

## NOTICE OF TWENTY-FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fifth Annual General Meeting (“AGM”) of Caely Holdings Bhd. will be conducted on a fully virtual basis through live streaming and online voting via the Remote Participation and Electronic Voting (“RPEV”) Facilities, for the purpose of considering and if thought fit, passing the following resolutions set out in this notice:-

Day and Date	: Wednesday, 22 September 2021 or any adjournment thereof
Time	: 10.00 a.m.
Meeting Platform	: <a href="https://meeting.boardroomlimited.my">https://meeting.boardroomlimited.my</a> (Domain Registration No. with MYNIC - D6A357657)
Venue	Plot 21, Technoplex, Medan Bayan Lepas, Taman Perindustrian Bayan Lepas Phase IV, 11900 Bayan Lepas, Pulau Pinang.
Mode of Communication	: 1) Typed text in the Meeting Platform during the 25 <sup>th</sup> AGM. The Messaging window facility will be opened concurrently with the Meeting Platform, i.e. one (1) hour before the 25 <sup>th</sup> AGM, which is from 9.00 a.m. on Wednesday, 22 September 2021. 2) E-mail questions to <a href="mailto:yenwahchoo@calssita.com.my">yenwahchoo@calssita.com.my</a> or via Boardroom’s website at <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a> <b>prior to the 25<sup>th</sup> AGM</b> using the same user ID and password provided in Step 2 of the procedures of RPEV facilities and select “SUBMIT QUESTION” to pose questions.

### A G E N D A

#### ORDINARY BUSINESS

- |    |                                                                                                                                                                                                    |                                      |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|
| 1. | To receive the Statutory Financial Statements for financial year ended 31 March 2021 together with the Directors’ and Auditors’ Reports thereon.                                                   | (Please refer to Explanatory Note I) |
| 2. | To approve the payment of Directors’ fees and benefits amounting to RM255,667.00 for the financial year ended 31 March 2021.                                                                       | (Ordinary Resolution 1)              |
| 3. | To approve the payment of Directors’ fees and benefits up to an amount of RM450,00.00 to the Directors with effect from 23 September 2021 until the next AGM.                                      | (Ordinary Resolution 2)              |
| 4. | To approve the re-election of Mr Tan Loon Cheang who shall retire pursuant to Clause No. 99 of the Constitution of the Company and being eligible, has offered himself for re-election.            | (Ordinary Resolution 3)              |
| 5. | To approve the re-election of the following Directors who shall retire pursuant to Clause No. 102 of the Constitution of the Company and being eligible, have offered themselves for re-election:- |                                      |
|    | i. Mr Lim Chee Pang;                                                                                                                                                                               | (Ordinary Resolution 4)              |
|    | ii. Mr Lim Say Leong;                                                                                                                                                                              | (Ordinary Resolution 5)              |
|    | iii. Mr Beh Hong Shien; and                                                                                                                                                                        | (Ordinary Resolution 6)              |
|    | iv. Dato’ Wira Ng Chun Hau.                                                                                                                                                                        | (Ordinary Resolution 7)              |
| 6. | To re-appoint Messrs. PKF as Auditors of the Company for the financial year ending 31 March 2022 and to authorise the Directors to determine their remuneration.                                   | (Ordinary Resolution 8)              |

#### SPECIAL BUSINESS

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

- |    |                                                                                            |                         |
|----|--------------------------------------------------------------------------------------------|-------------------------|
| 7. | <b>Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016</b> | (Ordinary Resolution 9) |
|----|--------------------------------------------------------------------------------------------|-------------------------|

“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.”

8. **Proposed Amendments to the Constitution of the Company**

(Special Resolution)

“THAT the Proposed Amendments to the existing Constitution of the Company, as annexed as Appendix II in the Circular to Shareholders dated 20 August 2021, be and are hereby approved and adopted with immediate effect.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Amendments to the existing Constitution of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities.”

