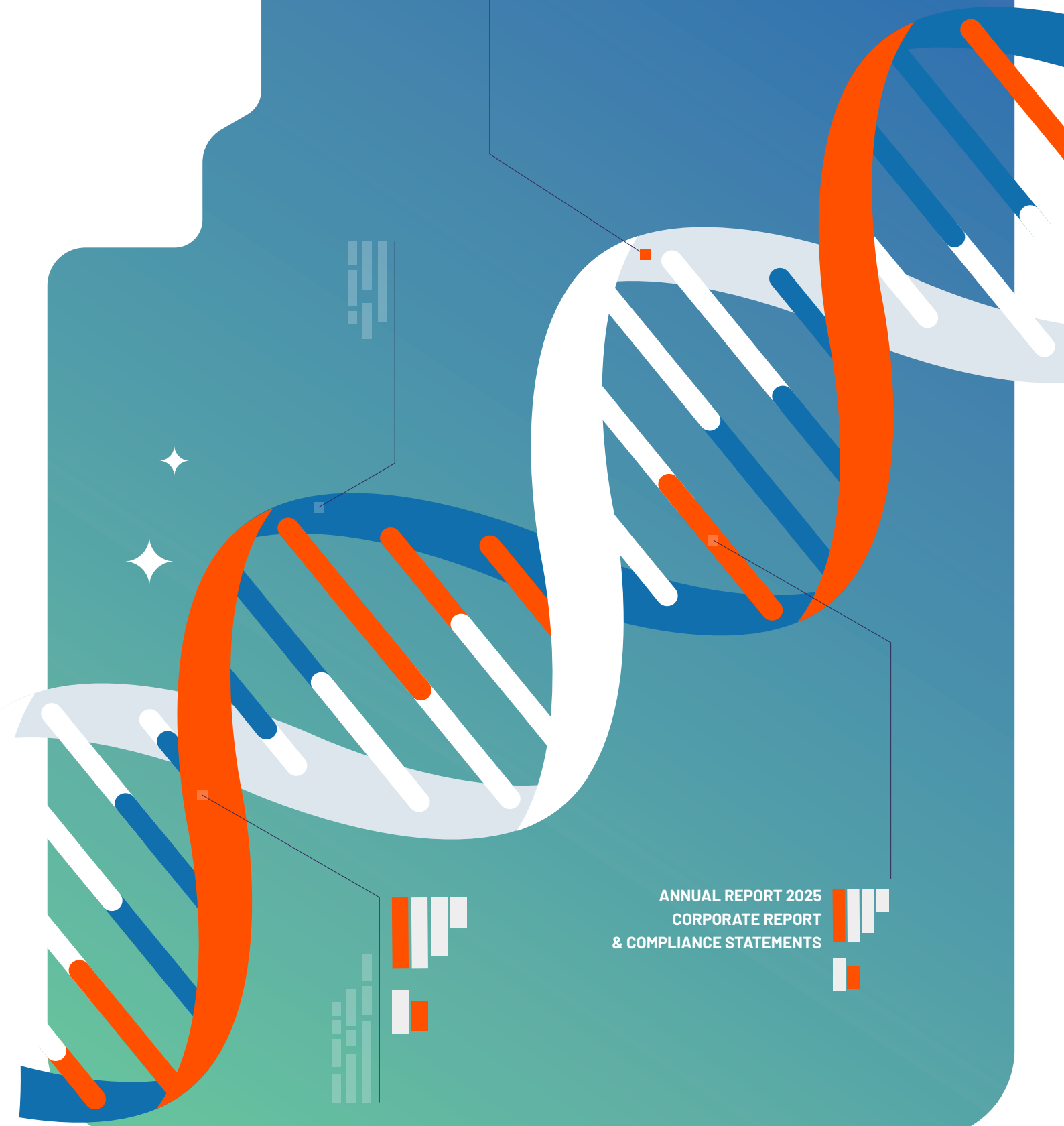
OMESTI®

STRENGTHENING OUR CORE DNA



ANNUAL REPORT 2025
CORPORATE REPORT
& COMPLIANCE STATEMENTS



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VOLUME 1

CORPORATE REPORT & COMPLIANCE STATEMENTS

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MANAGEMENT DISCUSSION & ANALYSIS

BUSINESS OVERVIEW

During the financial period under review, the Group focused on stabilising its financial position following significant write-downs and impairments recognised in prior periods, while laying the foundation for a comprehensive balance sheet restructuring. Management undertook a series of measures to address legacy obligations, improve liquidity and establish a more sustainable operating platform for the Group's ongoing operations.

CORPORATE PROPOSALS

On 6 June 2025, the Company announced a suite of corporate proposals (collectively, the "Corporate Proposals") as part of a comprehensive balance sheet restructuring and recapitalisation exercise. The Corporate Proposals were undertaken with the primary objectives of addressing legacy liabilities, strengthening the Group's capital structure, improving liquidity and providing a more sustainable financial platform for the Group's ongoing operations.

The Corporate Proposals comprised the following key components:

i. a proposed creditor settlement of RM8.50 million owing to Microlink Solutions Berhad through the issuance of up to 85.0 million new ordinary shares in the Company ("Creditor Settlement");

ii. a proposed settlement of redeemable preference shares amounting to RM106.44 million through the issuance of up to 1,064.41 million new ordinary shares ("RPS Settlement");

iii. a proposed renounceable rights issue of up to 789.04 million new ordinary shares, together with up to 315.61 million free detachable Warrants D ("Rights Issue with Warrants");

iv. a proposed private placement of up to 456.47 million new ordinary shares, representing up to 15% of the enlarged issued share capital of the Company (excluding treasury shares); and

v. a proposed reduction of RM200.0 million of the issued share capital pursuant to Section 116 of the Companies Act 2016.

The Corporate Proposals were subject to the approval of shareholders and the relevant regulatory authorities, including Bursa Malaysia Securities Berhad ("Bursa Securities"). Bursa Securities granted approval for the listing and quotation of the securities arising from the Corporate Proposals in August 2025, subject to the stipulated terms and conditions.

IMPLEMENTATION PROGRESS AND KEY MILESTONES

The implementation of the Corporate Proposals was carried out in stages during and subsequent to the financial period under review. Key milestones achieved included:

i. completion of the Creditor Settlement and listing of 85.0 million Creditor Settlement Shares in October 2025;

ii. completion of the RPS Settlement and listing of 1,064.41 million RPS Settlement Shares in October 2025, together with the filing of the application with the High Court of Malaya in respect of the proposed share capital reduction;

iii. completion of the Rights Issue with Warrants and listing of the relevant securities in November 2025; and

iv. completion of the Private Placement with the issuance and listing of 302.92 million Placement Shares in December 2026.

MANAGEMENT DISCUSSION & ANALYSIS (CONT'D.)

IMPACT ON CAPITAL STRUCTURE AND FINANCIAL POSITION

The completion of the Corporate Proposals resulted in a significant strengthening of the Group's capital structure. Legacy liabilities, including redeemable preference shares and certain creditor balances, were settled via equity issuance, while borrowings were reduced through cash repayments funded by proceeds from the fundraising exercises.

These measures materially improved the Group's equity position and reduced gearing, notwithstanding the accumulated losses recognised during the period. The Corporate Proposals also enhanced the Group's financial flexibility and reduced balance sheet risk, thereby supporting the Group's ongoing operations and future growth initiatives.

UTILISATION OF PROCEEDS

As at 30 December 2025, a total of RM11.39 million of the proceeds raised from the Corporate Proposals had been utilised, comprising:

- RM7.62 million for repayment of borrowings;
- RM2.38 million for funding of business projects; and
- RM1.39 million for corporate exercise expenses.

The remaining proceeds of RM14.97 million were placed in interest-bearing bank accounts and earmarked for further repayment of borrowings, working capital requirements, ongoing business projects and remaining corporate exercise costs.

Management will continue to monitor the utilisation of proceeds to ensure alignment with the stated objectives of the Corporate Proposals and the Group's operational requirements.

REVIEW OF OPERATIONS

During the financial period under review, the Group's operations were primarily focused on the delivery of technology solutions, systems integration services and the provision of recurring maintenance and managed services, predominantly for government and public sector customers.

OPERATIONAL ENVIRONMENT AND PERFORMANCE

Operational activity during the period was affected by extended procurement cycles, deferment of system integration project rollouts and cautious spending behaviour among customers, particularly within the public sector. These factors resulted in longer project execution timelines and affected the timing of revenue recognition for certain contracts, although underlying project pipelines remained intact.

Despite these challenges, the Group continued to maintain operational continuity across its core service offerings. The delivery of existing contracts remained largely focused on system support, enhancement and maintenance activities, which provided a degree of resilience amid subdued new project commencements.

RECURRING REVENUE AND CONTRACT BASE

The Group continued to derive a stable base of recurring revenue from long-term maintenance and managed service contracts, generating approximately RM10.0 million in annual recurring revenue. These contracts, primarily with government and public sector customers, provided operational stability, improved revenue visibility and a recurring engagement platform with key end-users.

Management continues to view the expansion of recurring maintenance and managed services as a strategic priority, given their relatively predictable revenue profile and lower execution risk compared to large-scale system integration projects.

COST STRUCTURE AND OPERATIONAL CONTROLS

Cost pressures during the period arose mainly from staff-related expenses, cloud infrastructure utilisation and third-party licensing costs, reflecting both inflationary pressures and the evolving technology landscape. In response, Management implemented targeted cost optimisation measures, including contractor rationalisation, optimisation of cloud resource usage and tighter controls over discretionary expenditure.

In parallel, project governance frameworks were strengthened through clearer approval thresholds, phased delivery methodologies and enhanced monitoring of project milestones, particularly for larger and more complex government-related projects. These measures were aimed at improving execution discipline, cost containment and risk management.

BUSINESS DEVELOPMENT AND TENDER PIPELINE

As at **16 January 2026, the Group's tender pipeline stood at approximately RM480.0 million**, comprising opportunities across technology solutions, system enhancements and managed services. Management continues to adopt conservative assumptions in respect of tender conversion, with emphasis placed on projects that offer clearer funding visibility, manageable execution risk and sustainable margin profiles.

The Group remains selective in bidding for new projects, prioritising opportunities aligned with its technical capabilities and long-term strategic objectives.

OUTLOOKS AND PROSPECTS

Looking ahead, the Group's prospects are expected to be influenced by government fiscal policies, public sector IT spending priorities, broader macroeconomic conditions and developments within the technology industry.

GOVERNMENT BUDGET AND PUBLIC SECTOR IT SPENDING

Government budgets and related digitalisation initiatives are expected to remain a key driver of demand for the Group's services. Continued emphasis on digital government, cybersecurity enhancement, system modernisation and data-driven public services is expected to support ongoing demand for maintenance, enhancement and managed services contracts.

However, Management remains mindful that procurement timelines may continue to be phased and subject to budget execution constraints. Accordingly, the Group will continue to adopt a prudent and selective approach in bidding for new projects, prioritising contracts with clearer funding visibility, manageable execution risk and predictable cash flow profiles.

IT INDUSTRY GROWTH OUTLOOK

Industry forecasts indicate that demand for IT services, particularly in areas such as system modernisation, cloud adoption, cybersecurity and data management, is expected to remain resilient. The Group anticipates that recurring maintenance and support services will continue to provide a stable revenue base, while selective project-based opportunities may arise as deferred tenders are progressively awarded.

The Group will continue to prioritise scalable and repeatable service offerings, while exercising discipline in capital investment, resource allocation and cost management.

MACROECONOMIC OUTLOOK

The macroeconomic outlook is expected to remain moderately positive but subject to external uncertainties, including global economic growth trends, inflationary pressures, foreign exchange volatility and geopolitical developments. While these factors may influence customer spending behaviour and project timelines, Management believes that essential public sector IT services are likely to remain relatively resilient.

OVERALL PROSPECTS

Taking into account the above factors, the Group expects the prospects to remain a period of consolidation and gradual recovery. Management's priorities will include:

- converting the existing tender pipeline into contracted revenue;
- strengthening recurring revenue and cash flow generation;
- maintaining strict cost discipline and robust project governance; and
- completing outstanding regulatory and restructuring matters.

While uncertainties remain, Management believes that the measures undertaken during the restructuring phase have positioned the Group to pursue sustainable operations and improved financial performance over the medium term.

MANAGEMENT DISCUSSION & ANALYSIS (CONT'D.)

REVIEW OF OPERATING ACTIVITIES



PUBLIC SECTOR

FNS experienced a significant decline in new sales following the expiry of our Ministry of Finance (MoF) registration. Our attempts to renew the registration were unsuccessful due to changes in the holding company's shareholding structure. As a result, we were unable to participate in non-FTA Government tenders—an area where our solutions and products had previously positioned us strongly. These tenders valued below RM20 million require an MoF license, and this segment had historically been a major contributor to our business.

Despite this challenge, we realigned our resources and intensified our efforts with key GLCs, namely Tenaga Nasional, Telekom Malaysia, and Petronas, and upskilling certifications of our technical team to close more maintenance contracts. This strategy enabled us to secure several contracts from the GLC segment, with a total of RM13.5 million in new business, while maintenance contracts contributed an additional RM8 million from several Government Agencies. We also successfully closed a FTA tender with Jabatan Imigresen Malaysia (JIM) valued at RM30.3 million. In total, accumulated new business for the period amounted to RM51.9 million. Our overall book order stands at RM135 million as at FYE 2025.

In FY2025, we focused on rebuilding our value proposition to align with current market needs. A key initiative was upgrading capabilities within our Technical Services team through targeted training and certifications. Customer feedback affirms the positive impact of these efforts. The maintenance and support contracts we secured from Government Agencies—though modest—represent high-potential growth opportunities. We will continue strengthening this approach to drive marketable value creation.

Additionally, we are currently piloting an Artificial-Intelligence (AI) initiative with our current customer-base and our Hybrid-Cloud solution by developing solutions tailored to our existing Government customers' demand.





DIGITAL COURT INFRASTRUCTURE

The Malaysian Courts continues their digital transformation journey with the progressive implementation of eCOURTS Phase 3, building upon the strong foundation established in earlier phases. The eCOURTS system remains a comprehensive digital court platform designed to enhance the administration of justice through streamlined processes, improved accessibility, and secure digital workflows for the judiciary, court officers, and legal practitioners.

Throughout the financial year, strategic efforts were focused on strengthening core system capabilities, improving interoperability, reinforcing security controls, and enhancing user experience to support increasing system adoption and operational demands. Collectively, these initiatives reinforce the sustainability, scalability, and resilience of the digital court ecosystem as it advances towards a more integrated judiciary environment.

KEY ACTIVITIES AND ACHIEVEMENTS

In FY2025, the eCOURTS programme successfully delivered a series of system enhancements across the Case Management System (CMS), e-Filing System (EFS), and integrated judicial platforms, strengthening governance, operational efficiency, and system reliability for both civil and criminal case management.

Key achievements included enhancements to criminal case financial controls, such as improvements to fine amendment processing, automated notifications on application outcomes, and system-generated alerts for unpaid fines involving corporate entities. These measures enhanced compliance monitoring, transparency, and follow-up efficiency. In addition, the integration between the eCOURTS platform and other agency systems was completed, enabling improved data interoperability and more streamlined case workflows.

