



CAELY HOLDINGS BHD.

[Registration No. 199601036023 (408376-U)]

(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE OF THE EXTRAORDINARY GENERAL MEETING (“EGM”) FOR THE SHAREHOLDERS, PROXIES AND OTHER ATTENDEES

- Day and Date : Tuesday, 30 November 2021, or any adjournment thereof
Time : 10.00 a.m.
Meeting Platform : <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657)
Mode of Communication : 1) Typed text in the Meeting Platform during the EGM. The Messaging window facility will be opened concurrently with the Meeting Platform, i.e. one (1) hour before the EGM, which is from 9.00 a.m. on Tuesday, 30 November 2021.
2) E-mail questions to yenwahchoo@classita.com.my or via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> **prior to the EGM** 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 EGM 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 conduct of a fully virtual EGM is in line with the revised Guidance Note and Frequently Asked Questions (“the Revised Guidance Note and FAQ”) by the Securities Commission Malaysia on 16 July 2021. The Revised Guidance Note and FAQ states that in a fully virtual general meeting, all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online. According to the Revised Guidance Note and FAQ, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia

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 EGM 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 EGM 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 Monday, 29 November 2021.**

CAELY HOLDINGS BHD. [Registration No. 199601036023 (408376-U)]

Administrative Guide of EGM

3. Corporate representatives of corporate shareholders who wish to participate at the EGM via RPEV facilities must deposit their original certificate of appointment of corporate representative to and email the softcopy to BSR at bsr.helpdesk@boardroomlimited.com not later than **10.00 a.m. on Monday, 29 November 2021**.
4. Nominee Company [whose beneficiary of the shares in its Central Depository System (CDS) account] who wishes to participate at the EGM via RPEV facilities must deposit its original hardcopy proxy form and email the softcopy to BSR at bsr.helpdesk@boardroomlimited.com not later than **10.00 a.m. on Monday, 29 November 2021** to participate at the EGM.
5. Attorneys appointed by power of attorney who wish to participate at the EGM via RPEV facilities must deposit their original or duly certified power of attorney and email the softcopy to BSR at bsr.helpdesk@boardroomlimited.com not later than **10.00 a.m. on Monday, 29 November 2021** to participate at the EGM.
6. As the EGM is a fully virtual EGM, shareholders who are unable to participate in the EGM 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 EGM, 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 EGM shall be notified of such arrangement accordingly.

ENTITLEMENTS TO ATTEND, SPEAK AND VOTE (COLLECTIVELY, "PARTICIPATE")

In respect of deposited securities, only Shareholders whose names appear on the Record of Depositors on 22 November 2021 ("General Meeting Record of Depositors") shall be eligible to participate the EGM 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.

CAELY HOLDINGS BHD. [Registration No. 199601036023 (408376-U)]

Administrative Guide of EGM

PROCEDURES FOR RPEV FACILITIES

Shareholders/proxies/corporate representatives/attorneys who wish to participate the EGM 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 EGM
- b. Submit eProxy forms electronically
- c. Submit questions prior to the virtual EGM

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

	Procedure	Action
BEFORE THE EGM DAY		
Step 1	Register Online with Boardroom Smart Investor Portal (<i>for first time registration only</i>)	<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>
	Procedure	Action
BEFORE THE EGM DAY		
Step 1	Register Online with Boardroom Smart Investor Portal (<i>for first time registration only</i>)	<ol style="list-style-type: none">a. Access website https://investor.boardroomlimited.com.b. Click <Register> to sign up as a user.c. Complete the registration and upload a softcopy of your MyKAD/Identification Card (front and back) or Passport in JPEG, PNG or PDF format.d. Please enter a valid email address and wait for email verification from Boardroom.e. Your registration will be verified and approved within one (1) business day and an email notification will be provided to you.
Step 2	Submit request for remote participation (User ID and Password)	(Note: Registration for remote access will be opened on 2 November 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 EGM, i.e. latest by Monday, 29 November 2021 at 10.00 a.m.) Individual Members <ol style="list-style-type: none">a. Login to https://investor.boardroomlimited.com using your user ID and password from Step 1 above.b. Select "CAELY HOLDING BHD. EXTRAORDINARY GENERAL MEETING" from the list of Corporate Meeting and click "Enter".c. Click on "Register for RPEV".d. Read and agree to the Terms & Conditions and click "Next".

		<p>e. Enter your CDS Account and thereafter submit your request.</p> <p>Corporate Shareholders</p> <p>a. To submit the request, Corporate Shareholders need to deposit the original hardcopy to BSR and write in to BSR at bsr.helpdesk@boardroomlimited.com by providing softcopy of the Certificate of Appointment of Corporate Representative or Form of Proxy, the name of Member and CDS Account Number.</p> <p>b. 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.</p> <p>Authorised Nominee and Exempt Authorised Nominee</p> <p>a. 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 bsr.helpdesk@boardroomlimited.com by providing softcopy of the Form of Proxy, the name of Member and CDS Account Number.</p> <p>b. 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.</p>
	Email notification	<p>a. You will receive notification from Boardroom that your request(s) has been received and is being verified.</p> <p>b. Upon system verification against the Record of Depositors of the EGM as at 22 November 2021, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.</p> <p>c. 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.</p>
	Procedure	Action
ON THE EGM DAY		
		<p>d. Please note that the closing date and time to submit your request is by Monday, 29 November 2021 at 10.00 a.m.</p>
Step 3	Login to Virtual Meeting Platform	<p>a. The Virtual Meeting portal will be opened for login one (1) hour before the commencement of the EGM at 9.00 a.m. on Tuesday, 30 November 2021.</p> <p>b. The Meeting Platform can be accessed via website at https://meeting.boardroomlimited.my.</p> <p>c. Insert the Meeting ID No. and sign in with the user ID and password provided to you via the email notification</p>

