

THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional independent adviser immediately.

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HOMERITZ CORPORATION BERHAD

Registration No.: 200801004508 (805792-X)
(Incorporated in Malaysia)

STATEMENT TO SHAREHOLDERS

IN RELATION TO THE

PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO TEN PERCENT (10%) OF THE ISSUED SHARES CAPITAL IN THE COMPANY

The Notice of the Thirteenth Annual General Meeting ("AGM") of the Company to be convened and held at BEI Boutique Hotel, Centro Meeting Hall, Level 3, 8-3, Jalan Abdul Rahman, 84000 Muar, Johor Darul Takzim or at adjournment thereof, together with the Proxy Form, are enclosed in the Annual Report 2020 of the Company.

A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote on his/her behalf. In such event, the Proxy Form should be 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 not later than twenty-four (24) hours before the time set for the AGM or any adjournment thereof as indicated below. The lodging of the Proxy Form will preclude you from attending and voting in person at the AGM should you wish to do so.

Last date and time for lodging the Proxy Form : Thursday, 28 January 2021 at 11.00 a.m.

Date and time of the Thirteenth AGM : Friday, 29 January 2021 at 11.00 a.m.

This Statement is dated 30 December 2020

DEFINITIONS

Unless otherwise indicated, the following definitions shall apply throughout this Statement:

“Act”	:	The Companies Act 2016 (as amended from time to time and any re-enactment thereof)
“AGM”	:	Annual general meeting to be convened
“Board”	:	Board of Directors of Homeritz
“Bursa Securities”	:	Bursa Malaysia Securities Berhad Registration No.: 200301033577 (635998-W)
“Code”	:	Malaysian Code on Take-Over and Mergers 2016 (as amended from time to time and any re-enactment thereof)
“Director(s)”	:	Director(s) of Homeritz
“EPS”	:	Earnings Per Share
“FYE”	:	Financial year ending/ended 31 August
“Group” or “Homeritz Group”	:	Homeritz and its subsidiaries, collectively
“Homeritz” or “the Company”	:	Homeritz Corporation Berhad Registration No.: 200801004508 (805792-X)
“Homeritz Share(s)” or “Share(s)”	:	Ordinary share(s) in Homeritz
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities (as amended from time to time)
“LPD”	:	2 December 2020, being the latest practicable date prior to the printing of this Statement
“Market Day”	:	Any day from Monday to Friday (both inclusive) which Bursa Securities is open for trading of securities
“NA”	:	Net assets
“Proposed Renewal of Authority” or “Proposal”	:	The proposed renewal of authority for Homeritz to purchase its own ordinary shares of up to ten percent (10%) of the issued shares of the Company
“Purchased Share(s)”	:	Share(s) purchased pursuant to the Proposed Renewal of Authority
“Registered Office”	:	No. 7, (1st Floor), Jalan Pesta 1/1, Taman Tun Dr. Ismail 1, Jalan Bakri, 84000 Muar, Johor Darul Takzim
“RM and sen”	:	Ringgit Malaysia and sen, respectively
“Statement”	:	Share buy-back statement in relation to the Proposed Renewal of Authority

DEFINITIONS

Words importing the singular only shall include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporation, unless otherwise specified.

All references to the time of day in this Statement are references to Malaysian time.

All references to “you” in this Statement are to the shareholders of the Company

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

Registered office:

No. 7, (1st Floor), Jalan Pesta 1/1
Taman Tun Dr. Ismail 1, Jalan
Bakri
84000 Muar Johor Darul Takzim

30 December 2020

Board of Directors:

Chua Fen Fatt	<i>(Managing Director)</i>
Tee Hwee Ing	<i>(Executive Director)</i>
Mohd Khasan Bin Ahmad	<i>(Independent Non-Executive Director)</i>
Datuk Tay Puay Chuan	<i>(Senior Independent Non-Executive Director)</i>
Teo Seng Kuang	<i>(Independent Non-Executive Director)</i>

To: The Shareholders of Homeritz

Dear Sir/Madam,

STATEMENT TO THE SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF AUTHORITY

1. INTRODUCTION

At the last AGM held on 03 January 2020, the Company obtained its shareholders' approval for the authority for Homeritz to purchase its own ordinary shares of up to ten percent (10%) of the issued shares of the Company. The said approval shall, in accordance with the Listing Requirements, expire at the conclusion of the Company's forthcoming AGM.

The Board had on 10 December 2020, announced the Company's intention to seek shareholders' approval for the Proposed Renewal of Authority at the forthcoming AGM.