To reinforce procedural integrity, system controls were introduced to restrict unauthorized deletion of scheduled proceedings, with deletion rights limited to designated roles. The application process for court proceeding recordings was also enhanced through the introduction of standardized electronic forms and a uniform fee structure applicable to both civil and criminal cases.

Further improvements to Minutes of Proceedings and Notes of Proceedings enhanced planner flexibility, clarified the handling of vacated proceedings, and optimized document generation to balance accuracy with system performance. Enhancements to the Grounds of Judgement and e-Judgment modules strengthened judicial documentation, usability, and overall system effectiveness.

Filing accuracy and system consistency were improved through refinements to appeal case workflows, including enhancements to Court of Appeal state code assignment and improved synchronization between CMS and EFS. The e-Lelong module was also enhanced with controlled editing features and system prompts to safeguard data integrity.

Collectively, these achievements reflect continued progress in strengthening the robustness, integrity, and effectiveness of the digital court ecosystem in support of judicial operations.

REGIONAL ENGAGEMENT AND FUTURE READINESS

The ongoing advancement of eCOURTS has continued to attract interest from judicial institutions across the Asia region. Engagements undertaken during FY2026 highlighted the platform's modular and scalable design, reinforcing its relevance across diverse legal environments. These interactions position eCOURTS as a credible reference model for judicial digital transformation beyond Malaysia.

In parallel, the eCOURTS programme continues to progress with the execution of selected enabling technologies, including Video Conferencing, Artificial Intelligence (AI), and Business Intelligence (BI), to enhance system functionality, strengthen analytical capabilities, and support long-term system sustainability.

For more information, please visit:

https://amiris-courts.com/



OMESTI HEALTHCARE (COMMUNITY PHARMACY)

Be Pharmacy was established in the year 2000 with the mission of providing professional pharmaceutical services and trusted medication counselling to the Malaysian community. The first Be Pharmacy outlet commenced operations in Puchong Perdana, Selangor, with a clear purpose to improve access to reliable and personalised healthcare services at the community level. Over the years, driven by increasing demand for professional pharmacy-led care, the Group has steadily expanded its footprint and today operates **13 outlets across Selangor and Wilayah Persekutuan**, continuing to strengthen its presence in key residential and commercial areas.

In the second half of 2024, Be Pharmacy further expanded its ecosystem by onboarding **nine additional pharmacy outlets as affiliation partners**, marking a significant milestone in its growth strategy. This affiliation model allows Be Pharmacy to extend its standards, systems, and professional values beyond owned outlets while supporting independent pharmacies through shared resources, branding, and professional development. This initiative enhances community access to quality pharmaceutical care and positions the Group for scalable growth.

COMMUNITY-FOCUSED HEALTHCARE SERVICES

As a community pharmacy, Be Pharmacy serves as a healthcare platform dedicated to delivering **top-quality, individualised pharmaceutical and wellness services**. Our pharmacists and trained staff work closely with customers to ensure their healthcare needs are understood and addressed with care, professionalism, and integrity. The Group is committed to not only dispensing medication but also improving overall quality of life and long-term well-being for the communities we serve.

Key services provided include:

- **Medication counselling and therapy management**, ensuring safe and effective use of medicines
- **Chronic disease support**, including guidance for diabetes, hypertension, and cholesterol management
- **Health screenings and monitoring**, such as blood pressure, blood glucose, and basic health checks
- **Preventive healthcare and wellness advice**, including supplements, lifestyle guidance, and vaccination awareness
- **Personalised health consultations**, tailored to each individual's needs and medical history
- **Elderly care support**, including medication reviews and adherence assistance
- **Mother and child health guidance**, focusing on nutrition, supplements, and safe medication use

Each service is delivered with the objective of empowering customers to make informed decisions about their health and to build long-term trust in professional pharmacy care.

COMMITMENT TO SERVICE EXCELLENCE

Be Pharmacy applies its core values in every customer interaction to ensure that every individual who steps into its outlets receives optimum service, accurate information, and genuine care. The Group places strong emphasis on continuous staff training, ethical practice, and customer-centric service standards. By understanding and responding to customers' needs and expectations, Be Pharmacy has built strong, lasting relationships within the communities it serves.

OUTLOOK

Looking ahead, Be Pharmacy will continue to strengthen its role as a trusted community healthcare provider by expanding its network, enhancing service offerings, and deepening engagement with customers and affiliation partners. With a strong foundation built on professionalism, trust, and care, the Group remains committed to improving health outcomes and quality of life for the communities it serves.



DIGITAL HR

OMESTI's Digital HR partnership with MiHCM Asia Sdn Bhd delivered strong performance across Southeast Asia during the period under review, supported by key project wins and the expansion of strategic partnerships. In line with its mission to enable organisations to embrace the future of work through Digital HR and Work Tech solutions, MiHCM continued to strengthen its platform with AI-powered capabilities and advanced innovations designed to improve productivity, generate actionable insights, and enhance employee experience.

In 2025, MiHCM expanded its regional footprint by entering the Vietnamese market, while increasing focus on Thailand and Malaysia. This expansion was underpinned by a partner-centric strategy that brings local expertise and market-specific capabilities to support sustainable growth across Asia.

NEW OFFERINGS

MiHCM announced MiA ONE — a personal agentic AI assistant built to redefine the employee experience. MiA ONE goes beyond chatbots, acting as an intelligent companion that can understand natural language, take actions, and complete HR tasks automatically. MiA ONE combines intelligence with enterprise-grade security.

MiHCM also unveiled Syntra, its AI-powered brain, which unlocks the power of each client's MiHCM private tenant data, combines it with the same organisation's enterprise data lakes, business systems, and uploaded documents, and generates real-time insights and visualisations.

Another addition was the AI-powered 24/7 support agent, built utilising the AI agentic framework. The agent is aimed at elevating the user experience by handling customer queries efficiently and effectively, boosting performance like never before.

REGIONAL ENGAGEMENT AND EVENTS

MiHCM strengthened its client base by leveraging its strong partnerships established across the region and by hosting regional events in Thailand and Malaysia.
The company participated in the Thailand HR Tech Conference & Exposition 2025 and at the Malaysia HR Tech & Innovation Conference & Expo 2025, major regional HR technology forums, where it demonstrated how its AI-driven solutions are enabling the next phase of HR and workforce transformation.

These engagements reinforced MiHCM's position as a forward-looking Work Tech provider while deepening relationships with HR leaders across the region.

EMPOWERED BY MICROSOFT

During the year, MiHCM achieved Microsoft Data & AI Solutions Partner status and Microsoft App and Innovation Partner status, further validating its capabilities in data, AI, and enterprise innovation. MiHCM also featured at Microsoft Build 2025 as part of an ecosystem of third-party providers enabling HR workflows through agentic AI and was included among a select group of global partners within the Foundry Agent Service.

MANAGEMENT DISCUSSION & ANALYSIS (CONT'D.)

CUSTOMER WINS IN SOUTHEAST ASIA

MiHCM secured new customers across multiple industries, including energy, financial services, manufacturing, healthcare, and FMCG.

Malaysia

In Malaysia, MiHCM signed up a local energy services provider supporting offshore oil and gas operations to strengthen HR governance and workforce management in a project-driven environment. Additional wins included a statutory body overseeing an international business and financial centre, an investment services entity, and multiple manufacturing organisations, including one in the automotive sector, to support the digitisation, governance, and scalability of HR and workforce operations.

Cambodia

In Cambodia, MiHCM signed up NCX Honda, a leading parts assembly plant, to support the digitalisation of HR and workforce operations, reinforcing its presence within the regional manufacturing sector.

Thailand

MiHCM signed up several new clients in Thailand, one of which was Thai President Foods – a leading Thai food manufacturing group with large-scale FMCG operations to enable more structured, scalable, and compliant workforce management.

Vietnam

In Vietnam, MiHCM secured Insmart, a manufacturing organisation that digitalises HR and workforce processes, improving operational visibility and efficiency to support business growth.

The Philippines

In the Philippines, MiHCM signed up several clients in varied industries, including a prominent luxury property developer in the region.

MiHCM closed the year on a strong note, marked by multiple successful go-lives, the launch of new products that expand its portfolio, and a deeper, more established footprint across Southeast Asia—setting the stage for continued momentum and growth ahead.



BUSINESS INTELLIGENCE

Omesti BI Sdn Bhd ("OBI") (formerly known as CRIF Omesti Sdn Bhd) is the group's credit reporting business. OBI is a registered Credit Reporting Agency ("CRA") under the Registrar Office of Credit Reporting Agencies, Ministry of Finance Malaysia.

In April 2025, CRIF S.p.A., its Italian counterpart, completed the divestment of its entire equity interest in the Company to Omesti Bhd. This strategic transition was undertaken in alignment with the Group's long-term objectives in growing its core markets while ensuring business continuity.

Today, OBI is serving a diversified and growing customer base that includes financial institutions, global manufacturers, SMEs and micro-SMEs, as well as other corporate sectors.

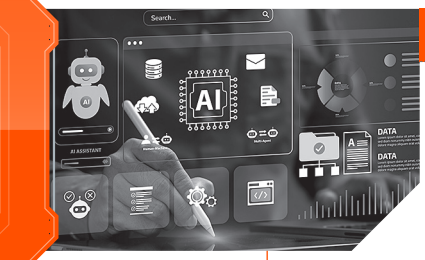
On the domestic front, OBI continues to provide customers with real-time access to SSM company profiles, credit risk assessments, litigation summary, as well as SSM official documents. More than just data, in 2025, OBI also launched a litigation monitoring platform, enabling clients to proactively monitor counterparty legal exposures and manage legal and credit-related risks more effectively.

OBI's capabilities span beyond Malaysia, covering over 230 jurisdictions worldwide. Through its wide network of data partners and official corporate registries, customers can uncover the varying levels of due diligence reports available on OBI's digital platform.

Further information on OBI's products and services is available at:

https://obi.omesti.com/en/





EMBRACING AGENTIC AI ORCHESTRATION

In its drive to future-proof but also firmly based on customer needs, Omesti is developing AI innovations with proven use cases.

Omesti's sector agnostic AI roadmap hinges on deploying agentic AI + web3 intelligent systems capable of "near" autonomous reasoning (always guided by HITL – Human In The Loop), planning, and execution of complex multi-step workflows. Unlike conventional AI that simply responds to queries, agentic AI can proactively identify issues, formulate solutions, and coordinate actions across multiple systems with HITL oversight where needed.

All future digital initiatives will integrate these near-autonomous AI agents, orchestrated through the DPIN CSB platform running on scalable GPU infrastructure. This architectural approach enables Omesti to compose sophisticated AI-driven solutions rapidly while maintaining the flexibility to scale dynamically based on demand—all without the burden of heavy capital expenditure.

This positions Omesti at the forefront of AI-driven business transformation, enabling us to deliver intelligent, automated capabilities that enhance operational efficiency, strengthen risk management, and create differentiated value for our customers and stakeholders across all business segments.

MANAGING RISK

The Group's operations and financial performance are subject to various risks and uncertainties inherent in the information technology industry, particularly in relation to projects undertaken for government and public sector customers. Management recognises that effective identification, assessment and management of these risks are critical to the Group's long-term sustainability.

ECONOMIC, POLITICAL, LEGAL AND REGULATORY UNCERTAINTIES

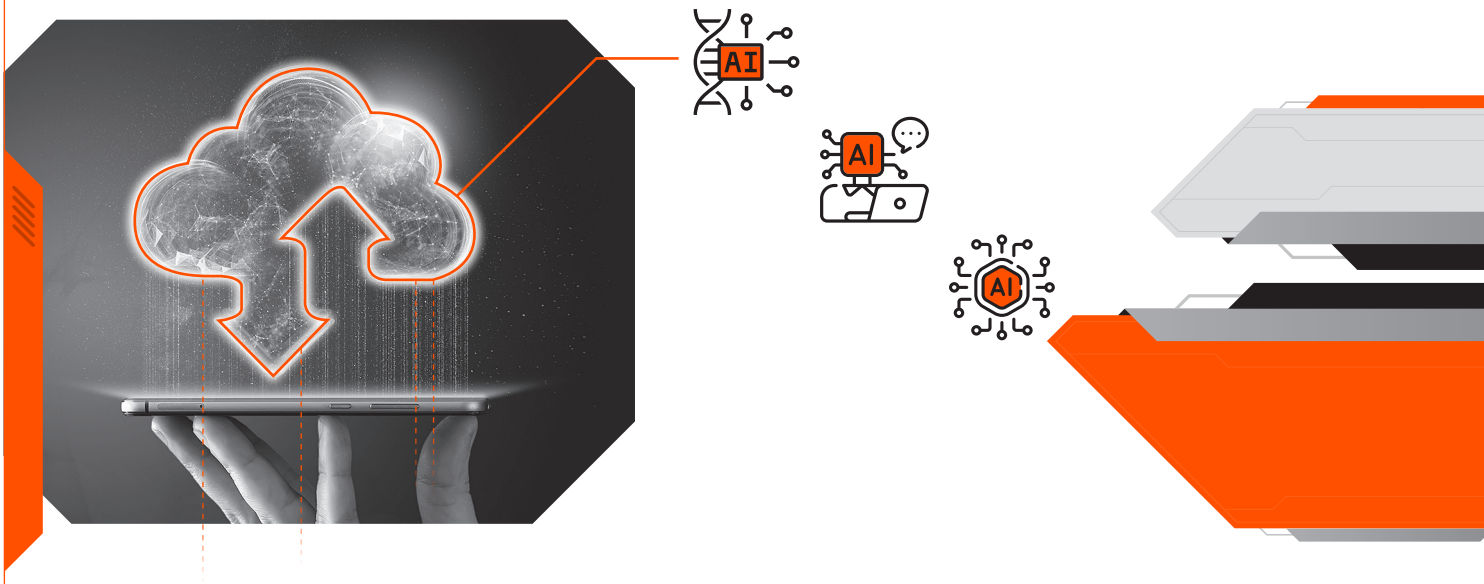
The Group operates within an environment influenced by macroeconomic conditions, government fiscal policies, political developments and regulatory requirements. Changes in government priorities, procurement frameworks or budget allocations may result in delays, deferment or cancellation of government-related IT projects, which could adversely affect revenue timing and cash flow.

In addition, the Group is subject to compliance with various laws and regulations, including those relating to public procurement, data protection, cybersecurity and emerging governance frameworks for digital and AI-enabled solutions. Changes in regulatory requirements or interpretations may increase compliance costs, extend project implementation timelines or affect the commercial viability of certain solutions.

COMPETITION RISK

The IT services industry remains highly competitive, with the presence of both established local players and regional or multinational service providers. Some competitors may possess greater financial resources, broader solution offerings or the ability to compete aggressively on pricing, which may exert pressure on margins and reduce contract win rates.

The Group seeks to mitigate this risk by leveraging its domain expertise, established track record in government-related projects, recurring maintenance contracts and long-standing customer relationships, while maintaining disciplined bid pricing and cost control practices.



DEPENDENCY ON END-USER MARKETS

A significant portion of the Group's revenue is derived from government and public sector customers. As such, the Group's performance is dependent on the level of IT spending, budget allocation and execution within these end-user markets. Any reduction, reprioritisation or delay in government IT spending may adversely affect revenue and cash flow.

