

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Homeritz Corporation Berhad (“Homeritz” or “Company”) will be conducted entirely through live streaming from the Broadcast Venue at No.12, Jalan Mega, Pusat Perdagangan, Jalan Sakeh, 84000 Muar, Johor, Malaysia (“Broadcast Venue”) using the Remote Participation and Voting facilities provided by Tricor Investor & Issuing House Services Sdn Bhd via TIH Online website at <https://tjih.online> on Friday, 27 November 2020 at 12.00 noon or at any adjournment thereof, for the purpose of considering, and if thought fit, passing with or without modification, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 93,753,102 NEW ORDINARY SHARES IN HOMERITZ (“HOMERITZ SHARES”) (“BONUS SHARES”) ON THE BASIS OF 1 BONUS SHARE FOR EVERY 4 EXISTING HOMERITZ SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER

“THAT subject to the approval of all relevant authorities or parties, authority be and is hereby given to the Board of Directors of the Company (“Board”) to issue up to 93,753,102 Bonus Shares in the share of Depositors of the Company credited to the shareholders whose names appear on the Record of Depositors of the Company as at the close of business at 5.00 p.m. on a day to be determined and announced by the Board (“Entitled Shareholders”) on the basis of 1 Bonus Share for every 4 existing Homeritz Shares held by the Entitled Shareholders (“Proposed Bonus Issue of Shares”);

THAT subject to the approval of Bursa Malaysia Securities Berhad in respect of the listing and quotation of up to 93,753,102 Bonus Shares pursuant to the Proposed Bonus Issue of Shares, authority be and is hereby given to the Board to authorise any other adjustments as a result of the Proposed Bonus Issue of Shares including adjustments to the number and exercise price of the Warrants B in accordance with the provisions of the deed poll constituting the Warrants B dated 14 June 2019;

THAT fractional entitlements arising from the Proposed Bonus Issue of Shares, 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 such Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the existing Homeritz Shares at the date of allotment of the Bonus Shares, save and except that the Bonus Shares shall not be entitled to participate in any rights, allotments, dividends, and/or other distributions that may be declared, made or paid prior to the date of allotment and issuance of the Bonus Shares;

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 Issue of Shares 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.”

ORDINARY RESOLUTION 2

PROPOSED ISSUE OF UP TO 93,753,102 FREE WARRANTS IN HOMERITZ (“WARRANTS C”) ON THE BASIS OF 1 FREE WARRANT C FOR EVERY 4 EXISTING HOMERITZ SHARES HELD ON THE 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 93,753,102 Warrants C, in registered form and constituted by a deed poll to be executed by the Company constituting the Warrants C (“Deed Poll”) to the Entitled Shareholders on the basis of 1 Warrant C for every 4 existing Homeritz Shares held by the Entitled Shareholders (“Proposed Free Warrants Issue”);

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

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 Warrants C by the holders of the Warrants C 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 C;

THAT fractional entitlements arising from the Proposed Free Warrants Issue, 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 Warrants C 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 Warrants C and/or the Additional Warrants C shall, upon allotment and issuance, rank equally in all respects with the then existing Homeritz Shares, save and except that the new Homeritz Shares to be issued arising from the exercise of the Warrants C and/or the Additional Warrants C will not be entitled to participate in any rights, allotments, dividends, and/or other distributions that may be declared, made or paid prior to the date of allotment and issuance of the new Homeritz Shares arising from the exercise of the Warrants C;

THAT the proceeds raised from the exercise of the Warrants C, if any, be utilised for the purposes set out in the circular to shareholders of the Company dated 11 November 2020 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 Free Warrants Issue 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

(SSM Practising Certificate No.: 201908000801) (MIA Member No.: 28862)

TAN HUI KHIM

(SSM Practising Certificate No.: 201908000859) (License Secretary No.: LS 0009936)

Company Secretaries

Muar, Johor Darul Takzim

11 November 2020

Notes:

