

SMARTTRANS HOLDINGS LIMITED

ACN 009 065 650

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Shareholders of SmartTrans Holdings Limited (**SmartTrans** or the **Company**) will be held at The Prince Albert Room, Sir Stamford at Circular Quay 93 Macquarie Street, SYDNEY NSW 2000 on 15 February 2018 at 1.00pm (AEDT) (**Meeting**).

The Explanatory Notes to this Notice provides additional information on matters to be considered at the Extraordinary General Meeting. The Explanatory Notes and the Proxy Form form part of this notice.

BUSINESS OF THE MEETING

RESOLUTION 1: Selective Capital Reduction - Lanstead Shares

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"That, for the purposes of section 256C of the Corporations Act and for all other purposes, approval is given for the Company to selectively reduce its share capital by cancelling 85,000,000 shares on the terms and conditions set out in the Explanatory Notes."

Voting Exclusion: The Company will disregard any votes cast on Resolution 1 by Lanstead Capital LP, Lanstead III LLC or 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 2: Approval for issue of Performance Rights to Mr Brendan Mason

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

*"That, for the purposes of Listing Rule 10.11, section 200B of the Corporations Act, and for all other purposes approval is given for the Company to grant 53,333,333 Performance Rights (**Director Performance Rights**) for nil consideration to Mr Brendan Mason on the terms and conditions in the Explanatory Notes is hereby approved."*

Voting Exclusion: The Company will disregard any votes cast on Resolution 2 by Mr Brendan Mason 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 2 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.

ENTITLEMENT TO VOTE

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered shareholders of the Company as at 7:00pm (AEDT) on 13 February 2018 (**Entitlement Time**).

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form which accompanies this Notice of General Meeting.

Voting by Proxy

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than 2 proxies to attend and vote in place of the member.

If the Shareholder appoints 2 proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the shareholder's votes. If the specified proportion or number of votes exceed that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

If a Shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines, and if a Shareholder appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on an item of business, the Chairman will vote in accordance with his voting intention as stated in this Notice of Meeting, namely in favour of each of the proposed resolutions set out in the Notice of Meeting.

Proxy Voting by the Chairman

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

Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's share registry, as an original or by facsimile, **no later than 7.00pm (AEDT) on 13 February 2018 (Proxy Deadline)**.

Proxy forms may be submitted in one of the following ways:

- (i) **By mail** to Computershare Investor Services Pty Ltd using the reply paid envelope or GPO Box 242, Melbourne VIC 3001. Please allow sufficient time so that it reaches Computershare Investor Services Pty Ltd by the Proxy Deadline;
- (ii) **By fax** to Computershare Investor Services Pty Ltd on +1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);
- (iii) **Online** via the Company's Share Registry website at www.investorvote.com.au or via your mobile phone using your QR code. Please refer to the Proxy Form for more information; or
- (iv) **By hand delivery** to Computershare at Level 4, 60 Carrington Street, Sydney NSW 2000.

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

CORPORATE REPRESENTATIVES

Where a shareholding is registered in the name of a corporation, the corporate shareholder may appoint a person to act as its representative to attend the meeting by providing that person with:

- (i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

BY ORDER OF THE BOARD

Leanne Ralph
Company Secretary
11 January 2018

Explanatory Notes

1. RESOLUTION 1: Special Resolution - Selective Capital Reduction - Lanstead Shares

1.1. Background

At a General Meeting of Members held on 28 February 2017, members ratified and approved for the purposes of Listing Rules 7.1 and 7.4, the security issues that had arisen from the agreement with UK based investor Lanstead Capital LP (**Lanstead**).

The securities were issued as part of an equity funding investment announced 28 December 2016, for a total of 400,000,000 ordinary shares comprising:

1. a placement of a total of 275,000,000 shares under the Company's 15% placement capacity (**Tranche A Lanstead Shares**); and
2. a conditional placement of a total of 125,000,000 shares (subject to, amongst other things, shareholder approval at the EGM) (**Tranche B Lanstead Shares**).

The Company also issued 20,000,000 shares to Lanstead in consideration for the transaction. In addition, the parties entered into sharing agreements with associated documentation in relation to each of the above tranches (**Sharing Agreements**), under which the funds were to be made available to the Company over an 18 month period. Relevant details were disclosed in the Explanatory Memorandum for the 2017 General Meeting.

