

**CAELY HOLDINGS BHD**  
**Registration No. 199601036023 (408376-U)**  
(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("**EGM**") of Caely Holdings Bhd ("**the Company**") will be held at Nusantara Ballroom 3, Level 2, Sheraton Imperial Hotel Kuala Lumpur, Jalan Sultan Ismail, Chow Kit, 50250 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 15 June 2022 at 10.00 am or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary resolutions with or without any modification:-

**AGENDA**

**Special Business**

- |   |                               |
|---|-------------------------------|
| 1. THAT Beh Hong Shien be and is hereby removed from office as a director of the Company with immediate effect.   | <b>Ordinary Resolution 1</b>  |
| 2. THAT Fong Nyok Yoon be and is hereby removed from office as a director of the Company with immediate effect.   | <b>Ordinary Resolution 2</b>  |
| 3. THAT Loh Ming Choon be and is hereby removed from office as a director of the Company with immediate effect.   | <b>Ordinary Resolution 3</b>  |
| 4. THAT Mohamad Hanafiah Bin Zakaria be and is hereby removed from office as a director of the Company with immediate effect.   | <b>Ordinary Resolution 4</b>  |
| 5. THAT Sin Hock Min be and is hereby removed from office as a director of the Company with immediate effect.   | <b>Ordinary Resolution 5</b>  |
| 6. THAT Wong Siaw Puie be and is hereby removed from office as a director of the Company with immediate effect.   | <b>Ordinary Resolution 6</b>  |
| 7. THAT Ng Mei Choo be and is hereby removed from office as a director of the Company with immediate effect.  | <b>Ordinary Resolution 7</b>  |
| 8. THAT Leong Seng Wui having consented to act as a director and having declared that he is not disqualified from being appointed or holding office as a director under the Companies Act 2016 be and is hereby appointed as a director of the Company with immediate effect.   | <b>Ordinary Resolution 8</b>  |
| 9. THAT Kang Chez Chiang having consented to act as a director and having declared that he is not disqualified from being appointed or holding office as a director under the Companies Act 2016 be and is hereby appointed as a director of the Company with immediate effect. | <b>Ordinary Resolution 9</b>  |
| 10. THAT Ng Keok Chai having consented to act as a director and having declared that he is not disqualified from being appointed or holding office as a director under the Companies Act 2016 be and is hereby appointed as a director of the Company with immediate effect.    | <b>Ordinary Resolution 10</b> |
| 11. THAT Krishnan A/L Dorairaju having consented to act as a director and having declared that he is not disqualified from being appointed or holding office as a director under the Companies Act 2016 be and is hereby appointed as a director of the Company                 | <b>Ordinary Resolution 11</b> |

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with immediate effect.

12. THAT any person appointed as a director of the Company other than the person named in Ordinary Resolution 8, Ordinary Resolution 9, Ordinary Resolution 10 and Ordinary Resolution 11 above, at any time from 16 May 2022 up to and including the time of the conclusion of the Extraordinary General Meeting of the Company and any adjournment thereof, each of such person be and is hereby removed from office as a director of the Company with immediate effect. **Ordinary Resolution 12**

**FURTHER NOTICE IS HEREBY GIVEN THAT** this EGM is called pursuant to Section 310(b) of the Companies Act 2016 by members of the Company named in the Signature List herein, holding at least ten per centum of the issued share capital of the Company in aggregate.

**Explanatory Statement On Special Business:**

- (1) The proposed Ordinary Resolutions 1 to 7, if passed, would have the effect of removing the 7 current directors of the Company namely Beh Hong Shien, Fong Nyok Yoon, Loh Ming Choon, Mohamad Hanafiah Bin Zakaria, Sin Hock Min, Wong Siaw Puie and Ng Mei Choo from office as directors of the Company.
- (2) The proposed Ordinary Resolutions 8 to 11, if passed, would have the effect of appointing Leong Seng Wui, Kang Chez Chiang, Ng Keok Chai and Krishnan A/L Dorairaju as directors of the Company to fill the vacancy of the office of director arises from any of the current directors named in any of the Ordinary Resolutions 1 to 7, is put to the EGM and lost; or to fill as casual vacancies.
- (3) The proposed Ordinary Resolution 12, if passed, would have the effect of removing any person who may be appointed as a director of the Company (other than Leong Seng Wui, Kang Chez Chiang, Ng Keok Chai and Krishnan A/L Dorairaju), at any time from 16 May 2022 up to and including the time of the conclusion of the EGM of the Company and any adjournment thereof.
- (4) The overall effect of passing one or more of the proposed Ordinary Resolutions is to change the composition of the Board of Directors of the Company.

