regulations 2001 permits the Company to specify a time, not more than 48 hours before the meeting, at which a “snap shot” of shareholders will be taken for the purposes of determining shareholder entitlements to vote at the meeting.

The Company’s directors have determined that all shares of the Company on the register as at 7pm (EDST), Tuesday 12 November 2013 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the shares at that time.

Proxies

Please note that:

- (a) a member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form for the Annual General Meeting provides further details on appointing proxies and lodging the Proxy Form. Proxies must be returned by 3.00 pm (EDST), Tuesday 12 November 2013 to the Company (in person) at Level 1 / 614 Newcastle Street Leederville WA 6007 or (by post) at PO Box 334 Leederville WA 6903 or (by facsimile) to +61 8 9228 2299.

Corporate Representative

If a representative of a shareholder corporation is to attend the Meeting, a “Corporate Representative Certificate” should be obtained from the company, completed and produced prior to the meeting.

JAMES LAURIE
Company Secretary
11 October 2013

Smart*Trans*

HOLDINGS LIMITED

ACN 009 065 650

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to assist shareholders with their consideration of the resolutions in the accompanying Notice of Annual General Meeting.

Financial Statements and Reports

The business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2013 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report. It is intended to provide an opportunity for shareholders to raise questions on the reports themselves and on the performance of the Company generally.

Resolution 1: Remuneration Report

Section 250R(2) of the Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the directors or the company.

The remuneration report sets out the Company's remuneration arrangements for the directors and senior management of the Company. The remuneration report is part of the directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2013 and is available on the Company's website at <http://www.smarttrans.com.au/investor-relations/annual-reports/>.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

The Company encourages all Shareholders to cast their vote in relation to Resolution 1 and if Shareholders choose to appoint a proxy, Shareholders are encouraged to direct their proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Proxy form, or where the Chairman is appointed as proxy, by marking the applicable box (at Step 2) on the form directing the Chairman to vote in accordance with the Chairman's stated voting intentions (being to vote available proxies in favour of Resolution 1).

Any undirected proxies held by the Chairman of the meeting (including those proxies where the Chairman is appointed as proxy, but the applicable box (at Step 2) is not marked), other Directors or other Key Management or their closely related parties will not be voted on Resolution 1.

Resolution 2: Re-election of Mr Bryan Carr

Rule 14.4 of the ASX Listing Rules and Article 13.2 of the Constitution provides that a director must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

In accordance with Listing Rule 14.4, and the Company's Constitution, Bryan Carr is retiring as a director of the Company and seeking re-election.

Details of the qualifications and experience of Mr Bryan Carr are contained in the Company's 2013 Annual Report.

Resolution 2 seeks the reappointment of Mr Bryan Carr as a director of the Company for a further term. If approved by shareholders, Mr Carr's appointment as a director will be effective from the conclusion of the Annual General Meeting.

Each of the directors, excluding Mr B Carr, recommends that shareholders vote in favour of Resolution 2.

Resolution 3: To elect Mr Ian Hawkins as Director

Rule 14.4 of the ASX Listing Rules and Article 13.5 of the Constitution provides that a director appointed to fill a casual vacancy or as an addition to the existing directors can only hold office until the next annual general meeting at which he/she shall be appointed by the members of the Company.

Mr Ian Hawkins was appointed as a Director of the Company on 13 March 2013 as a casual appointment. In accordance with Listing Rule 14.4 and Article 13.5 of the Constitution a casual vacancy director must resign at the next annual general meeting. Being eligible for election Mr Ian Hawkins seeks election as a Director of the Company.

Details of the qualifications and experience of Mr Hawkins are contained in the Company's 2013 Annual Report.

Resolution 3 seeks the election of Mr Ian Hawkins as a director of the Company. If approved by shareholders, Mr Hawkins's appointment as a director will be effective from the conclusion of the Annual General Meeting.

Each of the directors, excluding Mr Hawkins, recommends that shareholders vote in favour of Resolution 3.

Resolution 4: To elect Mr Yui (Ian) Tang as Director

Rule 14.4 of the ASX Listing Rules and Article 13.5 of the Constitution provides that a director appointed to fill a casual vacancy or as an addition to the existing directors can only hold office until the next annual general meeting at which he/she shall be appointed by the members of the Company.

Mr Ian Tang was appointed as a Director of the Company on 13 March 2013 as a casual appointment. In accordance with Listing Rule 14.4 and Article 13.5 of the Constitution a casual vacancy director must resign at the next annual general meeting. Being eligible for election Mr Ian Tang seeks election as a Director of the Company.

Details of the qualifications and experience of Mr Ian Tang are contained in the Company's 2013 Annual Report.

Resolution 4 seeks the election of Mr Ian Tang as a director of the Company. If approved by shareholders, Mr Tang's appointment as a director will be effective from the conclusion of the Annual General Meeting.

Each of the directors, excluding Mr Tang, recommends that shareholders vote in favour of Resolution 4.

Resolution 5: Ratify the issue of the February Placement Shares

Resolution 5 seeks shareholder ratification for the issue and allotment by the Company of 211,502,169 fully paid ordinary shares at an issue price of \$0.005 per share on 11 February 2013 (**February Placement Shares**).