1.2. Tranche A Sharing Agreement

Under the Tranche A Sharing Agreement, SmartTrans retained \$412,500 of the \$2,750,000 Tranche A subscription funds. The remainder of the funds were to be invested in the sharing arrangement described below, with funds to be made available to SmartTrans over an 18 month period (commencing 60 days after closing) with the amount of those payments varying depending on the volume weighted average price (**VWAP**) for the Company's shares.

A total of \$754,339.18 was provided by Lanstead under the Tranche A Sharing Agreement, until the arrangement was concluded by agreement on 22 December 2017.

1.3. Tranche B Sharing Agreement

Under the Tranche B Sharing Agreement, SmartTrans retained \$187,500 of the \$1,250,000 Tranche B subscription funds. The remainder of the funds were to be invested in the sharing arrangement described below with funds to be made available to SmartTrans over an 18 month period (commencing 60 days after closing) with the amount of those payments varying depending on the VWAP for the Company's shares.

A total of \$224,619.85 was provided by Lanstead under the Tranche B Sharing Agreement, until the arrangement was concluded by agreement on 22 December 2017.

1.4. Settlement of Funding Arrangement

Since the above was approved Lanstead and the Company agreed on 22 December 2017 to conclude the agreement early under the following terms:

1. the balance of the obligations under the Tranche A Sharing Agreement and the Tranche B Sharing Agreement were cancelled, subject to the cancellation of 85,000,000 Shares in the Company;
2. the Company proposes to seek shareholder approval to cancel 85,000,000 Shares of Lanstead's holding and thereby approximately 3% of the ordinary capital of the Company (**Selective Reduction of Capital**).

1.5. Procedural requirements

The cancellation of the Cancellation Shares is a selective reduction of capital for the purposes of the Corporations Act.

Section 256B(1) of the Corporations Act allows a company to reduce its share capital if the reduction:

- (a) is fair and reasonable to the Company's shareholders as a whole;
- (b) there is no material prejudice to the Company's ability to pay its creditors; and

- (c) is approved by shareholders under section 256C(2) of the Corporations Act.

Section 256C(2) of the Corporations Act requires that shareholders approve a reduction of capital by either:

- (a) a special resolution passed at a general meeting of the Company with no votes being cast in favour of the resolution by any person who is to receive consideration as part of the reduction or by their associates; or
- (b) a resolution agreed to, at a general meeting, by all ordinary shareholders.

Section 256C(2) of the Corporations Act also requires that the reduction be approved by special resolution of the parties whose shares are being cancelled.

Resolution 1 will be passed by shareholders as a special resolution if 75% of the votes cast by shareholders present and eligible to vote (whether in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) are in favour of it.

If shareholders approve Resolution 1, and subject to the cancellation shareholders (i.e. Lanstead) also passing a special resolution consenting to the cancellation of these shares, the Company will reduce its issued capital by 85,000,000 shares, or 3.0% of the issued capital of the Company.

1.6. Reasons for the selective reduction of capital

The directors consider that the changed market conditions, and the proposed merger with Resources Connect favours the discontinuation of the Lanstead Funding Agreement. The directors view the cancellation of 85,000,000 fully paid ordinary shares held by Lanstead as an appropriate return for shareholders following from an arms' length settlement of the funding agreements.

1.7. Financial effect of the selective reduction of capital on the Company

The cancellation of the Lanstead shares for no further consideration beyond the cessation of the balance of the funding obligations will have no effect on the Company's financial position.

1.8. Number of shares on issue after Selective Capital Reduction

The cancellation shares represent approximately 3.0% of the issued capital of the Company. Other things being equal, the Selective Capital Reduction would have the effect of decreasing the issued capital of the Company by approximately 3%.

The table below shows the current issued capital of the Company and the issued capital of the Company after completion of the Selective Capital Reduction:

Security	Number currently on issue	Number after Selective Capital Reduction	% Change
Ordinary Shares	2,778,270,170	2,693,270,170	-3.0%
Unlisted Options	331,826,233	331,826,233	0%

Notes:

1. The above figures do not include any shares to be issued:
- (a) under the proposed capital raising and the Resource Connect acquisition approved by shareholders at the Company's annual general meeting on 19 December 2017; or
- (b) the shares to be issued on exercise of the Director Performance Rights to be issued subject to shareholder approval of Resolution 2.