To mitigate this risk, the Group continues to focus on strengthening its recurring maintenance and managed services revenue base, while selectively pursuing opportunities in enterprise and healthcare-related segments.

CREDIT RISK

The Group is exposed to credit risk arising from the possibility of delayed payment or default by customers, particularly for large-scale government and enterprise projects which typically involve extended billing and payment cycles. Prolonged delays in collections may adversely affect the Group's liquidity and working capital position.

The Group manages this risk through prudent credit assessments, active monitoring of receivables, regular engagement with customers on billing milestones and, where appropriate, staged project delivery and invoicing arrangements.

INFORMATION TECHNOLOGY AND PROJECT EXECUTION CHALLENGES

The Group operates in a rapidly evolving technology environment characterised by increasing system complexity, cybersecurity threats, integration challenges and rising infrastructure costs. Large-scale government IT projects may involve complex system integration, legacy system dependencies and evolving user requirements, which may give rise to execution risks, cost overruns or delays.

Rapid technological changes may also result in solution obsolescence or the need for additional investment to remain competitive. These risks are mitigated through disciplined project governance, phased delivery approaches, ongoing skills development and selective adoption of new technologies based on commercial viability.

MANAGEMENT DISCUSSION & ANALYSIS (CONT'D.)

REVIEW OF FINANCIAL PERFORMANCE - FYE 31 OCTOBER 2025

Omesti Berhad reports its financial performance along three primary business segments, namely:

- Business Performance Services
- Digital & Infrastructure Services
- Healthcare Services

A snapshot of the Five-Year Financial Highlights for the OMESTI Group is presented on page 36 of Volume 1 of this Annual Report.



REVENUE

The Group revenue in the current financial year was RM110.97 million, reflecting a decrease of 4.5% amounting to RM5.18 million, as compared to the previous financial year.

The Business Performance Services segment saw a revenue decrease of 28.83% from RM117.26 million to RM83.45 million, mainly due to lower order fulfilments during the financial year.

The Digital & Infrastructure Services segment revenue increased by RM0.03 million to RM0.09 million, mainly due to a longer financial year of 19 months during the current financial year.

The Healthcare Services segment experienced a revenue increase of 71.99%, growing from RM23.53 million to RM40.47 million, mainly due to the longer financial year and an increase in retail sales.

COST & EXPENSES

The cost of sales of the Group for the financial year was RM50.58 million, compared to RM60.87 million posted in the previous financial year, representing a decrease of 16.9%. The decrease in the Group's cost of sales was mainly due to rationalisation of costs carried out throughout the group during the current financial year and execution of projects with better margins, leading to achievement of better gross margins in the financial year ended 31 October 2025.

The operating costs for the Group during the financial year under review were RM155.67 million, compared to RM335.20 million, representing a decrease of 53.6% amounting to RM179.53 million from the previous financial year. The lower operating costs in the current financial year were mainly due to a one-off impairment loss on an asset held for sale amounting to RM108.69 million, impairment loss of intangible assets amounting to RM73.67 million and impairment loss of investments in associates amounting to RM26.62 million in the previous financial year. The operating costs were still higher after accounting for the above losses in the previous financial year due to a longer financial period of 19 months.

PROFIT BEFORE TAX

The Group's loss before tax for its continued operations was RM106.72 million in the current financial year, as compared to RM256.27 million in the previous financial year. The decreased loss was primarily due to a one-off impairment loss on an asset held for sale amounting to RM108.69 million, impairment loss of intangible assets amounting to RM73.67 million and impairment loss of investments in associates amounting to RM26.62 million in the previous financial year. The loss of the current financial year was mainly driven by loss of disposal and fair value loss of other investments amounting to RM77.42 million, finance costs of RM18.89 million mainly from redeemable preference shares and term loans with financial institutions, and share of losses from associates amounting to RM4.00 million.

FINANCIAL PERFORMANCE

A summary of the Group's financial performance for the financial period ended 31 October 2025 (19-month period) vis-à-vis the financial year ended 31 March 2024 is as follows:

	1 April 2024 to 31 October 2025	1 April 2023 31 March 2024	Increase/ (Decrease)	
	RM'000	RM'000	RM'000	Percentage
Revenue	110,972	116,149	(5,177)	(4.5%)
Gross Profit ("GP")	60,388	55,275	5,113	9.3%
Net loss after tax ("LAT")	(107,386)	(257,763)	150,377	58.3%
Loss attributable to owners of the Company	(106,205)	(255,311)	149,106	58.4%

The Group recorded revenue of RM110.97 million during the 19 months period ended 31 October 2025, compared with RM116.15 million in the preceding financial year ended 31 March 2024. The decrease in revenue was mainly attributable to slower public sector procurement cycles, deferment of system integration projects and heightened competition within the technology services sector.

The Group recorded a net loss after tax of RM107.38 million during the financial period ended 31 October 2025. The losses were primarily attributable to impairment and write-downs of legacy capitalised development costs, elevated operating costs — particularly staff, cloud infrastructure and third-party licence expenses — finance costs incurred prior to completion of the restructuring exercises, and limited contribution from new large-scale project deployments during the period.

MANAGEMENT DISCUSSION & ANALYSIS (CONT'D.)

SEGMENTAL PERFORMANCE

Segment revenue	1 April 2024 to 31 October 2025	1 April 2023 31 March 2024	Increase/ (Decrease)	
	RM'000	RM'000	RM'000	Percentage
Business Performance Services	83,452	117,265	(33,813)	(28.8%)
Digital and Infrastructure Services	90	57	33	57.9%
Healthcare Services	40,471	23,534	16,937	72.0%
Others	3,229	1,322	1,907	144.3%
Total (Before Consolidation)	127,242	142,178	(14.936)	(10.5%)
Eliminations*	(16,270)	(26,029)	(9,759)	37.5%
Total (After Consolidation)	**110,972**	**116,149**	**(5,177)**	**(4.5%)**

* *Eliminations due to intragroup transactions.*

The Business Performance Services segment remained the principal contributor to Group revenue, supported mainly by recurring maintenance and managed service contracts for public sector customers. Revenue was affected by deferred project rollouts and cautious enterprise spending.
The Healthcare Services segment reported an increase in sales to RM40.47 million for the 19-month period, compared to RM23.5 million in the preceding 12-month period, was primarily attributable to the longer reporting period, supplemented by improved underlying business performance and higher contribution from ongoing operations.

FINANCIAL POSITION

Segment revenue	1 April 2024 to 31 October 2025	1 April 2023 31 March 2024	Increase/ (Decrease)	
	RM'000	RM'000	RM'000	Percentage
Total assets	168,737	348,150	(179,413)	(51.5%)
Current assets	62,240	87,903	(25,663)	(29.2%)
Equity attributable to owners of the Company	75,047	65,758	9,289	14.1%
Total borrowings	18,135	63,496	(45,361)	(71.4%)
Current liabilities	85,198	155,104	(69,906)	(45.1%)
Current ratio (times)	0.73	0.57		
Debt-to-equity ratio (times)	0.24	0.97		

As at 31 October 2025, the Group's total assets declined mainly due to impairments of non-current assets and reductions in capitalised development costs. Total borrowings were significantly reduced following the repayment of RM35.20 million using internally generated funds, while equity improved materially following the settlement of redeemable preference shares and creditor balances via equity issuance.

Although the Group's current ratio remained below 1.0 as at the reporting date, Management expects the Group's liquidity position to improve following utilisation of remaining proceeds and completion of the Corporate Proposals.

LIQUIDITY & CAPITAL RESOURCES

The Group has financed its capital expenditure and working capital requirements through borrowings, issuance of share capital and internally generated funds from its business.

Cash and bank balances decreased by RM24.39 million to RM7.39 million in FYE 31 October 2025 as compared to RM31.78 million in FYE 31 March 2024. This was mainly due to the following:

- Net cash used in financing activities amounting to RM72.38 million during the current financial year; mitigated by,
- Net cash generated from operating activities amounting to RM55.13 million.

Total borrowings of the Group decreased from RM63.49 million in FYE 31 March 2024 to RM18.14 million in FYE 31 October 2025. The decrease was mainly due to repayment of banking and share margin facilities.

OUTLOOK

The OMESTI Group, as of the date of the financial period ended 31 October 2025, has completed its corporate proposals of creditor settlement and redeemable preference shares settlement, and has subsequent to the financial year ended 31 October 2025 up to the date of this annual report, completed the rights issue with warrants and private placement, and is in the midst of progressing with and completing its capital reduction exercise.

The completed corporate proposals have enabled the Group to significantly reduce its borrowings and its gearing which will significantly reduce its finance costs, recapitalise its equity and balance sheet, increase its working capital and current ratio.

The Group has also significantly increased its cost efficiency through its cost rationalisation exercise during the financial year as evidenced by its lower costs and significantly better gross margin.

The Group, with its stronger financial position and better cost efficiency, is structured and ready to further increase the value of its businesses of IT, Healthcare and Credit Reporting Agency. The Group expects these businesses to drive growth and profitability to the Group, hence delivering value to the Group's shareholders.



SUSTAINABILITY STATEMENT

DIRECTOR'S SUSTAINABILITY STATEMENT

The Board of Directors acknowledges that sustainability is fundamental to Omesti Berhad's long-term performance, resilience and value creation. In discharging its fiduciary duties, the Board provides oversight to ensure that environmental, social and governance ("ESG") considerations are appropriately integrated into the Group's business strategies, operations and risk management processes.

For the financial period ended 31 October 2025, Omesti Berhad continued to enhance its sustainability reporting practices by strengthening data collection processes, improving transparency and establishing baseline ESG performance indicators. Key areas of focus during the period included the monitoring of energy and water consumption, assessment of greenhouse gas emissions arising from employee commuting, responsible waste management, promotion of ethical business conduct and the development and well-being of employees.

The Board recognises that sustainability is an evolving process and remains committed to progressively enhancing the Group's ESG performance and disclosures, taking into account regulatory developments, industry practices and stakeholder expectations, to support sustainable growth and long-term value creation.

OVERVIEW

Omesti Berhad remains committed to conducting its business responsibly and sustainably by integrating environmental stewardship, social responsibility and good governance into its operations. This Sustainability Statement outlines the Group's ESG practices and performance for the financial period ended 31 October 2025 and is prepared with reference to consolidated sustainability data across the Group. This Statement should be read together with the rest of Omesti Berhad's Annual Report, which provides additional financial and non-financial information relating to the Group's operations.

GOVERNANCE STRUCTURE

Sustainability governance within Omesti Berhad is led from the top, with the Board of Directors having overall responsibility for overseeing sustainability matters. The Board provides strategic direction and oversight to ensure that ESG considerations are integrated into the Group's business strategies, operations and risk management processes.
The Board is supported by Management in implementing sustainability-related initiatives and monitoring ESG performance. Sustainability matters, including key risks and opportunities, are reviewed periodically to ensure appropriate measures are in place to support the Group's long-term resilience, business continuity and value creation.

STAKEHOLDER ENGAGEMENT

Omesti Berhad recognises the importance of engaging with key stakeholders to better understand sustainability risks, opportunities and expectations arising from the Group's activities. Effective stakeholder engagement supports informed decision-making and the identification of material sustainability matters.

Stakeholder Group	Engagement Methods	Sustainability Focus Area	How We Manage Sustainability Matters
Customers	Meetings, operational engagements, email correspondence, corporate website	Business ethics, product and service quality, regulatory compliance	Uphold ethical business practices, deliver quality products and services, maintain transparent communication and comply with applicable regulations
Suppliers	Meetings, communications, supplier discussions	Ethical sourcing, fair business practices, payment terms	Maintain ethical supplier relationships and adhere to agreed commercial terms
Employees	Open-door communication, performance appraisals, training programmes, staff activities	Employee welfare, career development, health and safety	Provide fair employment practices, training opportunities, competitive remuneration and a safe working environment
Shareholders / Investors	Annual general meetings, annual report, Bursa announcements, corporate website	Sustainable growth, value creation, corporate governance	Ensure timely and transparent disclosures and practise sound corporate governance
Government / Regulators	Regulatory engagements, submissions, inspections	Compliance with laws and regulations, governance	Comply with applicable laws and maintain robust governance practices
Community	Community initiatives and engagement activities	Good corporate citizenship, social responsibility	Support community initiatives and assess social impacts of Group activities

Feedback from stakeholder engagements is considered by Management and, where relevant, escalated to the Board in identifying material sustainability matters and formulating sustainability strategies.

SUSTAINABILITY STATEMENT (CONT'D.)

MATERIAL SUSTAINABILITY MATTERS

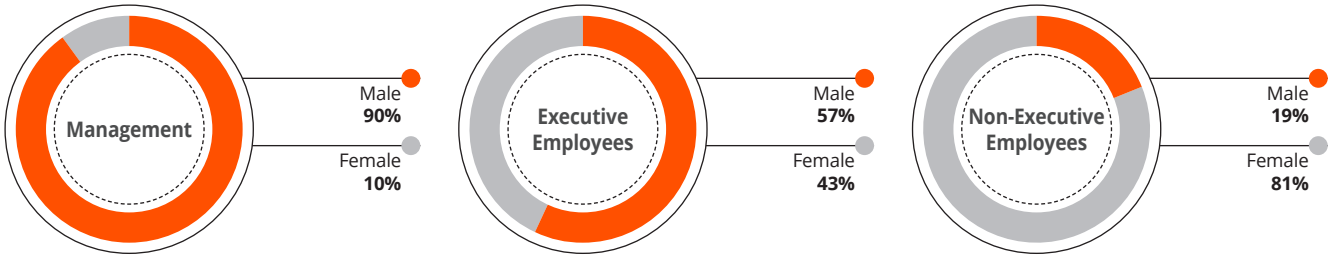
Based on stakeholder engagement and internal assessments, Omesti Berhad has identified sustainability matters that are material to the Group's operations and long-term performance. These matters were assessed based on their potential economic and social impacts, as well as their relevance to key stakeholders.

Material Sustainability Matter	Description	Impact to the Group
Business Ethics and Corporate Governance	Ethical conduct, regulatory compliance and sound governance practices	Economic impact (business continuity, reputation, compliance)
Quality of Products and Services	Consistent delivery of quality products and services	Economic impact (customer trust, revenue sustainability)
Relationship with Suppliers	Responsible supplier management and ethical sourcing	Economic impact (supply chain stability)
Employee Welfare and Development	Fair employment practices, training and career development	Social impact (engagement, retention and productivity)
Employee Health and Safety	Safe and conducive working environment	Social impact (employee well-being)
Environmental Management	Management of energy, water, waste and emissions	Economic and social impact (operational efficiency, environmental responsibility)

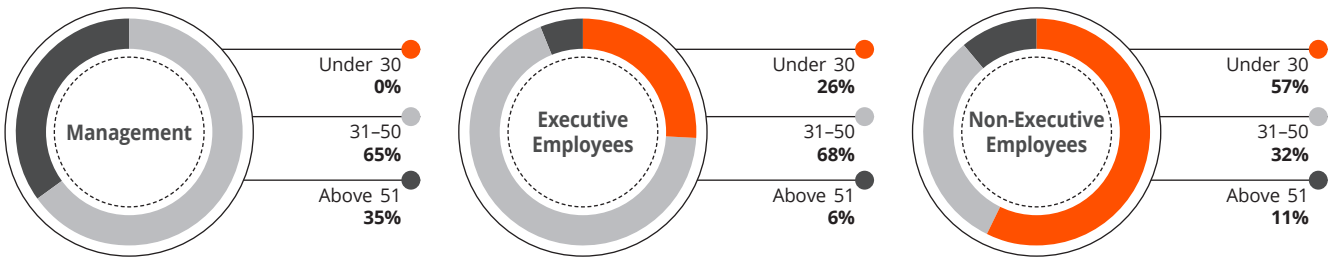
DIVERSITY OF EMPLOYEES AND DIRECTORS

The Group monitors workforce and Board diversity as part of its human capital management and governance practices.