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as

an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 sets out a further exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Ratification by the shareholders of the Company is now sought pursuant to ASX Listing Rule 7.4 in order to reinstate the Company's capacity to issue up to 15% of its issued capital, if required in the next 12 months without shareholder approval.

Specific Disclosure of Information

ASX Listing Rule 7.5 requires that the following information be provided to shareholders in relation to the February Placement Shares the subject of Resolution 5:

1. the total number of February Placement Shares issued by the Company was 211,502,169 shares;
2. the February Placement Shares were issued at a price of \$0.005 per share;
3. the February Placement Shares rank equally in all respects with the Company's existing shares on issue;
4. the February Placement Shares were allotted to Loyal Strategic Investments Ltd. Related parties of the Company did not participate in the placement;
5. the Company raised approximately \$1,057,510 from the issue of the February Placement Shares for use for general working capital; and
6. a voting exclusion statement is included in the Notice of Meeting.

SMARTTRANS
HOLDINGS LIMITED

ACN 009 065 650

Telephone: (08) 9228 1199
Facsimile: (08) 9228 2299
Email: smarttrans@smarttrans.com.au



FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECEIVED BY 3.00PM (EDST) ON 12 NOVEMBER 2013

YOUR ANNUAL REPORT IS AVAILABLE ONLINE, SIMPLY VISIT:

<http://www.smarttrans.com.au/investor-relations/annual-reports/>

HOW TO COMPLETE THIS PROXY FORM Please read these notes prior to completion of the voting form.

VOTES ON ITEMS OF BUSINESS

Voting 100% of your holding. You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction. Other than as stated overleaf, if you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Voting a portion of your holding. You may indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. The sum of the votes cast on each item or the percentages for and against an item must not exceed your voting entitlement or 100%.

Directed / available proxies which are in favour of the Chairman, and are at the proxy's discretion, will be voted in favour of the Chairman subject to Steps 1 and 2 overleaf.

A proxy need not be a member.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the proportion or number of votes each proxy may exercise, otherwise each proxy may exercise half of the votes. Fractions of votes will be disregarded. A separate Proxy Form should be used for each proxy. Additional Proxy Forms will be supplied by the Company on request. If you lodge two proxies please lodge both forms together.

SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the holders must sign.

Power of Attorney: if signing under a Power of Attorney, the Power of Attorney, or a certified copy of the Power of Attorney, must be lodged with the Company no later than 48 hours before the time fixed for holding the meeting.

Companies: Where a company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, this form must be signed by the Sole Director. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate member or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the Certificate may be obtained by telephoning the Company.

LODGMET OF PROXY FORM:

This form (and any power of attorney under which it is signed) must be received by the Company no later than 48 hours before the time fixed for holding the meeting. Any Proxy Form received after this time will not be valid for the meeting.

Documents may be lodged, and will be received by the Company, as follows:

IN PERSON: Level 1 / 614 Newcastle Street
LEEDERVILLE WA 6007

BY MAIL: PO Box 334
LEEDERVILLE WA 6903

BY FAX: +61 8 9228 2299

SMARTTRANS
HOLDINGS LIMITED
ACN 009 065 650
FORM OF PROXY

I/We.....

of.....

being a member/s of SmartTrans Holdings Limited ("the Company"), appoint

☐ The Chairman of the Meeting OR

Please leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of SmartTrans Holdings Ltd ACN 009 065 650 to be held at the Computershare Conference Centre, 452 Johnston Street, Abbotsford VIC, on Thursday 14th November 2013 at 3.00PM (EDST) and at any adjournment of that meeting.

(Step 1) Important for Item 1 – if the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you acknowledge that you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 1 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Item 1 (in Step 2 below), the Chairman of the Meeting will not cast your votes on Item 1 and your votes will not be counted in computing the required majority if a poll is called on that item. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote for, against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Item 1).

☐ I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 1 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though item 1 is connected directly or indirectly with the remuneration of a member of key management personnel.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the resolutions, provided that in the case of Item 1 the above box (in Step 1) has been marked.

If two proxies are being appointed, the proportion of the members voting rights that this proxy is appointed to represent is. percent. (Additional proxy forms will be supplied by the Company on request).

(Step 2) Proxy Voting Instructions

If you wish to instruct your proxy how to vote, insert a tick in the appropriate box, otherwise (and save for Item 1 in the case of the Chairman which is addressed separately above) your proxy may vote or abstain from voting as he/she thinks fit.

Resolutions	For	Against	Abstain
1. Remuneration Report	☐	☐	☐
2. To re-elect Mr Bryan Carr as Director	☐	☐	☐
3. To elect Director Mr Ian Hawkins	☐	☐	☐
4. To elect Director Mr Yui (Ian) Tang	☐	☐	☐
5. Ratify the issue of the February Placement Shares	☐	☐	☐

PLEASE NOTE: If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Dated this day of 2013

If the member is a body corporate, then this proxy must be signed in accordance with section 127 of the Corporations Act 2001 or by an attorney appointed in writing by the body corporate.

EXECUTED by

ACN

in accordance with section 127 of the Corporations Act 2001:

Director/Company Secretary/Sole Director

(Director)

Name of Director/Company Secretary/Sole Director
(BLOCK LETTERS)

Name of Director
(BLOCK LETTERS)

OR

If the member is an individual or joint holders:

Signature

Signature