

SMART AUTO AUSTRALIA LIMITED
ACN 644 257 465
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the members of Smart Auto Australia Limited (**SAL or Company**) will be held at the offices of Pulse Markets Pty Ltd, Suite 24.04, Level 24, Governor Phillip Tower, 1 Farrer Place Sydney NSW 2000 at 11:00 am (Sydney time) on Tuesday 31 August 2021 (**Meeting**).

The Company and the Board are very aware of the current circumstances resulting from COVID-19 and the impact it is having, and is likely to continue to have, on physical meetings. Accordingly, the Board has made the decision that it will hold a physical Meeting with any appropriate social gathering and physical distancing measures in place to comply with State and Federal Government current restrictions for physical gatherings.

To comply with Federal and State government restrictions on social gatherings (and to otherwise ensure the safety of its shareholders and other participants), the Company may only be able to admit a limited number of persons to the Meeting. There is a risk that shareholders intending to attend the physical Meeting may not be admitted, depending on the number of Shareholders who wish to physically attend the Meeting. Therefore, the Company strongly encourages all shareholders to submit their directed proxy votes in advance of the Meeting, as detailed on pages 3 and 4 of this Notice of Meeting.

The Company will continue to closely monitor guidance from the Federal and State Government for any impact on the proposed arrangements for the Meeting. If any changes are required, the Company will advise shareholders by way of an announcement on the NSX website at www.nsx.com.au. The Company strongly encourages all shareholders to check the Company's announcements at www.nsx.com.au regularly prior to the Meeting.

In accordance with temporary modifications to the Corporations Act under the Corporations (Coronavirus Economic Response) Determination (No. 3) 2020, the Company is not sending hard copies of the Notice of Meeting to Shareholders. The Notice of Meeting can be viewed and downloaded from this website link:

www.nsx.com.au

Please see page 3 for further details regarding the despatch of this Notice of Meeting to Shareholders. The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the 2021 Annual General Meeting. The Explanatory Memorandum forms part of this Notice of Meeting.

Certain terms and abbreviations used in this Notice of Meeting and Explanatory are defined in the Glossary of the Explanatory Memorandum.

ORDINARY BUSINESS

FINANCIAL REPORT

To receive and consider the Annual Financial Statements, the Directors' Report and Audit Report of the Company and its Controlled Entities for the financial period ended 31 March 2021.

To consider, and if thought fit, to pass with or without modification, the following resolutions.

1. RESOLUTION 1 – REMUNERATION REPORT

To consider and, if thought fit, to pass the following non-binding ordinary resolution:

- 1.1 *'That the Remuneration Report contained in the Annual Report for the financial year ended 31 March 2021 be adopted.'*

- 1.2 Note: the vote on this Resolution 1 is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution 1.

Voting Exclusion Statement

Pursuant to section 250R of the Corporations Act, a vote must not be cast, and the Company will disregard any votes cast (in any capacity) on Resolution 1, by or on behalf of:

- (a) A member of the Key Management Personnel (KMP), details of whose remuneration are included in the Remuneration Report for the year ended 31 March 2021; or

- (b) a Closely Related Party of a KMP.

However, a person described above may cast a vote on Resolution 1 if it is not cast on behalf of a person described above and either:

- (a) the proxy is appointed by writing that specifies how the proxy is to vote on the resolution proposed in Resolution 1; or

- (b) the chairman of the meeting is appointed as proxy and the appointment of the chairman does not specify the way in which the chairman is to vote and expressly authorises the chairman to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Please note, in accordance with sections 250R(4) and 250R(5) of the Corporations Act, the chairman will not vote any undirected proxies in relation to Resolution 1 unless the shareholder expressly authorises the chairman to vote in accordance with the chairman's stated voting intentions. Please note that if the chairman of the meeting is your proxy (or becomes your proxy by default), by completing the attached proxy form, you will expressly authorise the chair to exercise your proxy on Resolution 1 even though it is connected directly or indirectly with the remuneration of a member of Key Management Personnel for the Company, which includes the chairman.