9. 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** (LS0010372)  
(SSM Practicing Certificate No. 202008000974)  
Joint Secretaries

Selangor Darul Ehsan

20 August 2021

**NOTES:**

1. Due to the on-going Movement Control Order and as part of the continuing measures to stem the spread of the Coronavirus Disease (COVID-19), the AGM of the Company will be conducted on a fully virtual basis through live streaming and online voting using RPEV facilities at <https://meeting.boardroomlimited.my>. The procedures for members to register, participate and vote remotely via the RPEV facilities are provided in the Administrative Guide of the AGM.
2. Please follow the procedures set out in the Administrative Guide of the AGM which is available on the Bursa Securities' website and the Company's website at [www.caelyholdings.com](http://www.caelyholdings.com), to register, attend, speak (in the form of real time submission of typed texts) and vote (collectively, "participate") remotely via the RPEV facilities.
3. The Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the AGM to be present at the main venue in Malaysia. Shareholders/Proxies/Corporate Representatives **WILL NOT BE ALLOWED** to attend the AGM in person at the Venue on the day of the meeting. Any Shareholders or Proxies or Corporate Representatives who turn up at the Venue would be requested to leave the venue politely.
4. Only depositors whose names appear in the Record of Depositors as at **13 September 2021** ("General Meeting Record of Depositors") shall be regarded as members entitled to attend, speak and vote at the Meeting.
5. 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.
6. 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.
7. 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.
8. 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.
9. The instrument appointing a proxy together with the power of attorney (if any) or a certified copy thereof must be deposited at the Poll Administrator's Office, Boardroom Share Registrars Sdn. Bhd. at Ground Floor or 11th Floor, Menara Symphony No. 5, Jalan Prof. Khoo Kay Kim Seksyen 13, 46200 Petaling Jaya Selangor Darul Ehsan at least twenty-four (24) hours before the time appointed for the holding of the meeting or adjourned meeting, otherwise the instrument of proxy should not be treated as valid. Alternatively, the proxy form can be submitted electronically via <https://investor.boardroomlimited.com> before the proxy form submission cut-off time as mentioned in the above. For further information on the electronic submission of proxy form, kindly refer to the annexure of the Administrative Details.
10. Any Notice of Termination of Authority to act as Proxy must be received by the Company at least twenty-four (24) hours before the time appointed for the holding of the meeting or adjourned meeting, failing which, the termination of the authority of a person to act as proxy will not affect the following in accordance with Section 338 of the Companies Act 2016:-
  - i. the constitution of the quorum at such meeting;
  - ii. the validity of anything he/her did as Chair of such meeting;
  - iii. the validity of a poll demanded by him/her at such meeting; or
  - iv. the validity of the vote exercised by him/her at such meeting.

11. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Securities, all the resolutions set out in the Notice of AGM will put to vote by way of poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

**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 2021**

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 23 September 2021 until the next AGM of the Company, which comprise the following:-

	<b>Board Chairman</b>	<b>Executive Director</b>	<b>Non-Executive Directors</b>
Directors' Fees	RM60,000.00	RM48,000.00	RM153,600.00
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	-

**3. Ordinary Resolution No. 9 – Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

Ordinary Resolution No. 9, if approved, will empower the Directors of the Company, from the date of the above AGM, the 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 28 September 2020. The Mandate granted at the last AGM was utilised by the Company arising from the Proposed Private Placement.

The Renewed Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to placement of shares for the purpose of funding future investment(s), project(s), modernisation and automation of production operations, business expansions and diversifications, working capital, repayment of bank borrowings and/or acquisition(s).

**STATEMENT ACCOMPANYING NOTICE OF TWENTY-FIFTH ANNUAL GENERAL MEETING**

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

1. Ordinary Resolutions 3 to 7 - Re-election of Directors

- (a) Mr Tan Loon Cheang is retiring pursuant to Clause No. 99 of the Constitution of the Company and seeking for re-election at the forthcoming Twenty-Fifth AGM.
- (b) Director who is retiring pursuant to Clause No. 102 of the Constitution of the Company and seeking for re-election at the forthcoming Twenty-Fifth AGM are as follows:-
  - i. Mr Lim Chee Pang;
  - ii. Mr Lim Say Leong;
  - iii. Mr Beh Hong Shien; and
  - iv. Dato' Wira Ng Chun Hau.