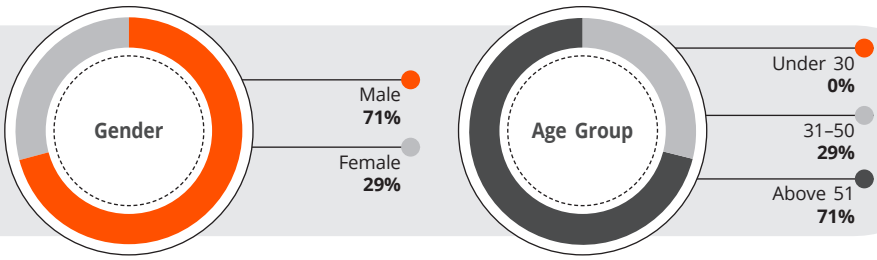
EMPLOYEE DIVERSITY BY GENDER (%)



EMPLOYEE DIVERSITY BY AGE GROUP (%)



BOARD DIVERSITY (%)



FY2025 ESG PERFORMANCE SUMMARY

ESG Pillar	Indicator	Performance Summary	Basis of Measurement
Environmental	Electricity Consumption	Office-based electricity usage monitored	Utility bills and meter readings; allocation for shared premises
	Water Consumption	Office-based water usage monitored	Water bills; allocation based on floor space
	GHG Emissions (Scope 3)	Baseline assessment of employee commuting emissions	Malaysia Average Data Method
	Waste Management	General office waste monitored	Disposal records
Social	Workforce Profile	Workforce monitored by gender and age	HR records
	Employee Welfare & Development	Training and engagement initiatives implemented	HR policies and records
	Occupational Health & Safety	Safe working environment maintained	Internal monitoring
Governance	Board Composition	Seven (7) Directors with diversity in gender and age	Board records
	Ethics & Compliance	Governance and ethics policies in place	Internal governance documentation

CONCLUSION

Omesti Berhad recognises that sustainability is a continuous and evolving journey. The Group remains committed to strengthening its sustainability practices, enhancing ESG disclosures and progressively improving performance in response to regulatory developments and stakeholder expectations, in support of sustainable growth and long-term value creation.

We currently do not use an independent assessor to review the contents of the sustainability statement, but we intend to use it in future. We verify the accuracy of our Environmental, Social, and Governance (ESG) data included in this statement, subject to our internal processes, Board of Directors' review with Audit Committee oversight.

PERFORMANCE TABLE

The Performance Table below has been prepared in accordance with paragraph 6.2(f) of Practice Note 9, paragraph 4.1(a) of Practice Note 9A, and Part A(1)(c) and Part B of Annexure PN9A-A to Practice Note 9A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Sustainability Matter	Metric	Measurement Unit	2025 Value	Alternative Target	Assurance	Remarks
Anti-Corruption	% employees trained (Overall)	%	97.73	Sustain and strengthen organisation-wide anti-corruption awareness and training coverage	Internal assurance	Internal HR documentation
Anti-Corruption	% trained – Management	%	95.00	Uphold strong anti-corruption awareness and leadership accountability	Internal assurance	Internal HR documentation
Anti-Corruption	% trained – Executive	%	100.00	Ensure continuous reinforcement of anti-corruption practices among executive staff	Internal assurance	Internal HR documentation
Anti-Corruption	% trained – Non-Executive	%	93.15	Support ongoing awareness of anti-corruption responsibilities across all employee levels	Internal assurance	Internal HR documentation
Anti-Corruption	% trained – General Workers	%	0	Not applicable — no employees under this category during the reporting period	Internal assurance	Internal HR documentation
Anti-Corruption	% operations assessed	%	100	Ensure ongoing integrity and corruption-risk assessments across all operational areas	Internal assurance	Assessment conducted based on internal risk management processes
Anti-Corruption	Confirmed incidents	Number	0	Maintain zero tolerance for corruption through strong preventive and compliance measures	Internal assurance	No confirmed incidents reported for the period
Community Investment	Total amount invested	MYR	5000	Explore and expand community engagement initiatives where relevant.	Internal assurance	No cost incurred; screening provided under SOCSO Health Screening Programme
Community Investment	Beneficiaries	Number	1	Strengthen community-focused participation and initiatives over time.	Internal assurance	Beneficiaries reflect internal staff participation; no external community beneficiaries for this period.
DEI	Management – Male	Number	18	Uphold equitable, inclusive, and merit-based representation across all employee groups.	Internal assurance	Internal HR documentation
DEI	Management – Female	Number	2	Uphold equitable, inclusive, and merit-based representation across all employee groups.	Internal assurance	Internal HR documentation
DEI	Executive – Male	Number	97	Uphold equitable, inclusive, and merit-based representation across all employee groups.	Internal assurance	Internal HR documentation
DEI	Executive – Female	Number	74	Uphold equitable, inclusive, and merit-based representation across all employee groups.	Internal assurance	Internal HR documentation
DEI	Non-Executive – Male	Number	14	Uphold equitable, inclusive, and merit-based representation across all employee groups.	Internal assurance	Internal HR documentation

Sustainability Matter	Metric	Measurement Unit	2025 Value	Alternative Target	Assurance	Remarks
DEI	Non-Executive – Female	Number	59	Uphold equitable, inclusive, and merit-based representation across all employee groups.	Internal assurance	Internal HR documentation
DEI	General Workers – Male	Number	0	Uphold equitable, inclusive, and merit-based representation across all employee groups.	Internal assurance	Internal HR documentation
DEI	General Workers – Female	Number	0	Uphold equitable, inclusive, and merit-based representation across all employee groups.	Internal assurance	Internal HR documentation
DEI	Management – Under 30	Number	0	Uphold equitable, inclusive, and merit-based representation across all employee groups.	Internal assurance	Internal HR documentation
DEI	Management – 30-50	Number	13	Uphold equitable, inclusive, and merit-based representation across all employee groups.	Internal assurance	Internal HR documentation
DEI	Management – Above 50	Number	7	Uphold equitable, inclusive, and merit-based representation across all employee groups.	Internal assurance	Internal HR documentation
DEI	Executive – Under 30	Number	44	Uphold equitable, inclusive, and merit-based representation across all employee groups.	Internal assurance	Internal HR documentation
DEI	Executive – 30-50	Number	116	Uphold equitable, inclusive, and merit-based representation across all employee groups.	Internal assurance	Internal HR documentation
DEI	Executive – Above 50	Number	11	Uphold equitable, inclusive, and merit-based representation across all employee groups.	Internal assurance	Internal HR documentation
DEI	Non-Executive – Under 30	Number	42	Uphold equitable, inclusive, and merit-based representation across all employee groups.	Internal assurance	Internal HR documentation
DEI	Non-Executive – 30-50	Number	23	Uphold equitable, inclusive, and merit-based representation across all employee groups.	Internal assurance	Internal HR documentation
DEI	Non-Executive – Above 50	Number	8	Uphold equitable, inclusive, and merit-based representation across all employee groups.	Internal assurance	Internal HR documentation
DEI – Directors	Male	Number	5	Uphold equitable, inclusive, and merit-based representation across all employee groups.	Internal assurance	Board profile
DEI – Directors	Female	Number	2	Uphold equitable, inclusive, and merit-based representation across all employee groups.	Internal assurance	Board profile
DEI – Directors	Under 30	Number	0	Uphold equitable, inclusive, and merit-based representation across all employee groups.	Internal assurance	Board profile

SUSTAINABILITY STATEMENT (CONT'D.)

Sustainability Matter	Metric	Measurement Unit	2025 Value	Alternative Target	Assurance	Remarks
DEI – Directors	30-50	Number	2	Uphold equitable, inclusive, and merit-based representation across all employee groups.	Internal assurance	Board profile
DEI – Directors	Above 50	Number	5	Uphold equitable, inclusive, and merit-based representation across all employee groups.	Internal assurance	Board profile
Energy Management	Total energy consumption	MWh	909.64	Enhance energy efficiency and support responsible electricity usage across operations.	Internal assurance	Based on bills
Health & Safety	Work-related fatalities	Number	0	Ensure a safe work environment supported by strong prevention measures.	Internal assurance	Internal HR documentation
Health & Safety	Lost Time Injury Rate	Rate	0	Strengthen workplace safety culture to minimise injury risks.	Internal assurance	Internal HR documentation
Health & Safety	Employees trained in H&S	Number	2	Improve safety awareness and progressively expand health and safety training coverage.	Internal assurance	Internal HR documentation
Employee Management	Training hours – Management	Hours	88	Support ongoing employee development through meaningful and relevant training opportunities.	Internal assurance	Internal HR documentation
Employee Management	Training hours – Executive	Hours	1212	Support ongoing employee development through meaningful and relevant training opportunities.	Internal assurance	Internal HR documentation
Employee Management	Training hours – Non-Executive	Hours	2772	Support ongoing employee development through meaningful and relevant training opportunities.	Internal assurance	Internal HR documentation
Employee Management	Training hours – General Workers	Hours	0	Support ongoing employee development through meaningful and relevant training opportunities.	Internal assurance	Internal HR documentation
Employee Management	% contractors/ temporary	%	22	Maintain an optimal and balanced workforce composition aligned with operational needs.	Internal assurance	Internal HR documentation
Employee Management	Turnover – Management	Number	1	Strengthen employee engagement and retention through supportive workplace practices.	Internal assurance	Internal HR documentation
Employee Management	Turnover – Executive	Number	42	Strengthen employee engagement and retention through supportive workplace practices.	Internal assurance	Internal HR documentation
Employee Management	Turnover – Non-Executive	Number	39	Strengthen employee engagement and retention through supportive workplace practices.	Internal assurance	Internal HR documentation
Employee Management	Turnover – General Workers	Number	0	Strengthen employee engagement and retention through supportive workplace practices.	Internal assurance	Internal HR documentation
Employee Management	Total new hires	Number	73	Recruit talent based on organisational needs and strategic priorities.	Internal assurance	Internal HR documentation
Employee Management	New hire rate	%	28	Ensure effective staffing levels that meet organisational requirements.	Internal assurance	Internal HR documentation

Sustainability Matter	Metric	Measurement Unit	2025 Value	Alternative Target	Assurance	Remarks
Employee Management	Avg training hours per employee	Hours	15.4	Enhance overall staff development through continuous learning opportunities.	Internal assurance	Internal HR documentation
Supply Chain	% spending on local suppliers	%	99.3	Maintain strong engagement with local suppliers wherever operationally feasible	Internal assurance	Finance documentation
Cybersecurity	Privacy breach complaints	Number	0	Ensure robust data protection practices and safeguard personal information	Internal assurance	No complaints received
Water Management	Total water used	ML	2.36	Promote responsible water usage and encourage efficiencies where possible	Internal assurance	Based on bills
Water Management	Total waste generated	Tonnes	6.85	Improve waste management practices and encourage responsible disposal	Internal assurance	Admin Logs
Water Management	Waste diverted (recycled)	Tonnes	2.37	Strengthen recycling and waste diversion efforts over time	Internal assurance	Admin Logs
Water Management	Waste disposed	Tonnes	4.47	Minimise waste sent to disposal through better segregation and recycling initiatives	Internal assurance	Admin Logs
Emissions Management	Scope 1 emissions	tCO_2e	12.78	Enhance operational efficiency and promote efforts to reduce emissions where feasible.	Internal assurance	HR and Admin Logs
Emissions Management	Scope 2 emissions	tCO_2e	454.82	Enhance operational efficiency and promote efforts to reduce emissions where feasible.	Internal assurance	HR and Admin Logs
Emissions Management	Scope 3 emissions	tCO_2e	6,575.34	Enhance operational efficiency and promote efforts to reduce emissions where feasible.	Internal assurance	Malaysia Average Data Methods

CORPORATE INFORMATION

BOARD OF DIRECTORS

CHAIRMAN/INDEPENDENT NON-EXECUTIVE DIRECTOR

YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz

DEPUTY CHAIRMAN/CHAIRPERSON/NON-INDEPENDENT NON-EXECUTIVE DIRECTORS

Dato' Sri Thong Kok Khee
(resigned on 4 February 2026)

Nur Atisya Binti Mohd Yunus
(appointed on 6 February 2026 and re-designated as Deputy Chairperson on 11 February 2026)

EXECUTIVE DIRECTOR

Monteiro Gerard Clair

INDEPENDENT NON-EXECUTIVE DIRECTORS

Tan Wee Hoong

Syed Md Najib Bin Syed Md Noor
(appointed on 11 March 2025)

Pauline Teh @ Pauline Teh Abdullah
(appointed on 13 June 2025 and resigned on 4 February 2026)

Haikel Bin Ismail
(appointed on 3 February 2026)

Danny Hoe Kam Thong
(resigned on 26 November 2024)

NON-INDEPENDENT NON-EXECUTIVE DIRECTOR

Mah Xian-Zhen

ALTERNATE DIRECTOR TO DATO' SRI THONG KOK KHEE

Dato' Wong Gian Kui
(appointed on 11 November 2025 and ceased on 4 February 2026)

BOARD COMMITTEES

AUDIT & RISK MANAGEMENT COMMITTEE
(splitting into Audit Committee and Risk Management and Sustainability Committee with effect from 30 December 2025)

Pauline Teh @ Pauline Teh Abdullah (Chairperson)
(appointed on 13 June 2025 and ceased on 30 December 2025)

Tan Wee Hoong
(ceased on 30 December 2025)

Syed Md Najib Bin Syed Md Noor
(appointed on 13 June 2025 and ceased on 30 December 2025)

YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz
(appointed on 31 May 2024 and ceased on 13 June 2025)

Danny Hoe Kam Thong (Chairman)
(resigned on 26 November 2024)

AUDIT COMMITTEE
(established on 30 December 2025 after splitting)

Pauline Teh @ Pauline Teh Abdullah (Chairperson)
(resigned on 4 February 2026)

Haikel Bin Ismail (Chairman)
(appointed on 11 February 2026)

Tan Wee Hoong

Syed Md Najib Bin Syed Md Noor

RISK MANAGEMENT & SUSTAINABILITY COMMITTEE
(established on 30 December 2025 after splitting)

Syed Md Najib Bin Syed Md Noor (Chairman)

Tan Wee Hoong

Haikel Bin Ismail
(appointed on 11 February 2026)

Pauline Teh @ Pauline Teh Abdullah
(resigned on 4 February 2026)

NOMINATING COMMITTEE
(merged with Remuneration Committee with effect from 30 December 2025)

Tan Wee Hoong (Chairman)
(ceased on 30 December 2025)

YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz
(appointed on 19 July 2024 and ceased on 30 December 2025)

Danny Hoe Kam Thong
(resigned on 26 November 2024)

REMUNERATION COMMITTEE
(merged with Nominating Committee with effect from 30 December 2025)

Dato' Sri Thong Kok Khee (Chairman)
(ceased on 30 December 2025)

Tan Wee Hoong
(ceased on 30 December 2025)

YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz
(appointed on 19 July 2024 and ceased on 30 December 2025)

Danny Hoe Kam Thong
(resigned on 26 November 2024)

NOMINATING & REMUNERATION COMMITTEE
(established on 30 December 2025 after merging)

Tan Wee Hoong (Chairman)

Dato' Sri Thong Kok Khee
(resigned on 4 February 2026)

Syed Md Najib Bin Syed Md Noor

Nur Atisya Binti Mohd Yunus
(appointed on 11 February 2026

COMPANY SECRETARIES

Lim Shook Nyee
(MAICSA 7007640) (SSM PC No. 201908003593)

Lee Le En (Stella)
(MAICSA 7069628) (SSM PC No. 202508000165)
(appointed on 3 September 2025)

PRINCIPAL BANKERS

AmBank (M) Berhad

REGISTERED OFFICE

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osem@quadrantbiz.co

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binawin@binamg168.com

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50100 Kuala Lumpur

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F +603 2616 3190/3191

STOCK EXCHANGE LISTING

Main Market,
Bursa Malaysia Securities Berhad
Stock Code: 9008
Stock Name: OMESTI
Sector: Technology

PROFILE OF DIRECTORS

YAM TUNKU ZAIN AL-'ABIDIN IBNI TUANKU MUHRIZ

CHAIRMAN/INDEPENDENT NON-EXECUTIVE DIRECTOR

Age 43 | Male

Malaysian

Appointed to the Board on 1 April 2020

Chairman of the Board

An advocate for constitutional restoration and institutional reform in Malaysia, Tunku Zain is Founding President of the Institute for Democracy and Economic Affairs (IDEAS), a think tank seeking public policy solutions based on the principles of rule of law, liberty and justice.