The purpose of this Statement is to provide you with the details of the Proposal and to seek your approval on the ordinary resolution to be tabled at the forthcoming AGM in relation to the Proposed Renewal of Authority. The Notice of AGM and the Proxy Form are set out in the Company's Annual Report 2020.

SHAREHOLDERS ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS STATEMENT CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF AUTHORITY.

2. DETAILS OF THE PROPOSED RENEWAL OF AUTHORITY

2.1 The Company proposes to seek approval from our shareholders, a renewal of the authority to purchase of up to ten percent (10%) of our issued shares on Bursa Securities via stockbroker(s) to be appointed by the Board, at any time during the authorised period. The authority from the shareholders for the Proposed Renewal of Authority will be effective upon the passing of the ordinary resolution for the Proposed Renewal of Authority at the forthcoming AGM until:

- (i) the conclusion of the next AGM of the Company at which time the said authority would lapse unless renewed by ordinary resolution passed at that meeting, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- (iii) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,

whichever occurs first.

2.2 Pursuant to Paragraph 12.10 of the Listing Requirements, the Proposed Renewal of Authority must be made wholly out of the retained profits account of the Company. The retained profits account of the Company for the last three (3) financial years were as follows:

	Retained profits (RM)
As at 31 August 2018 as per audited accounts	254,797
As at 31 August 2019 as per audited accounts	957,444
As at 31 August 2020 as per audited accounts	1,666,301

The maximum amount of the funds to be allocated for the Proposed Renewal of Authority shall be limited to retained profits of the Company. The funding will be internally generated and will not have a significant negative bearing on the cash flow position of the Homeritz Group.

2.3 Pursuant to the Listing Requirements, the purchase price of Shares cannot be more than fifteen percent (15%) above the weighted average market price of our Shares for five (5) Market Days immediately preceding the date of the purchase. In the case of a resale of the treasury shares on Bursa Securities, the Company may only resell any treasury shares at a price, which is:

- (i) not less than the weighted average market price of Shares for five (5) Market Days immediately prior to the date of the resale; or
- (ii) a discounted price of not more than five percent (5%) to the weighted average market price for Shares for five (5) Market Days immediately prior to the date of the resale, provided that:
 - (a) the resale takes place no earlier than thirty (30) days from the date of the purchase; and
 - (b) the resale price is not less than the cost of purchase of the Shares being resold.

2.4 In accordance with Section 127(4) of the Act, the Directors are able to deal with any Purchased Shares by the Company under the Proposed Renewal of Authority in the following manner:

- (i) to cancel the Purchased Shares; or
- (ii) to retain the Purchased Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/or resell through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or be cancelled subsequently; or
- (iii) combination of (i) and (ii) above.

2. DETAILS OF THE PROPOSED RENEWAL OF AUTHORITY (CONT'D)

In regards to the Purchased Shares and retain as treasury shares, the Board may decide to distribute the treasury shares as share dividends to our shareholders and/or resell the treasury shares on Bursa Securities and utilise the proceeds from the resale of the treasury shares for potential investment opportunities arising in the future or as working capital.

If the Board decides to resell the treasury shares on Bursa Securities, the Company will make an announcement on the day the resale is made, providing details of the description of the Shares resold, the number of Shares resold, the resale price of each Share resold or where relevant, the highest and lowest resale price, the total consideration received and the cumulative net outstanding treasury shares at the date of notification, where applicable.

- 2.5 The Proposed Renewal of Authority will allow the Board to exercise the power of the Company to purchase its Shares at any time within the abovementioned period using the internal funds of the Company and/or external borrowings. The amount of internally generated funds and/or external borrowings to be utilised will only be determined later, depending on, amongst others, the availability of internally generated funds, the actual number of Shares to be purchased and other relevant factors.

The actual number of Shares to be purchased and the timing of such purchases will depend on, amongst others, the market conditions and sentiments of the stock market as well as the retained profits account and the financial resources available to the Company. In the event the Company purchases its own Shares using external borrowings, the Board will ensure that the Company has sufficient funds to repay the external borrowings and that the repayment would have no material effect on the cash flow of the Company.

3. RATIONALE AND POTENTIAL ADVANTAGES OF THE PROPOSED RENEWAL OF AUTHORITY

The Proposed Renewal of Authority will enable Homeritz to utilise any of its surplus financial resources to purchase its own Shares from the market. It may stabilise the supply and demand of Shares traded on Bursa Securities and thereby support its fundamental value. The stability of Share price is important to maintain investors' confidence to facilitate any future fund raising exercises via the equity market.

