

**HOMERITZ CORPORATION BERHAD**  
**REGISTRATION NO.: 200801004508 (805792-X)**  
(Incorporated in Malaysia)

Minutes of the Fifteenth Annual General Meeting ("Meeting") of the Company (or "Homeritz") 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.

Present                    The attendance below was as per the Attendance List of Directors and Company Secretaries in Annexure 1.

**Board of Directors**

Mr Chua Fen Fatt (Managing Director)  
Ms Tee Hwee Ing (Executive Director)  
Encik Mohd Khasan Bin Ahmad (Independent Non-Executive Director)  
Datuk Tay Puay Chuan (Senior Independent Non-Executive Director)  
Mr Teo Seng Kuang (Independent Non-Executive Director)

In Attendance        :    Ms Ng Mei Wan (Company Secretary)  
                                 Ms Tan Hui Khim (Company Secretary)

The attendance of shareholders/proxies and others was as per summary of Attendance List in Annexure 2.

1.        **CHAIRMAN OF THE MEETING**

It was agreed by all present to appoint Datuk Tay Puay Chuan ("Chairman") to chair the Meeting. Having obtained the quorum, Datuk Tay Puay Chuan presided as Chairman and chaired the Meeting.

2.        **QUORUM**

The quorum for the Meeting was confirmed as present.

3.        **NOTICE OF THE MEETING**

The Notice convening this Meeting had been sent to all shareholders within the prescribed time.

4.        **PRELIMINARY OF THE MEETING**

- 4.1       The Chairman introduced each and every member of the Board of Directors (or "Board"), the Company Secretaries as well as the External Auditors, Messrs Crowe Malaysia PLT who were in attendance.
- 4.2       Before the Meeting dealt with the business on hand, the Chairman briefed the shareholders and proxies that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), a listed corporation must, among others, ensure that any resolution set out in the notice of any general meeting is voted by poll. For this purpose, the Company had engaged Tricor Investor & Issuing House Services Sdn. Bhd. as the Poll Administrator and MK Advisory Management as the Independent Scrutineer.
- 4.3       There were 3 shareholders holding a total of 3,712 shares or equivalent to 0.0008% of the total issued share capital of the Company appointed the Chairman as their proxy.
- 4.4       The Chairman continued to highlight briefly to the Meeting on the Annual Report 2022 and the Audited Financial Statements of the Company for the financial year ended 31 August 2022.
- 4.5       For and on behalf of the Board, Chairman briefed the Meeting on the enquiries raised by the Minority Shareholders Watch Group ("MSWG") via its letter dated 09 January 2023 as well as the Management and/or the Board's representation and/or explanation ("Reply") (as attached). A copy each of the said MSWG's letter and the Reply dated 16 January 2023 had been provided and/or distributed to MSWG.

5. **AGENDA 1  
RECEIPT OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED  
31 AUGUST 2022 TOGETHER WITH THE REPORTS OF THE DIRECTORS' AND  
AUDITORS' THEREON**

The Chairman informed that the motion was put for discussion as the provisions of Section 340(1)(a) of the Companies Act 2016 and Company's Constitution do not require a formal approval of the shareholders and hence, is not put forward for voting.

The Chairman informed that the Audited Financial Statements of the Company for the financial year ended 31 August 2022 together with the Reports of the Directors' and Auditors' thereon be hereby received."

6. **AGENDA 2 (ORDINARY RESOLUTION NO. 1)  
DIRECTORS' FEES AND ALLOWANCES UP TO RM200,000.00 FOR THE FINANCIAL  
YEAR ENDING 31 AUGUST 2023**

The Chairman informed that the proposed payment of Directors' fees and allowances of up to RM200,000.00 for the financial year ending 31 August 2023 was to facilitate payment of Directors' fees and allowances on a quarterly basis. In the event the Directors' fees and allowances proposed are insufficient (e.g. due to more meetings), approval will be sought at the next Annual General Meeting for additional fees and allowances to meet the shortfall.

The motion was proposed by Ms Ng Sek Eng, a proxy representing 100% shareholding for the shareholder, Mr Quek Wee Seng and seconded by Ms Er Shing Ni, a proxy representing 100% shareholding for the shareholder, Ms Leong Yok Moy.