If you appoint the chairman as your proxy, you can direct the chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box on the proxy form.

2. RESOLUTION 2 – ELECTION OF DIRECTOR – MR MICHAEL PIXLEY

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

'That, for the purpose of clause 14.2 of the Constitution of the Company and for all other purposes, Mr Michael Pixley who retires, and being eligible, is elected as a Director.'

3. RESOLUTION 3 – ELECTION OF DIRECTOR – MR GREGORY STARR

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

'That, for the purpose of clause 14.2 of the Constitution of the Company and for all other purposes, Mr Gregory Starr who retires, and being eligible, is elected as a Director.'

4. RESOLUTION 4 – ELECTION OF DIRECTOR – MR MAN CHI FAT (FRANCIS MAN)

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

'That, for the purpose of clause 14.4 of the Constitution of the Company and for all other purposes, Mr Man Chi Fat (Mr Francis Man) who retires, and being eligible, is elected as a Director.'

5. RESOLUTION 5 – APPOINTMENT OF AUDITOR

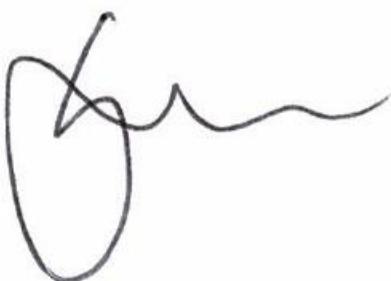
To consider, if thought fit, pass the following resolution as an ordinary resolution:

"That Moore Australia Audit (WA), having consented to act, be appointed Auditor of the Company."

EXPLANATORY MEMORANDUM

An Explanatory Memorandum in respect of the Resolutions set out above is **enclosed** with this Notice of Meeting. Expressions defined in the Explanatory Memorandum have the same meaning when used in this Notice of Meeting.

By Order of the Board



Gregory Starr

Director and Company Secretary
23 July 2021

DISPATCH OF NOTICE OF MEETING

In accordance with temporary modifications to the Corporations Act under the Corporations (Coronavirus Economic Response) Determination (No. 3) 2020, the Company will not be mailing physical copies of this Notice of Meeting to Shareholders. This Notice of Meeting will be despatched to Shareholders in the following manner:

- If the Share Registry has a record of a Shareholders email address, the Company will send an email to that Shareholder which will contain this Notice of Meeting; or
- If the Share Registry does not have a record of a Shareholders email address, the Company will mail a letter to that Shareholder's registered address, containing a URL website address by which that Shareholder can access and download a copy of this Notice of Meeting electronically.

VOTING ENTITLEMENTS

In accordance with section 1074E(2)(g) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001 (Cth), persons holding shares at 11:00 am (Sydney time) on Sunday 29 August 2021 will be treated as Shareholders. This means that if you are not the registered holder of a relevant Share at that time you will not be entitled to attend and vote in respect of that Share at the meeting.

PROXIES

A Shareholder who is entitled to attend and vote at the General Meeting may appoint up to two proxies to attend and vote on behalf of that Shareholder. A Proxy Form is included with this Notice. If you require an additional Proxy Form, please contact Advanced Share Registry.

If a Shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that Shareholder's votes that each proxy may exercise. If the appointment does not specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded. The Proxy Form must be signed by the Shareholder or their duly appointed attorney, or in the case of a body corporate, executed in accordance with the corporation's constitution, or signed by a duly authorised officer or attorney. A proxy need not be a Shareholder of the Company.

To be effective, the Company must receive the completed Proxy Form signed by the Shareholder and, if the form is signed by the Shareholder's attorney or authorised officer of a corporation, the authority under which the Proxy Form is signed (or a certified copy of the authority) by no later than 11:00 am (Sydney time) on Sunday 29 August 2021 by post or fax to the Company's share registrar, Advanced Share Registry, as listed below.

