



NOTICE IS HEREBY GIVEN THAT the Twenty-Fourth 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 Monday, 28 September 2020 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:-

AGENDA

ORDINARY BUSINESS

1. To receive the Statutory Financial Statements for the financial year ended 31 March 2020 together with the Directors’ and Auditors’ Reports thereon. (Please refer to Explanatory Note I)
2. To approve the payment of Directors’ fees amounting to RM312,000.00 for the financial year ended 31 March 2020. (Ordinary Resolution 1)
3. To approve the payment of Directors’ fees and benefits up to an amount of RM450,000.00 to the Directors with effect from 29 September 2020 until the next AGM. (Ordinary Resolution 2)
4. To approve the re-election of the following Directors who retire pursuant to Clause No. 99 of the Constitution of the Company and being eligible, have offered themselves for re-election:-
 - i. Datin Fong Nyok Yoon; and (Ordinary Resolution 3)
 - ii. Dato’ Chuah Chin Lai. (Ordinary Resolution 4)
5. To re-appoint Messrs PKF as Auditors of the Company for the financial year ending 31 March 2021 and to authorise the Directors to determine their remuneration. (Ordinary Resolution 5)

SPECIAL BUSINESS

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

6. **Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016** (Ordinary Resolution 6)

“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.”



7. 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.

BY ORDER OF THE BOARD

CHAN SAU LENG (MAICSA 7012211)
(SSM Practicing Certificate No. 202008002709)
RUZETI EMAR BINTI MOHD ROSLI (LS 0010372)
(SSM Practicing Certificate No. 202008000974)
Joint Secretaries

Selangor Darul Ehsan
28 August 2020

NOTES:

1. Only depositors whose names appear in the Record of Depositors as at **17 September 2020** (“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.
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 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200, Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) 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 :

1. Statutory Financial Statements for the financial year ended 31 March 2020

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.

2. Ordinary Resolution No. 2 – Directors' Fees and Benefits

Ordinary Resolution No. 2 relates to the proposed payment of Directors' fees and benefits to the Directors from 29 September 2020 until the next AGM of the Company, which comprise the following:-

	Board Chairman	Executive Directors	Non-Executive Directors
Directors' Fees	RM72,000.00	RM72,000.00	RM168,000.00
Meeting Allowance for attendance of Board and Board Committee Meetings	RM500.00 per meeting	RM300.00 per meeting	RM300.00 per meeting
Other Benefits	Company car	Company car	-

3. Ordinary Resolution No. 6 – Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016

The Resolution 6, 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 18 September 2019. 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 TWENTY-FOURTH ANNUAL GENERAL MEETING

NAMES OF DIRECTORS STANDING FOR RE-ELECTION

1. Ordinary Resolutions 3 and 4 - Re-election of Directors
 - a) Director who are retiring pursuant to Clause No. 99 of the Constitution of the Company and seeking for re-election at the forthcoming Twenty-Fourth AGM are as follows:-
 - i. Datin Fong Nyok Yoon; and
 - ii. Dato' Chuah Chin Lai.

Details of the above Directors are set out in the Directors' Profiles section and their interest in the Company, where applicable, are set out in the Analysis of Shareholdings and Analysis of Warrant Holdings section appearing on pages 14 and 181 to 184 of the Company's Annual Report respectively.



ADMINISTRATIVE GUIDE OF THE TWENTY-FOURTH ANNUAL GENERAL MEETING (“24TH AGM”) FOR THE SHAREHOLDERS, PROXIES AND OTHER ATTENDEES

Dear Valued Shareholders,

In view of the COVID-19 outbreak, your safety remains our utmost priority. The 24th AGM of the Company will be conducted in accordance with the General Standard Operating Procedures of the Malaysian Government and Private Sector (“General SOP”) issued by Malaysian National Security Council on 16 June 2020, Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission of Malaysia on 18 June 2020 (“SC Guidance Note & FAQs”).

This Administrative Guide is necessary to ensure that safety measures and controls are undertaken by the Company to safeguard the well-being of our valued shareholders/proxies during the 24th AGM as well as to comply with the Government and/or authorities’ directives and guidelines on public gatherings and events which may be issued from time to time.

The Company wishes to highlight that the 24th AGM may be re-scheduled and/or postponed in view of the current COVID-19 Outbreak and the Malaysian Government’s announcements or guidelines made from time to time. Please be rest assured that all members, proxies and invited guests of the 24th AGM will be kept informed of any unexpected changes.