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 21 to 24 and 190 to 192 of the Company's Annual Report respectively.

**ADMINISTRATIVE GUIDE OF THE TWENTY-FIFTH ANNUAL GENERAL MEETING****ADMINISTRATIVE GUIDE OF THE TWENTY-FIFTH ANNUAL GENERAL MEETING (“25TH AGM”) FOR THE SHAREHOLDERS, PROXIES AND OTHER ATTENDEES**

Day and Date	: Wednesday, 22 September 2021 or any adjournment thereof
Time	: 10.00 a.m.
Meeting Platform	: <a href="https://meeting.boardroomlimited.my">https://meeting.boardroomlimited.my</a> (Domain Registration No. with MYNIC – D6A357657)
Venue	: Plot 21, Technoplex, Medan Bayan Lepas, Taman Perindustrian Bayan Lepas Phase IV, 11900 Bayan Lepas, Pulau Pinang.
Mode of Communication	: 1) Type text in the Meeting Platform during the 25 <sup>th</sup> AGM. The Messaging window facility will be opened concurrently with the Meeting Platform, i.e. One (1) hour before the 25 <sup>th</sup> AGM, which is from 9.00 a.m. on Wednesday, 22 September 2021. 2) E-mail questions to <a href="mailto:yenwahchoo@classita.com.my">yenwahchoo@classita.com.my</a> or via Boardroom’s website at <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a> <b>prior to the 25<sup>th</sup> AGM</b> using the same user ID and password provided in Step 2 of the procedures of RPEV facilities and select “SUBMIT QUESTION” to pose questions.

Dear Valued Shareholders,

In view of the Covid-19 outbreak, your safety remains our utmost priority. The 25<sup>th</sup> AGM of the Company will be conducted on a **FULLY VIRTUAL** basis through live streaming and online remote participation using Remote Participation and Electronic Voting (RPEV) Facilities from the Venue. This is in line with the Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission of Malaysia (“SC Guidance Note & FAQs”), and the FAQs on Virtual General Meetings issued by the Companies Commission of Malaysia.

The Venue is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 and Clause 77 of the Company’s Constitution, which allows the general meeting to be held using any technology or method that enables the shareholders of the Company to participate and to exercise the shareholders’ right to speak and vote at the general meeting.

Shareholders/Proxies/Corporate Representatives **WILL NOT BE ALLOWED** to attend the 25<sup>th</sup> AGM in person at the Venue on the day of the meeting. Any Shareholder, Proxy or Corporate Representative who turns up at the Venue would be requested to leave the Venue politely.

**REMOTE PARTICIPATION AND ELECTRONIC VOTING (RPEV) FACILITIES**

1. Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively known as “participate”) remotely at the 25<sup>th</sup> AGM using RPEV facilities provided by the Poll Administrator, Boardroom Share Registrars Sdn. Bhd. (“BSR”).
2. Shareholders who appoint proxies to participate via RPEV facilities in the 25<sup>th</sup> AGM must ensure that the duly executed proxy forms are deposited in a hardcopy form or by electronic means to BSR no later than **10.00 a.m. on Tuesday, 21 September 2021**.
3. Corporate representatives of corporate shareholders who wish to participate at the 25<sup>th</sup> AGM via RPEV facilities must deposit their original certificate of appointment of corporate representative to BSR not later than **10.00 a.m. on Tuesday, 21 September 2021**
4. Nominee Company [whose beneficiary of the shares in its Central Depository System (CDS) account] who wishes to participate at the 25<sup>th</sup> AGM via RPEV facilities must deposit its original hardcopy proxy form and email the softcopy to BSR at [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) not later than **10.00 a.m. on Tuesday, 21 September 2021** to participate at the 25<sup>th</sup> AGM.

