

NOTICE OF NINETEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting ("AGM") of Caely Holdings Bhd will be convened and held at Hotel Transit Kuala Lumpur, 42, Jalan Pudu, 55100 Kuala Lumpur on **Tuesday, 15 September 2015 at 10.00 a.m.** to transact the following businesses:-

AGENDA

ORDINARY BUSINESS

- To receive the Statutory Financial Statements for the financial year ended 31 March 2015 together with the Directors' and Auditors' Reports thereon.
- To approve the payment of single tier final dividend of RM 0.01 per share for the financial year (Resolution 1) ended 31 March 2015.
- To approve the payment of Directors' fees of RM235,000/- for the financial year ended 31 March (Resolution 2) 2015.
- To re-elect Datin Fong Nyok Yoon who retires by rotation in accordance with Article 124 of the (Resolution 3) Company's Articles of Association.
- To consider and, if thought fit, pass the following resolution pursuant to Section 129 of the (Resolution 4) Companies Act, 1965 ("the Act"):-
"THAT Mr Hem Kan @ Chan Hong Kee, who has attained the age of seventy (70) years old, retiring in accordance with Section 129 of the Act, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next AGM."
- To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company for the ensuing year (Resolution 5) and to authorise the Directors to fix their remuneration.

SPECIAL BUSINESS

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

7. Ordinary Resolution

Approval to Continue In Office as an Independent Non-Executive Director

"THAT approval be and is hereby given to the following Independent Non-Executive Directors, who have served the Company for a cumulative term of more than nine (9) years, to continue to serve as Independent Non-Executive Directors of the Company in accordance with the Malaysian Code on Corporate Governance 2012.

- Mr Ooi Say Teik (Resolution 6)
- Mr Hem Kan @ Chan Hong Kee (Resolution 7)
- Mr Siow Hock Lee" (Resolution 8)

8. Ordinary Resolution

Authority to allot shares pursuant to Section 132D of the Act

"THAT subject always to the Act and the approval of the relevant government/regulatory authorities, the Board of Directors be and is hereby empowered pursuant to Section 132D of the Act, to issue and allot shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Board of 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 issued and paid-up share capital of the Company for the time being and THAT the Board of Directors be and is also empowered to obtain the 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 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 ordinary business of which due notice shall have been received in accordance with the Act.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN THAT the following single tier final dividend for the financial year ended 31 March 2015, if approved by shareholders, will be paid on 28 October 2015 to all shareholders whose names appear in the Record of Depositors of the Company at the close of business at 5.00 p.m. on 1 October 2015:-

- Single tier final dividend of RM0.01 per share amounting to RM800,000.00 on 80,000,000 ordinary shares of RM0.50 each.
A Depositor shall qualify for entitlement only in respect of:-
 - Shares transferred into the Depositors' Securities Account on or before 4.00 p.m. on 1 October 2015 in respect of transfers; and
 - Shares bought on the Bursa Malaysia on a cum entitlement basis according to the Rules of the Bursa Malaysia.

BY ORDER OF THE BOARD

CHAN SAU LENG (MAICSA NO. 7012211)
Company Secretary
Selangor

Date: 24 August 2015

NOTES:

- Only depositors whose names appear in the Record of Depositors as at 9 September 2015 ("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 and the provisions of Section 149(1)(b) of the Act shall not apply to 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 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

- Ordinary Resolutions No. 6, 7 & 8 – Approval to Continue in Office as an Independent Non-Executive Director**
The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of 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 hereby recommends them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-

- They have fulfilled the criteria under the definition on Independent Directors as stated in the Bursa Malaysia's Main Market Listing Requirements, and therefore is able to bring independent and objective judgement to the Board;
- They have been with the Company for more than nine (9) years and therefore understand the Company's business operations which enable them to participate actively and contribute during deliberations or discussions at the Meetings;
- They have contributed sufficient time and efforts and attended all the Meetings for informed and balanced decision making; and
- They have exercised due care and diligence during their tenure as Independent Non-Executive Directors of the Company and carried out their fiduciary duty in the interest of the Company and shareholders without being subject to influence of management.

- Ordinary Resolution No. 9 – Authority to Allot Shares pursuant to Section 132D of the Act**

The Resolution 9, 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 amount not exceeding in total 10% of the issued 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 at a 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 2014. 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.