



CLASSITA HOLDINGS BERHAD
(FORMERLY KNOWN AS 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 Classita Holdings Berhad (formerly known as Caely Holdings Bhd) ("Classita" or the "Company") will be conducted virtually through live streaming and online participation and voting using remote participation and voting (RPV) facilities via the online meeting platform at <https://www.symphonycorporateservices.com.my> provided by Symphony Corporate Services Sdn Bhd in Malaysia (Domain registration number D1C534619) on Monday, 27 March 2023 at 10.00 a.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing with or without modifications, the following ordinary resolution:

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 965,398,515 NEW ORDINARY SHARES IN CLASSITA ("CLASSITA SHARES" OR "SHARES") ("RIGHTS SHARES") ON THE BASIS OF 5 RIGHTS SHARES FOR EVERY 2 EXISTING SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED, TOGETHER WITH UP TO 579,239,109 FREE DETACHABLE WARRANTS ("WARRANTS") ON THE BASIS OF 3 WARRANTS FOR EVERY 5 RIGHTS SHARES SUBSCRIBED FOR ("PROPOSED RIGHTS ISSUE")

"THAT subject to the approvals of all relevant authorities and/or parties being obtained (if required), including but not limited to the approval of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Board of Directors of the Company ("Board") be and is hereby authorised to undertake the Proposed Rights Issue as follows:

- (i) to provisionally allot and issue by way of a renounceable rights issue of up to 965,398,515 Rights Shares together with up to 579,239,109 Warrants to the shareholders of the Company whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined by the Board ("Entitlement Date") ("Entitled Shareholders") and/or their renounee(s) or transferee(s) (if applicable), on the basis of 5 Rights Shares for every 2 existing Shares held by the Entitled Shareholders on the Entitlement Date at an issue price of RM0.10 and on such terms and conditions and in such manner as the Board may determine;
- (ii) to enter into and execute the deed poll constituting the Warrants ("Deed Poll") and to do all acts, deeds and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll (including, without limitation, the affixing of the Company's company seal, where necessary);
- (iii) to allot and issue the Warrants in registered form to the Entitled Shareholders (and/or their renounee(s) or transferee(s), as the case may be) and Excess Applicants (as defined below), if any, who subscribed for and are allotted Rights Shares, each Warrant conferring the right to subscribe for 1 new Share at an exercise price of RM0.20, to create and issue the Warrants and such additional Warrants as may be required or permitted to be issued as a consequence of the adjustments based on the indicative salient terms of the Warrants as set out in the Circular and the terms and conditions of the Deed Poll; and
- (iv) to allot and issue such number of new Shares to the holders of the Warrants upon their exercise of the relevant Warrants or additional Warrants to subscribe for new Shares during the tenure of the Warrants;

THAT the Board be and is hereby authorised to determine and vary if deemed fit, necessary and/or expedient, the issue price of the Rights Shares and the exercise price of the Warrants to be issued in connection with the Proposed Rights Issue;

THAT any Rights Shares which are not validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renounee(s) or transferee(s) (if applicable) shall be made available for excess applications in such manner and to such persons ("Excess Applicants") as the Board shall determine at its absolute discretion;

THAT the Rights Shares, Warrants and the new Shares to be issued pursuant to the exercise of the Warrants shall be listed on the Main Market of Bursa Securities;

THAT the proceeds of the Proposed Rights Issue shall be utilised for the purposes as set out in Section 4 of the Circular to Shareholders dated 10 March 2023 and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of the Company, subject to the approval of the relevant authorities (where required);

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement, give full effect to and complete the Proposed Rights Issue, with full powers to assent to and accept any conditions, modifications, variations, arrangements and/or amendments to the terms of the Proposed Rights Issue as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to take all steps as it considers necessary in connection with the Proposed Rights Issue in order to implement and give full effect to the Proposed Rights Issue;

THAT the Rights Shares shall, upon allotment, issuance and full payment of the issue price of the Rights Shares, rank equally in all respects with the then existing issued Shares save and except that the holders of such Rights Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment and issuance of such Rights Shares;

THAT the new Shares to be issued pursuant to the exercise of the Warrants shall, upon allotment, issuance and full payment of the exercise price of the Warrants, rank equally in all respects with the then existing issued Shares, save and except that the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment of such new Shares to be issued pursuant to the exercise of the Warrants;