7. **AGENDA 3 (ORDINARY RESOLUTION NO. 2)  
DECLARATION OF A FINAL SINGLE-TIER DIVIDEND OF ONE (1) SEN PER ORDINARY  
SHARE IN RESPECT OF THE FINANCIAL YEAR ENDED 31 AUGUST 2022**

The Chairman informed that this resolution is to approve the declaration of final single-tier dividend of 1 sen per ordinary share in respect of the financial year ended 31 August 2022.

The motion was proposed by Mr So Kai Yang, a proxy representing 100% shareholding for the shareholder, Mr Chua Fen Fatt and seconded by Ms Wong Seah Wei, a proxy representing 100% shareholding for the shareholder, Ms Tee Hwee Ing.

8. **AGENDA 4 (ORDINARY RESOLUTIONS NO. 3 AND 4)  
RE-ELECTION OF MR CHUA FEN FATT AND ENCIK MOHD KHASAN BIN AHMAD AS  
DIRECTORS, RETIRING IN ACCORDANCE WITH CLAUSE 91 OF THE CONSTITUTION  
OF THE COMPANY**

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The Chairman informed that the next following two items of the Agenda were related to the re-election of Mr Chua Fen Fatt and Encik Mohd Khasan Bin Ahmad as Directors who were retiring at the Meeting in accordance with Clause 91 of the Constitution of the Company.

8.1 **ORDINARY RESOLUTION NO. 3  
RE-ELECTION OF MR CHUA FEN FATT AS DIRECTOR, RETIRING IN ACCORDANCE  
WITH CLAUSE 91 OF THE CONSTITUTION OF THE COMPANY**

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The Chairman informed that the retiring Director, Mr Chua Fen Fatt being eligible has offered himself for re-election.

The motion was proposed by Ms Er Shing Ni, a proxy representing 100% shareholding for the shareholder, Ms Leong Yok Moy and seconded by Ms Ng Sek Eng, a proxy representing 100% shareholding for the shareholder, Mr Quek Wee Seng.

8.2 **ORDINARY RESOLUTION NO. 4**  
**RE-ELECTION OF ENCIK MOHD KHASAN BIN AHMAD AS DIRECTOR, RETIRING IN ACCORDANCE WITH CLAUSE 91 OF THE CONSTITUTION OF THE COMPANY**

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The Chairman informed that the retiring Director, Encik Mohd Khasan Bin Ahmad being eligible has offered himself for re-election.

The motion was proposed by Ms Wong Seah Wei, a proxy representing 100% shareholding for the shareholder, Ms Tee Hwee Ing and seconded by Ms Lim Leek Ser, a proxy representing 100% shareholding for the shareholder, Mr Tay Ming Siong.

9. **AGENDA 5 (ORDINARY RESOLUTION NO. 5)**  
**RE-APPOINTMENT OF MESSRS CROWE MALAYSIA PLT AS AUDITORS AND AUTHORITY TO THE DIRECTORS TO FIX THEIR REMUNERATION**

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The Chairman informed that the retiring Auditors, Messrs Crowe Malaysia PLT had earlier indicated their willingness to continue in office.

Based on the Audit and Risk Management Committee's review of the performance of Messrs Crowe Malaysia PLT and having assessed their independence in the performance of their obligations as External Auditors for the financial year ended 31 August 2022, the Board unanimously recommended their re-appointment for the financial year ending 31 August 2023.

The motion was proposed by Ms Yong Chiow Yin, a proxy representing 100% shareholding for the shareholder, Ms Chua Fen Lee and seconded by Mr So Kai Yang, a proxy representing 100% shareholding for the shareholder, Mr Chua Fen Fatt.

10. **AGENDA 6 (ORDINARY RESOLUTION NO. 6 - SPECIAL BUSINESS)**  
**RETENTION OF ENCIK MOHD KHASAN BIN AHMAD AS INDEPENDENT NON-EXECUTIVE DIRECTOR IN ACCORDANCE WITH THE MALAYSIAN CODE ON CORPORATE GOVERNANCE ("MCCG")**

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The Chairman informed that Encik Mohd Khasan Bin Ahmad had served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years in accordance with the MCCG.