1.9. Impact on control

The effect of the Selective Capital Reduction on shareholders' holdings is not uniform as the % of Lanstead's holding across entities will decrease by 85,000,000, so that the effect on the holdings of substantial shareholders following the cancellation of the cancellation shares as at the date of this Notice of Meeting would be as follows:

Substantial shareholder	Voting power as at date of Notice	Voting power following Selective Capital Reduction
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Dymocks Securities Pty Ltd	21.42%	22.10%
Tandragee Pty Ltd	22.48%	23.19%
Coolgardie Units Pty Ltd	22.48%	23.19%
Lanstead Capital L.P.	6.66%	4.83% ¹
Lanstead III LLC	5.21%	4.26% ¹

Notes:

1. This assumes that 55,000,000 shares are being cancelled from Lanstead Capital L.P. and 30,000,000 shares are being cancelled from Lanstead III LLC. The final allocation is to be provided in due course.
2. The above percentages do not take into account any shares to be issued:
 - (a) under the proposed capital raising and the Resource Connect acquisition approved by shareholders at the Company's annual general meeting on 19 December 2017; or
 - (b) the shares to be issued on exercise of the Director Performance Rights to be issued subject to shareholder approval of Resolution 2.

1.10. Effective date

Pursuant to section 256C(3) of the Corporations Act, the Company must lodge a copy of any resolution relating to the Selective Capital Reduction with ASIC within 14 days of the date they are passed. The Company cannot implement the capital reduction until 14 days after the lodgement.

It is proposed that the Resolution relating to the Selective Capital Reduction will be lodged with ASIC within 7 days of the Meeting. Thereafter, the Selective Capital Reduction will be implemented on the date which is 14 days after the Resolution is lodged with ASIC.

1.11. Board Comment and Recommendations

The Directors recommend that Shareholders vote in favour of Resolution 1.

2. Resolution 2: Approval of the grant of Director Performance Rights to Mr Brendan Mason

2.1. Background

The Board considers that the grant of Director Performance Rights to Mr Mason, the Managing Director and chief executive officer of the Company, would be a cost effective and efficient reward for the Company to make to appropriately incentivise his continued performance. The provision of incentives that do not require any cash outlay supports the strategic goals of the Company. Brendan Mason was appointed Managing Director in July 2017.

Mr Mason is a Related Party of the Company in that he is also a director of the Company. The Director Performance Rights form part of Mr Mason's remuneration package as Managing Director.

It is the intention of the Board that the Director Performance Rights will be subject to milestone achievements (see 1.2 Objectives below).

The Company proposes to issue Director Performance Rights to Mr Mason in order to:

1. link a portion of Mr Mason's remuneration with the strategic goals and performance of the Company;
2. align Mr Mason's financial interests with those of the Shareholders;
3. provide incentives for Mr Mason to participate on superior performance that creates Shareholder value; and
4. provide Mr Mason with an incentive which is a hybrid of a traditional long term incentive reward (generally providing an ownership interest in the company following the achievement of predetermined performance milestones over a number of years) and a short term bonus incentive (usually paid annually in cash on the achievement of key performance indicators).

2.2. Objectives

The Company proposes to grant 53,333,333 Director Performance Rights, subject to shareholder approval, to qualify Mr Mason to being issued the above in fully paid ordinary shares on the completion of the following four (4) objectives:

1. Successful introduction of new investors to SmartTrans to raise a minimum of A\$0.5M.
2. Development and successful implementation of operation turnaround plan resulting in the re-organisation of the business and significant cost-outs via:
 - a. reduce overheads by 50% from quarter 1 FY2018
 - b. reduce head count by a minimum of 33% from 1 FY2018
3. Identification, prioritisation and successful implementation (agreement by target and SmartTrans shareholders) of an acquisition or merger target for one of either the transport service or China ecommerce businesses that provides scale, synergistic benefits and materially improves that business' viability.
4. Successfully raise finance (debt or equity) of an amount to be agreed in support of a transaction, as contemplated in 3 above.

2.3. Key terms of Performance Rights

The Board proposes to issue 53,333,333 Performance Rights to Mr Mason (or his nominee) subject to the approval of Shareholders. Each Performance Right will entitle Mr Mason to one ordinary fully paid share (provided the Directors have not otherwise determined to satisfy the Performance Right in cash) upon satisfaction of certain vesting conditions.

The terms and conditions of the proposed Performance Rights are summarised in Annexure A.