BY MAIL:	BY FAX:
Smart Auto Australia Limited C/- Advanced Share Registry 110 Stirling Highway, Nedlands WA 6009	Smart Auto Australia Limited C/- Advanced Share Registry Fax: +61 8 6370 4203

BODY CORPORATE REPRESENTATIVES

- A corporation, by resolution of its directors, may authorise a person to act as its representative to vote at the meeting.
- A representative appointed by a corporation may be entitled to execute the same powers on behalf of the corporation as the corporation could exercise if it were an individual shareholder of the Company.

- To evidence the authorisation, either a certificate of body corporate representative executed by the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required.
- The certificate or equivalent document must be produced prior to the meeting.

VOTING BY PROXIES

Where more than one proxy is appointed, neither proxy is entitled to vote on a show of hands. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit. If a proxy abstains from voting and the directions on the proxy require that person to vote, the votes not exercised by the proxy will be given to the Chairman to vote in accordance with the directions on the Proxy Form.

Subject to the statement below, if a Shareholder appoints the Chairman of the General Meeting as the Shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that Shareholder, in favour of that item on a poll.

Please read the directions on the Proxy Form carefully, especially if you intend to appoint the Chairman of the General Meeting as your proxy.

UNDIRECTED PROXIES

The Chairman will vote undirected proxies in favour of all resolutions on the agenda for the General Meeting. The Company recommends that Shareholders who submit proxies should consider giving 'how to vote' directions to their proxyholder on each Resolution.

If you complete a proxy form that authorises the Chairman to vote on your behalf as proxyholder, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, you will be expressly authorising the chair to exercise your proxy in accordance the Chairman's stated voting intention on all resolutions even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you wish to appoint the Chairman as your proxyholder but you do not want to put him in the position to cast your votes in accordance with Chairman's stated voting intention, you can direct the Chairman by completing the appropriate box on the Proxy Form, to vote for, against or abstain from voting on the Resolutions.

SMART AUTO AUSTRALIA LIMITED
ACN 644 257 465
EXPLANATORY MEMORANDUM

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's Annual Report be adopted. The Remuneration Report is set out in the Company's Statutory Annual Report and is also available on the Company's website <https://www.smartauto ltd.com/wp-content/uploads/021739686.pdf>.

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second Annual General Meeting (Spill Resolution), to approve calling a general meeting (Spill Meeting). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second Annual General Meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

As this is the Company's first annual general meeting there has been no prior vote of more than 25% against the adoption at the Company's Remuneration Report. Accordingly, if at least 25% of the votes cast on Resolution 1 are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity-based compensation.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

1.2 Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters may not vote on this Resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise your proxy, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair intends to use any such proxies to vote in favour of the Resolution.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

1.3 Board Recommendation

The Board recommends that you vote in favour of this Resolution.

2. RESOLUTION 2 – ELECTION OF DIRECTOR – MR MICHAEL PIXLEY

2.1 General

Clause 14.2 of the Constitution requires that a third (or the number of Directors nearest to one third) of the Directors must retire at each annual general meeting. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. In determining the number of Directors to retire, a Director appointed by the Board, or a Managing Director, is not taken into account. A Director who retires by rotation under the Constitution is eligible for re-election.

Clause 14.4 of the Constitution requires that a director appointed by the Board holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting.

Mr Michael Pixley was appointed as a Director on 28 October 2020. Therefore, pursuant to the Constitution, Mr Pixley retires by rotation at this Meeting, and being eligible, seeks election at this Annual General Meeting.

2.2 Qualifications

Mr Pixley has 35 years' merchant banking experience in Australia and Asian regions across a broad range of industries. Mr Pixley is a non-executive director of Refresh Group Ltd. (ASX:RGP), Credit Intelligence Limited (ASX:CI1) and is a founding director of Story-I Ltd (ASX:SRY). Mr Pixley has a Bachelor of Business Management from Curtin University, Perth, Western Australia.

2.3 Board Recommendation

The Board (with Mr Michael Pixley abstaining) recommends that you vote in favour of this Resolution.