PUBLIC HEALTH PRECAUTIONS AND PREVENTIVE MEASURES

- In light of the COVID-19 outbreak, we appreciate if all shareholders, proxies and invited guests take all the necessary precautions and preventive measures as directed by the Ministry of Health when attending the 24th AGM.
- If you are feeling unwell or having **sore throat, flu, fever, cough, aches and pains, nasal congestion, runny nose, diarrhoea or shortness of breath**, and/or you are under high risk group which is **above age of 60**, your attendance in person at the 24th AGM will be denied. Under such circumstances, you are hereby strongly advised and encouraged to submit your Form of Proxy prior to the 24th AGM.

To further safeguard the health and safety of our valued shareholders, proxies and invited guests attending the 24th AGM in person, the Company will also implement the following precautionary measures:-

- (a) The Company will limit the number of attendees including invited guests to be physically present at the venue of the 24th AGM to **50 persons only** based on the size of the venue. Hence, the total **shareholders allowed to be present in person or by proxy or attorney or authorised representative shall preferably be limited to not more than 35 persons only**, after taking into consideration of the attendance of the Directors, Group Accountant, Company Secretary, Poll Administrators, Scrutineers and Auditors. The registration for the 24th AGM shall be on a **first-come-first-serve basis**.
- (b) Shareholders, proxyholders and corporate representatives (“Participants”) are required to undergo a compulsory body temperature screening and will be required to provide his/her health declaration status via the MySejahtera application during the registration process. Any person with a body temperature of above 37.5° C or is experiencing any symptoms of being unwell as mentioned above, will **NOT** be allowed to enter the venue of the 24th AGM.
- (c) The Participants are required to wear face mask before entering the 24th AGM venue and throughout the proceedings. Please be informed that the Company will not be providing face masks.
- (d) Participants are required to use the hand sanitiser provided by the Company before and after the 24th AGM.





ADMINISTRATIVE GUIDE OF THE TWENTY-FOURTH ANNUAL GENERAL MEETING (“24TH AGM”) FOR THE SHAREHOLDERS, PROXIES AND OTHER ATTENDEES (continued)

REGISTRATION PROCESS

1. Pre-Registration

Pursuant to SC Guidance Note & FAQs, the Participants who attend the 24th AGM in person are required to pre-register themselves with the Company by providing their name, NRIC/Passport No. and CDS account no. to the Company via email at yenwahchoo@classita.com.my not later than **Saturday, 26 September 2020 at 10.00 a.m.**, failure whereof the Participants will be denied entry at the 24th AGM.

Thereafter, Participants will be notified via email once the registration is successful. This is to allow the Company to make the necessary arrangements for the 24th AGM.

2. Registration Document

In compliance with the General SOP issued by the Malaysian National Security Council for the proper conduct of the 24th AGM, the Participants are required to present their original Malaysian Identity Card (“MyKad”) to the registration staff for the purpose of verification against the pre-registration of attendance mentioned above.

3. MySejahtera Application

Please download the MySejahtera application in advance and upon verification and body temperature screening, scan the QR code for health declaration during the registration process.

4. Identification Wristband

Participant will be given an identification wristband to enter the meeting hall.

Please be mindful of the one meter social distancing practice at all times.

VOTING BY PROXY

In view of the COVID-19 situation, the Company encourages shareholders to exercise their right to vote at the 24th AGM by appointing the Chairperson of the 24th AGM as their proxy and indicate their voting instructions in the Form of Proxy as an alternative to attending the 24th AGM in person.

Please submit your Form of Proxy to the Registered Office of the Company, at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200, Petaling Jaya, Selangor Darul Ehsan, Malaysia not later than **Saturday, 26 September 2020 at 10.00 a.m.**



ENQUIRY

If you have any enquiry prior to the 24th AGM, please contact the following during the office hours from Mondays to Fridays, 9.00 a.m. to 5.30 p.m. (except on public holidays):-

a) Caely Holdings Bhd

General Line : 605-621 8888

Fax Number : 605-621 5115/605-621 5286

Email : yenwahchoo@classita.com.my

**b) Mega Corporate Service Sdn Bhd
(Share Registrar)**

General Line : 603-2692 4271

Fax Number : 603-2732 5388

**Email : hisham@megacorp.com.my
info@megacorp.com.my**