**ADMINISTRATIVE GUIDE OF THE TWENTY-FIFTH ANNUAL GENERAL MEETING (CONTINUED)**

5. Attorneys appointed by power of attorney who wish to participate at the 25<sup>th</sup> AGM via RPEV facilities must deposit their original or duly certified power of attorney and email the softcopy to BSR at [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) not later than **10.00 a.m. on Tuesday, 21 September 2021** to participate at the 25<sup>th</sup> AGM
6. As the 25<sup>th</sup> AGM is a fully virtual AGM, shareholders who are unable to participate in the 25<sup>th</sup> AGM may appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the proxy form.
7. If a shareholder has submitted his/her Proxy Form appointing the Chairman of the meeting as his/her proxy to vote on his/her behalf at the 25<sup>th</sup> AGM, subsequently wishes to revoke his/her proxy form, the Notice of Termination of Authority to act as Proxy must be received by the Company at least twenty-four (24) hours before the time appointed for the holding of the meeting or adjourned meeting, failing which, the termination of the authority of a person to act as proxy will not affect the following in accordance with Section 338 of the Companies Act 2016:-
  - a. the constitution of the quorum at such meeting;
  - b. the validity of anything he did as Chair of such meeting;
  - c. the validity of a poll demanded by him at such meeting; or
  - d. the validity of the vote exercised by him at such meeting.
8. Please note that the Company shall deem that shareholders have no objection to use the provision in the proxy form which has designated the Chairman of the meeting as the authorised person to vote on behalf of shareholders until further instructions are received. The appointed Poll Administrator of this 25<sup>th</sup> AGM shall be notified of such arrangement accordingly.



**ADMINISTRATIVE GUIDE OF THE TWENTY-FIFTH ANNUAL GENERAL MEETING (CONTINUED)**

**ENTITLEMENTS TO ATTEND, SPEAK AND VOTE (COLLECTIVELY, “PARTICIPATE”)**

In respect of deposited securities, only Shareholders whose names appear on the Record of Depositors on 13 September 2021 (“General Meeting Record of Depositors”) shall be eligible to participate the 25<sup>th</sup> AGM via RPEV facilities. If you are unable to participate, you are encouraged to appoint the Chairman of the Meeting as your proxy and indicate your voting instructions in the proxy form.

**PROCEDURES FOR RPEV FACILITIES**

Shareholders/proxies/corporate representatives/attorneys who wish to participate the 25<sup>th</sup> AGM remotely using the RPEV are advised to log in to the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> for the following services

- a. Register participation for the virtual AGM
- b. Submit eProxy forms electronically
- c. Submit question prior to the virtual AGM

Kindly follow the steps below to register for the virtual AGM:

	Procedure	Action
<b>BEFORE THE AGM DAY</b>		
Step 1	Register Online with Boardroom Smart Investor Portal (for first time registration only)	<p><i>[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 - Submit Request for Remote Participation User ID and Password.]</i></p> <ul style="list-style-type: none"> <li>a. Access website <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a></li> <li>b. Click &lt;<b>Register</b>&gt; to sign up as a user.</li> <li>c. Complete the registration and upload a softcopy of your MyKAD/Identification Card (front and back) or Passport in JPEG, PNG or PDF format.</li> <li>d. Please enter a valid email address and wait for email verification from Boardroom.</li> <li>e. Your registration will be verified and approved within one (1) business day and an email notification will be provided to you.</li> </ul>
Step 2	Submit request for remote participation (User ID and Password)	<p><i>[Note: Registration for remote access will be opened on 20 August 2021. Please note that the closing time to submit your request is not less than twenty-four (24) hours before the time of holding the 25<sup>th</sup> AGM, i.e. latest by Tuesday, 21 September 2021 at 10.00 a.m.]</i></p> <p><b>Individual Members</b></p> <ul style="list-style-type: none"> <li>a. Login to <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a> using your user ID and password.</li> <li>b. Select “<b>CAELY HOLDING BHD (25<sup>TH</sup>) ANNUAL GENERAL MEETING</b>” from the list of Corporate Meeting and click “ENTER”.</li> <li>c. Click on “Register for RPEV”.</li> <li>d. Read and agree to the Terms &amp; Conditions and click “Next”.</li> <li>e. Enter your CDS Account and thereafter submit your request.</li> </ul>