CAELY HOLDINGS BHD. [Registration No. 199601036023 (408376-U)]
 Administrative Guide of EGM

		in Step 2 (c).
	Participate	<p>Please follow the User Guides provided in the confirmation email above to view the live webcast, submit questions and vote:-</p> <p>a. If you would like to view the live webcast, select the broadcast icon. </p> <p>b. If you would like to ask a question during the EGM, select the messaging icon. </p> <p>c. Type your message within the chat box, once completed click the send button.</p>
	Online Remote Voting	<p>a. Once the EGM 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.</p> <p>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.</p> <p>c. To change your vote, re-select another voting direction.</p> <p>d. If you wish to cancel your vote, please press "Cancel".</p>
	End of remote participation	<p>a. Upon the announcement by the Chair of the meeting on the closure of the EGM, the live webcast will end and the messaging window will be disabled.</p> <p>b. You can now logout from the Meeting Platform.</p>

Notes to RPEV facilities users:

- Should your application to join the EGM be approved, the system will make available to you the rights to join the live streamed meeting and to vote remotely.
- 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.
- 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 EGM 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.

CAELY HOLDINGS BHD. [Registration No. 199601036023 (408376-U)]
Administrative Guide of EGM

Shareholders can proceed to vote on the resolutions and submit the votes on the resolutions at any time from the commencement of the EGM 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.

APPOINTMENT OF PROXY OR ATTORNEY OR CORPORATE REPRESENTATIVE

Shareholders who appoint proxy or attorney or authorised representative to participate via RPEV facilities at the EGM must ensure that the duly executed proxy forms are deposited in a hard copy form or by electronic means to BSR no later than **Monday, 29 November 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.
3. By email or facsimile
Alternatively, the Proxy Form may also be electronically submitted via email to bsr.helpdesk@boardroomlimited.com or via facsimile at +603 7890 4670.

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 **Monday, 29 November 2021 at 10.00 a.m.** to participate via RPEV facilities in the EGM. 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.

CAELY HOLDINGS BHD. [Registration No. 199601036023 (408376-U)]
 Administrative Guide of EGM

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 **Monday, 29 November 2021 at 10.00 a.m.** to participate via RPEV facilities in the EGM. 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.

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><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 – eProxy Lodgement]</i></p> <ol style="list-style-type: none"> a. Access website https://investor.boardroomlimited.com b. Click <Register> to sign up as a user. c. Complete the registration and upload a softcopy of your MyKAD/Identification Card (front and back) or Passport in JPEG, PNG or PDF format. d. Please enter a valid email address and wait for Boardroom’s email verification. e. Your registration will be verified and approved within one (1) business day and an email notification will be provided to you.
Step 2	Submit your request	<ol style="list-style-type: none"> a. Access website https://investor.boardroomlimited.com <u>using your user ID and password from Step 1 above.</u> b. Select “CAELY HOLDING BHD. EXTRAORDINARY GENERAL MEETING” from the list of Corporate Meeting and click “Enter” c. Click on “Submit eProxy Form”. d. Read the terms & conditions and confirm the Declaration

CAELY HOLDINGS BHD. [Registration No. 199601036023 (408376-U)]
Administrative Guide of EGM

		<p>by clicking "Next".</p> <ol style="list-style-type: none">e. Enter your CDS Account Number and indicate the number of securities.f. Appoint your proxy(ies) or the Chairman of the EGM and enter the required particulars for your proxy(ies).g. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your votes.h. Review and confirm your proxy(ies) appointment.i. Click submit.j. Download or print the eProxy Form acknowledgement.
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SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

1. Shareholders may submit questions in advance on the EGM resolution no later than Monday, 29 November 2021 at 10.00 a.m. via yenwahchoo@classita.com.my or Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> using the same user ID and password provided in Step 2 above, and select "SUBMIT QUESTION" to pose questions.
2. Thereafter, on the morning of the EGM, shareholders may also submit questions via the messaging box on Lumi EGM web portal starting at 9.00 a.m. This web portal will remain open throughout the virtual EGM session.
3. The Board of Directors will endeavor to respond to Pre-EGM Meeting Questions and questions submitted from 9.00 a.m. on the day of the EGM 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.

CIRCULAR TO SHAREHOLDERS 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:
 - a. Circular to Shareholders
 - b. Notice of the EGM
 - c. Proxy Form
 - d. Administrative Guide
 - e. Requisition Form

NO GIFTS DISTRIBUTION

There will be no gifts distribution for Shareholders/Proxies at the EGM.

CAELY HOLDINGS BHD. [Registration No. 199601036023 (408376-U)]
Administrative Guide of EGM

RECORDING OR PHOTOGRAPHY

Strictly **NO recording or photography** of the proceedings of the EGM is allowed.

ENQUIRY

If you have any enquiry in relation to the conduct of the EGM via RPEV Facilities, depositing of hardcopy 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:

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