As recommended under Practice 5.3 of the MCCG, approval of shareholders on retention of Independent Non-Executive Director who have served the Company for a cumulative term of more than nine (9) years shall be sought through a two-tier voting process.

Under the two-tier voting process, the largest shareholder of the Company shall vote under tier 1 whereas the other shareholders shall vote under tier 2. According to the statistic on shareholdings of the Company as at 09 January 2023, the large shareholders of the Company include Mr Chua Fen Fatt and Ms Tee Hwee Ing. Hence, the votes of Mr Chua Fen Fatt and Ms Tee Hwee Ing will be casted under tier 1 whereas the votes of other shareholders will be casted under tier 2. The resolution is deemed successful only if both tier 1 and tier 2 shareholders voted in support of the resolution tabled.

The motion was proposed by Ms Lim Leek Ser, a proxy representing 100% shareholding for the shareholder, Mr Tay Ming Siong and seconded by Ms Er Shing Ni, a proxy representing 100% shareholding for the shareholder, Ms Leong Yok Moy.

**11. AGENDA 7 (ORDINARY RESOLUTION NO. 7 - SPECIAL BUSINESS)  
RETENTION OF DATUK TAY PUAY CHUAN AS INDEPENDENT NON-EXECUTIVE  
DIRECTOR IN ACCORDANCE WITH THE MCGG**

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Ms Tee Hwee Ing informed that Datuk Tay Puay Chuan had served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years in accordance with the MCGG.

The resolution is deemed successful only if both tier 1 and tier 2 shareholders voted in support of the resolution tabled.

The motion was proposed by Ms Ng Sek Eng, a proxy representing 100% shareholding for the shareholder, Mr Quek Wee Seng and seconded by Ms Yong Chiow Yin, a proxy representing 100% shareholding for the shareholder, Ms Chua Fen Lee.

**12. AGENDA 8 (ORDINARY RESOLUTION NO. 8 - SPECIAL BUSINESS)  
RETENTION OF MR TEO SENG KUANG AS INDEPENDENT NON-EXECUTIVE  
DIRECTOR IN ACCORDANCE WITH THE MCGG**

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The Chairman informed that Mr Teo Seng Kuang had served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years in accordance with the MCGG.

The resolution is deemed successful only if both tier 1 and tier 2 shareholders voted in support of the resolution tabled.

The motion was proposed by Ms Yong Chiow Yin, a proxy representing 100% shareholding for the shareholder, Ms Chua Fen Lee and seconded by Ms Er Shing Ni, a proxy representing 100% shareholding for the shareholder, Ms Leong Yok Moy.

**13. AGENDA 9 (ORDINARY RESOLUTION NO. 9 - SPECIAL BUSINESS)  
PROPOSED RENEWAL OF AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE  
SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

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The Chairman informed that pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors of the Company are empowered to allot and issue shares in the Company provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the total issued share capital of the Company as they may think fit.

By voting in favour of 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

The mandate now sought was a renewal from the previous mandate obtained at the last Annual General Meeting held on 25 January 2022 which will expire at the conclusion of this Meeting.

The motion was proposed by Ms Wong Seah Wei, a proxy representing 100% shareholding for the shareholder, Ms Tee Hwee Ing and seconded by Mr So Kai Yang, a proxy representing 100% shareholding for the shareholder, Mr Chua Fen Fatt.

14. **AGENDA 10 (ORDINARY RESOLUTION NO. 10 - SPECIAL BUSINESS)  
 PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN  
 ORDINARY SHARES UP TO TEN PERCENT (10%) OF ITS ISSUED SHARE CAPITAL  
 ("SHARE BUYBACK MANDATE")**

The Chairman informed that this proposed ordinary resolution, if passed, will empower the Directors of the Company to purchase shares in the Company up to an amount not exceeding ten percent (10%) of the total number of issued shares of the Company as they consider would be in the best interest of the Company.

Further details on the Share Buy-Back Mandate are provided in the Statement to Shareholders dated 19 December 2022.

The motion was proposed by Ms Yong Chiow Yin, a proxy representing 100% shareholding for the shareholder, Ms Chua Fen Lee and seconded by Ms Wong Seah Wei, a proxy representing 100% shareholding for the shareholder, Ms Tee Hwee Ing.

