

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE FIFTEENTH ANNUAL GENERAL MEETING OF HOMERITZ CORPORATION BERHAD ("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 TUESDAY, 17 JANUARY, 2023 AT 11.00 A.M. FOR THE TRANSACTION OF THE FOLLOWING BUSINESSES:-**

## AGENDA

### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 August 2022 together with the Reports of the Directors and the Auditors thereon.
2. To approve the payment of Directors' fees and allowances up to RM200,000.00 for the financial year ending 31 August 2023 payable quarterly in arrears after each quarter of completed service of the Directors during the subject financial year. *(Ordinary Resolution 1)*
3. To declare a final single-tier dividend of 1 sen per ordinary share in respect of the financial year ended 31 August 2022. *(Ordinary Resolution 2)*
4. To re-elect the following Directors who retire in accordance with Clause 91 of the Company's Constitution:-  
  
Mr Chua Fen Fatt *(Ordinary Resolution 3)*  
  
Encik Mohd Khasan Bin Ahmad *(Ordinary Resolution 4)*
5. To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to determine their remuneration. *(Ordinary Resolution 5)*

### AS SPECIAL BUSINESS

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

6. **Proposed retention of Encik Mohd Khasan Bin Ahmad as Independent Director** *(Ordinary Resolution 6)*  
  
"THAT subject to passing of Ordinary Resolution no. 4, approval 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 nine (9) years, to continue to act as Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance."
7. **Proposed retention of Datuk Tay Puay Chuan as Independent Director** *(Ordinary Resolution 7)*  
  
"THAT approval 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 Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance."

## NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

8. **Proposed retention of Mr Teo Seng Kuang as Independent Director**

*(Ordinary Resolution 8)*

"THAT approval be hereby given to Mr Teo Seng Kuang, 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 Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance."

9. **Proposed renewal of authority for Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**

*(Ordinary Resolution 9)*

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Constitution of the Company and the approvals of the relevant regulatory authorities (where applicable), the Directors of the Company be hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement(s) or option(s) or offer(s) ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) for the time being ("Proposed General Mandate").

THAT such approval on the Proposed General Mandate shall continue to be in force until:

- a. the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- b. the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.

THAT the Directors of the Company be hereby also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for such New Shares on the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

AND THAT authority be hereby given to the Directors of the Company, to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation thereto as to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT pursuant to Section 85 of the Companies Act 2016 read together with Clause 9 of the Company's Constitution, approval be hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer New Shares arising from the issuance and allotment of the New Shares pursuant to Sections 75 and 76 of the Companies Act 2016 AND THAT the Directors of the Company are exempted from the obligation to offer such New Shares first to the existing shareholders of the Company."

## NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

10. **Proposed renewal of authority for the Company to purchase its own ordinary shares up to ten percent (10%) of its issued share capital** *(Ordinary Resolution 10)*

"THAT subject to compliance with the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad 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 Malaysia Securities Berhad upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that:

- (i) 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
- (ii) the maximum amount of funds to be allocated for the Purchased Shares shall not exceed the aggregate of the retained profits 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 Companies Act 2016) 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 Malaysia Securities Berhad in accordance with the relevant rules of Bursa Malaysia Securities Berhad 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 Companies Act 2016, rules, regulations, guidelines, requirements and/or orders of Bursa Malaysia Securities Berhad 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:

- (i) the conclusion of the next Annual General Meeting 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
- (ii) the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- (iii) 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."

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

# NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

## NOTICE OF ENTITLEMENT DATE AND DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the Fifteenth Annual General Meeting, the proposed final single-tier dividend of 1 sen per ordinary share in respect of the financial year ended 31 August 2022, will be paid on 10 March 2023 to depositors registered in the Record of Depositors of the Company at the close of business on 14 February 2023.