Assuming all things being equal, any purchase of Shares, regardless whether its Shares so purchased were retained as treasury shares or cancelled, would result in a lower number of Shares being used for the purpose of computing the EPS. The reduced issued and paid-up share capital subsequent to the Proposed Renewal of Authority may improve the Company's EPS, which in turn could be expected to benefit the shareholders.

The Purchased Shares can be held as treasury shares and resold on Bursa Securities at a higher price with the intention of realising a potential gain without affecting the total issued and paid-up share capital of the Company. Should any treasury shares be distributed as share dividends, this would serve to reward the shareholders of the Company.

4. POTENTIAL DISADVANTAGES OF THE PROPOSED RENEWAL OF AUTHORITY

The Proposed Renewal of Authority will temporarily reduce the financial resources of the Company. This may result in the Company foregoing other investment opportunities that may emerge in the future or, at least, deprive the Company of interest income that can be derived from funds to be utilised for the Proposed Renewal of Authority.

It may also reduce the amount of resources available for distribution in the form of dividends to the shareholders as funds are utilised to purchase its own Shares. However, the financial resources of the Company may recover and increase upon the re-selling of the Purchased Shares held as treasury shares.

Notwithstanding the above, the Board is of the view that the Proposed Renewal of Authority is not expected to have any material disadvantage to the shareholders as well as the Company as it will be implemented only after careful consideration of the financial resources of the Group and the resultant impact on the shareholders and the Company.

5. EFFECTS OF THE PROPOSED RENEWAL OF AUTHORITY

The effects of the Proposed Renewal of Authority are as follows:

5.1 Share Capital

The effects of the Proposed Renewal of Authority on the issued and paid-up share capital of the Company, based on the following scenarios, are as follows:

	No of Shares
As at LPD	320,303,512
Proposed Renewal of Authority (assuming all Shares purchased are fully cancelled)	<u>(32,030,351)</u>
Balance after the Proposed Renewal of Authority	<u><u>288,273,161</u></u>

In the event Shares purchased are retained as treasury shares, the Proposed Renewal of Authority will not affect the issued and fully paid-up share capital of Homeritz but the rights attached to them in relating to voting, dividends and participation in any other distributions or otherwise are suspended and the treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including calculation of substantial shareholdings, take-overs, notices, the requisitioning of meetings, calculation of quorum for meetings and the result of a vote on a resolution at meeting.

5.2 NA

The consolidated NA of the Company may increase or decrease depending on the number of Shares purchased under the Proposed Renewal of Authority, the purchase prices of its Shares, the effective cost of funding and the treatment of its Shares purchased under the Proposed Renewal of Authority.

The Proposed Renewal of Authority will reduce the consolidated NA per Share when the purchase price exceeds the consolidated NA per Share at the time of purchase. On the contrary, the consolidated NA per Share will increase when the purchase price is less than the consolidated NA per Share at the time of purchase.

If the Shares purchased under the Proposed Renewal of Authority are held as treasury shares and subsequently resold on Bursa Securities, the consolidated NA per Share would increase if the Company realises a gain from the resale or vice versa. If the treasury shares are distributed as share dividends, it will decrease the Group's NA by the cost of the treasury shares.

5.3 Working Capital

The Proposed Renewal of Authority will reduce the working capital and cash flow of Homeritz Group, the quantum of which depend on the purchase price of its Shares, the actual number of Shares purchased and any associated costs incurred in making the purchase. For Shares purchased which are kept as treasury shares, upon their resale, the working capital and cash flow will increase. The quantum of the increase in the working capital and cash flow will depend on the actual selling price(s) of the treasury shares and the number of treasury shares resold.

5.4 Earnings

The effect of the Proposed Renewal of Authority on the consolidated EPS of the Company will depend on the purchase prices paid for its Shares, the effective funding cost to the Group to finance the purchases of its Shares or any loss in interest income to the Group, if internally generated funds are utilised to finance the purchase of its Shares. Further, the purchase of Shares will result in a lower number of shares being taken into account for purposes of EPS computation.

Assuming that any Purchased Shares are retained as treasury shares and resold on Bursa Securities, the effects on the consolidated earnings of the Company will depend on the actual selling price, the number of treasury shares resold and the effective gain or interest savings arising from the exercise.

5.5 Dividends

The Proposed Renewal of Authority is not expected to have any material impact on the policy of the Board in recommending dividend, if any, to the shareholders. However, the Board may distribute future dividends in the form of the treasury shares purchased pursuant to the Proposed Renewal of Authority.