- (1) The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016, which requires the Chairman of the meeting to be present at the main venue of the EGM. Member(s), proxy(ies), attorney(s) or authorised representative(s) **WILL NOT BE ALLOWED** to be physically present at the Broadcast Venue on the day of the EGM.
- (2) Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at the EGM via the Remote Participation and Voting facilities (“RPV”) provided by Tricor Investor & Issuing House Services Sdn Bhd. A member who has appointed a proxy or attorney or authorised representative to participate in this EGM via the RPV must request his/ her proxy or attorney or authorised representative to register himself/herself for RPV via TIH Online website at <https://tjih.online>. Please refer to the procedures set out in the Administrative Guide for the EGM to register, participate and vote remotely via the RPV.
- (3) A proxy may but need not be a member of the Company pursuant to Section 334 of the Companies Act 2016.
- (4) 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, or electronically lodged with the poll administrator via TIH Online website at <https://tjih.online>, not less than 48 hours before the time of the EGM. Please refer to the Administrative Guide for the EGM on the procedures for electronic lodgement of form of proxy.
- (5) 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).
- (6) A member shall be entitled to appoint more than 1 proxy to attend and vote at the same EGM. Where a member appoints more than 1 proxy, the appointment shall be invalid unless the member specifies the proportion of his/ her shareholdings to be represented by each proxy.
- (7) 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.
- (8) 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.
- (9) Only members registered in the Record of Depositors as at 20 November 2020 shall be eligible to attend the EGM or appoint a proxy to attend and vote on his behalf.



HOMERITZ CORPORATION BERHAD
Registration No.200801004508 (805792-X)
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING OF HOMERITZ CORPORATION BERHAD (“HOMERITZ” OR “COMPANY”) (“EGM”)

Day, Date : Friday, 27 November 2020
Time : 12.00 noon
Broadcast : No.12, 1st Floor, Jalan Mega, Pusat Perdagangan Mega, Jalan Sakeh, 84000 Muar,
Venue : Johor, Malaysia

MODE OF MEETING

In view of the COVID-19 outbreak and as part of the safety measures, the EGM will be conducted on a **virtual basis through live streaming from the Broadcast Venue and online remote voting**. This is in line with the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020, including any amendment that may be made from time to time.

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting and in accordance with Clause 73 of the Company’s Constitution. Shareholders / proxies / corporate representatives **WILL NOT BE ALLOWED** to be physically present at the Broadcast Venue on the day of the meeting.

In view of the recent evolving COVID-19 cases in Malaysia, we may be required to change the meeting arrangements of the EGM at short notice. As such, shareholders are advised to check the Company’s website or announcements for the latest updates on the status of the EGM. The Company will continue to observe the guidelines issued by the Ministry of Health and will take all relevant precautionary measures as advised.

REMOTE PARTICIPATION AND VOTING FACILITIES (“RPV”)

Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the EGM using RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) via its **TIIH Online** website at <https://tiih.online>.

A shareholder who has appointed a proxy or attorney or authorised representative to participate at this EGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV at TIIH Online website at <https://tiih.online>.

Kindly refer to Procedures for RPV as set out below for the requirements and procedures.

As the EGM will be held as a fully virtual meeting, shareholders who are unable to participate in this EGM via RPV may appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the form of proxy.

PROCEDURES FOR RPV

Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) who wish to participate remotely in the EGM using the RPV are advised to follow the requirements and procedures as indicated below:-

Procedure		Action
BEFORE THE EGM DAY		
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access the website at https://tiih.online and register as a user under the “e-Services”. Kindly refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within one (1) working day and you will be notified the status of registration via email. If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
(b)	Submit your registration for RPV	<ul style="list-style-type: none"> Registration is open from 11 November 2020 until the day of EGM on Friday, 27 November 2020. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the EGM to ascertain their eligibility to participate in the EGM using the RPV. Login with your user ID and password and select the corporate event: “(REGISTRATION) HOMERITZ EGM”. Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the General Meeting Record of Depositors dated 20 November 2020, the system will send you an e-mail to approve your registration for remote participation and the procedures to use the RPV are detailed therein. In the event your registration is not approved, you will also be notified via email. <p><i>(Note: Please ensure to allow sufficient time required for the approval as a new user of TIIH Online as well as the registration for RPV in order for you to login to TIIH Online and to participate in the EGM remotely).</i></p>
ON THE DAY OF THE EGM (FRIDAY, 27 NOVEMBER 2020)		
(c)	Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the EGM at any time from 11:30 a.m. i.e. 30 minutes before the commencement of the EGM on Friday, 27 November 2020 at 12:00 noon.
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) HOMERITZ EGM” to engage in the proceedings of the EGM remotely. If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will endeavour to respond to questions submitted by you during the EGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.
(e)	Online Remote Voting	<ul style="list-style-type: none"> Voting session commences from 12:00 noon on Friday, 27 November 2020 until a time when the Chairman announces the end of the session. Select the corporate event: “(REMOTE VOTING) HOMERITZ EGM” or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box. Read and agree to the Terms & Conditions and confirm the Declaration. Select the CDS account that represents your shareholdings. Indicate your votes for the resolutions that are tabled for voting. Confirm and submit your votes.
(f)	End of remote participation	<ul style="list-style-type: none"> Upon the announcement by the Chairman on the closure of the EGM, the live streaming will end.