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

- a) Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 14 February 2023 in respect of ordinary transfers; or
- b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

FURTHER NOTICE IS HERBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this Fifteenth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 66 of the Company's Constitution and Section 34 (1) of the Securities Industry (Central Depositories) Act 1991 to issue a General Meeting Record of Depositors as at 09 January 2023. Only a depositor whose name appears on the Record of Depositors as at 09 January 2023 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  
(SSM Practicing Certificate No.: 201908000801) (MIA 28862)  
TAN HUI KHIM  
(SSM Practicing Certificate No.: 201908000859) (LS 0009936)  
Company Secretaries

Muar, Johor Darul Takzim  
19 December 2022

### Notes:-

1. *Only depositors whose names appear in the Record of Depositors as at 09 January 2023 shall be regarded as members and be entitled to attend, participate, speak and vote at the Fifteenth Annual General Meeting.*
2. *A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Companies Act 2016. There shall be no restriction as to the qualification of the proxy.*
3. *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.*
4. *Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.*
5. *The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised. Any alterations in the Form of Proxy must be initialed by the member.*

## NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

6. *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/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).*
7. *The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or by electronic lodgement via TIIH Online website at <https://tiih.online> not less than forty-eight (48) hours before the time appointed for holding this meeting or any adjournment thereof as Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad requires all resolutions set out in the Notice of Fifteenth Annual General Meeting to vote by way of poll. For electronic lodgement please refer to the Administrative Guide of Fifteenth Annual General Meeting.*

### EXPLANATORY NOTES TO THE AGENDA:-

8. *Item 1 of the Agenda*  
**Audited Financial Statements**

*This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders and hence, is not put forward for voting.*

9. *Item 2 of the Agenda - Ordinary Resolution 1*  
**Approval of Directors' fees and allowances for the financial year ending 31 August 2023.**

*This resolution is to facilitate payment of Directors' fees and allowances payable quarterly in areas after each quarter of completed service of the Directors during the subject financial year.*

*The Directors' benefits comprise meeting allowance payable to Directors for each day of attending meeting.*

*In the event that the Directors' Fees and allowance proposed are insufficient, shareholders' approval will be sought at the next Annual General Meeting for the additional amount to meet the shortfall.*

10. *Items 6 – 8 of the Agenda - Ordinary Resolutions 6, 7 and 8*  
**Proposed retention of Encik Mohd Khasan Bin Ahmad, Datuk Tay Puay Chuan and Mr Teo Seng Kuang as Independent Directors**

*The Ordinary Resolutions proposed under Items 6 – 8 (Ordinary Resolutions 6, 7 & 8) of the Notice of Fifteenth Annual General Meeting relate to the approval by shareholders for the named directors to retain 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. Therefore, the Board has recommended that the approval of the shareholders be sought for the continuing of office of Encik Mohd Khasan Bin Ahmad, Datuk Tay Puay Chuan and Mr Teo Seng Kuang as Independent Non-Executive Directors of the Company.*

## NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

### 11. Item 9 of the Agenda - Ordinary Resolution 9

#### **Proposed renewal of authority for Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**

- (a) The proposed Ordinary Resolution 9, if passed, will grant a mandate ("General Mandate") empowering the Directors of the Company, from the date of the Fifteenth Annual General Meeting to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement(s) or option(s) or offer(s) ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company up to an amount not exceeding ten percent (10%) of the total number of issued shares capital 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.
- (b) The General Mandate is a renewal of the previous mandate obtained at the last Annual General Meeting held on 25 January 2022 which will expire at the conclusion of the forthcoming Annual General Meeting.
- (c) 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 Annual General Meeting.
- (d) 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.
- (e) By voting in favour the proposed Ordinary Resolution 9, the shareholders of the Company shall agree to waive and deemed to have waived their statutory pre-emptive right and thus will allow the Directors to issue New Shares to any person under the General Mandate without having to offer the New Shares to all existing shareholders of the Company prior to issuance of the New Shares.

### 12. Item 10 of the Agenda - Ordinary Resolution 10

#### **Proposed renewal of authority for the Company to purchase its own ordinary shares up to ten percent (10%) of its issued share capital**

The proposed 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 total 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 Malaysia Securities Berhad. 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 Annual General Meeting of the Company.

Further details are set out in the Statement to Shareholders dated 19 December 2022.

### 13. Annual Report

The Annual Report for the financial year ended 31 August 2022 is now available at the Company's corporate website, [www.homeritzcorp.com](http://www.homeritzcorp.com). Printed copy of the Annual Report shall be provided to the shareholders upon request soonest possible from the date of receipt of the request.

Shareholders who wish to receive the printed Annual Report may request at <https://tiih.online> by select "Request for Annual Report" under the "Investor Services" or contacting Tricor Investor & Issuing House Services Sdn. Bhd. [197101000970 (11324-H)] at 03-27839299 or email your request to [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com).