In the corporate sphere, Tunku Zain previously held directorships and committee memberships at Allianz Malaysia Berhad, Allianz General Insurance Company, Allianz Life Insurance Malaysia, Kian Joo Can Factory Berhad, and presently holds appointment with Omesti Berhad, Excelerate Malaysia, UCSI Group, Prima Gading Corporation and Deutsche Bank (Malaysia) Berhad.

In the field of education, Tunku Zain is Chancellor of UCSI University, Pro-Chancellor at Universiti Sains Islam Malaysia (USIM), Trustee of the Jeffrey Cheah Foundation, President of ICAN College, Royal Fellow at the National University of Malaysia (UKM), Associate Fellow at Universiti Teknologi MARA (UiTM), and Patron of the Arts in schools in Negeri Sembilan.

Tunku Zain is also a Trustee of Yayasan Chow Kit, Yayasan Munarah, Yayasan IDEAS, Genovasi Foundation and Tinggi Foundation.

He is also an advisor, patron or committee member of numerous cultural organisations, including the Euroasia Association of Performing Arts, the Chopin Society of Malaysia and Society of Malaysian Contemporary Composers.

He was educated at the Kuala Lumpur Alice Smith School, Marlborough College and the London School of Economics and Political Science, where he obtained his MSc in Comparative Politics. He then worked in the UK Houses of Parliament, the World Bank, United Nations Development Programme, KRA Group and the Lee Kuan Yew School of Public Policy.

Since 2008 he has maintained a newspaper column across five newspapers, currently #abidinideas in the Star, Sinar Harian, Sin Chew and Borneo Post. From these articles three books have been compiled. Tunku Zain also authored a book commemorating the Installation of the Eleventh Yang di-Pertuan Besar of Negeri Sembilan and led a major project to revitalise the State Anthem. A keen pianist, he has performed or recorded with the Malaysian Philharmonic Orchestra, Dato' Zainalabidin, UiTM Chamber Choir, Tunku Kurshiah College Wind Orchestra, Choir of Gonville & Caius College Cambridge, Mei Yi Foo, Tun Dr Siti Hasmah Mohd Ali, Hael Hussaini, Jamal Abdillah, Waris, Khatijah Ibrahim and others.

An Eisenhower Fellow, he has been selected for various leadership programmes and speaking tours by the governments of Australia, France, the European Union, Singapore, Canada and Cuba and has received awards for integrity and impact among young leaders.

His public speaking engagements have included the inaugural lectures of the Tunku Zain Lecture Series, the Speakers' Lecture Series of the Malaysian Parliament and the Constitutional Law Lecture Series at the University of Malaya, as well as the third Raja Aziz Addruse Memorial Lecture at the International Malaysia Law Conference, and the Cultural Diplomacy Lecture Series at the Institute of Diplomacy and Foreign Relations.

He enjoys racquet sports, serving also as President of the Negeri Sembilan Squash Association and Advisor of the Negeri Sembilan Tennis Association and Negeri Sembilan Pickleball Association.

NUR ATISYA BINTI MOHD YUNUS

DEPUTY CHAIRPERSON/ NON-INDEPENDENT NON-EXECUTIVE DIRECTOR

Age 38 | Female

Malaysian

Appointed to the Board on 6 February 2026

Re-designated as Deputy Chairperson on 11 February 2026

Member of Nominating & Remuneration Committee

Puan Nur Atisya Binti Mohd Yunus holds a Bachelor of Business Management (International Business) from University of Queensland, Australia and a Master of Business Administration (MBA) from University of Malaya, Malaysia.

She is a senior commercial and strategy professional with an MBA and over 10 years of experience in ports & logistics, oil & gas, and financial services, gained within large, diversified corporate groups. She brings strong exposure to board and executive-level engagement, supporting strategic decision-making through market intelligence, commercial analysis, revenue forecasting, and enterprise performance reporting.

She has a proven track record in driving group-level revenue growth, including contributing to RM50 million in incremental revenue, and in shaping strategic partnerships and commercial initiatives across multi-subsidiary environments. Her expertise includes enterprise risk management, ISO 9001 quality governance, business transformation, and corporate communications, with hands-on involvement in board audit, risk assessment, and governance processes.

Puan Nur Atisya is recognised for her strategic judgement, analytical rigour, and collaborative leadership style, with the ability to engage effectively with senior management, regulators, and external stakeholders. She offers a strong combination of commercial acumen, governance awareness, and cross-sector experience, making her a valuable contributor at board level.

MONTEIRO GERARD CLAIR

EXECUTIVE DIRECTOR

Age 54 | Male

Malaysian

Appointed to the Board on 2 July 2012

Re-designated as Non-Independent Non-Executive Director on 18 July 2022

Re-designated as Executive Director on 1 March 2024

A seasoned entrepreneur, Mr Monteiro began his career in 1992 as a sales agent for Riken Auto Sdn Bhd (Riken Auto) and was subsequently appointed as a Director. In 1998, he left Riken Auto and set up Optima Auto Sdn Bhd where he served as Managing Director until 2005.

Since then, he has ventured into the property industry and various other investments via several privately held companies including H2O Holdings Sdn Bhd (H2O), an investment holding company. He serves as a Director of H2O and of several other private companies, including property development company Montprimo Sdn Bhd where he is Executive Vice Chairman.

In his younger years, Mr Monteiro was an accomplished sportsman, representing Malaysia in squash at both junior and senior levels. Crowned National Junior Champion in 1988, he also captained the victorious National Junior Team in the East Asian Junior Squash Championships in 1999. He is currently serving as President of the Squash Racquets Association of Malaysia (SRAM).

PROFILE OF DIRECTORS (CONT'D.)

TAN WEE HOONG

INDEPENDENT NON-EXECUTIVE DIRECTOR

Age 65 | Male

Malaysian

Appointed to the Board on 2 January 2018

Chairman of Nominating & Remuneration Committee

Member of Audit Committee and Risk Management & Sustainability Committee

Mr Tan has more than 25 years' experience in capital markets, corporate advisory and finance, particularly in Malaysia and Singapore. He has worked for renowned Malaysian as well as regional securities houses including RHB Bank Berhad and Kay Hian HSBC (now known as UOB Kay Hian).

In the 1990s, during his stint as Director of Research at various securities houses, Mr Tan was consistently recognised as being among the top equity analysts in Malaysia by respected financial journals such as Asiamoney.

He has also been active, via his private consultancy practice in corporate advisory for public listed companies, including a number of reverse take-over transactions and general corporate strategies.

He is currently an Executive Director of Landmarks Berhad, a hospitality and resort developer listed on Main Market of Bursa Malaysia Securities Berhad. Mr Tan was also appointed as Non-Independent Non-Executive Director of Microlink Solutions Berhad in April 2024.

He holds a Bachelor of Business (Accounting) degree from Deakin University, Victoria, Australia.

SYED MD NAJIB BIN SYED MD NOOR

INDEPENDENT NON-EXECUTIVE DIRECTOR

Age 66 | Male

Malaysian

Appointed to the Board on 11 March 2025

Chairman of Risk Management & Sustainability Committee

Member of Audit Committee and Nominating & Remuneration Committee

En Syed Md Najib Bin Syed Md Noor has over 30 years of senior leadership experience in corporate transformation, telecommunications, logistics and restructuring across Malaysia and the ASEAN region.

He is currently a Director of Nuage Solutions Sdn Bhd, providing advisory services on corporate transformation, strategy and operational improvement. He also serves as Honorary Secretary of the Victoria Institution Old Boys Association Foundation, supporting educational and charitable initiatives.

He previously served as Group Chief Executive Officer of Pos Malaysia Berhad (2018–2021), where he led the Group's digital and operational transformation, including initiatives supporting eCommerce growth and workforce expansion, and implemented a postal rate revision that significantly improved financial performance. He also served as Chairman of ASEAN Postal.

He was Group CEO of Altel Holdings Sdn Bhd (2017–2018), leading the restructuring of Altel Communications, negotiating key spectrum arrangements, and overseeing MYTV Broadcasting, including the nationwide digital television rollout and the handover of the 700MHz spectrum for Malaysia's 5G deployment.

He also held various senior roles in Celcom Axiata Berhad (2005–2017), including Senior Vice President, International Business, and Director of Regulatory, Legal & Corporate Affairs.

He holds a Master of Business Administration from National University, Sacramento, USA, a Bachelor Degree of Science in Management Science from California State University, Chico, USA and has completed the Axiata–INSEAD Transition to General Management Programme.

HAIKEL BIN ISMAIL

INDEPENDENT NON-EXECUTIVE DIRECTOR

Age 51 | Male

Malaysian

Appointed to the Board on 3 February 2026

Chairman of Audit Committee

Member of Risk Management & Sustainability Committee

En Haikel Ismail holds a Bachelor of Commerce & Management from Lincoln University, Christchurch, New Zealand and a Master of Business Administration (MBA) from the Edinburgh Business School, Heriot Watt University, Scotland, United Kingdom.

He is a Chartered Accountant (CA) with the Malaysian Institute of Accountants and a Chartered Management Accountant (CMA) with the Chartered Institute of Management Accountants, UK. Haikel is also a Certified Internal Auditor (CIA) with the Global Institute of Internal Auditors USA, a Certified Fraud Examiner (CFE) with the Association of Certified Fraud Examiners USA and Chartered Member (CMIIA) with the Institute of Internal Auditors Malaysia.

En Haikel Ismail is a seasoned Board advisor and senior executive with over 25 years of leadership experience in strategy, finance, governance, risk, and compliance. He has extensive experience advising Boards and Board Committees on enterprise risk, internal control, major investments, and complex governance matters across public-listed and government-linked organisations.

He has held Group-level leadership roles including Chief Risk Officer and Chief Internal Auditor, where he led enterprise-wide governance, risk, and assurance frameworks and oversaw large-scale capital projects, mergers and acquisitions, and transformation initiatives. His background spans highly regulated and capital-intensive sectors including telecommunications, oil and gas, utilities, transportation, property, and construction.

En Haikel Ismail brings strong independence of thought and sound judgment, supported by deep expertise in risk oversight, financial stewardship, internal audit, and fraud investigations. He is known for his ability to challenge constructively, provide clear insight to Boards, and strengthen organisational resilience, accountability, and long-term value creation.

PROFILE OF DIRECTORS (CONT'D.)

MAH XIAN-ZHEN

NON-INDEPENDENT NON-EXECUTIVE DIRECTOR

Age 44 | Female

Malaysian

Appointed to the Board on 19 September 2011

Re-designated as Non-Independent Non-Executive Director on 1 June 2023

Ms Mah joined Omesti Berhad in October 2009 as Executive Assistant to the Chief Executive Officer before being appointed as an Executive Director of the Company in September 2011. She was re-designated as Non-Independent Non-Executive Director on 1 June 2023.

She graduated with a Bachelor of Arts from Wellesley College, MA, USA, followed by a Graduate Diploma in Law from BPP Law School. She then attended the Bar Vocational Course in London and was called to Bar of England and Wales in 2006. On completing her Bar Vocational Course, she returned to Malaysia and in September 2006, joined Messrs Shook Lin & Bok. In 2007, she was called to the Malaysian Bar, and remained with the firm as a Legal Assistant until June 2009, focusing on corporate and commercial litigation. In 2009, she also obtained an Executive Diploma in Islamic Law (Islamic Banking) from International Islamic University, Malaysia.

Ms Mah is a Director of Man Yau Holdings Berhad, a non-listed public company wholly-owned by Omesti Berhad. She also holds directorships of several subsidiary companies in the Group.

Ms Mah is the daughter of Dato' Mah Siew Kwok, a major shareholder of Omesti Berhad.

Save where disclosed above, none of the Directors has:

- *any family relationship with any Director and/or major shareholder of the Company;*
- *any conflict of interest with the Company;*
- *any conviction for offences within the past 5 years, other than traffic offences; and*
- *any public sanction or penalty imposed by the relevant regulatory bodies during the financial year.*

KEY SENIOR MANAGEMENT

DR. MOHAMED MAARUF BIN VAHEED

CEO OF FORMIS NETWORK SERVICES SB

Age 55 | Male

Malaysian

Appointed 1 June 2001

32 years working experience

Qualifications :
Electrical Engineering, MBA (Marketing), PhD (Public Procurement)

Dr. Maaruf has over 32 years of experience spanning over multiple disciplines in ICT, started from a 3 years stint as Programmer, DB Administrator and Network Security with an NGO inWashington DC, then returned home and landed on some Malaysian National Projects including the implementation of an AltaVista Search Engine, consulted on Sri Bintang Smart Schools,directed the Putrajaya Intelligent City to name a few.

Since joining Formis Network Services Sdn. Bhd., turned around an underperforming Government Business division, achieving profitability within 18 months and increasing revenue by 50%. Subsequently contributed to a year-on-year growth of the Government business since.He formed strategic alliances with key industry players, resulting in a 25% increase in sales. Operationally directed daily operations, ensuring seamless coordination between departments and improving overall efficiency. He identified and capitalized on new business opportunities, contributing to a significant growth in the client base. Implemented employee engagement programs that increased job satisfaction and reduced turnover. To-date he has implemented successfully over 200 ICT projects at FNS. On the public front. A few Public Universities has appointed him as an External Accessor of Post-Graduate Studies, a member of the Board of Study and an External Examiner for the Post Graduate programs, that he currently serves.

