



4 November 2014

ASX ANNOUNCEMENT

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING ISSUE OF OPTIONS

SmartTrans Holdings Limited (ASX: SMA) (**Company**) provides a Supplementary Notice of Annual General Meeting to include resolutions in relation to the Placement announced to the market on 30 October 2014. The Company further advises that a total of 10,000,000 Options exercisable at \$0.03 and 10,000,000 Options exercisable at \$0.04 have been issued to BBY Limited for professional services provided to the Company in connection with the Placement.

The Supplementary Notice of Annual General Meeting and Appendix 3B in relation to the issue of the Options are attached.

For and on behalf of SmartTrans Holdings Limited.

Further information please contact:

Bryan Carr

Managing Director

AUST: +61 412 111 968

CHINA: +86 138 1188 8401

Media inquiries to: Ben Jarvis, Six Degrees Investor Relations: +61 413 150 448

About SmartTrans

SmartTrans Holdings Limited (ASX: SMA) is a leading Australian technology and software provider that has developed a mobile and online billing and payment platform for the China market. The company has agreements in place with *China Mobile, CMPay, UnionPay and Alipay*. With the growing use of the smartphone as a billing device in China, the company is experiencing significant uptake of its technology in that market. SmartTrans has also developed cutting-edge proprietary logistics software which is used by some of Australia's leading blue-chip organisations who have long term contracts in place with the company. SmartTrans is assessing growth opportunities for its logistic offering in China to complement its mobile and online payments platform.

Beijing

101, Building 22,
Courtyard 4 Gongti Bei Lu
Chaoyang District
BEIJING CBD, 100027
Ph: +86 (10) 6500 0910

Melbourne

Level 1
10 Queens Road
MELBOURNE
VIC 3004
Ph: (03) 9866 7333

Sydney

G.05
55 Miller St
PYRMONT
NSW 2009
Ph: (02) 9660 4564

SMARTTRANS HOLDINGS LIMITED

ACN 009 065 650

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

Notice was given on 21 October 2014 that the Annual General Meeting of shareholders of SmartTrans Holdings Limited (**SmartTrans** or the **Company**) will be held at Bayview Eden Hotel at 6 Queens Road, Melbourne VIC 3004 on Tuesday 18 November 2014 at 11.30am (AEDT) (**Meeting**).

This supplementary notice of Annual General Meeting (**Supplementary Notice**) is supplemental to and should be read in conjunction with the notice of meeting dated 21 October 2014 (**Original Notice**). The explanatory notes to this Supplementary Notice (**Explanatory Notes**) provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Notes and the supplementary proxy form accompanying the Supplementary Notice (**Supplementary Proxy Form**) forms part of this notice.

Unless otherwise indicated, terms defined and used in the Original Notice have the same meaning in this Supplementary Notice.

Notice is hereby given that the following additional Resolutions will be put to Shareholders at the Meeting.

BUSINESS OF THE MEETING

Resolution 4: Ratify the issue of 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 issue of 180,000,000 fully paid ordinary shares in the capital of the Company on the terms and conditions set out in the Explanatory Notes."

Voting Exclusion: The Company will disregard any votes cast on Resolution 4 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.

Resolution 5: Ratify the issue of Options

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 issue of a total of 20,000,000 Options on the terms and conditions set out in the Explanatory Notes."

Voting Exclusion: The Company will disregard any votes cast on Resolution 5 by BBY Limited and any of their associates. 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.

Resolution 6: Approval for issue of Repayment Shares #1

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be and is hereby given for the issue of fully paid ordinary shares to Ocean Magic Investments Limited on the terms and conditions set out in the Explanatory Notes."

Voting Exclusion: The Company will disregard any votes cast on Resolution 6 by Ocean Magic Investments Limited and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares in the Company, if Resolution 6 is passed, and any of their associates. 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.

Resolution 7: Approval for issue of Repayment Shares #2

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be and is hereby given for the issue of fully paid ordinary shares to Ocean Magic Investments Limited on the terms and conditions set out in the Explanatory Notes."

Voting Exclusion: The Company will disregard any votes cast on Resolution 7 by Ocean Magic Investments Limited and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares in the Company, if Resolution 7 is passed, and any of their associates. 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.