15. **OTHER BUSINESS**

15.1 The Chairman sought confirmation from the Company Secretary that the Company had not received any notice to transact any other business which had been given in accordance with the Companies Act 2016 and Constitution of the Company.

15.2 The Chairman informed that the poll voting would commence soon. The Poll Administrator was invited to brief the Meeting on the procedures for the conduct of poll and time required for counting and validation of votes cast.

15.3 Upon collection of polling slips from the floor by the Poll Administrator personnel, the Chairman opened to the floor for questions pertaining to the Company accounts and prospects. A summary of questions by the shareholders together with the summarised responses by the Company was annexed hereto and marked as Annexure 3.

16. **ANNOUNCEMENT OF POLL RESULTS**

The Chairman adjourned the Q&A session for the purpose of announcing the poll voting results. The poll results were read out as follows:

16.1 **Ordinary resolution 1**

	<b>No. and Percentage of Shares</b>	<b>No. and Percentage of Shareholders</b>
<b>For</b>	275,622,937 (100.0000%)	21 (100.0000%)
<b>Against</b>	0 (0.0000%)	0 (0.0000%)
<b>Total</b>	275,622,937 (100.0000%)	21 (100.0000%)
	<b>No. of Shares</b>	<b>No. of Shareholders</b>
<b>Abstained / Spoilt</b>	37,500	1

In view thereof, the Chairman declared that Ordinary Resolution 1 was carried as follows:

Resolved : "THAT the payment of Directors' fees and allowances amounting 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 be hereby approved."

16.2 Ordinary resolution 2

	No. and Percentage of Shares	No. and Percentage of Shareholders
<b>For</b>	275,660,437 (100.0000%)	22 (100.0000%)
<b>Against</b>	0 (0.0000%)	0 (0.0000%)
<b>Total</b>	275,660,437 (100.0000%)	22 (100.0000%)
	<b>No. of Shares</b>	<b>No. of Shareholders</b>
<b>Abstained / Spoilt</b>	0	0

In view thereof, the Chairman declared that Ordinary Resolution 2 was carried as follows:

Resolved : "THAT the declaration of a Final Single-Tier Dividend of one (1) sen per ordinary share in respect of the financial year ended 31 August 2022 be hereby approved."

16.3 Ordinary resolution 3

	No. and Percentage of Shares	No. and Percentage of Shareholders
<b>For</b>	275,660,437 (100.0000%)	22 (100.0000%)
<b>Against</b>	0 (0.0000%)	0 (0.0000%)
<b>Total</b>	275,660,437 (100.0000%)	22 (100.0000%)
	<b>No. of Shares</b>	<b>No. of Shareholders</b>
<b>Abstained / Spoilt</b>	0	0

In view thereof, the Chairman declared that Ordinary Resolution 3 was carried as follows:

Resolved : "THAT Mr Chua Fen Fatt retiring pursuant to Clause 91 of the Constitution of the Company, be hereby re-elected as a Director of the Company."

16.4 Ordinary resolution 4

	No. and Percentage of Shares	No. and Percentage of Shareholders
<b>For</b>	275,660,437 (100.0000%)	22 (100.0000%)
<b>Against</b>	0 (0.0000%)	0 (0.0000%)
<b>Total</b>	275,660,437 (100.0000%)	22 (100.0000%)
	<b>No. of Shares</b>	<b>No. of Shareholders</b>
<b>Abstained / Spoilt</b>	0	0

In view thereof, the Chairman declared that Ordinary Resolution 4 was carried as follows:

Resolved : "THAT Encik Mohd Khasan Bin Ahmad retiring pursuant to Clause 91 of the Constitution of the Company, be hereby re-elected as a Director of the Company."

16.5 Ordinary resolution 5

	No. and Percentage of Shares	No. and Percentage of Shareholders
<b>For</b>	275,660,437 (100.0000%)	22 (100.0000%)
<b>Against</b>	0 (0.0000%)	0 (0.0000%)
<b>Total</b>	275,660,437 (100.0000%)	22 (100.0000%)
	No. of Shares	No. of Shareholders
<b>Abstained / Spoilt</b>	0	0

In view thereof, the Chairman declared that Ordinary Resolution 5 was carried as follows:

Resolved : "THAT Messrs Crowe Malaysia PLT be hereby re-appointed as the Company's Auditors for the ensuing year and the Directors be hereby authorised to fix the Auditors' remuneration."

