



## CAELY HOLDINGS BHD

[Registration No. 199601036023 (408376-U)]  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("**EGM**") of Caely Holdings Bhd ("**Caely**" or the "**Company**") will be conducted on a fully virtual basis through live streaming and online remote voting using Remote Participation and Electronic Voting ("**RPEV**") facilities for the purpose of considering and, if thought fit, passing the following resolution set of in this notice:-

- Day and Date : Tuesday, 30 November 2021, or any adjournment thereof  
Time : 10.00 a.m.  
Meeting Platform : <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657)  
Mode of Communication : 1) Typed text in the Meeting Platform during the EGM. The Messaging window facility will be opened concurrently with the Meeting Platform, i.e. one (1) hour before the EGM, which is from 9.00 a.m. on Tuesday, 30 November 2021.  
2) E-mail questions to [yenwahchoo@classita.com.my](mailto:yenwahchoo@classita.com.my) or via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> **prior to the EGM** using the same user ID and password provided in Step 2 of the procedures of RPEV facilities and select "SUBMIT QUESTION" to pose questions.

### A G E N D A

#### ORDINARY RESOLUTION 1

**PROPOSED BONUS ISSUE OF UP TO 128,719,802 WARRANTS ("WARRANT(S)") ON THE BASIS OF 1 WARRANT FOR EVERY 2 EXISTING ORDINARY SHARES IN CAELY ("CAELY SHARE(S)" OR "SHARE(S)") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED BONUS ISSUE OF WARRANTS")**

**"THAT** subject to the approvals of all relevant authorities or parties (where required) being obtained, the Proposed Bonus Issue of Warrants be and is hereby approved and authority be and is hereby given to the Board of Directors of the Company ("**Board**") to issue up to 128,719,802 Warrants to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business at 5.00 p.m. on an entitlement date to be determined and announced later by the Board ("**Entitlement Date**") on the basis of 1 Warrant for every 2 existing Caely Shares held;

**THAT** the Board be and is hereby authorised to issue and allot such appropriate number of new Caely Shares arising from the exercise of the Warrants by the Warrant holders, credited as fully paid-up, in accordance with the provisions of a deed poll to be executed ("**Deed Poll**");

**THAT** the new Caely Shares to be issued arising from the exercise of the Warrants shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Caely Shares, except that such new Caely Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared for which the entitlement date for the said distribution precedes the date of allotment and issuance of such new Caely Shares;

**THAT** the Board be and is hereby authorised to deal with any fractional entitlements from the Proposed Bonus Issue of Warrants, if any, in such a manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

**THAT** the Warrants be constituted under the Deed Poll and the Board be and is hereby authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendment to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as consequence of any adjustments under the provisions of the Deed Poll with full power to implement and give effects to the terms and conditions of the Deed Poll, and to take all steps as the Board deems fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue of Warrants with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities and to take all steps and do all such acts and matters in the manner as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants.”

**BY ORDER OF THE BOARD**

**CHAN SAU LENG** (MAICSA 7012211)

(SSM Practicing Certificate No. 202008002709)

**RUZETI EMAR BINTI MOHD ROSLI** (LS0010372)

(SSM Practicing Certificate No. 202008000974)

Company Secretaries

Selangor Darul Ehsan

2 November 2021

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**Notes:**

1. Due to the on-going National Recovery Plan and as part of the continuing measures to stem the spread of the Coronavirus Disease (COVID-19), the EGM of the Company will be conducted on a fully virtual basis through live streaming and online voting using RPEV facilities at <https://meeting.boardroomlimited.my>. The procedures for members to register, participate and vote remotely via the RPEV facilities are provided in the Administrative Guide of the EGM.
2. Please follow the procedures set out in the Administrative Guide of the EGM which is available on the Bursa Malaysia Securities Berhad's website and the Company's website at [www.caelyholdings.com](http://www.caelyholdings.com), to register, attend, speak (in the form of real time submission of typed texts) and vote (collectively, "participate") remotely via the RPEV facilities.
3. The conduct of a fully virtual EGM is in line with the revised Guidance Note and Frequently Asked Questions ("the Revised Guidance Note and FAQ") by the Securities Commission Malaysia on 16 July 2021. The Revised Guidance Note and FAQ states that in a fully virtual general meeting, all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online. According to the Revised Guidance Note and FAQ, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia.
4. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company a Record of Depositors as at 22 November 2021 and only a Depositor whose name appears in such Record of Depositors shall be entitled to attend and vote at this meeting and entitled to appoint proxy or proxies.
5. 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.
6. 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.
7. 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.
8. 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.
9. The instrument appointing a proxy together with the power of attorney (if any) or a certified copy thereof must be deposited at the Poll Administrator's Office, Boardroom Share Registrars Sdn. Bhd. at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200, Petaling Jaya, Selangor Darul Ehsan or via electronic means through Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>, not less than twenty-four (24) hours before the time appointed for holding the EGM or any adjournment thereof. Alternatively, the Proxy Form may also be electronically submitted via email to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) or via facsimile at +603 7890 4670. For further information on the electronic submission of proxy form, kindly refer to the annexure of the Administrative Details.
10. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the notice of the general meeting will be put to vote by way of poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

**Personal data privacy:**

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclose of the member's personal data by the Company (or its agents) for the purpose of processing and the administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- (ii) warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclose of the proxy(ies) and/or representative(s) personal data by the Company 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.