3. RESOLUTION 3 – ELECTION OF DIRECTOR – MR GREGORY STARR

3.1 General

Clause 14.2 of the Constitution requires that a third (or the number of Directors nearest to one third) of the Directors must retire at each annual general meeting. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. In determining the number of Directors to retire, a Director appointed by the board, or a Managing Director, is not taken into account. A Director who retires by rotation under the Constitution is eligible for re-election.

Clause 14.4 of the Constitution requires that a director appointed by the Board holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting.

Mr Starr was appointed as a Director on 28 October 2020. Therefore, pursuant to the Constitution, Mr Starr retires by rotation at this Meeting, and being eligible, seeks election at this Annual General Meeting.

3.2 Qualifications

Mr Starr is a CPA and an experienced public company non-executive and executive director and Company Secretary. He has been involved in many IPO's, mergers and acquisitions and debt and company restructures over the past 25 years.

In the past 3 years Mr Starr has held executive and non-executive board positions on ASX listed companies, Diatreme Resources Limited (ASX:DRX), World.Net Services Limited (ASX:WNS), Ephraim Resources Limited (ASX:EPA) and BIR Financial Limited (ASX:BIR).

Mr Starr brings significant corporate governance and investor relations experience in ASX, NSX, TSX and SSX listed companies to the Board

3.3 Board Recommendation

The Board (with Mr Gregory Starr abstaining) recommends that you vote in favour of this Resolution.

4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR MAN CHI FAT (FRANCIS MAN)

4.1 General

Clause 14.4 of the Constitution requires that a director appointed by the Board holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting.

NSX Listing Rule 6.47 provides that a person appointed by the Board to fill a casual vacancy or as an addition to the Board, must retire from office at, or at the end of, the next following annual general meeting, and will then be eligible to stand for election. Mr Man was appointed to the Board on 12 November 2020. Resolution 4 is for the re-election of Mr Man in accordance with rule 14.4 of the Constitution and NSX Listing Rule 6.47.

4.2 Qualifications

Mr Man has extensive experience in managing commercial vehicle operations and has experience in the export and logistics sector of over 12 years. He is currently the general manager of Jolly Bus Company Limited, one of the leading bus operators in Hong Kong, which operates over 100 commercial vehicles for schools and organisations. He was also engaged in export and logistic businesses for vehicles and parts.

Mr Man was first trained in Australia, obtaining his undergraduate and post graduate degrees from Deakin University and Monash University. He has a broad network in the commercial vehicle industry with major manufacturers and suppliers, operators, export and logistic companies.

4.3 Board Recommendation

The Board (with Mr Francis Man abstaining) recommends that you vote in favour of Resolution 4.

5. RESOLUTION 5 – APPOINTMENT OF AUDITOR

5.1 Background

On 4 May 2021, in accordance with section 327A(1) of the Corporations Act, the Company appointed Moore Australia Audit (WA) as auditor of the Company.

Following the above appointment and in accordance with section 327A(2) of the Corporations Act, Moore Australia Audit (WA) holds office as auditor of the Company until the Company's next Annual General Meeting, being the meeting the subject of this Notice of Meeting.

In accordance with section 327B(1) of the Corporations Act, the Company now seeks Shareholder approval for the ongoing appointment of Moore Australia Audit (WA) as auditor of the Company.

Moore Australia Audit (WA) has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company.

The appointment of Moore Australia Audit (WA) will be by vote of Shareholders as an ordinary resolution.

5.2 Board Recommendation

The Board recommends that you vote in favour of Resolution 5.

GLOSSARY

ASIC	Australian Securities and Investments Commission
Board	Board of directors of the Company
Company	Smart Auto Australia Limited ACN 644 257 465
Constitution	The constitution of the Company
Corporations Act	<i>Corporations Act 2001 (Cth)</i>
Director	A director of the Company
Meeting or Annual General Meeting	The general meeting of the Company to be held on 31 August 2021
Notice of General Meeting	The notice of General Meeting to which this Explanatory Memorandum is attached
Share	A fully paid ordinary share in the Company
Shareholder	A person who holds Shares in the Company