2.4. Section 208 of the Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act. Mr Mason is a related party of the Company.

The Board (other than Mr Mason) considers that shareholder approval under section 208 of the Corporations Act is not required as the exception in section 211 of the Corporations Act applies. The Shares to be issued to

Mr Mason are considered to be reasonable remuneration for the purposes of section 211 of the Corporations Act.

2.5. Section 200B of Corporations Act

In accordance with section 200B of the Corporations Act, to give a benefit in connection with a person's retirement from an office, the Company must obtain shareholder approval in the manner set out in section 200E of the Corporations Act.

Section 200B applies where the benefit is given to a person whose office or position is a managerial or executive office. Mr Mason holds an office or position that is a managerial or executive office. The Director Performance Rights may vest in certain circumstances after the termination of Mr Mason's employment at the discretion of the Board. Accordingly, the Board has formed the view that should this occur, it may constitute a benefit in connection with Mr Mason's retirement from office. Therefore the Company seeks shareholder approval for the issue of Director Performance Rights to Mr Mason.

2.6. Listing Rule 10.11

In accordance with Listing Rule 10.11, the Company must not issue equity securities to a Director without Shareholder approval.

2.7. Specific information required by Listing Rule 10.13

Listing Rule 10.13 requires that information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 10.11 as follows:

1. The Director Performance Rights will be issued to Mr Brendan Mason who is a Director (or his nominees).
2. The maximum number of Director Performance Rights to be issued to Mr Mason (or his nominees) is 53,333,333. The actual number of Director Performance Rights that will vest and convert into Shares are 53,333,333.
3. The Director Performance Rights will be issued no later than one month after the date of the Meeting (or such longer period of time as ASX may in its discretion allow).
4. The Director Performance Rights will be granted for no consideration and no funds will be raised from the issue of the Performance Rights. In addition, once vested, the Director Performance Rights will be automatically exercised. Following exercise of the Director Performance Rights, the Company must issue Mr Mason one Share for every vested Performance Right. The Shares will be issued for no consideration. A summary of the other material terms and conditions of the Director Performance Rights is provided at 1.2 (Objectives) above.
5. Shares issued on exercise of the Director Performance Rights will rank equally in all respects with the Company's existing Shares on issue.
6. A voting exclusion statement is included in the Notice for Resolution 2.
7. Other than the information above and otherwise set out in the Notice, the Company believes that there is no other information that would be reasonably required by Shareholders to vote in favour of Resolution 2.

2.8. Listing Rule 7.1

If Shareholders approve Resolution 2 pursuant to ASX Listing Rule 10.11, then approval is not required for the purposes of ASX Listing Rule 7.1. Accordingly, if Resolution 2 is approved and the 53,333,333 Performance Rights are issued, these will not be included in the calculation of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1

2.9. Directors' recommendation

The Directors (other than Mr Mason, who has an interest in the Resolution) unanimously recommend that Shareholders vote in favour of Resolution 2.

Annexure A

Terms and conditions of Performance Rights

Aspect	Details
Term	Performance Rights will have a term of 5 years and if not exercised within the term the Performance Rights will lapse.
Number of Performance Rights	The maximum number of Performance Rights to be granted to Brendan Mason, subject to Shareholder approval, is 53,333,333.
Amount payable for Performance Rights	No amount will be payable by Mr Mason for the Performance Rights as they are part of the intended total remuneration package for the 2018 financial year.
Exercise Price	No amount will be payable by Mr Mason to exercise a Performance Right that has vested.
Measurement Period	The Measurement Period will be one financial year from 1 July 2017 to 30 June 2018.
Vesting and Exercise of Performance Rights	Following the satisfaction of the Vesting Conditions, the Performance Rights may be exercised by submitting a Notice of Exercise. Once exercised, the value of Performance Rights that vest will be evaluated and will be paid in Shares (including Restricted Shares), cash or a combination of cash and Shares based on the then Share price, at the sole discretion of the Board. Rights will lapse if not exercised prior to the elapsing of the Term.
Vesting Conditions	<p>In order for Performance Rights to vest, the performance conditions must be satisfied within the Measurement Period.</p> <ol style="list-style-type: none"> 1. Successful introduction of new investors to SmartTrans to raise a minimum of A\$0.5M. 2. Development and successful implementation of operation turnaround plan resulting in the re-organisation of the business and significant cost-outs via: <ol style="list-style-type: none"> a. reduce overheads by 50% from quarter 1 FY2018 b. reduce head count by a minimum of 33% from 1 FY2018 3. Identification, prioritisation and successful implementation (agreement by target and SmartTrans shareholders) of an acquisition or merger target for one of either the transport service or China ecommerce businesses that provides scale, synergistic benefits and materially improves that business' viability. 4. Successfully raise finance (debt or equity) of an amount to be agreed in support of a transaction, as contemplated in 3 above. <p>The Board retains discretion to modify vesting in the case that the circumstances that prevailed during the Measurement Period are materially differed from those expected at the time the vesting scale was determined, which is intended to be used when the application of the vesting scale would lead to an outcome that may be viewed as inappropriate.</p>
Disposal Restrictions	<p>Performance Rights may not be disposed of at any time, but can be exercised following vesting, up to the end of their Term. Shares acquired on exercise of vested Performance Rights (Restricted Shares) will be subject to disposal restrictions until all of the following cease to restrict disposals:</p> <ol style="list-style-type: none"> a) the Company's share trading policy, b) the Corporations Act insider trading provisions, and c) Specified Disposal Restrictions, if any.