Dr. Maaruf is a Director of Omesti Holdings Berhad, a non-listed public company wholly-owned by Omesti Berhad.

LIM BEE ENG

COO / FOUNDER OF BEMED GROUP

Age 53 | Female

Malaysian

Appointed 1 August 2021

Qualifications :
Bachelor of Pharmacy

Lim Bee Eng is the founder of Bemed group(Be Pharmacy), She graduated from University of Queensland with a degree in Bachelor of Pharmacy. Started off the 1st retail outlet at Puchong Perdana in year 2021, she has successfully grown the business to 19 outlets with an integrated wholesale hub over 20 years period. She is a proven all rounded leader and possessed vast experience in managing overall P&L of the retail pharmacies, including operation, procurement, strategic planning etc.

At Bemed group, Lim Bee Eng is responsible for the pharmacy retail business division.
Leveraging her strategic insights and meticulous approach, she is working closely with the Management to achieve the group ambition to be a customer centric retail pharmacies in the healthcare industry.

KEY SENIOR MANAGEMENT (CONT'D.)

NURMAN RUMMEL SANUSI

CEO, OMESTI BUSINESS INTELLIGENCE

Age 42 | Male

Malaysian

Appointed 9 August 2023

Qualifications :
LLB (Hons)

Rummel joined OMESTI Berhad in January 2015 as Chief Operating Officer of eCOURTS, the division responsible for the design, development and implementation of the Group's proprietary digital court infrastructure solutions. He also oversees the marketing and deployment of the eCOURTS solution to international jurisdictions.

He currently serves as the Chief Executive Officer of the Group's credit reporting agency, where he is responsible for providing strategic leadership, driving business growth and strengthening the Group's position in the credit information and risk management ecosystem.

Rummel holds a Bachelor of Laws (LLB) (Hons) and was admitted as an Advocate and Solicitor of the High Court of Malaya in 2009. Prior to joining OMESTI Berhad, he was in legal practice at Messrs Shook Lin & Bok before transitioning into the commercial sector. He also serves as a director on the boards of several private companies.

Rummel is a Director of Omesti Holdings Berhad, a non-listed public company wholly-owned by Omesti Berhad.

Save where disclosed above, none of the Key Senior Management has:

- *Any directorship in public companies and listed issuers;*
- *Any family relationship with any director and/or major shareholder of the Company;*
- *Any conflict of interests with the Company;*
- *Other than traffic offences, any convictions for offences within the past 5 years; and*
- *Any public sanction or penalty imposed by the relevant regulatory bodies during the financial year.*

BUSINESS STRUCTURE BY SEGMENT

BUSINESS STRUCTURE BY SEGMENT

BUSINESS PERFORMANCE SERVICES

- Formis Network Services Sdn Bhd
- Formis Research & Development Sdn Bhd
- Omesti Actify Sdn Bhd
- Red Ape Solutions Sdn Bhd
- Omesti Assist Sdn Bhd

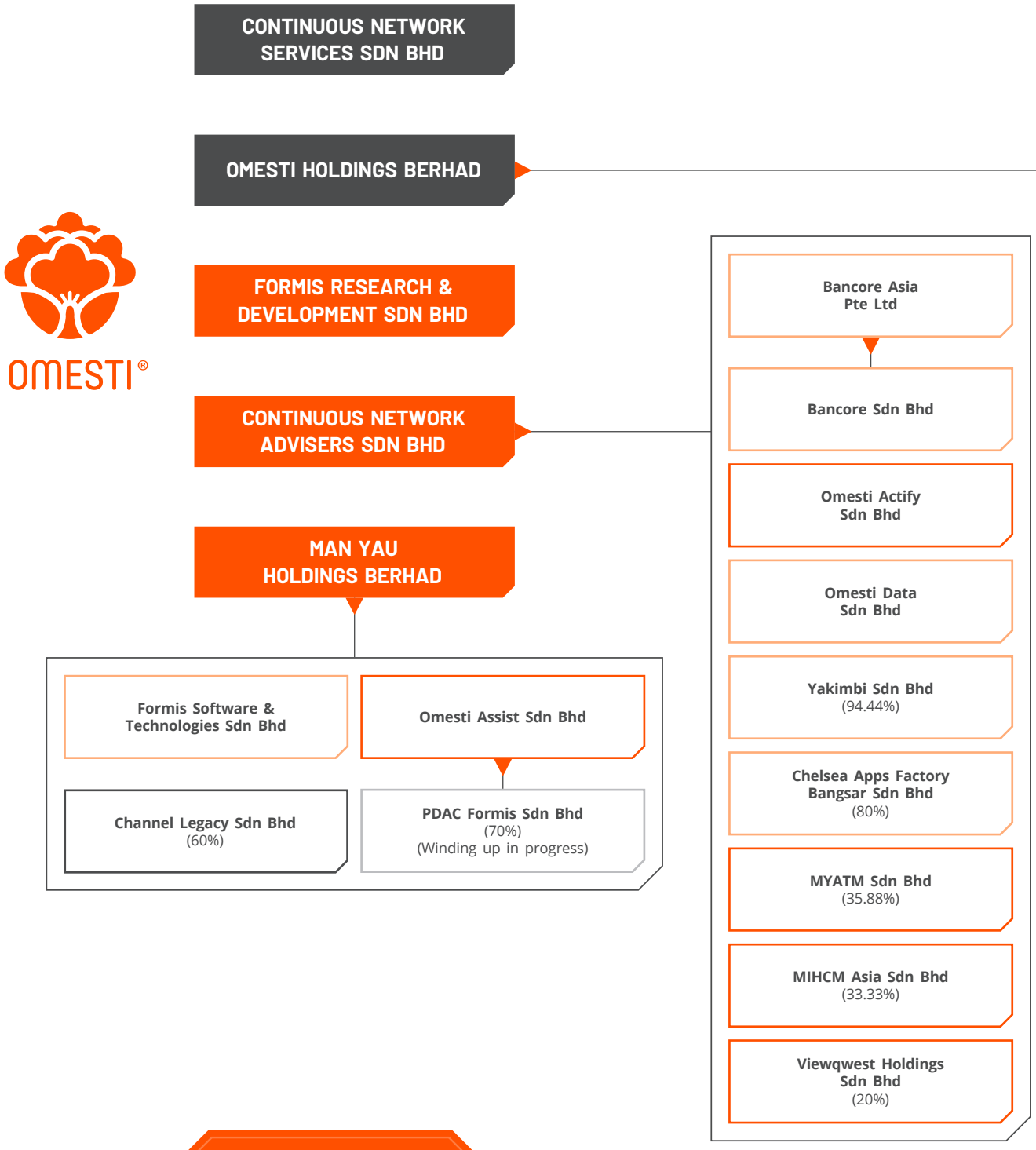
DIGITAL & INFRASTRUCTURE SERVICES

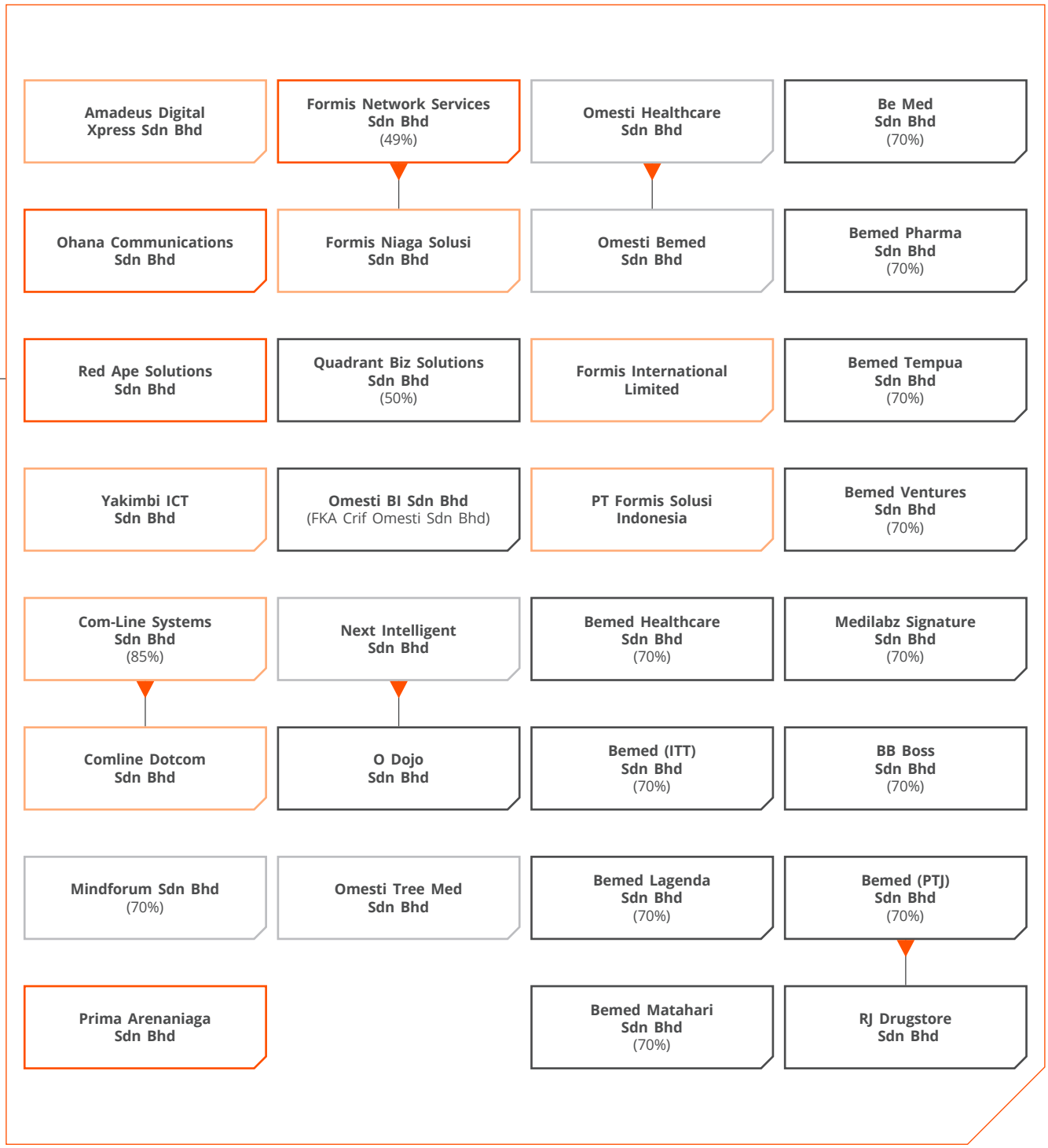
- Ohana Communications Sdn Bhd

HEALTHCARE

- BB Boss Sdn Bhd
- Be Med Sdn Bhd
- Bemed (ITT) Sdn Bhd
- Bemed (PTJ) Sdn Bhd
- Bemed Healthcare Sdn Bhd
- Bemed Lagenda Sdn Bhd
- Bemed Matahari Sdn Bhd
- Bemed Pharma Sdn Bhd
- Bemed Tempua Sdn Bhd
- Bemed Ventures Sdn Bhd
- RJ Drugstore Sdn Bhd
- Medilabz Signature Sdn Bhd
- Omesti Tree Med Sdn Bhd
- Omesti Healthcare Sdn Bhd
- Omesti Bemed Sdn Bhd

CORPORATE STRUCTURE





CORPORATE STRUCTURE

As at 31 October 2025

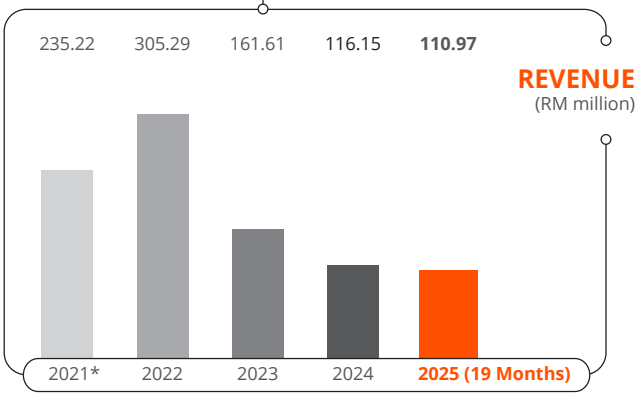
LEGEND

IT Active	IT Inactive	Non-IT Active	Non-IT Inactive

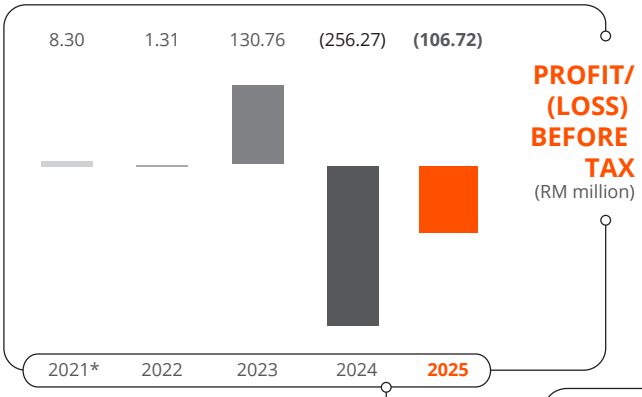
Unless stated otherwise, shareholding is 100%

5-YEAR FINANCIAL HIGHLIGHTS 2021-2025

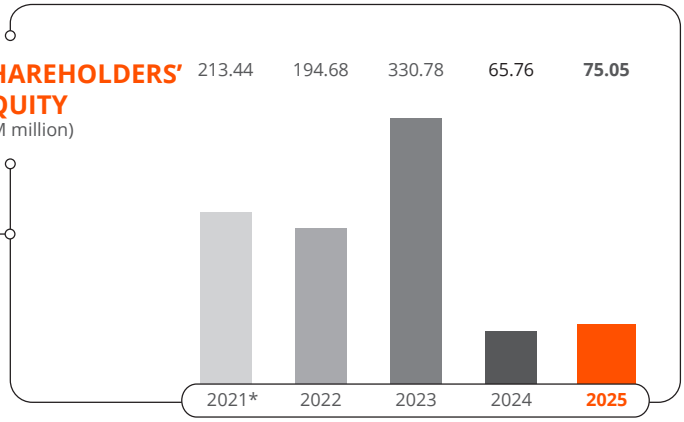
REVENUE
(RM million)



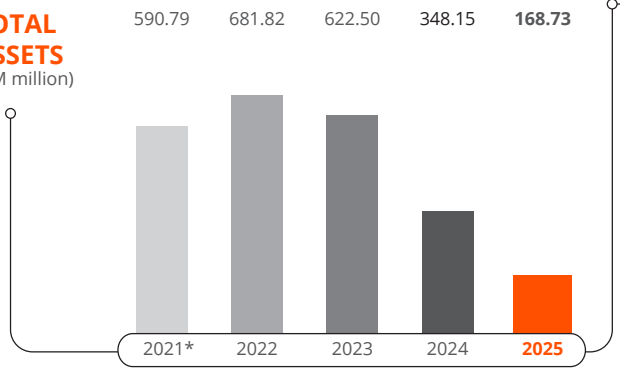
PROFIT/ (LOSS) BEFORE TAX
(RM million)



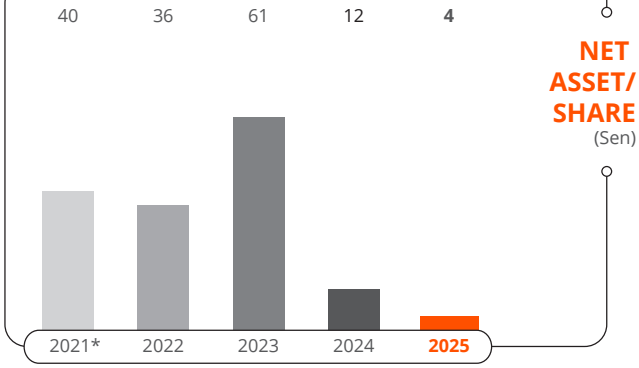
SHAREHOLDERS' EQUITY
(RM million)



TOTAL ASSETS
(RM million)



NET ASSET/ SHARE
(Sen)



2021 *Figures restated

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors (Board) of Omesti Berhad (Company) is pleased to provide an overview of the corporate governance practices of the Company. The Board strongly believes in the importance of having and adhering to a sound corporate governance framework in order to deliver sustainable value, enhance shareholders' confidence and achieve the corporate objectives and vision of the Company and its subsidiaries (Group).

