

NOTICE OF TWENTY-FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fourth Annual General Meeting ("AGM") of Caely Holdings Bhd. will be convened and held at Lower Perak Club, Jalan Denai Intan, Bandar Baru, 36000 Teluk Intan, Perak Darul Ridzuan on Monday, 28 September 2020 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:-

AGENDA

ORDINARY BUSINESS

- To receive the Statutory Financial Statements for the financial year ended 31 March 2020 together with the Directors' and Auditors' Reports thereon. **(Please refer to Explanatory Note I)**
- To approve the payment of Directors' fees amounting to RM312,000.00 for the financial year ended 31 March 2020. **(Ordinary Resolution 1)**
- To approve the payment of Directors' fees and benefits up to an amount of RM450,000.00 to the Directors with effect from 29 September 2020 until the next AGM. **(Ordinary Resolution 2)**
- To approve the re-election of the following Directors who retire pursuant to Clause No. 99 of the Constitution of the Company and being eligible, have offered themselves for re-election:- **(Ordinary Resolution 3)**
 - Datin Fong Nyok Yoon; and
 - Dato' Chuah Chin Lai. **(Ordinary Resolution 4)**
- To re-appoint Messrs PKF as Auditors of the Company for the financial year ending 31 March 2021 and to authorise the Directors to determine their remuneration. **(Ordinary Resolution 5)**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Resolutions:-

- Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016** **(Ordinary Resolution 6)**
 "THAT subject always to the Companies Act, 2016 ("the Act"), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company's Constitution and the approval of the relevant government/regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion, deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company."
- To transact any other business of the Company which due notices shall be given in accordance with the Companies Act, 2016 and the Constitution of the Company.

BY ORDER OF THE BOARD

CHAN SAU LENG (MAICSA 7012211)
(SSM Practicing Certificate No. 202008002709)
RUZETI EMAR BINTI MOHD ROSLI (LS 0010372)
(SSM Practicing Certificate No. 202008000974)
Joint Secretaries

Selangor Darul Ehsan
28 August 2020

NOTES:

- Only depositors whose names appear in the Record of Depositors as at **17 September 2020** ("General Meeting Record of Depositors") shall be regarded as members entitled to attend, speak and vote at the Meeting.
- A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company.
- A member may appoint up to two (2) proxies to attend at the same meeting. Where a member appoints two (2) proxies, the proxies shall not be valid unless the member specifies the proportions of his shareholdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his attorney and in the case of a corporation, the instrument appointing a proxy or proxies must be under seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Registered Office situated at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200, Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof as Paragraph 8.29(A) of the Main Market Listing Requirements of Bursa Securities requires all resolutions set out in the Notice of General Meeting to be put to vote by poll.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

EXPLANATORY NOTES:

- Statutory Financial Statements for the financial year ended 31 March 2020**
 This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act requires the Statutory Financial Statements to be laid at the AGM. As such, this agenda item does not require shareholders' approval and hence, is not put forward for voting.
- Ordinary Resolution No. 2 – Directors' Fees and Benefits**
 Ordinary Resolution No. 2 relates to the proposed payment of Directors' fees and benefits to the Directors from 29 September 2020 until the next AGM of the Company, which comprise the following:-

	Board Chairman	Executive Directors	Non-Executive Directors
Directors' Fees	RM72,000.00	RM72,000.00	RM168,000.00
Meeting Allowance for attendance of Board and Board Committee Meetings	RM500.00 per meeting	RM300.00 per meeting	RM300.00 per meeting
Other Benefits	Company car	Company car	-

- Ordinary Resolution No. 6 – Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016**
 Ordinary Resolution No. 6, if approved, will empower the Directors of the Company, from the date of the above AGM, authority to issue and allot shares in the Company up to an aggregate amount not exceeding 10% of the total number of issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority unless revoked or varied at a general meeting will expire at the next AGM of the Company.

The Mandate is for renewal of the Mandate granted by the members at the last AGM held on 18 September 2019.

The Renewed Mandate will empower the Directors to raise fund via issuance of new shares without delay, in the event of business opportunities arise.

STATEMENT ACCOMPANYING NOTICE OF TWENTY-FOURTH ANNUAL GENERAL MEETING

NAMES OF DIRECTORS STANDING FOR RE-ELECTION

- Ordinary Resolutions 3 and 4 - Re-election of Directors**
 (a) Directors who are retiring pursuant to Clause No. 99 of the Constitution of the Company and seeking for re-election at the forthcoming Twenty-Fourth AGM are as follows:-
 - Datin Fong Nyok Yoon; and
 - Dato' Chuah Chin Lai.

Details of the above Directors are set out in the Directors' Profiles section and their interest in the Company, where applicable, are set out in the Analysis of Shareholdings and Analysis of Warrant Holdings section appearing on pages 14 to 16 and 181 to 184 of the Company's Annual Report respectively.