Specified Disposal Restrictions	No Specified Disposal Restriction additional to the above are intended to apply to this grant of Performance Rights, or the Restricted Shares that may flow from it.
Cessation of Employment	<p>On termination of employment a portion of Performance Rights granted in the financial year in which the termination occurs will be forfeited. The proportion is that which the remainder of the financial year following the termination represents of the full financial year. This provision recognises that grants of Performance Rights are part of the remuneration for the year of grant and that if part of the year is not served then some of the Performance Rights will not have been earned.</p> <p>If Performance Rights vest subsequent to a termination of employment and their value is less than the Share Price at the date of the termination then such Rights will be settled in cash on exercise.</p> <p>If Mr Mason is no longer employed by or otherwise engaged with any Group Company and holds unvested Rights those Rights will be automatically exercised on the earlier of the end of the Term of the Rights and one month following the date when Mr Mason has ceased to hold unvested Rights.</p>
Change of Control of the Company	<p>In the event of a Change of Control a portion of Performance Rights granted in the financial year in which the Change of Control occurs will be forfeited. The proportion is that which the remainder of the financial year following the Change of Control represents of the full financial year.</p> <p>Then unvested Rights would vest in the same proportion as the share price has increased since the beginning of the Measurement Period. Remaining Rights would either lapse or some or all may vest at the Board's discretion. In relation to Shares that have resulted from the vesting of Rights, dealing restrictions, if any, specified in the initial grant would also be lifted, though the Company's securities trading policy and the Corporations Act would continue to apply.</p>
Voting and Dividend Rights	Performance Rights do not carry voting or dividend entitlements. Shares issued when Performance Rights vest carry all entitlements of Shares, including voting and dividend entitlements.
Lapse and Forfeiture of Performance Rights	Performance Rights will lapse if the prescribed Vesting Conditions are not satisfied within the Measurement Period or if they are not exercised prior to the elapsing of the associated Term.
Fraud, Gross Misconduct etc.	In the event that the Board forms the opinion that Mr Mason has committed an act of fraud, defalcation or gross misconduct in relation to the Company, Mr Mason will forfeit all unvested Rights.
Issue or Acquisition of Shares	Shares allocated to Mr Mason when Performance Rights vest and which are exercised may be issued by the Company or acquired on or off market by the Company or its nominee. The nominee may be a trust, the purpose of which is to facilitate the operation of the plan.
Cost and Administration	The Company will pay all costs of issuing and acquiring Shares for the purposes of satisfying vested Performance Rights, as well as any brokerage on acquisitions of Shares for this purpose.
Hedging	The Company prohibits the hedging of Performance Rights by Mr Mason.

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

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

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

SMA

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

Proxy Form

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Vote 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: I999999999

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 11.00am (AEDT) Tuesday 13 February 2018**

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

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

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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 Extraordinary General Meeting of SmartTrans Holdings Limited to be held at the Prince Albert Room Sir Stamford at Circular Quay, 93 Macquarie Street, Sydney NSW 2000 on Thursday 15 February 2018 at 11.00am (AEDT) and at any adjournment or postponement of that meeting.

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 1	Selective Capital Reduction - Lanstead Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval for issue of Performance Rights to Mr Brendan Mason	<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 / /

SMA

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Computershare +