## ADMINISTRATIVE GUIDE OF THE TWENTY-FIFTH ANNUAL GENERAL MEETING (CONTINUED)

	Procedure	Action
<b>BEFORE THE AGM DAY</b>		
Step 2	Submit request for remote participation (User ID and Password)	<p><b>Corporate Shareholders</b></p> <ol style="list-style-type: none"> <li>To submit the request, Corporate Shareholders need to deposit the original hardcopy to BSR and write in to BSR at <a href="mailto:bsr.helpdesk@boardroomlimited.com">bsr.helpdesk@boardroomlimited.com</a> by providing softcopy of the Certificate of Appointment of Corporate Representative or Form of Proxy, the name of Member and CDS Account Number.</li> <li>Please provide a copy of Corporate Representative's MyKad/Identification Card (front and back) or Passport in JPEG, PNG or PDF format as well as his/her email address.</li> </ol> <p><b>Authorised Nominee and Exempt Authorised Nominee</b></p> <ol style="list-style-type: none"> <li>To submit the request, Authorised Nominee and Exempt Authorised Nominee need to deposit the original hardcopy Form of Proxy to BSR and write in to BSR at <a href="mailto:bsr.helpdesk@boardroomlimited.com">bsr.helpdesk@boardroomlimited.com</a> by providing softcopy of the Form of Proxy, the name of Member and CDS Account Number.</li> <li>Please provide a copy of the proxy holder's MyKad/Identification Card (front and back) or Passport in JPEG, PNG or PDF format as well as his/her email address.</li> </ol>
	Email notification	<ol style="list-style-type: none"> <li>You will receive notification from Boardroom that your request(s) has been received and is being verified.</li> <li>Upon system verification against the Record of Depositors of the 25<sup>th</sup> AGM as at 13 September 2021, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.</li> <li>If your registration is approved, you will also receive your remote access user ID and password in the same email from Boardroom after the closing date.</li> <li>Please note that the closing date and time to submit your request is by Tuesday, 21 September 2021 at 10.00 a.m.</li> </ol>



**ADMINISTRATIVE GUIDE OF THE TWENTY-FIFTH ANNUAL GENERAL MEETING (CONTINUED)**

	Procedure	Action
<b>ON THE AGM DAY</b>		
Step 3	Login to Virtual Meeting Platform	a. The Virtual Meeting portal will be opened for login one (1) hour before the commencement of the 25 <sup>th</sup> AGM at 9.00 a.m. on Wednesday, 22 September 2021. b. The Meeting Platform can be accessed via website at <a href="https://meeting.boardroomlimited.my">https://meeting.boardroomlimited.my</a> . c. Insert the Meeting ID No. and sign in with the user ID and password provided to you via the email notification in Step 2 (c).
	Participate	Please follow the User Guides provided in the confirmation email above to view the live webcast, submit question and vote:- a. If you would like to view the live webcast, select the broadcast icon.  b. If you would like to ask a question during the 25 <sup>th</sup> AGM, select the messaging icon.  c. Type your message within the chat box, once completed click the send button.
	Online Remote Voting	a. Once the 25 <sup>th</sup> AGM is opened for voting, the polling icon  will appear with the resolutions and your voting choices until the Chairman declares the end of the voting session. b. To vote, please select your voting direction from the options provided. A confirmation message will appear to indicate that your vote has been received. c. To change your vote, simply re-select another voting direction. d. If you wish to cancel your vote, please press "Cancel".
	End of Remote Participation	a. Upon the announcement by the Chairman of the meeting on the closure of the 25 <sup>th</sup> AGM, the live webcast will end and the messaging window will be disabled. b. You can now logout from the Meeting Platform.

**ADMINISTRATIVE GUIDE OF THE TWENTY-FIFTH  
ANNUAL GENERAL MEETING (CONTINUED)****Notes to RPEV facilities users:**

- (a) Should your application to join the 25<sup>th</sup> AGM be approved, the system will make available to you the rights to join the live streamed meeting and to vote remotely.
- (b) The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet connection at your location and the device you use.
- (c) In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting, kindly call BSR Help Line for assistance.

