

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWELFTH ANNUAL GENERAL MEETING OF THE 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, 03 JANUARY 2020 AT 11.00 A.M. FOR THE TRANSACTION OF THE FOLLOWING BUSINESSES:-

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 August 2019 together with the Reports of the Directors and the Auditors thereon. (Please refer to Note A)
- To approve the payment of Directors' fees and allowances for the financial year ended 31 August 2019. (Ordinary Resolution 1)
- To approve the payment of Directors' fees and allowances up to RM182,000.00 for the financial year ending 31 August 2020 payable quarterly in arrears after each quarter of completed service of the Directors during the subject financial year. (Ordinary Resolution 2)
- To declare a final single-tier tax exempt dividend of 1 sen per ordinary share in respect of the financial year ended 31 August 2019. (Ordinary Resolution 3)
- To re-elect the following Directors who retire in accordance with Article 81 of the Company's Articles of Association:-
Ms Tee Hwee Ing (Ordinary Resolution 4)
Encik Mohd Khasan Bin Ahmad (Ordinary Resolution 5)
- To re-appoint Messrs Crowe Malaysia PLT (Converted from Crowe Malaysia) as Auditors of the Company and to authorise the Directors to determine their remuneration. (Ordinary Resolution 6)

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions with or without any modification as ordinary resolutions:-

7. Continuing in Office as Independent Non-Executive Directors

- THAT subject to the passing of Ordinary Resolution no. 5 above, authority be hereby given to Encik Mohd Khasan Bin Ahmad, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than years (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting ("AGM") of the Company. (Ordinary Resolution 7)
- THAT authority be hereby given to Datuk Tay Puay Chuan, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company. (Ordinary Resolution 8)

8. Proposed renewal of authority for Directors to allot and issue shares pursuant to Section 75 of the Companies Act 2016 ("the Act") (Ordinary Resolution 9)

"THAT, subject always to the Act, the Memorandum and Articles of Association of the Company and approvals and requirements of the relevant governmental and/or regulatory authorities (where applicable), the Directors of the Company be hereby empowered pursuant to Section 75 of the Act, to allot and issue new ordinary shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of the issued shares of the Company for the time being AND THAT the Board of Directors be hereby also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities")."

9. Proposed renewal of authority for the Company to purchase its own shares (Ordinary Resolution 10)

"THAT, subject to compliance with the Act, the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Securities and all other applicable laws, regulations and guidelines and the approvals of all relevant governmental and/or regulatory authorities, the Company be hereby given full authority, to seek shareholders' approval for the renewal of authority for the Company to purchase and/or such amount of ordinary shares in the Company ("Shares") through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that:

- the aggregate number of Shares so purchased and/or held pursuant to this ordinary resolution ("Purchased Shares") does not exceed ten percent (10%) of the total issued and paid-up capital of the Company; and
- the maximum amount of funds to be allocated for the Purchased Shares shall not exceed the aggregate of the retained profits and/or share premium of the Company;

THAT the Directors be hereby authorised to decide at their discretion either to retain the Purchased Shares as treasury shares (as defined in Section 127 of the Act) and/or to cancel the Purchased Shares and/or to retain the Purchased Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/or be resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancelled subsequently and/or to retain part of the Purchased Shares as treasury shares and/or cancel the remainder and to deal with the Purchased Shares in such other manner as may be permitted by the Act, rules, regulations, guidelines, requirements and/or orders of Bursa Securities and any other relevant authorities for the time being in force;

AND THAT such approval and authorisation shall only continue to be in force until:

- the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM after that date is required by law to be held; or
- revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first;

AND FURTHER THAT the Directors of the Company be authorised to do all such acts and things (including, without limitation executing all such documents as may be required) as they may consider expedient or necessary to give full effect to this mandate."

10. Proposed Adoption of New Constitution (Special Resolution 1)

THAT approval be hereby given to the Company to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new constitution of the Company be hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.

11. To transact any other ordinary business of which due notice shall have been given.

NOTICE OF ENTITLEMENT DATE AND DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the Twelfth AGM, the proposed final single-tier tax exempt dividend of 1 sen per ordinary share in respect of the financial year ended 31 August 2019, will be paid on 09 March 2020 to depositors registered in the Record of Depositors of the Company at the close of business on 14 February 2020.

