

NOTICE OF TWENTY-SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Second 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 Thursday, 20 September 2018 at 10.30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:-

A G E N D A

ORDINARY BUSINESS

- To receive the Statutory Financial Statements for the financial year ended 31 March 2018 together with the Directors' and Auditors' Reports thereon. (Please refer to Explanatory Note I)
- To approve the payment of a single tier tax exempt final dividend of 1 sen per share amounting to RM800,007.00 on 80,000,700 ordinary shares for the financial year ended 31 March 2018. (Resolution 1)
- To approve the payment of Directors' fees amounting to RM240,350.00 for the financial year ended 31 March 2018. (Resolution 2)
- To approve the payment of Directors' fees and benefits up to an amount of RM450,000.00 to the Directors with effect from 21 September 2018 until the next AGM. (Resolution 3)
- To approve the re-election of the following Directors who retire pursuant to Article No. 124 of the Constitution of the Company and being eligible, have offered themselves for re-election:-
 - Datin Fong Nyok Yoon; and (Resolution 4)
 - Dato' Chuah Chin Lai. (Resolution 5)
- To approve the re-election of Mr Lai Kian Huat as Director who retires pursuant to Article No. 129 of the Constitution of the Company and being eligible, has offered himself for re-election. (Resolution 6)
- To re-appoint Messrs PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 March 2019 and to authorise the Directors to determine their remuneration. (Resolution 7)

SPECIAL BUSINESS

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

- 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 twelve (12) years, to continue to serve as Independent Non-Executive Directors of the Company in accordance with the Malaysian Code on Corporate Governance 2017:-
 - Mr Ooi Say Teik; (Resolution 8)
 - Mr Siow Hock Lee; and (Resolution 9)
 - Mr Hem Kan @ Chan Hong Kee." (Resolution 10)
- Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016** (Resolution 11)
"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.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the shareholders' approval for the payment of single tier tax exempt final dividend of 1 sen per share for the financial year ended 31 March 2018 ("Dividend") under Resolution 1 at the Twenty-Second AGM of the Company, the Dividend will be paid to the shareholders on 25 October 2018. The entitlement date for the Dividend shall be 5 October 2018:-

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 5 October 2018 in respect of transfers; and
- Shares bought on the Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

BY ORDER OF THE BOARD

CHAN SAU LENG (MAICSA 7012211)
RUZETI EMAR BINTI MOHD ROSLI (LS 0009965)

Joint Secretaries
Selangor Darul Ehsan

31 July 2018

NOTES:

- Only depositors whose names appear in the Record of Depositors as at **12 September 2018** ("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 appointor 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 not less than twenty-four (24) 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 2018**
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. 3 – Directors' Fees and Benefits**
Ordinary Resolution No. 3 relates to the proposed payment of Directors' fees and benefits to the Directors from 21 September 2018 until the next AGM of the Company, which comprise the following:-

	Board Chairman	Executive Directors	Non-Executive Directors
Directors' Fees	RM62,675.00	RM62,675.00	RM115,000.00
Meeting Allowance for attendance of Board and Board Committee Meetings	RM500.00 per meeting	RM300.00 per meeting	RM300.00 to RM500.00 per meeting
Other Benefits	Company car	Company car	-

- Ordinary Resolutions No. 8, 9 & 10 – Approval to Continue in Office as an Independent Non-Executive Director**
As recommended by the Malaysian Code on Corporate Governance 2017 ("MCCG 2017"), the Board of Directors has recommended Mr Ooi Say Teik, Mr Siow Hock Lee and Mr Hem Kan @ Chan Hong Kee who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than twelve (12) years since 5 June 2003 to continue to act as Independent Non-Executive Directors subject to the shareholders' approval through a two-tier voting process at the Twenty-Second AGM.
The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of Mr Ooi Say Teik, Mr Siow Hock Lee and Mr Hem Kan @ Chan Hong Kee who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than twelve (12) 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 Securities 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 twelve (12) 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. 11 – Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016**
The Resolution 11, 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 19 September 2017. The Mandate granted at the last AGM was utilised by the Company arising from the Exercise of Warrants 2018/2021 via an allotment of 700 ordinary shares at an exercise price of RM0.38 to the Warrant Holder, RM266.00 were raised from such exercise of warrants.
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-SECOND ANNUAL GENERAL MEETING

NAMES OF DIRECTORS STANDING FOR RE-ELECTION

- Ordinary Resolutions 4, 5 and 6 - Re-election of Directors**
 - Directors who are retiring pursuant to Article No. 124 of the Constitution of the Company and seeking for re-election at the forthcoming Twenty-Second AGM are as follows:-
 - Datin Fong Nyok Yoon; and
 - Dato' Chuah Chin Lai.
 - Director who is retiring pursuant to Article No. 129 of the Constitution of the Company and seeking for re-election at the forthcoming Twenty-Second AGM is as follows:-
 - Mr Lai Kian Huat.

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 13 to 15 and 167 to 169 of the Company's Annual Report respectively.