

**NOTICE OF TWENTIETH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Twentieth Annual General Meeting ("AGM") of Caely Holdings Bhd will be convened and held at Pearl International Hotel, Batu 5, Jalan Klang Lama, Taman Hock Ann, 58100 Kuala Lumpur on **Friday, 23 September 2016 at 10.00 a.m.** to transact the following businesses:-

**AGENDA**

**ORDINARY BUSINESS**

1. To receive the Statutory Financial Statements for the financial year ended 31 March 2016 together with the Directors' and Auditors' Reports thereon.
2. To approve the payment of single tier tax exempt final dividend of 1 sen per share for the financial year ended 31 March 2016. (Resolution 1)
3. To approve the payment of Directors' fees of RM235,000 for the financial year ended 31 March 2016. (Resolution 2)
4. To re-elect Dato' Chuah Chin Lai who retires by rotation in accordance with Article 124 of the Company's Articles of Association. (Resolution 3)
5. To consider and, if thought fit, pass the following resolution pursuant to Section 129 of the Companies Act, 1965 ("the Act"):- (Resolution 4)  
"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 Director of the Company to hold office until the conclusion of the next AGM."
6. To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Resolution 5)

**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.  
(i) Mr Ooi Say Teik (Resolution 6)  
(ii) Mr Hem Kan @ Chan Hong Kee (Resolution 7)  
(iii) 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." (Resolution 9)
9. 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 tax exempt final dividend for the financial year ended 31 March 2016, if approved by shareholders, will be paid on 18 October 2016 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 28 September 2016:-

- (a) Single tier tax exempt final dividend of 1 sen 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:-

- a) Shares transferred into the Depositors' Securities Account on or before 4.00 p.m. on 28 September 2016 in respect of transfers; and
- b) 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 7012211)  
Company Secretary  
Selangor

26 July 2016

NOTES:

1. Only depositors whose names appear in the Record of Depositors as at 19 September 2016 ("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 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.
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. 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:-

- (i) 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;
- (ii) 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;
- (iii) They have contributed sufficient time and efforts and attended all the Meetings for informed and balanced decision making; and
- (iv) 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 their management.

**2. 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 15 September 2015. 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.

**STATEMENT ACCOMPANYING NOTICE OF TWENTIETH ANNUAL GENERAL MEETING**

**NAMES OF DIRECTORS STANDING FOR RE-ELECTION OR RE-APPOINTMENT**

The Director who is retiring pursuant to Article 124 of the Articles of Association of the Company and seeking for re-election at the forthcoming Twentieth Annual General Meeting ("20<sup>th</sup> AGM") is Dato' Chuah Chin Lai.

**SECTION 129(6) OF THE COMPANIES ACT, 1965**

Mr Hem Kan @ Chan Hong Kee who is above the age of seventy (70) years will seek re-appointment at the forthcoming 20<sup>th</sup> AGM.

Details of the above Directors are set out in the Directors' Profiles section and their shareholdings in the Company, where applicable, are set out in the Analysis of Shareholdings section appearing on pages 9 to 11 and 127 to 129 respectively of the Company's Annual Report respectively.