A depositor shall qualify for entitlement only in respect of:-

- Shares transferred into the Depositor's Securities Account before 5.00 p.m. on 14 February 2020 in respect of ordinary transfers; or
- Shares bought on the Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

FURTHER NOTICE IS HERBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this Twelfth AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. ("Bursa Depository") in accordance with Article 12B of the Company's Articles of Association and Section 34 (1) of the Securities Industry (Central Depositories) Act 1991 to issue a General Meeting Record of Depositors as at 26 December 2019. Only a depositor whose name appears on the Record of Depositors as at 26 December 2019 shall be entitled to attend the said meeting or appoint proxy/proxies to attend and/or vote on his behalf.

BY ORDER OF THE BOARD

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

Muar, Johor Darul Takzim
12 December 2019

Notes:-

(A) This Agenda item is meant for discussion only as provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders and hence, is not put forward for voting.

- A proxy may but need not be a member of the Company pursuant to Section 334 of the Act.
- 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 Twelfth AGM.
- 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).
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same Annual 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.
- 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.
- 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.
- Only members registered in the Record of Depositors as at 26 December 2019 shall be eligible to attend the Twelfth AGM or appoint a proxy to attend and vote on his behalf.

Explanation Note on Special Business:-

- The Ordinary Resolutions proposed under Item No. 7 (Ordinary Resolutions 7 & 8) of the Notice of Twelfth AGM relate to the approval by shareholders for the named directors to continue in office as Independent Non-Executive Directors. The Board has assessed the independence of each of the directors who has served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years. The Board is satisfied that each of these directors has met the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements. The length of their service does not interfere with their ability and exercise of independent judgement as Independent Directors. They are familiar with the Company's business operations as each has been with the Company for more than nine (9) years. They have devoted sufficient time and attention to his responsibilities as an Independent Non-Executive Director of the Company and have exercised due care during their tenure as an Independent Director of the Company and carried out their duty in the interest of the Company and shareholders. Therefore, the Board has recommended that the approval of the shareholders be sought for the continuing of office of Encik Mohd Khasan Bin Ahmad and Datuk Tay Puay Chuan as Independent Non-Executive Directors of the Company.

9. Proposed renewal of authority for Directors to allot and issue shares pursuant to Section 75 of the Act

- The Ordinary Resolution proposed under Item no. 8 (Resolution 9), if passed, will grant a mandate ("General Mandate") empowering the Directors of the Company, from the date of the Twelfth AGM to allot and issue shares in the Company up to an amount not exceeding ten percent (10%) of the issued and paid-up capital of the Company for the time being for such purposes as they may deem fit and in the interest of the Company. This authority, unless revoked or varied at a general meeting shall continue to be in full force until the conclusion of the next Annual General Meeting of the Company.
- The General Mandate is a renewal of the previous mandate obtained at the last AGM held on 23 January 2019 which will expire at the conclusion of the forthcoming AGM.
- As at the date of this Notice, the Company did not issue any new ordinary shares based on the previous mandate obtained at the last AGM.
- The General Mandate, if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding current and/or future investment project(s), working capital and/or acquisitions.

10. Proposed renewal of authority for the Company to purchase its own shares

The Ordinary Resolution proposed under Item no. 9 (Ordinary Resolution 10), if passed, will allow the Directors of the Company to exercise the power of the Company to purchase not more than ten percent (10%) of the issued and paid-up share capital of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Securities. This authority, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next AGM of the Company.

Further details are set out in the Part A, Statement to Shareholders dated 12 December 2019.

11. Proposed Adoption of New Constitution

The Special Resolution proposed under Item no. 10 (Special Resolution 1), if passed, will align the Constitution of the Company with the Act which came into force on 31 January 2017, the updated provisions of the Main Market Listing Requirements of Bursa Securities and the prevailing statutory and regulatory requirements as well as to provide clarity and consistency with the amendments that may arise from the Act and the Main Market Listing Requirements. Please refer to Part B of the Circular to Shareholders dated 12 December 2019 for further information.

12. Annual Report

The Annual Report for the financial year ended 31 August 2019 is in CD-ROM format. Printed copy of the Annual Report shall be provided to the shareholders upon request within 4 market days from the date of receipt of the written request. A copy of the Annual Report can also be downloaded at <http://www.homeritzcorp.com>.

Shareholders who wish to receive the printed Annual Report and who require assistance in viewing the CD-ROM, kindly fax to Tricor Investor & Issuing House Services Sdn. Bhd. at fax no.: 603-2783 9222 or email your request to Santhi.Renganathan@my.tricorglobal.com.