VOTING OPTIONS AND PROXIES

Shareholders may vote on the additional Resolutions 4, 5, 6 and 7 by attending the Meeting in person and voting, or by submitting a proxy vote.

Shareholders who wish to submit a proxy vote may do so by submitting the attached Supplementary Proxy Form which accompanies this Supplementary Notice, which includes Resolutions 4, 5, 6 and 7.

The inclusion of Resolutions 4, 5, 6 and 7 does not affect the validity of the proxy form attached to the Original Notice or any proxy votes made and received pursuant to that proxy form.

BY ORDER OF THE BOARD

David Thomson
Company Secretary
4 November 2014

Explanatory Notes

Notes on Business, in addition to the Business in the Original Notice

ITEM 4: Ratify the issue of Shares

Resolution 4 seeks shareholder ratification for the issue by the Company of 180,000,000 Shares at an issue price of \$0.01 per share on or about 7 November 2014.

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 an 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 Shares (to be issued as at the date of this Notice, but which will be issued on or about 7 November 2014 and therefore will be issued as at the date of the Meeting) subject of Resolution 4:

- (a) the total number of Shares issued by the Company was 180,000,000 Shares;
- (b) the Shares were issued at a price of \$0.01 per Share;
- (c) the Shares rank equally in all respects with the Company's existing Shares on issue;
- (d) the Shares were issued to sophisticated investor clients of BBY Limited (**BBY**). Related parties of the Company did not participate in the placement;
- (e) the Company raised approximately \$1,800,000 (gross) from the issue of the Shares, for use to fast-track the growth and development of the Company's proprietary mobile payments platform in China and to strengthen third party uptake of the platform with companies inside China and other international markets; and
- (f) a voting exclusion statement is included in the Notice of Meeting.

The Directors recommend that Shareholders vote in favour of this Resolution.

ITEM 5: Ratify the issue of Options

Resolution 5 seeks shareholder ratification for the issue by the Company of a total of 20,000,000 options to acquire Shares (**Options**) on 4 November 2014 to BBY. 10,000,000 Options are exercisable at \$0.03 on or before 9 September 2016 and 10,000,000 Options are exercisable at \$0.04 on or before 9 September 2016. The Options were issued to BBY as part of the consideration payable to BBY for professional services provided to the Company.

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 an 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 Options the subject of Resolution 5:

- (a) the total number of Options issued by the Company was 20,000,000 Options;
- (b) the Options were issued for non-cash consideration to BBY as part of the consideration payable to BBY for professional services provided to the Company;
- (c) 10,000,000 Options are exercisable at \$0.03 per Share on or before 9 September 2016 and 10,000,000 Options are exercisable at \$0.04 per Share on or before 9 September 2016. A summary of the key terms of the Options is set out in Schedule 1;
- (d) the Options were issued to BBY in consideration for professional services in connection with the placement the subject of Resolution 4;
- (e) the Options were issued for non-cash consideration and as such no funds were raised from the grant of the Options. If all Options issued pursuant to Resolution 5 are exercised, total funds of \$700,000 would be received by the Company; and
- (f) a voting exclusion statement is included in the Notice of Meeting.

The Directors recommend that Shareholders vote in favour of this Resolution.

ITEM 6: Approval for issue of Repayment Shares #1

General

On 26 June 2014, the Company entered into a convertible loan deed with Ocean Magic Investments Limited (Hong Kong CRN 1621842) (**Ocean Magic**), pursuant to which Ocean Magic advanced a loan of \$700,000 to the Company (**First Loan**).

Under the terms of the First Loan, the Company may elect to repay the First Loan by:

- (a) the issue of Shares at a price equal to the lesser of:
 - (i) \$0.0136; and
 - (ii) 85% of the VWAP of the Company's Shares for the 3 trading days immediately preceding the date of issue;
- (Share Repayment)**
- (b) bank cheque for the amount of the loan being repaid (**Cash Repayment**); or
 - (c) a combination of Share Repayment and Cash Repayment.

On 30 October 2014, the Company agreed with Ocean Magic to vary the First Loan so that a minimum floor price of \$0.01 applies to any Shares issued pursuant to a Share Repayment.

