

**NOTICE OF EIGHTEENTH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Eighteenth Annual General Meeting ("AGM") of CAELY HOLDINGS BHD ("CHB") will be convened and held at PULLMAN KUALA LUMPUR BANGSAR STUDIO 01, LEVEL 03, NO. 1, JALAN PANTAI JAYA, TOWER 3, 59200 KUALA LUMPUR on 23 September 2014 at 10.00 a.m. to transact the following item of businesses :-

**AGENDA**

**ORDINARY BUSINESS**

1. To receive the statutory financial statements for the financial year ended 31 March 2014 together with the Directors' and Auditors' Reports thereon. (Resolution 1)
2. To approve the payment of single tier final dividend of RM 0.01 per share for the financial year ended 31 March 2014. (Resolution 2)
3. To approve the payment of Directors' fee of RM235,000/- per annum in respect of the financial year ended 31 March 2014. (Resolution 3)
4. To re-elect Mr Siow Hock Lee who retires in accordance with Article 124 of the Company's Articles of Association. (Resolution 4)
5. To consider and, if thought fit, pass the following resolution pursuant to Section 129 of the Companies Act, 1965 :-  
"THAT Mr Hem Kan @ Chan Hong Kee, retiring in accordance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." (Resolution 5)
6. To re-appoint Messrs PricewaterhouseCoopers as auditors for the ensuing year and to authorise the Directors to fix their remuneration. (Resolution 6)

**SPECIAL BUSINESS**

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

**7. Ordinary Resolution**

**Approval to Continue of Term of Office as an Independent Non-Executive Director**  
"THAT Pursuant to the Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012 ("MCCG 2012"), the following Directors, who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine years be and are hereby retained and continue as Independent Non-Executive Director of the Company :-

- (i) Mr Ooi Say Teik (Resolution 7)
- (ii) Mr Hem Kan @ Chan Hong Kee (Resolution 8)
- (iii) Mr Siow Hock Lee" (Resolution 9)

**8. Ordinary Resolution**

**Authority to allot shares pursuant to Section 132D of the Companies Act, 1965 ("the Act")**

"THAT subject always to the Companies Act, 1965 ("the Act") and the approval of the relevant authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Act, to issue and allot shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain approval from Bursa Malaysia Securities Berhad ("Bursa Malaysia") for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." (Resolution 10)

9. To transact any other ordinary business of which due notice shall have been given.

**BY ORDER OF THE BOARD**

NURULYUN BINTI ABDUL JABAR (MIA 9113)  
Company Secretary  
Selangor

Date : 29 August 2014

**NOTES :**

1. Only depositors whose names appear in the Record of Depositors as at 17 September 2014 ("General Meeting Record of Depositors") shall be regarded as members entitled to attend, speak and vote at the Meeting.
2. 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 and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
3. 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.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company 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.
5. 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.
6. The instrument appointing a proxy must be deposited at the Registered Office situated at Level 8 Symphony House Block D13 Pusat Dagangan Dana 1 Jalan PJU 1A/46 47301 Petaling Jaya Selangor Darul Ehsan at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.

**EXPLANATORY NOTES ON THE SPECIAL BUSINESS**

**1. Ordinary Resolutions no. 7, 8 & 9 – Approval to Continue of Term of Office as an Independent Non-Executive Director**

The Nomination Committee had conducted an annual performance evaluation and assessment on Mr Ooi Say Teik, Mr Hem Kan @ Chan Hong Kee and Mr Siow Hock Lee who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine(9) years, and recommend them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-

- (i) They have fulfilled the criteria under the definition on Independent Directors as stated in the Bursa Malaysia Securities Berhad Main Market Listing Requirements, and therefore are able to bring independent and objective judgement to the Board;
- (ii) They have been with the Company for more than nine years and therefore understand the Company's business operations which enable them to provide constructive thoughts, to participate actively during deliberations or discussions at the Meetings;
- (iii) They have contributed sufficient time and efforts and attended all the Meetings for informed and balanced decision making; and
- (iv) They had exercised due care and diligence during their tenure as Independent Non-Executive Directors of the Company and carried out his fiduciary duty in the interest of the Company and shareholders without being subject to influence of management.

**2. Ordinary Resolution no. 10 – Authority to Allot Shares pursuant to Section 132D of the Companies Act, 1965**

The Resolution 9, if passed, will empower the Directors to allot and issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at general meeting, will expire at the next AGM.

The Mandate is as renewal of the Mandate granted by the members at the last AGM held on 23 September 2013. The Mandate granted at the last AGM was not utilised by the Company and thus, no proceeds were raised.

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