Note to users of the RPV facilities:-

1. Should your registration for RPV be approved we will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 or e-mail to tiih.online@my.tricorglobal.com for assistance.

APPOINTMENT OF PROXY OR ATTORNEY OR CORPORATE REPRESENTATIVE

Shareholders who appoint proxy(ies) to participate via RPV at the EGM must ensure that the duly executed forms of proxy are deposited in a hard copy form or by electronic means to Tricor no later than **Wednesday, 25 November 2020 at 12:00 noon.**

The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner:-

(i) In hard copy form

In the case of an appointment made in hard copy form, the form of proxy must be completed and lodged 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.

(ii) By electronic means

For individual shareholders, you have the option of submitting the form of proxy electronically via TIIH Online at <https://tiih.online>. Please follow the procedures to submit your form of proxy electronically which are summarised below:-

Procedure		Action
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none">• Using your computer, please access the website at https://tiih.online. Register as a user under the “e-Services”. Please refer to the tutorial guide posted on the homepage for assistance.• If you are already a user with TIIH Online, you are not required to register again.
(b)	Proceed with submission of form of proxy	<ul style="list-style-type: none">• After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.• Select the corporate event: HOMERITZ EGM- “Submission of Proxy Form”.• Read and agree to the Terms and Conditions and confirm the Declaration.• Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.• Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes.• Review and confirm your proxy(s) appointment.• Print the form of proxy for your record.

Please ensure ALL the particulars as required in the form of proxy are completed, signed and dated accordingly.

Any authority pursuant to which such an appointment is made by a power of attorney must be completed and lodged at the registered office of the Company situated at No. 7 (1st Floor), Jalan Pesta 1/1, Taman Tun Dr. Ismail 1, Jalan Bakri, 84000 Muar, Johor Darul Takzim not later than **Wednesday, 25 November 2020 at 12:00 noon** to participate via RPV in the EGM. A copy of the power of attorney may be accepted provided that it is certified by notary and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

For a corporate member who has appointed a representative, please deposit the **ORIGINAL** certificate of appointment at the registered office of the Company situated at No. 7 (1st Floor), Jalan Pesta 1/1, Taman Tun Dr. Ismail 1, Jalan Bakri, 84000 Muar, Johor Darul Takzim not later than Wednesday, 25 November 2020 at 12:00 noon to participate via RPV in the EGM. The certificate of appointment should be executed in the following manner:-

- (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
- (ii) 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.

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. The Company has appointed Tricor as Poll Administrator to conduct the poll by way of electronic voting (e-voting).

Shareholders or proxy(ies) or corporate representative(s) or attorney(s) can proceed to vote on the resolutions at any time from 12:00 noon on **Friday, 27 November 2020** but before the end of the voting session which will be announced by the Chairman of the meeting. Kindly refer to item (e) of the above Procedures for RPV for guidance on how to vote remotely from TIIH Online website at <https://tiih.online>.

Upon completion of the voting session for EGM, the Scrutineers will verify the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

Shareholders may submit questions for the Board in advance of the EGM via Tricor's TIIH Online website at <https://tiih.online> by selecting "e-Services" to login, pose questions and submit electronically no later than **Wednesday, 25 November 2020 at 12:00 noon**. The Board will endeavour to answer the questions received at the EGM.

NO RECORDING OR PHOTOGRAPHY

By participating at the EGM, you agree that no part of the EGM proceedings may be recorded, photographed, stored in any retrieval systems, reproduced, transmitted or uploaded in any form, platform or social media or by any means whether it is mechanical, electrical, photocopying, recording or otherwise without the prior written consent of the Company. The Company reserves the rights to take appropriate legal actions against anyone who violates this rule.

ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9:00 a.m. to 5:30 p.m. (except on public holidays):-

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299
Fax Number : +603-2783 9222
Email : is.enquiry@my.tricorglobal.com
Contact persons : Ms. Shanti Renganathan / Encik Mohamad Khairudin