The Company is seeking approval of Shareholders to issue sufficient Shares (**First Repayment Shares**) to repay the entire amount of the First Loan by way of Share Repayment. No election has yet been made by the Company, and depending on the Company's requirements, the Company may elect to repay none or less than the full amount of the First Loan by way of a Share Repayment, in which case the Company will issue fewer Shares than the number for which approval is sought pursuant to this Resolution 6.

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.

The effect of Resolution 6 will be to allow the Directors to issue the First Repayment Shares to Ocean Magic, without those Shares being counted toward the Company's 15% annual placement capacity under Listing Rule 7.1.

Technical Information required by Listing Rule 7.3

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 7.1:

- (a) the issue price of each Share will be the lesser of:
 - (i) \$0.0136; and
 - (ii) 85% of the VWAP of the Company's Shares for the 3 trading days immediately preceding the date of issue, subject to the agreed minimum price of \$0.01.

(Issue Price);

- (b) the maximum number of Shares to be issued by the Company will be calculated based on the following formula:

$$\text{\$700,000} / \text{Issue Price}$$

eg: if the Issue Price is \$0.01, the maximum number of First Repayment Shares to be issued will be 70,000,000 Shares

- (c) if the Company elects to repay by conversion, the First Repayment Shares are anticipated to be issued on or before 23 November 2014 and, in any event, no later than 3 months after the date of the Meeting;
- (d) the issue of the First Repayment Shares is expected to occur on one date and not progressively;
- (e) the First Repayment Shares will be issued on the same terms as, and will rank equally with, all fully paid ordinary shares in the Company on issue;
- (f) the Shares will be issued to Ocean Magic, who is not a related party of the Company;
- (g) no funds will be raised from the issue of the Shares. The funds raised from the First Loan are being utilised by the Company to provide funding for general working capital; and
- (h) a voting exclusion statement is included in the Notice of Meeting.

The Directors recommend that Shareholders vote in favour of Resolution 6.

ITEM 7: Approval for issue of Repayment Shares #2

General

On 21 August 2014, the Company entered into a convertible loan deed with Ocean Magic Investments Limited (Hong Kong CRN 1621842) (**Ocean Magic**), pursuant to which Ocean Magic advanced a further loan of \$500,000 to the Company (**Second Loan**).

The Company may repay the Second Loan by:

- (a) the issue of such number of Shares at a price equal to the lesser of:
 - (i) \$0.0136; and
 - (ii) 85% of the VWAP of the Company's Shares for the 3 trading days immediately preceding the date of issue

(Share Repayment);
- (b) bank cheque for the amount of the loan being repaid (**Cash Repayment**); or
- (c) a combination of Share Repayment and Cash Repayment.

The Company is seeking approval of Shareholders to issue sufficient Shares (**Second Repayment Shares**) to repay the entire amount of the Second Loan by way of Share Repayment. No election has yet been made by the Company, and depending on the Company's requirements, the Company may elect to repay none or less than the full amount of the Second Loan by way of a Share Repayment, in which case the Company will issue fewer Shares than the number for which approval is sought pursuant to this Resolution 7.

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.

The effect of Resolution 7 will be to allow the Directors to issue the Second Repayment Shares to Ocean Magic, without those Shares being counted toward the Company's 15% annual placement capacity under Listing Rule 7.1.

Technical Information required by Listing Rule 7.3

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 7.1:

- (a) the issue price of each Share will be the lesser of:
 - (i) \$0.0136; and
 - (ii) 85% of the VWAP of the Company's Shares for the 3 trading days immediately preceding the date of issue

(Issue Price);
- (b) the maximum number of Shares to be issued by the Company will be calculated based on the following formula:
$$\$500,000 / \text{Issue Price}$$

eg

 - i. if the Issue Price is \$0.0085, the maximum number of Second Repayment Shares to be issued will be 58,823,529 Shares;
 - ii. if the Issue Price is \$0.01, the maximum number of Second Repayment Shares to be issued will be 50,000,000 Shares; or
 - iii. if the Issue Price is \$0.0115, the maximum number of Second Repayment Shares to be issued will be 43,478,260;
- (c) the Second Repayment Shares are anticipated to be issued on or about 21 December 2014 and, in any event, no later than 3 months after the date of the Meeting;

- (d) the issue of the Second Repayment Shares is expected to occur on one date and not progressively;
- (e) the Second Repayment Shares will be issued on the same terms as, and will rank equally with, all Shares in the Company on issue;
- (f) the Second Repayment Shares will be issued to the Ocean Magic, who is not a related party of the Company;
- (g) no funds will be raised from the issue of the Second Repayment Shares. The funds raised from the Second Loan are being utilised by the Company to provide funding for general working capital; and
- (h) a voting exclusion statement is included in the Notice of Meeting.