16.6 Ordinary resolution 6

		No. and Percentage of Shares	No. and Percentage of Shareholders
<b>For</b>	<b>Tier 1 – Large Holders</b>	235,350,907 (100.0000%)	2 (100.0000%)
	<b>Tier 2 – Other Holders</b>	40,272,030 (100.0000%)	19 (100.0000%)
<b>Against</b>	<b>Tier 1 – Large Holders</b>	0 (0.0000%)	0 (0.0000%)
	<b>Tier 2 – Other Holders</b>	0 (0.0000%)	0 (0.0000%)
<b>Total</b>	<b>Tier 1 – Large Holders</b>	235,350,907 (100.0000%)	2 (100.0000%)
	<b>Tier 2 – Other Holders</b>	40,272,030 (100.0000%)	19 (100.0000%)
		No. of Shares	No. of Shareholders
<b>Abstained / Spoilt</b>	<b>Tier 1 – Large Holders</b>	0	0
	<b>Tier 2 – Other Holders</b>	37,500	1

In view thereof, the Chairman declared that Ordinary Resolution 6 was carried as follows:

Resolved : "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 MCGG."

16.7 Ordinary resolution 7

		No. and Percentage of Shares	No. and Percentage of Shareholders
For	Tier 1 – Large Holders	235,350,907 (100.0000%)	2 (100.0000%)
	Tier 2 – Other Holders	40,309,530 (100.0000%)	20 (100.0000%)
Against	Tier 1 – Large Holders	0 (0.0000%)	0 (0.0000%)
	Tier 2 – Other Holders	0 (0.0000%)	0 (0.0000%)
Total	Tier 1 – Large Holders	235,350,907 (100.0000%)	2 (100.0000%)
	Tier 2 – Other Holders	40,309,530 (100.0000%)	20 (100.0000%)
		<b>No. of Shares</b>	<b>No. of Shares</b>
Abstained / Spoilt	Tier 1 – Large Holders	0	0
	Tier 2 – Other Holders	0	0

In view thereof, the Chairman declared that Ordinary Resolution 7 was carried as follows:

Resolved : "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 MCGG."

16.8 Ordinary resolution 8

		No. and Percentage of Shares	No. and Percentage of Shareholders
For	Tier 1 – Large Holders	235,350,907 (100.0000%)	2 (100.0000%)
	Tier 2 – Other Holders	40,309,530 (100.0000%)	20 (100.0000%)
Against	Tier 1 – Large Holders	0 (0.0000%)	0 (0.0000%)
	Tier 2 – Other Holders	0 (0.0000%)	0 (0.0000%)
Total	Tier 1 – Large Holders	235,350,907 (100.0000%)	2 (100.0000%)
	Tier 2 – Other Holders	40,309,530 (100.0000%)	20 (100.0000%)
		<b>No. of Shares</b>	<b>No. of Shares</b>
Abstained / Spoilt	Tier 1 – Large Holders	0	0
	Tier 2 – Other Holders	0	0

In view thereof, the Chairman declared that Ordinary Resolution 8 was carried as follows:

Resolved : "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 MCGG."



16.9 Ordinary resolution 9

	No. and Percentage of Shares	No. and Percentage of Shareholders
<b>For</b>	275,660,437 (100.0000%)	22 (100.0000%)
<b>Against</b>	0 (0.0000%)	0 (0.0000%)
<b>Total</b>	275,660,437 (100.0000%)	22 (100.0000%)
	No. of Shares	No. of Shareholders
<b>Abstained / Spoilt</b>	0	0

In view thereof, the Chairman declared that Ordinary Resolution 9 was carried as follows:

Resolved : "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."

16.10 Ordinary resolution 10

	No. and Percentage of Shares	No. and Percentage of Shareholders
<b>For</b>	275,660,437 (100.0000%)	22 (100.0000%)
<b>Against</b>	0 (0.0000%)	0 (0.0000%)
<b>Total</b>	275,660,437 (100.0000%)	22 (100.0000%)
	<b>No. of Shares</b>	<b>No. of Shareholders</b>
<b>Abstained / Spoilt</b>	0	0

In view thereof, the Chairman declared that Ordinary Resolution 10 was carried as follows:

Resolved : "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."