This Corporate Governance Overview Statement (CG Overview Statement) seeks to provide investors with key insights into the corporate governance practices of the Company. In this Statement, the Board reports on the way in which the Group has, throughout the financial period from 1 April 2024 to 31 October 2025 (FPE 31 October 2025), adopted and applied the statutory requirements, principles and best practices, as set out in the Main Market Listing Requirements (MMLR) of Bursa Malaysia Securities Berhad (Bursa Securities), the Companies Act 2016 (CA 2016) and the Malaysian Code on Corporate Governance 2021 (MCCG 2021). It also addresses future priorities of the Company.

The Company has generally complied with the MCCG 2021 for the financial period under review. The status of the Company's application of the MCCG 2021 is disclosed in our Corporate Governance Report 2025 (CG Report) which is accessible to the public at the Company's website: https://www.omesti.com/our-announcement/. The CG Report provides details on how the Company has applied each Practice during FPE 31 October 2025, including details of any departures and alternative measures put in place within the Company. It also demonstrates the commitment of the Board and Management of the Group in applying and embracing the highest standards of Corporate Governance across the organisation.

This CG Overview Statement serves to show how our measures are aligned with the principles of good governance in accordance with the MCCG 2021. References are made to the following three (3) key Corporate Governance principles, as contained in the MCCG 2021:

Principle A
Board Leadership & Effectiveness

Principle B
Effective Audit & Risk Management

Principle C
Integrity in Corporate Reporting & Meaningful Relationship with Stakeholders

This CG Overview Statement is to be read together with the CG Report, which was approved by the Board on even date.

Principle A

Board Leadership & Effectiveness

A) BOARD RESPONSIBILITIES

Board Leadership

The Board has overall responsibility for corporate governance, strategic direction, corporate planning and overseeing the investment and business of the Group, the ultimate aim being to create and deliver sustainable value and long-term success.

Separation of Positions of Chairman, Deputy Chairman & Executive Director

The positions of Chairman, Deputy Chairman and Executive Director are held by separate individuals and their roles and responsibilities are distinct, as stated in the Board Charter.

Access to Information, Advice & Company Secretaries

In carrying out its duties, the Board has full and unrestricted access to all information within the Company and the Group, as well as the advice and services of Senior Management and the Company Secretaries. The roles and responsibilities of the Company Secretaries are clearly specified in the Board Charter.

Board Charter

In discharging its duties and responsibilities effectively, the Board is guided by the Board Charter, which clearly defines its roles and responsibilities. The Board Charter is periodically reviewed and updated in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities.

Board Committees

The Board has established three (3) Board Committees during the financial period under review:

- Audit & Risk Management Committee (ARMC)
- Nominating Committee (NC)
- Remuneration Committee (RC)

After the financial period under review, the Board resolved to split the ARMC into 2 separate committees i.e. Audit Committee (AC) and Risk Management and Sustainability Committee (RMSC) and also to merge the NC and RC into one Committee, namely, Nominating & Remuneration Committee (NRC) with effect from 30 December 2025.

These Committees are each entrusted with specific oversight responsibilities for the Group's affairs and are granted the authority to act on the Board's behalf in accordance with their respective Terms of Reference (TOR). Nevertheless, the Board is ultimately accountable and responsible for the affairs and business of the Group. The Board Charter and the respective TOR of the AC, RMSC and NRC are available for reference at the Company's website: https://www.omesti.com/policy/.

Board Meetings & Attendance

The Board holds at least four (4) scheduled quarterly meetings, with additional meetings being convened as and when necessary. Prior to each meeting, every Director is provided with the complete agenda and a set of Board papers well in advance in order to provide ample time to review matters to be deliberated at the meeting and so facilitate informed decision-making.

Senior Management members are also invited to attend these meetings, as and when required, to provide the Board with the necessary information and clarification on issues deliberated during the meetings.

A formal schedule of matters is adopted which includes strategy and policy issues, major investments, financial decisions and the annual business plan.

During FPE 31 October 2025, the Board met twelve (12) times, during which it reviewed and approved various issues. These included the quarterly financial results of the Group for announcement to Bursa Securities, corporate exercises and strategic decisions, as well as the financial and operational performance of the Group. The Board also reviewed the adequacy of the Group's internal control system.

The Board has leveraged on technology to be able to continue to convene Board and Board Committee meetings. During FPE 31 October 2025, most of these meetings were held as hybrid sessions.

The attendance record of the Directors at the Board meetings during the period under review is provided below:

Director	Total Meetings Attended
YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz	12/12
Dato' Sri Thong Kok Khee *(Resigned on 4 February 2026)*	7/12
Monteiro Gerard Clair	12/12
Mah Xian-Zhen	11/12
Tan Wee Hoong	12/12
Danny Hoe Kam Thong *(Resigned on 26 November 2024)*	4/4
Pauline Teh @ Pauline Teh Abdullah *(Appointed on 13 June 2025 and resigned on 4 February 2026)*	2/2
Syed Md Najib Bin Syed Md Noor *(Appointed on 11 March 2025)*	5/5

During FPE 31 October 2025, all Directors have complied with the minimum 50 percent attendance requirement at Board meetings, as stipulated by the MMLR. As such, the Board is satisfied with the level of time commitment given by the Directors of the Company towards fulfilling their duties and responsibilities.

Code of Ethics & Conduct

The Board has formulated and adopted a Code of Ethics & Conduct (Code of Ethics), which applies to all employees and Directors of the Group. The Code, together with other related policies, procedures and guidelines, sets out the principles to guide standards of behaviour and business conduct when employees and Directors deal with third-party individuals or external organisations. These principles are integrated into company-wide management practices. The Directors also observe the Company Directors' Code of Ethics, as established by the Companies Commission of Malaysia.

Whistleblowing Policy

The Group's Whistleblowing Policy (WP) provides a transparent mechanism and avenue for all stakeholders to report or raise genuine concerns on any suspected misconduct, without fear of retribution or intimidation. Confidentiality and anonymity are assured to stakeholders who disclose their concerns in good faith and, in doing so, have followed the appropriate disclosure procedures, accordingly. The WP sets out a clear procedural guide for stakeholders to follow in raising their concerns to ensure that issues are addressed in respect of the appropriate personnel and definitive action can be taken.

Anti-Bribery & Corruption Policy

In line with the Guidelines on Adequate Procedures pursuant to Section 17A of the Malaysian Anti-Corruption Commission Act 2009, the Company has developed and adopted an Anti-Bribery & Corruption Policy (ABC). This policy sets out the proper practices to be adhered to in relation to improper solicitation, bribery and other corrupt activities and/or issues that may arise in the course of business. The policy is applicable to every employee and Director of the Group. In addition, the Board has also formulated an Anti-Corruption Policy for Third Parties (ABC – Third Parties), which sets out guidelines to be complied with by third parties engaging with the Group.

The Code of Ethics, WP, ABC and ABC – Third Parties are available for reference at the Company's website: https://www.omesti.com/policy/.

Principle A
Board Leadership & Effectiveness

B) BOARD COMPOSITION

Board Balance & Composition

As at FPE 31 October 2025, the Board comprised seven (7) members:

4 Independent Non-Executive Directors (INED)

2 Non-Independent Non-Executive Directors

1 Executive Director

During the FPE 31 October 2025, the Board saw changes to its composition with the resignation of Danny Hoe Kam Thong as an INED on 26 November 2024 and appointment of Syed Md Najib Bin Syed Md Noor and Pauline Teh @ Pauline Teh Abdullah as new INEDs on 11 March 2025 and 13 June 2025 respectively. On 11 November 2025, Dato' Wong Gian Kui was appointed as the Alternate Director to Dato' Sri Thong Kok Khee.

On 3 February 2026, Haikel Bin Ismail was appointed an INED. On 4 February 2026, both Dato' Sri Thong Kok Khee and Pauline Teh @ Pauline Teh Abdullah resigned as the Non-Independent Non-Executive Director and INED, respectively. Dato' Wong Gian Kui also ceased to be the Alternate Director to Dato' Sri Thong Kok Khee on the same date. On 6 February 2026, Nur Atisya Binti Mohd Yunus was appointed a Non-Independent Non-Executive Director and subsequently re-designated as the Deputy Chairperson on 11 February 2026.

The Board's composition complies with the requirements mandated by the MMLR of Bursa Securities. In light of the annual review conducted by the then NC (now NRC), the Board is of the view that the current Board composition is appropriate in terms of its membership and size.

The Board is well-represented by individuals with diverse professional backgrounds and experience in the areas of finance, accounting, economics, law, business, systems implementation and software products. The diversity of skill, experience and knowledge of its members in these various disciplines and professions allows the Board to address and/or to resolve any related issues in an effective and efficient manner.

There is also a balance in the Board composition with the presence of INEDs of the necessary calibre and experience to carry sufficient weight in Board discussions and decisions. These individuals, together with the Non-Independent Non-Executive Directors, are highly experienced. Their willingness to challenge the Management without apprehension with pertinent questions and to debate constructively during Board meetings helps to reinforce the checks and balances of the Board's decision-making process.

While all the Directors hold equal responsibility for the Group's operations, the role of the INEDs is particularly important in providing an independent view, advice and judgment that take into account the interests of the Group, shareholders, employees and communities in which the Group conducts its businesses.

The Profile of the Directors are presented on pages 26 to 28 of Volume 1 of this Annual Report.

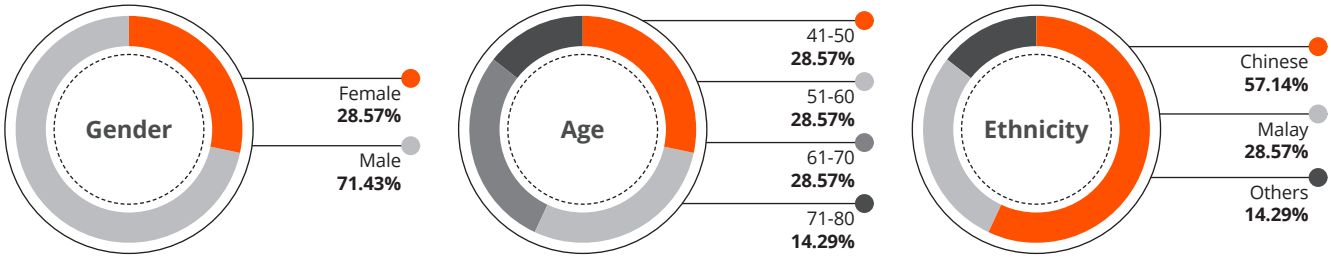
Reinforce Independence

The then NC (now NRC) is responsible for assessing the independence of INED annually. This assessment is based on the independent and constructive views, deliberations and contributions put forward by the INED during the Board meetings. This process is conducted through the Assessment of Independence of INED as part of the annual Board Evaluation. The criteria for assessing independence as developed by the then NC (now NRC) are applied upon admission, annually and when any new interest or relationship develops.

The then NC (now NRC) and the Board have, upon their assessment, concluded that the INEDs continue to demonstrate conduct and behaviour that are essential indicators of independence and their ability to act in the best interests of the Company. It has determined that they continue to fulfil the definition of independence as set out in the MMLR.

The Board acknowledges the vital need for diversity to ensure good governance practice and to enhance the efficient functioning of the Board. The Board believes the appointment of new members is guided by the skills, experience, competency and knowledge of the individual candidate(s). Any potential Board candidate will be assessed, wherever reasonably possible, in line with the Board Diversity Policy of the Company.

As at FPE 31 October 2025, the Board's diversity breakdown is depicted in the following matrix:



The Then NC (Now NRC) Report

The NC was merged with the RC into one Committee, namely, NRC with effect from 30 December 2025. The then NC (now NRC) is responsible for screening, evaluating and recommending suitable candidates to the Board for appointment as Directors, as well as filling vacant seats of the Board Committees as and when they may arise.

The then NC (now NRC) is comprised, in the majority, of INEDs with the Chairman being independent and able to contribute effectively to the then NC (now NRC). Meetings of the then NC (now NRC) are held as and when required, and at least once a year. The current composition of the then NC (now NRC) is as set out on page 24 of Volume 1 of this Annual Report.

The TOR of the NRC are available for reference at the Company's website: https://www.omesti.com/policy/.

During FPE 31 October 2025, three (3) NC meetings were held. The NC carried out the following activities:

- Assessed the size, composition and effectiveness of the Board Committees and each of its members;
- Reviewed the overall composition of the Board in terms of appropriate size, required mix of skills, experience, core competencies and effectiveness, as well as adequacy of balance between Executive Directors and INEDs;
- Evaluated each Director's performance and ensured no conflict of interest;
- Assessed and confirmed the independence of the INEDs;
- Reviewed the term of office and performance of the ARMC and each of its members;
- Reviewed and made recommendations to the Board with regard to Directors seeking re-election at the Company's 24th Annual General Meeting (AGM);
- Evaluated the training needs of the Board; and
- Reviewed and discussed the re-designation of Director and changes to the composition of the Board Committees

Details on the criteria used in the selection and election process of Directors, as well as the assessment undertaken by the NC, together with the criteria used for such assessment, are set out in the CG Report.

Principle A
Board Leadership & Effectiveness

Directors' Training

The Directors are mindful of the need for continuous training to keep abreast of new developments in the technology sector and regulatory environment. As such, they are encouraged to attend forums, seminars, workshops and conferences facilitated by external professionals in accordance with their respective needs in discharging their duties as Directors.

During the financial period under review, the NC reviewed and evaluated the training needs of the Directors and encouraged the individual Directors to identify and pursue their respective training needs. The Company Secretary has also periodically informed the Directors of the availability of appropriate courses, conferences and seminars. The Directors have been encouraged to attend such training at the Company's expense.