The Directors recommend that Shareholders vote in favour of Resolution 7.

Chairman's Voting Intention

The Chairman of the Meeting intends to vote all available proxies in favour of all resolutions.

Schedule 1 Terms and conditions of options – Resolution 6

The terms and conditions of the Options the subject of Resolution 6 are as follows:

(a) **Entitlement**

Each Option shall entitle the holder the right to subscribe (in cash) for one Share in the capital of the Company.

(b) **Option Period**

The Options will expire at 5.00pm EST on 9 September 2016. Subject to clause (f), Options may be exercised at any time prior to the expiry date and Options not so exercised shall automatically expire on the expiry date.

(c) **Escrow**

- (1) The Options are subject to an escrow period of 6 months from the date of issue.
- (2) The Options are issued pursuant to an agreement between BBY and the Company in respect of the provision of professional services by BBY. If BBY terminates that agreement at any time before 9 September 2015, other than for a material breach by the Company which has not been rectified within 10 business days after notice from BBY to do so, then the Company may cancel all of the Options except for the proportion of the Options equal to the proportion of one year that has expired between 9 September 2014 and the date of termination.
- (3) No Options may be exercise while they are liable for cancellation under item (c)(2) above.

(d) **Ranking of Share Issued on Exercise of Option**

Each Share issued as a result of the exercise of any Option will, subject to the Constitution of the Company, rank in all respects pari passu with the existing Shares in the capital of the Company on issue at the date of issue.

(e) **Voting**

A registered owner of an Option (**Option Holder**) will not be entitled to attend or vote at any meeting of the members of the Company unless they are, in addition to being an Option Holder, a member of the Company.

(f) **Transfer of an Option**

Options are transferable at any time prior to the expiry date. This right is subject to any restrictions on the transfer of Options that may be imposed by the Corporations Act or ASX.

(g) **Method of Exercise of an Option**

- (1) The Company will provide to each Option Holder a notice that is to be completed when exercising the Options (**Notice of Exercise of Options**). Options may be exercised by the Option Holder by completing the Notice of Exercise of Options and forwarding the same to the Company Secretary to be received prior to the expiry date. The Notice of Exercise of Options must state the number of Options exercised and the consequent number of Ordinary Shares in the capital of the Company to be issued.
- (2) The Notice of Exercise of Options by an Option Holder must be accompanied by payment in full for the relevant number of shares being subscribed.
- (3) The exercise of less than all of an Option Holder's Options will not prevent the Option Holder from exercising the whole or any part of the balance of the Option Holder's entitlement under the Option Holder's remaining Options.
- (4) Within 14 days from the date the Option Holder properly exercises Options held by the Option Holder, the Company shall issue to the Option Holder that number of Shares in the capital of the Company so subscribed for by the Option Holder.
- (5) The Company will within 3 business days from the date of issue of Shares pursuant to the exercise of an Option, apply to the ASX for, and use its best endeavours to obtain, Official Quotation of all such Shares, in accordance with the Corporations Act and the Listing Rules of the ASX.
- (6) The Company will generally comply with the requirements of the Listing Rules in relation to the timetables imposed when quoted Options are due to expire. Where there shall be any inconsistency between the timetables outlined herein regarding the expiry of the Options and the timetable outlined in the Listing Rules, the timetable outlined in the Listing Rules shall apply.

(h) **ASX Listing**

- (1) The Options will be unlisted.
- (2) Following the exercise of an Option, the Company will apply to ASX for quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act and the Listing Rules.

(i) **Reconstruction**

In the event of a reconstruction (including a consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option Holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital, at the time of the reconstruction.


(j) **Participation in New Share Issues**

There are no participating rights or entitlements inherent in the Options to participate in any new issues of capital which may be made or offered by the Company to its shareholders from time to time prior to the expiry date unless and until the Options are exercised. The Company will ensure that during the exercise period, the record date for the purposes of determining entitlements to any new such issue, will be at least nine (9) business days after such new issues are announced (or such other date if required under the Listing Rules) in order to afford the Option Holder an opportunity to exercise the Options held by the Option Holder.