THAT the Board be and is hereby entitled to deal with all or any of the fractional entitlements of the Rights Shares and Warrants arising from the Proposed Rights Issue, which are not validly taken up or which are not allotted for any reason whatsoever, in such manner and to such persons as the Board may in its absolute discretion deem fit and in the best interest of the Company (including without limitation to disregard such fractional entitlements altogether);

AND THAT this Ordinary Resolution constitutes specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Rights Shares, Warrants and new Shares to be issued pursuant to or in connection with the Proposed Rights Issue have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue."

BY ORDER OF THE BOARD

P'NG CHIEW KEEM

Company Secretary/ (MAICSA 7026443)
(SSM Practising Certificate No. 201908002334)

Penang

Date: 10 March 2023

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.
- (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 the Company's registered office at 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 George Town, Penang, 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) For the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 21 March 2023. Only a depositor whose name appears on the Record of Depositors as at 21 March 2023 shall be entitled to attend the EGM or 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 the Company for the purpose of processing and the administration by the Company (or its agents) 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 Company (or its 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 the Company (or its agents) for the Purposes; and (iii) agrees that the member will indemnify the Company (or its agents) in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the member's breach of warranty.



CLASSITA HOLDINGS BERHAD
(Formerly known as Caely Holdings Bhd)
[Registration No. 199601036023 (408376-U)]
(Incorporated in Malaysia)

VIRTUAL
EXTRAORDINARY GENERAL MEETING

10 March 2023

Dear valued shareholders,

We wish to inform shareholders that the Company's Extraordinary General Meeting ("**EGM**") will be held virtually. The details of the EGM are as follows:

- Date** : Monday, 27 March 2023
Time : 10.00 a.m.
Venue : Online meeting platform at www.symphonycorporateservices.com.my provided by Symphony Corporate Services Sdn Bhd ("**Symphony Portal**") in Malaysia (Domain registration number D1C534619)

In our efforts of going green and in preserving the environment, the following documents are available for download at the Company's website at <http://www.caelyholdings.com>:

1. Circular dated 10 March 2023 ("**Circular**")
2. Notice of EGM dated 10 March 2023
3. Proxy Form

Shareholders who wish to receive a printed Circular may make your request through telephone call or vide email. Kindly refer to the Enquiries section for contact details.

A printed copy of the Circular will be sent to shareholder as soon as possible by ordinary post from the date of receipt of the request.

ENTITLEMENT TO PARTICIPATE AND VOTE REMOTELY

All shareholders of the Company, whether individual shareholders, corporate shareholders, proxy holders, authorised nominees or exempt authorised nominees whose names appear on the Record of Depositors of the Company as at **21 March 2023** that wish to attend the EGM will have to register to attend remotely by using the Remote Participation and Voting ("**RPV**") Facilities, the details of which is set out below.

Please note that the quality of the live streaming and online voting is highly dependent on the bandwidth and stability of the internet connection of the attendees (shareholders and proxies). Hence, you are to ensure your internet connectivity throughout the duration of the meeting is maintained.

For shareholders who are unable to participate in the EGM, you may appoint proxy or the Chairman of the Meeting as your proxy to attend and vote on your behalf at the EGM. The duly completed Proxy Form must be deposited at the registered office of the Company, 51-21-A Menara BHL Bank, Jalan

Sultan Ahmad Shah, 10050 George Town, Penang not less than 48 hours before the time for holding the meeting or adjournment thereof.

ADMINISTRATIVE GUIDE TO PARTICIPATE IN RPV FACILITIES

The procedures to participate in RPV Facilities are as follows:

Procedures	Action
BEFORE THE DAY OF THE EGM	
(i) Register as a User	<ul style="list-style-type: none">• Access the Symphony Portal at www.symphonycorporateservices.com.my• Click <<Login/Register>> followed by <<Register New User>> to register as a new user.• Complete the registration by filling up the information required and upload a clear copy of your MyKAD (both front and back page) or Passport.• Read and agree to the terms & conditions and thereafter, submit your registration.• Please enter a valid email address in order for you to receive the verification email from the Symphony Portal.• Your registration will be verified and approved by the Symphony Portal. Once approved, an email notification will be sent to you.• If you are already a user with the Symphony Portal, you are not required to register again.
(ii) Submit your Question	<ul style="list-style-type: none">• You may pre-submit your questions using the Symphony Portal from 12.00 pm on 22 March 2023 up to 9.30 am on 27 March 2023.
ON THE DAY OF THE EGM	
(iii) Login to Symphony Portal at www.symphonycorporateservices.com.my	<ul style="list-style-type: none">• Login with your user ID and password for remote participation at the EGM at any time from 9.30 am i.e. 30 minutes before the commencement of the EGM.• If you have forgotten your password, you can reset it by clicking on "Forgot Password".
(iv) Participate through Live Streaming	<ul style="list-style-type: none">• Select <<Virtual Meeting>> under Main Menu.• Click <<Join Meeting>> located next to the event.• Please click on the video link and key in the password provided to you in the email notification from the Symphony Portal in order to join the live streaming of the EGM.• If you have any question(s) during the EGM, you may use the Q&A platform in Zoom Cloud Meetings App to submit your question(s).• If you are using a smartphone to participate in the EGM, please download Zoom Cloud Meetings App from the Google Play Store or App Store before the EGM.
(v) Online Remote Voting	<ul style="list-style-type: none">• Please select the <<Voting>> option located next to <<Join Meeting>> to indicate your votes for the resolutions that are tabled for voting.

Procedures	Action
	<ul style="list-style-type: none"> • Voting session will commence upon commencement of the meeting. • The voting session will end upon declaration by the Chairman. • Please cast your vote on all resolutions as appeared on the screen and submit your votes. Once submitted, your votes will be final and cannot be changed.
(vi) End of the RPV Facility	<ul style="list-style-type: none"> • The RPV Facility will end and the Q&A platform will be disabled the moment the Chairman announces the closure of the EGM.

Notes to users of the RPV Facility:

- (a) Should your registration to join the EGM is approved; we will make available to you the rights to join the live streaming EGM and to vote remotely using the RPV Facility. Your login to the Symphony Portal on the day of the EGM will indicate your presence at the EGM.
- (b) If you encounter any issue with your online registration at the Symphony Portal, please call +6016-439 7718/+6010-526 5490 or e-mail to symphonycorporateservices@gmail.com for assistance.

POLL VOTING

The voting at the EGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Symphony Corporate Services Sdn Bhd as Poll Administrator to conduct the poll by way of electronic means and Propoll Solutions Sdn Bhd as Independent Scrutineers to verify the poll results.

NO DOOR GIFT OR E-VOUCHER OR FOOD VOUCHER

There will be no door gift or e-voucher or food voucher given at this EGM.

ENQUIRIES

For enquiries regarding the EGM, please contact the following person during office hours on Monday to Friday from 9.00 am to 6.00 pm (except on public holidays):

Name : Mr. Eric Tan
 Tel No. : +6016-439 7718
 : +6010-526 5490
 Email : symphonycorporateservices@gmail.com

Thank you.

Yours faithfully,
 CLASSITA HOLDINGS BERHAD
 (Formerly known as Caely Holdings Bhd)

NG KEOK CHAI
Non-Independent Non-Executive Chairman

10 March 2023



CLASSITA HOLDINGS BERHAD
(formerly known as Caely Holdings Bhd)
 Registration No.199601036023 (408376-U)
 (Incorporated in Malaysia)

PROXY FORM

Number of Shares Held	CDS ACCOUNT NO.									

*I/We.....(*NRIC/Passport/Company.....)
 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 will be conducted virtually through live streaming and online participation and voting using remote participation and voting (“RPV”) facilities via the online meeting platform at <https://www.symphonycorporateservices.com.my> provided by Symphony Corporate Services Sdn Bhd in Malaysia (Domain registration number D1C534619) on Monday, 27 March 2023 at 10.00 a.m. or any adjournment thereof.

ORDINARY RESOLUTION		FOR	AGAINST
1	Proposed Rights Issue		

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 thisday of2023.
Signature of Member(s)/Common Seal

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.
- (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 the Company’s registered office at 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 George Town, Penang, 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.
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* Strike out whichever is not applicable.