5.6 Directors and Substantial Shareholders' shareholdings

The direct and indirect shareholdings of the Directors and Substantial Shareholders of the Company as at LPD are set out as follows:

Directors and/or Substantial Shareholders	As at the LPD				After the Proposed Share Buy-Back Authority***			
	Direct No. of Shares	%	Indirect No. of Shares	%	Direct No. of Shares	%	Indirect No. of Shares	%
Chua Fen Fatt**	103,859,701	32.43	74,821,025*	23.36	103,859,701	36.03	74,821,025*	25.95
Tee Hwee Ing**	74,821,025	23.36	103,859,701*	32.43	74,821,025	25.95	103,859,701*	36.03
Mohd Khasan Bin Ahmad	30,000	0.01	-	-	30,000	0.01	-	-
Datuk Tay Puay Chuan	382,000	0.12	-	-	382,000	0.13	-	-
Teo Seng Kuang	34,500	0.01	-	-	34,500	0.01	-	-

Notes:

* *Deemed interested by virtue of his/her spouse's substantial interest of the Company*

** *Substantial shareholders*

*** *Assuming the Proposed Renewal of Authority for Homeritz to purchase its own ordinary shares implemented in full*

6. PURCHASE, RESALE AND CANCELLATION OF TREASURY SHARES DURING THE PREVIOUS TWELVE (12) MONTHS

As at LPD, the Company has not purchase any Shares during the previous twelve (12) months.

7. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of Shares transacted for the twelve (12) months from December 2019 to November 2020 are as follows:

	High RM	Low RM
2019		
December	0.655	0.635
2020		
January	0.705	0.615
February	0.670	0.600
March	0.630	0.355
April	0.550	0.440
May	0.650	0.500
June	0.580	0.510
July	0.675	0.540
August	0.700	0.570
September	0.825	0.660
October	0.875	0.690
November	1.010	0.785

The last transacted market price of the Shares immediately prior to the announcement of the Proposed Renewal of Authority on 10 December 2020

RM1.060

The last transacted market price of the Shares as at LPD

RM1.030

(Source: shareInvestor.com)

8. PUBLIC SHAREHOLDING SPREAD

The Proposed Renewal of Authority will be carried out in accordance with the prevailing laws at the time of the purchase including compliance with the requirement of twenty-five percent (25%) public shareholding spread under Paragraph 8.02(1) of the Listing Requirements.

As at LPD, the public shareholding spread of our Company based on the issued shares of 320,303,512 Shares was 39.07%. Our Board will ensure that our Company complies with the minimum public spread of twenty-five percent (25%) in implementing the Proposed Renewal of Authority.

9. IMPLICATION OF THE CODE

It is not intended for the Proposed Renewal of Authority to trigger the obligation to undertake a mandatory general offer pursuant to the Code for any of its substantial shareholders and/or parties acting in concert with them. However, in the event an obligation to undertake a mandatory general offer is to arise with respect to any parties resulting from the Proposed Renewal of Authority, the relevant parties shall make the necessary application to the Securities Commission for a waiver to undertake a mandatory general offer pursuant to Paragraph 24.1 of Practise Note 9 of the Code.

10. APPROVALS REQUIRED

The Proposed Renewal of Authority is subject to the approval of the shareholders of the Company at the forthcoming AGM.

11. DIRECTORS AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

Save for the proportionate increase in the percentage shareholdings of the Directors and Substantial Shareholders in the Company as a result of the Proposed Renewal of Authority, none of the Directors or Substantial Shareholders and/or persons connected to them, has any interest, direct or indirect, in the Proposed Renewal of Authority or the resale of the treasury shares, if any.

12. DIRECTORS' RECOMMENDATION

The Board, having considered all the aspects of the Proposed Renewal of Authority, is of the opinion that it is in the best interest of the Company. Accordingly, the Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Authority to be tabled at the forthcoming AGM.

13. AGM

The Company's Eleventh AGM will be held at BEI Boutique Hotel, Centro Meeting Hall, Level 3, 8-3, Jalan Abdul Rahman, 84000 Muar, Johor Darul Takzim on Friday, 29 January 2021 at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the ordinary resolution pertaining to the Proposed Renewal of Authority.

If you are unable to attend and vote in person at the AGM, you are requested to complete and return the enclosed Proxy Form, which is set out in the Annual Report 2020 of the Company, in accordance with the instructions contained herein as soon as possible and in any event, so as to arrive at the Registered Office of the Company not later than 24 hours before the time fixed for holding the AGM or any adjournment thereof as Paragraph 8.29A(1) of the Listing Requirements of Bursa Securities requires all resolutions set out in the Notice of AGM to be put to vote by poll. The lodging of the Proxy Form does not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

Yours faithfully
For and on behalf of the Board of
HOMERITZ CORPORATION BERHAD

Chua Fen Fatt
(Managing Director)