18. **CONCLUSION OF MEETING**

There being no further business, the Meeting ended at 12.00 noon with a vote of thanks to the Chairman.

The Chairman thanked the shareholders and proxies for their presence and continuous support.

Confirmed as correct records:



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DATUK TAY PUAY CHUAN  
Chairman of the Meeting

Dated this 17 January 2023

# HOMERITZ

Date: 16 January 2023

The Chief Executive Officer  
MINORITY SHAREHOLDERS WATCH GROUP ("MSWG")  
Level 23, Unit 23-2, Menara AIA Sentral,  
No. 30, Jalan Sultan Ismail,  
50250 Kuala Lumpur

Attn: Madam Rita Foo

Dear Sir/ Madam,

**HOMERITZ CORPORATION BERHAD ("HOMERITZ")**  
**REGISTRATION NO.: 200801004508 (805792-X)**  
**RE: Fifteenth Annual General Meeting ("15<sup>th</sup> AGM") to be held on Tuesday, 17 January 2023**

We refer to your letter dated 9 January 2023 pertaining to the questions on operational & financial matters ("Questions").

We are pleased to enclose herewith our reply to the Questions (as attached in Appendix) for your attention.

The Board would like to takes this opportunity to thanks MSWG for the interest shown in our Group and your efforts to strengthen shareholders activism.

Yours faithfully,  
For and on behalf of Homeritz Corporation Berhad



Chua Fen Fatt  
Managing Director

家丽资机构有限公司

**HOMERITZ CORPORATION BERHAD (CO. NO. 200801004508)**

Lot 8726, Ptd 6023, Batu 8, Kawasan Perindustrian Bukit Bakri, 84200 Muar, Johor, West Malaysia

Tel : +606 986 5000 • Fax : +606 986 0942 • Email : enquiry@eritz.com.my • Website: [www.eritz.com.my](http://www.eritz.com.my)  
www.homeritz.com

# APPENDIX

HOMERITZ CORPORATION BERHAD  
 Registration No.: 200801004508 (805792-X)  
 15<sup>th</sup> AGM to be held on Tuesday, 17 January 2023  
 Reply to MSWG  
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## Operational & Financial Matters

No.	Question:	Reply:
1)	<p>The outlook for the furniture sector is expected to be challenging amid a slowdown in furniture imports as importers liquidate their over-inventoried positions. This trend is expected to continue as rising interest rates is causing a downturn in the housing market and consumer discretionary spending.</p> <p>a) Given this challenging environment, please explain your sales outlook for FY2023. How much of a decline in orders (in percentage terms) are you expecting in FY2023?</p> <p>b) Homeritz is mainly focused on medium to high-end upholstered furniture products, while its local peers are primarily involved in wood-based furniture. Given this product differentiation, would Homeritz be more insulated from the overall slowdown in furniture orders? If yes, please explain.</p>	<p>a) The Board expect the orders of FY 2023 to decline by 40% compared with FY 2022.</p> <p>b) The market is beyond our control, and we are not able to control the market sentiment. Our ability to remain profitable in the last few years is a testimony that our products can compete in the world market</p> <p>The Group are continuing with concerted efforts to develop new products, new design for existing products, derive better cost efficiencies and effective cost management across all functions.</p>
2)	<p>The Group's revenue for FY2022 increased by 47.5% (RM78.4 million) from the previous financial year. This was mainly due to the increase in sales volume and the strengthening US dollar (page 3 of AR 2022).</p>	<p>a) The sales volume of container in FY2022 increased approximately by 26% compared to the previous financial year.</p> <p>We are an Original Design Manufacturer ("ODM") and we regularly create, design and commercialize new product with new design and new pricing to the customers. Products sold to the customers required their specification.</p>

# APPENDIX

Homeritz Corporation Berhad  
Registration No.: 200801004508 (805792-X)  
15<sup>th</sup> AGM to be held on Tuesday, 17 January 2023  
Reply to MSWG  
Page 2 of 3