**Poll Voting**

The voting at the 25<sup>th</sup> AGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”). The Company has appointed BSR as Poll Administrator to conduct the poll by way of electronic voting and SKY Corporate Services Sdn Bhd as the Independent Scrutineers to verify the poll results.

Shareholders can proceed to vote on the resolutions and submit the votes on the resolutions at any time from the commencement of the 25<sup>th</sup> AGM at 10.00 a.m. and before the end of the voting session which will be announced by the Chairman of the meeting. Kindly refer to Step 3 of the above Procedures for RPEV for guidance on how to vote remotely.

Upon completion of the voting session, the Independent Scrutineers will verify and announce the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

**ADMINISTRATIVE GUIDE OF THE TWENTY-FIFTH  
ANNUAL GENERAL MEETING (CONTINUED)****APPOINTMENT OF PROXY OR ATTORNEY OR CORPORATE REPRESENTATIVE**

Shareholders who appoint proxy or attorney or authorised representative to participate via RPEV facilities at the 25<sup>th</sup> AGM must ensure that the duly executed proxy forms are deposited in a hard copy form or by electronic means to BSR no later than **Tuesday, 21 September 2021 at 10.00 a.m.**

The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner:

1. In hardcopy form

In the case of an appointment made in hard copy form, the proxy form must be deposited at the Poll Administrator office, Boardroom Share Registrars Sdn. Bhd. at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim Seksyen 13, 46200 Petaling Jaya Selangor Darul Ehsan.

2. By electronic form

The proxy form can be electronically lodged to Boardroom Smart Investor Portal via <https://investor.boardroomlimited.com> (**applicable for individual shareholder only**). Kindly refer to the Procedure for Electronic Submission of Proxy Form below.

Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.

Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Poll Administrator office, Boardroom Share Registrars Sdn. Bhd. at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not later than **Tuesday, 21 September 2021 at 10.00 a.m.** to participate via RPEV facilities in the 25<sup>th</sup> AGM. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

For a corporate member who has appointed a representative, please deposit the ORIGINAL Certificate of Appointment at the Poll Administrator office, Boardroom Share Registrars Sdn. Bhd. at Ground Floor or 11th Floor, Menara Symphony No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not later than **Tuesday, 21 September 2021 at 10.00 a.m.** to participate via RPEV facilities in the 25<sup>th</sup> AGM. The Certificate of Appointment should be executed in the following manner:

1. If the corporate member has a common seal, the Certificate of Appointment should be executed under the common seal in accordance with the constitution of the corporate member.
2. If the corporate member does not have a common seal, the Certificate of Appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
  - a. at least two (2) authorised officers, of whom one shall be a director; or
  - b. any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

**ADMINISTRATIVE GUIDE OF THE TWENTY-FIFTH ANNUAL GENERAL MEETING (CONTINUED)****PROCEDURE FOR ELECTRONIC SUBMISSION OF PROXY FORM**

The procedures to submit your proxy form electronically via Boardroom Smart Investor Portal are summarised below:-

	Procedure	Action
Step 1	Register Online with Boardroom Smart Investor Portal (for first time registration only)	<p>[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 – eProxy Lodgement]</p> <ol style="list-style-type: none"><li>Access website <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a></li><li>Click &lt;Register&gt; to sign up as a user.</li><li>Complete the registration and upload a softcopy of your MyKAD/Identification Card (front and back) or Passport in JPEG, PNG or PDF format.</li><li>Please enter a valid email address and wait for Boardroom's email verification.</li><li>Your registration will be verified and approved within one (1) business day and an email notification will be provided to you.</li></ol>
Step 2	Submit your request	<ol style="list-style-type: none"><li>Access website <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a> using your user ID and password from Step 1 above</li><li>Select “<b>CAELY HOLDINGS BHD. (25<sup>TH</sup>) ANNUAL GENERAL MEETING</b>” from the list of Corporate Meeting and click “Enter”</li><li>Click on “Submit eProxy Form”</li><li>Read the terms &amp; conditions and confirm the Declaration by clicking “Next”.</li><li>Enter your CDS Account Number and indicate the number of securities.</li><li>Appoint your proxy(ies) or the Chairman of the AGM and enter the required particulars for your proxy(ies).</li><li>Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your votes.</li><li>Review and confirm your proxy(ies) appointment.</li><li>Click submit.</li><li>Download or print the eProxy Form acknowledgement.</li></ol>

**SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS**

- Shareholders may submit questions in advance on the AGM resolutions and Annual Report 2021 no later than Tuesday, 21 September 2021 at 10.00 a.m. via [yenwahchoo@classita.com.my](mailto:yenwahchoo@classita.com.my) or Boardroom's website at <https://investor.boardroomlimited.com> using the same user ID and password provided in Step 2 above, and select “SUBMIT QUESTION” to pose questions.
- Thereafter, on the morning of the 25<sup>th</sup> AGM, shareholders may also submit questions via the messaging box on Lumi AGM web portal starting at 9.00 a.m. This web portal will remain open throughout the virtual AGM session.
- The Board of Directors will endeavor to respond to Pre-AGM Meeting Questions and questions submitted from 9.00 a.m. on the day of the 25<sup>th</sup> AGM and throughout the meeting. However, if there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.

**ADMINISTRATIVE GUIDE OF THE TWENTY-FIFTH ANNUAL GENERAL MEETING (CONTINUED)****ANNUAL REPORT 2021 AND OTHER DOCUMENTS**

1. As part of our dedicated commitment to sustainable practices, the following documents can be downloaded from Bursa Securities' website and the Company's website at [www.caelyholdings.com](http://www.caelyholdings.com):
  - (a) Annual Report 2020
  - (b) Corporate Governance Report 2021
  - (c) Circular to Shareholders
  - (d) Notice of the 25<sup>th</sup> AGM
  - (e) Proxy Form
  - (f) Administrative Guide
  - (g) Requisition Form
  
2. Should you need a copy of the printed Annual Report 2021, kindly request via the Annual Report 2021 Requisition Form, alternatively you may submit your request to Mega Corporate Services Sdn Bhd at [hisham@megacorp.com.my](mailto:hisham@megacorp.com.my). Any request for the printed documents will be sent to the requestor as soon as possible.

**NO GIFTS DISTRIBUTION**

There will be no gifts distribution for Shareholders/Proxies at the 25<sup>th</sup> AGM.

**RECORDING OR PHOTOGRAPHY**

Strictly **NO recording or photography** of the proceedings of the 25<sup>th</sup> AGM is allowed.

**ENQUIRY**

If you have any enquiry in relation to the conduct of the 25<sup>th</sup> AGM via RPEV Facilities, depositing of hard copy proxy form, submission of electronic proxy form, depositing of the original certificate of appointment of corporate representative, depositing of original or duly certified power of attorney, please contact the Poll Administrator, BSR during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m., except on public holidays:

<b>Address</b>	<b>Boardroom Share Registrars Sdn. Bhd</b> 11th Floor, Menara Symphony No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan
<b>General Line</b>	<b>603-7890 4700 (Helpdesk)</b>
<b>Fax Number</b>	<b>603-7890 4670</b>
<b>Email</b>	<a href="mailto:bsr.helpdesk@boardroomlimited.com">bsr.helpdesk@boardroomlimited.com</a>

**ANNUAL REPORT 2021 AND OTHER DOCUMENTS (Continued)****ENQUIRY (Continued)**

If you have any enquiry in relation to the request of hardcopy of Annual Report 2021, please contact the Share Registrar, Mega Corporate Services Sdn. Bhd. during office hours on Mondays to Fridays from 9.00 a.m. to 5.00 p.m., except on public holidays:

<b>Address</b>	<b>Mega Corporate Services Sdn. Bhd.</b> Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur
<b>General Line</b>	<b>603-2692 4271</b>
<b>Fax Number</b>	<b>603-2732 5388</b>
<b>Email</b>	<a href="mailto:hisham@megacorp.com.my">hisham@megacorp.com.my</a> , <a href="mailto:info@megacorp.com.my">info@megacorp.com.my</a>