(k) **No Change of Options Exercise Price or Number of Underlying Shares**

There are no rights to change the exercise price of the Options or the number of underlying Shares.

Lodge your vote:

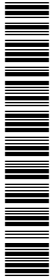
 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

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(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000



┌ 000001 000 SMA
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 11:30am (AEDT) Sunday, 16 November 2014**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing 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 percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the 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, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of SmartTrans Holdings Ltd hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of SmartTrans Holdings Ltd to be held at Bayview Eden Hotel at 6 Queens Road, Melbourne, Victoria on Tuesday, 18 November 2014 at 11.30am (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

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

		For	Against	Abstain
Resolution 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director - Dr Geoffrey Raby	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratify the issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratify the issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval for issue of Repayment Shares #1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval for issue of Repayment Shares #2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

SmartTrans Holdings Limited

ABN

86 009 065 650

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | Unlisted options to acquire ordinary fully paid shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 20,000,000 |

<p>3 Principal terms of the ⁺securities (e.g. if options, exercise price and expiry date; if partly paid ⁺securities, the amount outstanding and due dates for payment; if ⁺convertible securities, the conversion price and dates for conversion)</p>	<p>The unlisted options have been granted pursuant to a Marketing & Equity Capital Markets Mandate between BBY Limited and the Company as announced to the ASX on 15 September 2014.</p> <p>Terms of the options are as follows:</p> <ol style="list-style-type: none"> 1. 10,000,000 Exercise Price: \$0.03 Expiry Date: 9 September 2016 2. 10,000,000 Exercise Price: \$0.04 Expiry Date: 9 September 2016 <p>Both tranches of options are to be escrowed for a period of 6 months from the date of issue.</p> <p>Both tranches of options are also subject to termination if within one year from the date of the mandate agreement, BBY terminates the agreement.</p>
<p>4 Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>No. However, ordinary fully paid shares issued to optionholders on exercise of the unlisted options will rank equally with the existing fully paid shares from the date of allotment.</p>
<p>5 Issue price or consideration</p>	<p>Nil</p>

<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The unlisted options have been granted pursuant to a Marketing & Equity Capital Markets Mandate between BBY Limited and the Company as announced to the ASX on 15 September 2014.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No.</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>Not applicable.</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>Not applicable.</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>Not applicable.</p>
<p>6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	<p>Not applicable.</p>
<p>6f Number of +securities issued under an exception in rule 7.2</p>	<p>Not applicable.</p>
<p>6g If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.</p>	<p>Not applicable.</p>

6h	If ⁺ securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable.	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Not applicable.	
7	⁺ Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	4 November 2014	
8	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		1,628,183,299	Fully paid ordinary shares
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		20,000,000	Unlisted Options
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No change	

Part 2 - Pro rata issue

11	Is security holder approval required?	Not applicable.
12	Is the issue renounceable or non-renounceable?	Not applicable.
13	Ratio in which the ⁺ securities will be offered	Not applicable.

14	*Class of *securities to which the offer relates	Not applicable.
15	+Record date to determine entitlements	Not applicable.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable.
17	Policy for deciding entitlements in relation to fractions	Not applicable.
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Not applicable.
19	Closing date for receipt of acceptances or renunciations	Not applicable.

20	Names of any underwriters	Not applicable.
21	Amount of any underwriting fee or commission	Not applicable.
22	Names of any brokers to the issue	Not applicable.
23	Fee or commission payable to the broker to the issue	Not applicable.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable.
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable.
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not applicable.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable.
28	Date rights trading will begin (if applicable)	Not applicable.
29	Date rights trading will end (if applicable)	Not applicable.
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable.
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable.

32 How do security holders dispose of their entitlements (except by sale through a broker)?

33 +Issue date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of +securities
(tick one)

(a) +Securities described in Part 1

(b) All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of *securities for which *quotation is sought

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39 *Class of *securities for which quotation is sought

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40 Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities?

If the additional *securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another *security, clearly identify that other *security)

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	Number	*Class
42 Number and *class of all *securities quoted on ASX (including the *securities in clause 38)		