**Notes:**

- (1) A member entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead. A proxy may but need not be a member of the Company.
- (2) A member shall be entitled to appoint more than one person as his proxy in relation to the EGM provided that he specifies the proportion of his shareholding to be represented by each proxy. Failing which, the appointment shall be invalid.
- (3) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint at least one proxy in respect of each securities account it holds with the ordinary shares of the Company standing to the credit of the said securities account.

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- (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. An Exempt Authorised Nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provision of subsection 25A(1) of SICDA.
- (5) The instrument appointing a proxy shall be under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under the common seal of the corporation or under the hand of an officer or attorney duly authorised.
- (6) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at c/o Messrs. Ong Kok Bin & Co, 101 Jalan Telawi, Bangsar Baru, 59100 Kuala Lumpur not less than 48 hours before the time for holding the EGM or any adjournment thereof, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- (7) Pursuant to Section 34 of the Securities Industry (Central Depositories) Act 1991, the Company has to furnish the Record Of Depositors of the Company as at 08 June 2022 requested on 17 May 2022 by members of the Company named in the Signature List set out in this Notice of EGM for purposes of determining the depositors who shall be entitled to attend the EGM or to appoint proxies to attend and/or vote on his/her behalf.

If the Company does not provide the Record of Depositors of the Company as at 08 June 2022 by 09 June 2022, only the depositors whose names appear on the Record of Depositors as at 12 May 2022 (General Meeting Record of Depositors) shall be entitled to attend the EGM or to appoint proxies to attend and/or vote on his/her behalf.

**Personal Data Privacy:**

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclose of the member's personal data by members of the Company named in the Signature List herein (or their agents) for the purpose of processing and the administration by members of the Company named in the Signature List herein (or their agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the members of the Company named in the Signature List herein (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");(ii) warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclose of the proxy(ies) and/or representative(s) personal data by members of the Company named in the Signature List herein (or their agents) for the Purposes; and (iii) agrees that the member will indemnify the members of the Company named in the Signature List herein (or their agents) in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the member's breach of warranty.

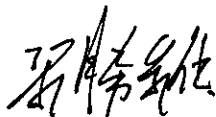
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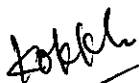
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Date: 27 May 2022

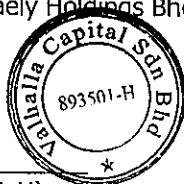
**Signature List:**



LEONG SENG WUI (NRIC No. 800113-14-5456)  
1 Jalan MJ 2/6  
Taman Meranti Jaya  
47100 Puchong, Selangor  
(CDS Account No. 087-006-060634995)  
(in relation to 10,213,000 shares in Caely Holdings Bhd)



KOK KWANG LIM (NRIC No. 820603-10-5382)  
No. 19 Lorong Hulubalang 8B  
Taman Sentosa  
41200 Klang, Selangor  
(CDS Account No. 086-001-069634954 and 073-001-069251304)  
(in relation to 10,011,900 shares in Caely Holdings Bhd)



VALHALLA CAPITAL SDN BHD (893501-H)  
Pledged Securities Account For Ng Them Seang  
PS-M-01 Wisma PJ5 SOHO  
No. 4B Jalan SS 5D/6, Kelana Jaya  
47301 Petaling Jaya, Selangor  
(CDS Account No. 073-001-071330013)  
(in relation to 9,000,000 shares in Caely Holdings Bhd)

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**ADMINISTRATIVE GUIDE**

**Type** : Extraordinary General Meeting called pursuant to Section 310(b) of the Companies Act 2016  
**Day & Date** : Wednesday, 15 June 2022  
**Time** : 10.00 am  
**Venue** : Nusantara Ballroom 3, Level 2, Sheraton Imperial Hotel Kuala Lumpur, Jalan Sultan Ismail, Chow Kit, 50250 Kuala Lumpur, Wilayah Persekutuan

Dear valued shareholders of Caely Holdings Bhd ("**the Company**"),

In light of the COVID-19, this Administrative Guide is necessary to introduce safety measures and controls to safeguard the well-being of all participants during the Extraordinary General Meeting ("**EGM**") of the Company as well as to comply with the Malaysian Government and/or authorities' directives and guidelines which may be issued from time to time.

