

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting ("EGM") of Homeritz Corporation Berhad ("HCB" or the "Company") will be held at Level 9, Classic 1 Banquet Meeting Hall, Hotel Classic, 69 Jalan Ali, 84000 Muar, Johor Darul Takzim, on Friday, 12 June 2015 at 10.30 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without any modifications:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF 100,000,000 NEW ORDINARY SHARES OF RM0.20 EACH IN HCB ("BONUS SHARES") TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY TWO (2) EXISTING ORDINARY SHARES OF RM0.20 EACH HELD IN HCB ("HCB SHARES" OR "SHARES") ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE"); AND

"THAT, subject to the approvals of all relevant authorities for the Proposed Bonus Issue, the Board of Directors of HCB ("Board") be and is hereby authorised to issue at par value of 100,000,000 Bonus Shares to be credited as fully paid-up and such Bonus Shares be allotted to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business on the Entitlement Date, on the basis of one (1) Bonus Share for every two (2) existing HCB Shares held in the Company on the Entitlement Date;

THAT the Board be and is hereby authorised to capitalise the sum of RM3,016,904 from the share premium account of the Company and RM16,983,096 from the retained profits account of the Company for the purpose of the Proposed Bonus Issue;

THAT the Bonus Shares shall, upon allotment and issue, rank *pari passu* in all respects with the then existing HCB Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distributions, the entitlement date of which is prior to the date allotment of the Bonus Shares;

THAT the Board be and is hereby authorised to deal with any fractional entitlements that may arise from the Proposed Bonus Issue, in such manner as the Board in its absolute discretion deems fit and expedient in order to minimise the incidence of odd lots and in the best interest of the Company;

AND THAT the Board be and is hereby authorised to give effect to the Proposed Bonus Issue with full powers to make and/or assent to any conditions, variations, modifications, and/or amendments (if any) in any manner as may be required by any relevant authorities or deemed necessary by the Board, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

ORDINARY RESOLUTION 2

PROPOSED ISSUE OF 50,000,000 FREE WARRANTS ("WARRANTS") ON THE BASIS OF ONE (1) WARRANT FOR EVERY FOUR (4) EXISTING HCB SHARES HELD ON THE SAME ENTITLEMENT DATE AS THE PROPOSED BONUS ISSUE ("PROPOSED FREE WARRANTS ISSUE")

"THAT, subject to the approvals of all relevant authorities for the Proposed Free Warrants Issue, the Board of HCB be and is hereby authorised to issue 50,000,000 Warrants in registered form and constituted by a deed poll to be executed by the Company constituting the Warrants ("Deed Poll") to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business on the same entitlement date as the Proposed Bonus Issue to be determined and announced later by the Board, on the basis of one (1) Warrant for every four (4) existing HCB Shares held in the Company on the Entitlement Date;

THAT the Board be and is hereby authorised to issue such additional Warrants ("Additional Warrants") as may be required or permitted to be issued as consequences of any adjustments under the provisions in the Deed Poll;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of new HCB Shares arising from the exercise of the Warrants and/or Additional Warrants by the holders of the Warrants in accordance with the provisions of the Deed Poll;

THAT the Board be and is hereby authorised to deal with any fractional entitlements of the Warrants that may arise from the Proposed Free Warrants Issue in such manner as the Board shall in its absolute discretion deems fit and expedient in order to minimise the incidence of odd lots and in the best interest of the Company;

THAT the new HCB Shares to be issued arising from the exercise of the Warrants and/or the Additional Warrants shall, upon allotment and issue, rank *pari passu* in all respects with the then existing HCB Shares, save and except that the new HCB Shares shall not be entitled to any dividends, rights, allotments and/or any other forms of distributions, the entitlement date of which is prior to the date of allotment of such new Shares;

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/or amendments as may be imposed or permitted by the relevant authorities or as may be deemed necessary by the Board, and, subject to all provisions and adjustments contained in the Deed Poll, to assent to any modification and/or amendment to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as a consequence of any adjustments under the provisions of the Deed Poll, with full powers to implement and give effects to the terms and conditions of the Deed Poll, and to take all steps as they may deem fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required (including fixing the final exercise price of the Warrants) to give effect to the Proposed Free Warrants Issue with full powers to make and/or assent to any conditions, variations, modifications and/or amendments (if any) in any manner as may be required by any relevant authorities or deemed necessary by the Board, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Free Warrants Issue."

BY ORDER OF THE BOARD

PANG KAH MAN

(MIA 18831)

Company Secretary

Muar, Johor Darul Takzim

28 May 2015

Notes:-

1. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. To be valid, the form of proxy, duly completed must be deposited at the Registered Office of the Company at No. 7, (1st Floor), Jalan Pesta 1/1, Taman Tun Dr Ismail 1, Jalan Bakri, 84000 Muar, Johor Darul Takzim not less than forty-eight (48) hours before the time of the EGM.
3. In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/their proxy, provided always that the rest of the form of proxy, other than the particulars of the proxy, have been duly completed by the member(s).
4. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same EGM provided that the provisions of Section 149(1)(c) of the Companies Act, 1965 are complied with.
5. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
6. If the appointer is a corporation, the form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.
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. Only members registered in the Record of Depositors as at 5 June 2015 shall be eligible to attend the EGM or appoint a proxy to attend and vote on his behalf.