- a) What was the increase in sales volume in FY2022? Of the RM78.4 million growth in FY2022 revenue, how much was attributable to volume growth vs. the strengthening of the US dollar?
- b) What is the revenue breakdown by product category (sofas, dining chairs, bed frames and other home furniture products) in FY2022? How was the growth for each product in FY2022 and what are the growth prospects for FY2023?
- c) What was the split in revenue between ODM and OEM in FY2022? What was the revenue contribution from Homeritz's in-house brand Eritz and how have sales been performing over the past five years?
- d) By geographical segment, revenue from 'Americas and European Countries' increased to RM133.8 million in FY2022 from RM78.8 million in FY2021 (page 87 of AR 2022). What were the top 3 countries that contributed the most to revenue and what was the revenue contribution for each of those countries? Which countries had the highest growth?

The amount of revenue growths due to increase in sales volume is about RM43 million with the assumption of the value of container per unit remain as per FY 2021. The remaining amount of revenue growth in FY 2022 are mainly due to the strengthening USD dollar and change of value of container for new order.

- b) We are under "made to order" business model. Customer may order any product category (sofas, dining chairs, bed frames and other home furniture products) from us. We make according to the customer requirement. As such, we didn't analysis our revenue growth by category.
- c) Brand Eritz has not begun contributing much to group revenue as we mainly focus on our ODM business. We sell directly to wholesalers and retailers. As such, we have not yet given our focus in creating our branding awareness to the end user. The "Eritz" branding is value added to ODM customer and they may opt to brand our ODM products under "Eritz" lifestyle series to create differentiation. The price of ODM with or without "Eritz" branding is the same.
- d) The Board has opined that it is not in the best interest of the Group to make the disclosures on the growth of revenue by country due to the sensitivity of such information. Currently, we opt to not share our market concentration publicly.

# APPENDIX

Homeritz Corporation Berhad  
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<p>3 What has been the price trend for Homeritz's key raw material, in particular leather? Has Homeritz been able to pass on its cost increases to customers?</p>	<p>Prices of leather may fluctuate rapidly due to intervening factors such as global demand and supply conditions. In any case, our orders are mostly short-term and made to order, therefore so far, we have been able to pass the costs to customers.</p>
<p>4 What is Homeritz's total production capacity before and after the completion of its new plant? What is Homeritz's current utilisation rate?</p>	<p>The total production capacity before the expansion is 260 container per month. We estimate that our production capacity will increase by 20% with the completion of new plant. The production capacity utilisation rate is approximately 82% in FY 2022.</p>
<p>5 The Group's risk of overdependence on labour is partly mitigated by the usage of automated equipment and machinery wherever possible in certain manufacturing processes (page 5 of AR 2022).</p> <p>a) Over the past decade, the Group has been upgrading its machineries and equipment to enhance efficiency and productivity. How much in total has the Group invested in upgrading its machineries and equipment, and what was the cost savings as a result? How much has the Group reduced its labour dependency?</p> <p>b) What is the total number of workers (local and foreign) under the Group? What would be the ideal number of workers needed for optimal production efficiency and capacity?</p>	<p>a) The carrying amount of the Group's factory equipment, plant and machinery had increased by approximately RM5.2 million from RM7.2 million as at FY 2012 to RM12.4 million reported as at FY 2022.</p> <p>The staff cost of sales had reduced from 19.2% recorded in FY 2021 to 14.7% recorded in FY 2022.</p> <p>b) The total number of workers (local and foreign) of FY 2022 was 735 persons. We target to increase the number by another 28% for optimal production efficiency and capacity.</p>



**MINORITY SHAREHOLDERS WATCH GROUP**  
*Shareholder Activism and Protection of Minority Interest*

9 January 2023

**BY EMAIL/FAX/HAND**

The Board of Directors  
**Homeritz Corporation Berhad**  
No. 7 (1st Floor), Jalan Pesta 1/1,  
Taman Tun Dr. Ismail 1, Jalan Bakri,  
84000 Muar,  
Johor Darul Takzim.