**GENERAL MEETING RECORD OF DEPOSITORS**

On 17 May 2022, Leong Seng Wui, Kok Kwang Lim and Valhalla Capital Sdn Bhd, members of the Company named in the Signature List set out in the Notice of EGM dated 27 May 2022 had, pursuant to Section 34 of the Securities Industry (Central Depositories) Act 1991 requested the Company to furnish the Record Of Depositors of the Company as at 08 June 2022 for purposes of determining the depositors who shall be entitled to attend the EGM or to appoint proxies to attend and/or vote on his/her behalf.

If the Company does not provide the Record of Depositors of the Company as at 08 June 2022 by 09 June 2022, only the depositors whose names appear on the Record of Depositors as at 12 May 2022 (General Meeting Record of Depositors) shall be entitled to attend the EGM or to appoint proxies to attend and/or vote on his/her behalf.

**PRE-REGISTRATION BEFORE THE EGM**

In order to assist us in managing the turnout at the EGM and to ensure compliance with the directives or guidelines issued by the Malaysian Government and/or other relevant authorities on physical meeting subject to space capacity with physical distancing, all members of the Company whose names appear on the Record of Depositors of the Company as at 08 June 2022 or 12 May 2022 where applicable that wish to attend the EGM in person must REGISTER AHEAD (PRE-REGISTER) with us vide email not later than 08 June 2022 at 10.00 am. Kindly refer to the Enquiries section for the email address.

This EGM is called pursuant to Section 310(b) of the Companies Act 2016 by members of the Company named in the Signature List set out in the Notice of EGM dated 27 May 2022. In this respect, the convenors of this meeting reserve the right to limit the number of participants to the EGM.

**PROXY**

A member entitled to attend and vote at the EGM is entitled to appoint proxy/proxies, to attend and vote instead of him. If you are unable to attend the EGM and wish to appoint a proxy to vote

on your behalf, please submit your Proxy Form in accordance with the notes and instructions printed therein.

The original Proxy Form must be deposited at c/o Messrs. Ong Kok Bin & Co, 101 Jalan Telawi, Bangsar Baru, 59100 Kuala Lumpur not less than 48 hours before the time for holding the meeting or any adjournment thereof. The Proxy Forms sent vide facsimile or electronic mail (email) WILL NOT be accepted unless the original Proxy Forms are deposited at the address stated herein not later than Monday, 13 June 2022 at 10.00 am.

If you wish to attend the EGM yourself, please do not submit any Proxy Form. You will not be allowed to attend the EGM together with the proxy/proxies appointed by you.

### **REVOCATION OF PROXY**

If you have submitted your Proxy Form prior to the EGM and subsequently decided to attend the meeting yourself, please take note that you will have to revoke the appointment of your proxy not less than 48 hours before the time appointed for holding the EGM.

The notice of revocation must be in writing and be deposited at c/o Messrs. Ong Kok Bin & Co, 101 Jalan Telawi, Bangsar Baru, 59100 Kuala Lumpur not later than Monday, 13 June 2022 at 10.00 am.

### **POLL VOTING**

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the Company's Constitution, all the resolutions set out in the Notice of the EGM will be voted upon by poll.

During the EGM, the Poll Administrator will brief you on the voting procedures.

### **EGM DAY - REGISTRATION**

- Registration will start at 9.00 am and will end at 10.00 am sharp.
- Please read the signage to ascertain where you should register yourself for the EGM and join the queue accordingly. The registration counter will handle only verification of identity and registration. If you have any enquiry, please proceed to the HELP DESK.
- Please produce your original MyKad or Passport (for foreign shareholders or proxies) at the registration counter for verification. No person will be allowed to register on behalf of another person even with the original MyKad or Passport of that other person.
- After the verification, you are required to write your name and sign on the Attendance List at the registration counter.
- Thereafter, you will be given a Poll Form for the poll voting. There will be no replacement should you lose or misplace the voting slip.

### **EGM DAY – PUBLIC HEALTH PROTOCOLS**

- Participants are required to wear face mask at all times and properly according to the Ministry of Health's recommendations while in the premises or the meeting hall.
- Participants are required to adhere to physical distancing and all the precautionary measures in place at the venue of the EGM.

- Participants are advised to visit [www.mkn.gov.my](http://www.mkn.gov.my) for further information and/or latest updates, and to abide by the most current regulations at the time when deciding to attend the EGM in person.

Due to constant evolving COVID-19 situation in Malaysia, we will closely monitor the situation and reserve the right to take further measures as appropriate including but not limited to changing the arrangements of our EGM at short notice. You are advised to visit Bursa Malaysia's website for the latest updates.

We (or our agents) also reserve the right to ask any participants of the EGM to leave the meeting to ensure smooth and uninterrupted proceedings.

