



INSIDER TRADING POLICY

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1. Introduction

Insider trading is illegal. The purpose of this Policy is: -

- A. to remind the directors, officers and employees of SMRT Holdings Berhad (“Company”) and its subsidiaries (collectively, “Insiders”) with regard to their personal duty and obligation to comply with the relevant insider trading laws and restrictions; and
- B. to reflect the seriousness with which the Company views any breach of such provisions on the part of the Insiders.

2. Scope

Insider trading can take many forms. Among others, the use or disclosure of information that is not generally available, which on becoming generally available would or would tend to have a material effect on the price or value of securities of the Company (“Material Non-Public Information”) by any Insider – whether for personal benefit or the benefit of others – is expressly prohibited. Further details of these prohibitions can be found in Section 188 of the Capital Markets and Services Act 2007 (“CMSA”).

It is important to note that any person who possesses Material Non-Public Information and knows (or ought reasonably to know) that the information is not generally available is regarded as an “insider” for purposes of Section 188 of the CMSA. Penalties for any breach of Section 188 of the CMSA includes imprisonment for a term not exceeding ten years and a fine of not less than RM1 million, as well as civil liabilities pursuant to Section 201 of the CMSA.

3. General Policy

Subject to and without derogating from the provisions of Section 188 of the CMA and other provisions relating to insider trading, the Company wishes to highlight the following: -

3.1 Dealings

An Insider shall not, whether as principal or agent, in respect of any shares or securities of the Company to which the Material Non-Public Information relates: -

- A. Acquire, dispose of, or enter into an agreement with a view to the acquisition or disposal of, any shares or securities of the Company to which the Material Non-Public Information relates; or
- B. Procure a third person to acquire, dispose of or enter into an agreement with a view to the acquisition or disposal of, any shares or securities of the Company to which the Material Non-Public Information relates.

3.2 Disclosures

An Insider shall not, direct or indirectly, communicate the Material Non-Public Information or cause such information to be communicated, to another person, if the Insider knows, or ought reasonably to know, that the other person would or would tend to: -

- A. Acquire, dispose of, or enter into an agreement with a view to the acquisition or disposal of, any shares or securities of the Company to which the Material Non-Public Information relates; or
- B. Procure a third person to acquire, dispose of or enter into an agreement with a view to the acquisition or disposal of, any shares or securities of the Company to which the Material Non-Public Information relates.

3.3 Confidentiality of Material Non-Public Information

Material Non-Public Information relating to the Company is the property of the Company and any unauthorised use or disclosure of such information is strictly prohibited. Examples of Material Non-Public Information can be found in Paragraphs 9.04 and 9.19 of the Ace Market Listing Requirements.

3.4 Other Listed Securities

All Insiders are reminded that insider trading restrictions would also apply to dealings and disclosures in relation to listed securities of organisations with which the Company and its subsidiaries have dealings, insofar as the Insider has any Material Non-Public Information relating to such corporations/entities.

If any individual reasonably believes in good faith that malpractice exists in the workplace, the individual should report this immediately to the line manager. However, if for any reason he feels uncomfortable to do so, then he can report the concerns to Audit Committee Chairman.

The individual should email the Audit Committee Chairman at leow@smrhub.com, being the independent director identified in the company's annual report as the one to whom concerns may be conveyed.

The individual who has raised concerns internally will be informed of who is handling the matter and how he can make contact with them for further assistance whenever required.

The individual's identity will not be disclosed without his prior consent. When concerns cannot be resolved without revealing the identity of the employee raising the concern (i.e. if the evidence is required in a court of law), a dialogue will be held with the employee concerned as to how the matter can be resolved.

4. ACE Market Listing Requirements (“AMLR”) Provisions

All directors, principal officers and other relevant employees (referred to as “affected persons”) are prohibited from dealing in the Company's listed securities during the Closed Period and as long as he or she is in possession of price-sensitive information relating to the Company's shares or securities. For purposes of Chapter 14 of the AMLR, a “principal officer” means, among others, the chief executive who is not a director, the chief financial officer or any other employee of the Company or its major subsidiary who has access or is privy to price-sensitive information in relation to the Company.

4.1 Closed Period

“Closed Period” means the period commencing 30 calendar days prior to the targeted date of announcement to Bursa Malaysia Securities Berhad (the “Exchange”) of the Company's quarterly results, up to the date of the announcement of the Company's results for the financial quarter.

4.2 Exemptions

The following categories of dealings are exempted from the restrictions in Chapter 14:

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- A. The acceptance or exercise of options or rights under a Share Issuance Scheme [1] or a share option scheme;
[1] Defined as a scheme involving a new issuance of shares to employees under the Ace Market Listing Requirements of Bursa Securities.
- B. The exercise of warrants;
- C. The conversion of convertible securities;
- D. The acceptance of entitlements under an issue or offer of securities, where such issue or offer is made available to all holders of the Company's securities or to all holders of a relevant class of its securities on the same terms;
- E. The undertaking to accept, or the acceptance of a take-over offer; and
- F. The undertaking to accept, or the acceptance of securities as part of a merger by way of a scheme of arrangement.

For the avoidance of doubt, subsequent dealings in any securities obtained as a result of the dealings stated under Clauses 4.2 (a) to (f) are not exempted from the restrictions under this Policy.

4.3 Procedure for dealings during Closed Period

Notwithstanding Clause 4.1, affected persons may deal in securities during a Closed Period subject to such affected persons complying with the following conditions: -

- A. Prior to the proposed dealing, the affected person must give notice of intention to deal in writing to the Company;
- B. Upon receipt of such notice, the Company must immediately announce to the Exchange. The announcement shall state, amongst other things: -
 - i. the affected person's current holdings of securities in the Company; and
 - ii. the affected person's intention to deal in securities of the Company during a Closed Period.
- C. The proposed dealing can only be effected after one full market day from the date of the announcement being made pursuant to Clause 4.3(a) above;
- D. The affected person must give notice of the dealing in writing to the company secretary of the Company within 1 full market day after the dealing has occurred and the Company must immediately announce such notice to the Exchange.

4.4 Procedure for dealings outside Closed Periods

Where an affected person deals in the listed securities of the Company outside Closed Periods, the affected person must, within 3 market days after the dealing has occurred, give notice of the dealing in writing to the company secretary of the Company and the Company must make an immediate announcement to the Exchange of such dealings.

5. Personal Responsibility

Each director, officer and other employee of the Company has the personal responsibility to ensure their respective compliance with laws and restrictions. In this regard, each Insider also has a duty to keep himself or herself duly updated and informed of all relevant prevailing insider trading laws and restrictions on a continuing basis.

In addition to constituting breaches of securities laws, the Company views such breaches of insider trading laws and restrictions seriously. As such, the Company reserves full rights to take further disciplinary and other action (as may be appropriate) against the relevant Insider (such action may include immediate termination of employment).

6. Further Information

If you have any questions with regard to this Policy, please direct them to the Managing Director or the Chairperson of the Audit and Risk Management Committee or the Chairman of the Company. For further information with regard to the relevant laws and restrictions in relation to insider trading, and how they apply to (or affect) you personally, please consult your own lawyers or other appropriate professional advisers.