

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of Homeritz Corporation Berhad (“Homeritz” or “Company”) will be held at BEI Boutique Hotel, Centro Meeting Hall, Level 3, 8-3, Jalan Abdul Rahman, 84000 Muar, Johor Darul Takzim on Friday, 14 June 2019 at 11.00 a.m., or at any adjournment thereof, for the purpose of considering, and if thought fit, passing with or without modification, the following resolution:

**ORDINARY RESOLUTION**

**PROPOSED ISSUE OF UP TO 87,500,000 FREE WARRANTS IN HOMERITZ (“BONUS WARRANTS”) ON THE BASIS OF 1 BONUS WARRANT FOR EVERY 4 EXISTING HOMERITZ SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER**

“**THAT** subject to the approvals of all relevant authorities or parties, authority be and is hereby given to the Board to allot and issue up to 87,500,000 Bonus 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 in the Record of Depositors of the Company as at the close of business at 5.00 p.m. on the Entitlement Date on the basis of 1 Bonus Warrant for every 4 existing Homeritz Shares held (“**Proposed Bonus Warrants**”);

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

**THAT** the Board be and is hereby authorised to allot and issue such appropriate number of new Homeritz Shares arising from the exercise of the Bonus Warrants by the holders of the Warrants of their rights in accordance with the provisions of the Deed Poll, including such appropriate number of new Homeritz Shares arising from the exercise of subscription rights represented by the Additional Warrants;

**THAT** fractional entitlements arising from the Proposed Bonus Warrants, if any, shall be disregarded and dealt with in such manner as the Board shall in its absolute discretion deem fit and expedient, and to be in the best interest of the Company and its shareholders;

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

**THAT** the new Homeritz Shares to be issued arising from the exercise of the Bonus Warrants and/or the Additional Warrants shall, upon allotment and issuance, rank equally in all respects with the existing Homeritz Shares, save and except that the new Homeritz Shares to be issued arising from the exercise of the Bonus Warrants and/or the Additional Warrants will not be entitled to participate in any rights, allotments, dividends, and/or other distributions that may be declared, made or paid for where the entitlement date is before the allotment date of such new Homeritz Shares;

**THAT** the proceeds raised from the exercise of Bonus Warrants, if any, be utilised for the purposes set out in the circular to shareholders of the Company dated 23 May 2019 and the Board be authorised with full power 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, subject (when required) to the approval of the relevant authorities;

**AND THAT** the Board be and is hereby empowered and authorised to take all such steps and do all such acts, deeds and things and to execute, sign and deliver on behalf of the Company all necessary documents to give full effect to and for the purpose of completing and/or implementing the Proposed Bonus Warrants with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by the relevant authorities or as a consequence of any such requirement as may be deemed necessary and/or expedient in the best interest of the Company.”

BY ORDER OF THE BOARD

**NG MEI WAN (MIA 28862)**  
**TAN HUI KHIM (LS 0009936)**  
Company Secretaries

Date: 23 May 2019

**Notes:**

- (1) A proxy may but need not be a member of the Company pursuant to Section 334 of the Act.
- (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 twenty-four (24) hours before the time of the Extraordinary General Meeting.
- (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/her 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 Extraordinary General Meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless the member specifies the proportion of his/her shareholdings to be represented by each proxy.
- (5) 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.
- (6) 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.
- (7) Only members registered in the Record of Depositors as at 10 June 2019 shall be eligible to attend the Extraordinary General Meeting or appoint a proxy to attend and vote on his behalf.