### **ENQUIRIES**

If you have any enquiry before the EGM, please contact the following person during office hours on Monday to Friday from 9.00 am to 5.00 pm (except on public holidays):

Name : Eric Tan  
Tel No. : +6016-439 7718 / +6010-526 5490  
Email : [propollsolution@gmail.com](mailto:propollsolution@gmail.com)

**PROXY FORM**

Number of Shares Held	CDS ACCOUNT NO.
-	-

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\* I /We.....(\*NRIC/Passport/Company No. ....)  
 of .....(Address)  
 being a \* member / members of the above-named Company, hereby appoint:

Full Name in Block Letters	NRIC / Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address			
Telephone/Mobile No.			

\*and/or

Full Name in Block Letters	NRIC / Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address			
Telephone/Mobile No.			

or failing whom, the Chairman of the meeting as \*my/our proxy to vote for \*me/us on \*my/our behalf at the Extraordinary General Meeting ("EGM") of the Company to be held at Nusantara Ballroom 3, Level 2, Sheraton Imperial Hotel Kuala Lumpur, Jalan Sultan Ismail, Chow Kit, 50250 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 15 June 2022 at 10.00 am or any adjournment thereof.

1	To remove Beh Hong Shien as a director of the Company		
2	To remove Fong Nyok Yoon as a director of the Company		
3	To remove Loh Ming Choon as a director of the Company		
4	To remove Mohamad Hanafiah Bin Zakaria as a director of the Company		
5	To remove Sin Hock Min as a director of the Company		
6	To remove Wong Siaw Puie as a director of the Company		
7	To remove Ng Mei Choo as a director of the Company		
8	To appoint Leong Seng Wui as a director of the Company		
9	To appoint Kang Chez Chiang as a director of the Company		
10	To appoint Ng Keok Chai as a director of the Company		
11	To appoint Krishnan A/L Dorairaju as a director of the Company		
12	To remove each of such person appointed as a director of the Company (other than Leong Seng Wui, Kang Chez Chiang, Ng Keok Chai and Krishnan A/L Dorairaju) from 16 May 2022 up to and including the time of the conclusion of the EGM and any adjournment thereof.		

Please indicate with an "x" in the appropriate spaces provided above on how you wish your vote to be cast. If no specific direction as to voting is given, the proxy may vote as he thinks fit.

Signed this .....day of .....,2022.

**Notes:**

.....  
 Signature of Member(s)/Common Seal

- (1) A member entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead. A proxy may but need not be a member of the Company.
- (2) A member shall be entitled to appoint more than one person as his proxy in relation to the EGM provided that he specifies the proportion of his shareholding to be represented by each proxy. Failing which, the appointment shall be invalid.
- (3) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint at least one proxy in respect of each securities account it holds with the ordinary shares of the Company standing to the credit of the said securities account.
- (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. An Exempt Authorised Nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provision of subsection 25A(1) of SICDA.
- (5) This form shall be under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under the common seal of the corporation or under the hand of an officer or attorney duly authorised.
- (6) This form and the power of attorney or other authority, if any, under which it is signed or a notarijally certified copy of that power of attorney or authority must be deposited at c/o Messrs. Ong Kok Bin & Co, 101 Jalan Telawi, Bangsar Baru, 59100 Kuala Lumpur not less than 48 hours before the time for holding the EGM or any adjournment thereof, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default this form shall not be treated as valid.
- (7) Pursuant to Section 34 of the Securities Industry (Central Depositories) Act 1991, the Company has to furnish the Record Of Depositors of the Company as at 08 June 2022 ("ROD") requested by Leong Seng Wui, Kok Kwang Lim and Valhalla Capital Sdn Bhd for purposes of determining the depositors who shall be entitled to attend the EGM or to appoint proxies to attend and/or vote on his/her behalf. If the Company does not provide the ROD as at 08 June 2022 by 09 June 2022, only the depositors whose names appear on the Record of Depositors as at 12 May 2022 (General Meeting Record of Depositors) shall be entitled to attend the EGM or appoint proxies to attend and/or vote on his/her behalf.
- (8) By submitting this form, members accept and agree to the Personal Data Privacy terms set out in the Notice of the EGM dated 27 May 2022.

\* Strike out whichever is not applicable.



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Please fold across the line and close

Stamp

CAELY HOLDINGS BHD  
Registration No. 199601036023 (408376-U)  
Messrs. Ong Kok Bin & Co,  
101 Jalan Telawi, Bangsar Baru  
59100 Kuala Lumpur

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Please fold across the line and close