**Attention: Ng Mei Wan / Tan Hui Khim**  
**Company Secretaries**

Dear Directors,

**Re: 15<sup>th</sup> Annual General Meeting ("AGM") of Homeritz Corporation Berhad ("Homeritz" or "the Group") to be held on Tuesday, 17 January 2023**

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In the interest of minority shareholders and all other stakeholders of the Company, we would like to raise the following questions: -

**Operational & Financial Matters**

1. The outlook for the furniture sector is expected to be challenging amid a slowdown in furniture imports as importers liquidate their over-inventoried positions. This trend is expected to continue as rising interest rates is causing a downturn in the housing market and consumer discretionary spending.
  - a) Given this challenging environment, please explain your sales outlook for FY2023. How much of a decline in orders (in percentage terms) are you expecting in FY2023?
  - b) Homeritz is mainly focused on medium to high-end upholstered furniture products, while its local peers are primarily involved in wood-based furniture. Given this product differentiation, would Homeritz be more insulated from the overall slowdown in furniture orders? If yes, please explain.
2. The Group's revenue for FY2022 increased by 47.5% (RM78.4 million) from the previous financial year. This was mainly due to the increase in sales volume and the strengthening US dollar (page 3 of AR 2022).

**BADAN PENGAWAS PEMEGANG SAHAM MINORITI BERHAD**

Incorporated in Malaysia Registration No: 200001022382 (524989-M)

LEVEL 23, UNIT 23-2, MENARA AIA SENTRAL

No. 30, JALAN SULTAN ISMAIL

50260 KUALA LUMPUR

TEL: (603) 27320010

E-mail: [mwatch@mswg.org.my](mailto:mwatch@mswg.org.my) Website: [www.mswg.org.my](http://www.mswg.org.my)



- a) What was the increase in sales volume in FY2022? Of the RM78.4 million growth in FY2022 revenue, how much was attributable to volume growth vs. the strengthening of the US dollar?
  - b) What is the revenue breakdown by product category (sofas, dining chairs, bed frames and other home furniture products) in FY2022? How was the growth for each product in FY2022 and what are the growth prospects for FY2023?
  - c) What was the split in revenue between ODM and OEM in FY2022? What was the revenue contribution from Homeritz's in-house brand Eritz and how have sales been performing over the past five years?
  - d) By geographical segment, revenue from 'Americas and European Countries' increased to RM133.8 million in FY2022 from RM78.8 million in FY2021 (page 87 of AR 2022). What were the top 3 countries that contributed the most to revenue and what was the revenue contribution for each of those countries? Which countries had the highest growth?
3. What has been the price trend for Homeritz's key raw materials, in particular leather? Has Homeritz been able to pass on its cost increases to customers?
  4. What is Homeritz's total production capacity before and after the completion of its new plant? What is Homeritz's current utilisation rate?
  5. The Group's risk of overdependence on labour is partly mitigated by the usage of automated equipment and machinery wherever possible in certain manufacturing processes (page 5 of AR 2022).
    - a) Over the past decade, the Group has been upgrading its machineries and equipment to enhance efficiency and productivity. How much in total has the Group invested in upgrading its machineries and equipment, and what was the cost savings as a result? How much has the Group reduced its labour dependency?
    - b) What is the total number of workers (local and foreign) under the Group? What would be the ideal number of workers needed for optimal production efficiency and capacity?

Please present the questions raised herein, and the related answers, to the shareholders present at the forthcoming AGM. At the same time, we await a written reply as soon as possible for our records.

Thank you.

**BADAN PENGAWAS PEMEGANG SAHAM MINORITI BERHAD**

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No. 30, JALAN SULTAN ISMAIL

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TEL: (603) 27320010

E-mail: [mwatch@mawg.org.my](mailto:mwatch@mawg.org.my) Website: [www.mawg.org.my](http://www.mawg.org.my)

Yours sincerely,



**Rila Foo**  
**Head, Corporate Monitoring**  
DE/RF/CL/HOMERITZ/AGM2023

**BADAN PENGAWAS PEMEGANG SAHAM MINORITI BERHAD**

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LEVEL 23, UNIT 23-2, MENARA AIA SENTRAL

No. 30, JALAN SULTAN ISMAIL

50260 KUALA LUMPUR

TEL: (603) 27320010

E-mail: [mawatch@mawg.org.my](mailto:mawatch@mawg.org.my) Website: [www.mawg.org.my](http://www.mawg.org.my)