All the Directors of the Company have attended and successfully completed Part I and Part II of the Mandatory Accreditation Programme prescribed under the MMLR. In addition, the training/courses attended by the Directors during FPE 31 October 2025 are as follows:

Director	Training/Courses Attended	Date
YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz	Majlis Ceramah Umum -"AI: Transforming Education, Empowering Society and Shaping the Future"	08.05.2024
	Third Session of the Constitution and Rule of Law Series - Federal and State Powers – Consonance or Conflict?	09.05.2024
	SEA Human Dignity Conference 2024 - Royal Address by Sultan Nazrin Shah	06.08.2024
	JC Distinguished Speakers Series: Special lecture by Lord Simon McDonald from the University of Cambridge - Changing Diplomacy in the Twenty-first Century	18.09.2024
	Khazanah Megatrends Forum 2024	07 & 08.10.2024
	LSEASM coffee session with Dr Michael Muthukrishna	09.10.2024
	Unit Peneraju Agenda Bumiputera	14.10.2024
	Syarahan Canselor Tuanku Muhriz " Tadbir Urus Dan Integriti - Satu Pandangan" oleh TS DS Dr Syed Hamid Albar	05.11.2024
	Simposium Parlimen Malaysia 2024 bertemakan Parlimen: Tunjang Semak Imbang Negara	08.11.2024
	Seminar on business opportunities within Pacific Alliance	03.12.2024
	Forum "A Holistic Approach To Address Hate Speech"	17.01.2025
	Mandatory Accreditation Programme Part II: Leading for Impact (LIP)	22 & 23.01.2025
	Nordic Day Forum: Malaysia & the Nordics: Partnering for a Greener Future	08.05.2025
	ALC 2025 - Dialogue session with Hon. Rishi Sunak	20.05.2025
	"The Journey into the AI Age: Game Changer for Your Digital Transformation Era"	17.06.2025
	Fireside chat - Dr Ang Swee Chai (Palestinian activist)	11.08.2025
	Now & Future 2025 Conference Plenary Speech - Humanitarian Aid: More than just Soft Power	17.09.2025
	Sunway Leaders Conference 2025/26	22.09.2025
	Khazanah Megatrends Forum 2025	12.10.2025
	ASEAN Inclusive Growth Summit 2025	24.10.2025
	ASEAN in Economically Turbulent Times. What is the way ahead - guests speaker 14th President of the Philippines H.E. Gloria Macapagal Arroyo	24.10.2025
	ASEAN Business and Investment Summit	25 & 26.10.2025

Director	Training/Courses Attended	Date
YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz (Cont'd.)	Brazil-Malaysia Business Forum	26.10.2025
	ASEAN Indo-Pacific Forum	27.10.2025
	Launch - Perspectives on Public Law: Essays on Fundamental Rights	28.10.2025
	Syarahan Canselor Tuan Yang Terutama Kay Rala Xanana Gusmão Perdana Menteri Republik Demokratik Timor-Leste	29.10.2025
Dato' Sri Thong Kok Khee *(resigned on 4 February 2026)*	Mandatory Accreditation Programme Part II: Leading for Impact (LIP)	26 & 27.05.2025
Monteiro Gerard Clair	Mandatory Accreditation Programme Part II : Leading for Impact (LIP)	22 & 23.01.2025
Mah Xian-Zhen	The S in ESG matters: Here's why!	08.05.2024
	Mandatory Accreditation Programme Part II: Leading for Impact (LIP)	03 & 04.07.2024
	Company Secretaries Training Programme Essential 1.0 (Part B)	06.11.2024
	Capital Reduction By Solvency Statement	20.03.2025
Tan Wee Hoong	Mandatory Accreditation Programme Part II : Leading for Impact (LIP)	09 & 10.09.2024
Syed Md Najib Bin Syed Md Noor *(Appointed on 11 March 2025)*	Mandatory Accreditation Programme (MAP)	23 & 24.04.2025
	Mandatory Accreditation Programme Part II : Leading for Impact (LIP)	22 & 23.09.2025
Pauline Teh @ Pauline Teh Abdullah *(Appointed on 13 June 2025 and resigned on 4 February 2026)*	Mandatory Accreditation Programme Part II: Leading for Impact (LIP)	07 & 08.10.2025

During the Board Committee and Board meetings, the Directors continuously receive briefings and updates from the Management, External Auditors, Company Secretaries and Internal Auditors on a variety of topics. These include, but are not limited to, the Group's businesses and operations, risk management activities, corporate governance, finance, new developments in the business environment, new regulations and statutory requirements.

The Board will continue to evaluate and determine the training needs of its Directors to enhance their skills and knowledge.

Re-election of Directors

In accordance with the Company's Constitution, one third (1/3) of the Directors for the time being shall retire from office and be eligible for re-election at each AGM. This is provided always that all Directors shall retire from office once every three (3) years but shall be eligible for re-election. The Directors to retire every year shall be those who have been longest in office since their last election.

The Constitution of the Company further provides that Directors who are appointed by the Board to fill a casual vacancy, or as an addition to the existing Board, are subject to re-election by the shareholders at the next AGM following their appointment.

Principle A
Board Leadership & Effectiveness

C) REMUNERATION

Directors' Remuneration

The remuneration of the Executive and Non-Executive Directors paid/payable by the Group for the financial period under review is as set out in the accompanying table:

Category	Fees (RM)	Salaries (RM)	Defined contribution plan (RM)	Benefits-In-Kind (RM)	Equity compensation benefits (RM)	Other emoluments (RM)	Total (RM)
Executive Director							
Monteiro Gerard Clair	–	300,000.00[1]	35,800.00	–	–	1,527.00	337,327.00
Non-Executive Director							
YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz	152,000.00	–	–	–	–	21,000.00[2]	173,000.00
Dato' Sri Thong Kok Khee *(resigned on 4 February 2026)*	31,666.67	–	–	–	–	10,000.00[2]	41,666.67
Mah Xian-Zhen	79,166.67	–	–	–	–	14,000.00[2]	93,166.67
Tan Wee Hoong	95,000.00	–	–	–	–	29,000.00[2]	124,000.00
Syed Md Najib Bin Syed Md Noor *(Appointed on 11 March 2025)*	38,387.10	–	–	–	–	9,000.00[2]	47,387.10
Pauline Teh @ Pauline Teh Abdullah *(appointed on 13 June 2025 and resigned on 4 February 2026)*	32,200.00	–	–	–	–	4,000.00[2]	36,200.00
Danny Hoe Kam Thong *(Resigned on 26 November 2024)*	55,066.66	–	–	–	–	11,000.00[2]	66,066.66

(1) *Salaries paid by the Company for acting as Executive Director*
(2) *Other emoluments paid by the Company comprised meeting allowance*

Principle B

Effective Audit & Risk Management

A) ARMC [NOW AC]

As at 31 October 2025, the ARMC comprises three (3) members, all of whom are Independent Non-Executive Directors.

During FPE 31 October 2025, the ARMC saw changes to its composition with the resignation of Danny Hoe Kam Thong as the Chairman of ARMC on 26 November 2024. On 31 May 2024, YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz (Tunku Zain) was appointed as a member of ARMC. Tunku Zain ceased as a member following the appointments of Pauline Teh @ Pauline Teh Abdullah as the Chairperson and Syed Md Najib Bin Syed Md Noor as a member of ARMC, all on 13 June 2025.

After the financial period under review, the Board resolved to split the ARMC into 2 separate committees i.e. AC and RMSC with effect from 30 December 2025.

On 4 February 2026, Pauline Teh @ Pauline Teh Abdullah resigned as the Chairperson and Haikel Bin Ismail was appointed as the Chairman on 11 February 2026.

The composition of both AC and RMSC are set out in page 24 of Volume 1 of this Annual Report.

The then ARMC (now AC) undertakes an annual assessment of the suitability and independence of the External Auditors in accordance with the External Auditor Independence Policy. Having satisfied itself with their performance and fulfilment of criteria as set out in the policy, the then ARMC (now AC) will recommend their re-appointment to the Board, after which the shareholders' approval will be sought at the subsequent AGM.

Assurance is sought from the External Auditors throughout the conduct of the audit engagement in confirming their independence in accordance with the terms of all relevant professional and regulatory requirements.

The ARMC Report is presented on pages 51 to 53 of Volume 1 of this Annual Report.

B) RISK MANAGEMENT FRAMEWORK

Details on the key features of the risk management framework are set out in the Statement on Risk Management & Internal Control on pages 57 to 50 of Volume 1 of this Annual Report.

C) INTERNAL AUDIT FUNCTION

Details of the Group's internal control systems and the state of internal controls are further elaborated under the Statement on Risk Management & Internal Control. This Statement which has been reviewed by the Company's External Auditors, is provided separately on pages 57 to 50 of Volume 1 of this Annual Report.

Principle C

Integrity in Corporate Reporting & Meaningful Relationship with Stakeholders

A) COMMUNICATION WITH STAKEHOLDERS

The Board recognises the importance of communication and proper dissemination of information to its shareholders and investors. Through extensive disclosures of appropriate and relevant information, the Company aims to effectively provide shareholders and investors with information to maintain transparency and accountability. In this respect, the Company keeps shareholders informed via announcements and timely release of quarterly financial reports, press releases, annual reports and circulars to shareholders.

Shareholders and members of the public may obtain information on the Group's operations and activities, as well as press releases, announcements and financial information, etc. from the Company's website: https://www.omesti.com/our-announcement/.

In line with this, a Shareholders' Communication Policy has been adopted by the Company which sets out the framework that it has put in place to promote effective communication with the shareholders. This enables the shareholders to engage actively with the Company and exercise their rights as shareholders in an informed manner. The Shareholders' Communication Policy is available for reference at the Company's website: https://www.omesti.com/policy/.

B) CONDUCT OF GENERAL MEETINGS

The Annual General Meeting (AGM) and other meetings of the shareholders, including any Extraordinary General Meeting (EGM) of the Company, are the principal forums for dialogue and interaction with shareholders. At such meetings, individual shareholders may raise questions or concerns with regard to the Company as a whole. Shareholders are also encouraged to participate in question and answer sessions. The Board, Senior Management and relevant advisors are on hand to answer questions raised and provide clarifications as required.

The Company leveraged on technology by conducting its 24th AGM as virtual session. This was conducted via a secure digital platform. All Directors including the Chairman were in attendance at the designated broadcast venue.

The notice for the 24th AGM was provided more than 28 days in advance to enable shareholders to make adequate preparation. Shareholders attending the 24th AGM were able to participate, speak (in the form of real-time submission of typed texts) and cast their votes in real time via the electronic voting facilities provided by the meeting platform. The remote poll voting results were validated by an independent scrutineer and made available immediately following the broadcast.

To ensure the effective participation of and engagement with shareholders at the last physical EGM held on 24 September 2025, the Chairman encouraged the shareholders to participate in the Questions and Answers session on the resolutions being proposed. The Chairman of the Board and Board Committees, Executive Director, Management, External Auditors and advisers were in attendance to respond to the shareholders' queries. The voting at the last EGM were conducted through electronic voting system to facilitate greater shareholders' participation, as well as to expedite verification and counting of votes.

COMPLIANCE STATEMENT

This Statement on the Company's corporate governance practices is made in compliance with the MMLR. Having reviewed and deliberated this Statement, the Board is satisfied that, to the best of its knowledge, for the financial year under review the Company is substantially in compliance with the principles and practices set out in the MCCG 2021, as well as the relevant paragraphs under the MMLR.

This statement has been presented and approved by the Board at its meeting held on 23 February 2026.

STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROL

INTRODUCTION

The Malaysian Code on Corporate Governance requires the Board of Directors ("the Board") to maintain a sound system of risk management and internal control to safeguard shareholders' investments and the Group's assets. The Board of Omesti Berhad ("Omesti" or "the Group") is committed to maintaining a sound system of internal control and effective risk management as part of its ongoing efforts to uphold good corporate governance.

This Statement on Risk Management & Internal Control ("Statement") is prepared in accordance with Paragraph 15.26(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and Practice Note 9, and covers the 19-month period ended 31 October 2025.

BOARD RESPONSIBILITIES

The Board affirms its overall responsibility for the Group's system of risk management and internal control, including the establishment of an appropriate control environment and framework as well as the ongoing review of its adequacy and integrity.

The system is designed to identify, evaluate and manage risks faced by the Group in order to safeguard shareholders' investments and the Group's assets, and covers financial, organisational, operational and compliance controls, including corporate governance, risk management and contingency planning where appropriate.

The Board recognises that due to inherent limitations, any system of internal control can only provide reasonable, and not absolute, assurance against material misstatement, losses or fraud.

The system of internal control primarily applies to the Group's operating subsidiaries and does not extend to associates, inactive or dormant companies.

SYSTEM OF INTERNAL CONTROL

KEY FRAMEWORK

The Group's risk management framework is continuously monitored and reviewed to ensure that risks and controls remain relevant and responsive to the evolving operating environment. Management is responsible for identifying, assessing and managing risks, as well as implementing and maintaining appropriate internal controls and ensuring compliance with applicable laws and regulations.

During the 19-month period ended 31 October 2025, the Internal Audit function carried out a series of risk-based internal audit reviews over six (6) consecutive quarters, in accordance with the approved Internal Audit Plan and under the oversight of the Audit & Risk Management Committee ("ARMC").

The internal audit activities undertaken during the period included:

- Followed up on past audit issues across key functions to monitor progress and ensure corrective actions were implemented.
- Reviewed the performance of Formis Network Services Sdn Bhd to assess operational efficiency, accuracy and timeliness of information, and areas for improvement.
- Assessed the Bemed Group's performance and internal controls, focusing on the reliability of financial and operational information and opportunities to strengthen effectiveness.
- Reviewed the Group's revenue and collection processes to assess internal controls, compliance with policies, approval limits and regulatory requirements.
- Conducted a review of Omesti BI Sdn Bhd, covering business operations, regulatory compliance, information security, financial controls and cashflow management.

STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROL (CONT'D.)

The results of these reviews have been reported at the Group's quarterly Audit & Risk Management Committee (ARMC) meetings and at Board meetings for discussion and deliberation. Resolution and actions with set timelines were agreed upon to mitigate any risks identified.

Other key elements of the Group's internal control system include:

- A clearly defined organisational and management structure, with well-established lines of responsibility, authority and accountability, including appropriate segregation of duties and approval limits;
- Clearly articulated delegation of authority to the Board Committees, Senior Management and operating units within the Group, supported by defined authorisation levels governing key business and operational decisions;
- Documented Standard Operating Procedures ("SOPs") for selected key processes across the Group, which are consistently applied to all operating units and periodically reviewed to reflect changes in business activities, risk exposures and regulatory requirements, as well as to enhance operational efficiency and accountability;
- Segregation of duties and centralised controls over key functions, including accounting, finance and treasury, legal, order processing, human resources and regulatory matters, to reduce the risk of error, fraud and collusion;
- Formal business planning and budgeting processes, whereby Heads of Operating Units discuss and review their annual business plans and budgets with their respective reporting superiors as part of the Group's performance management framework;
- Timely and structured reporting to the Board, including quarterly Board papers and reports from Board Committees and subsidiaries, to enable effective oversight of the Group's financial performance, operational matters and risk profile; and
- Periodic independent reviews by the outsourced Internal Auditors to assess the adequacy and effectiveness of internal controls, the integrity and reliability of financial information, and the level of compliance with established policies and procedures, with recommendations provided to Management for continuous improvement.

GOVERNANCE MECHANISM

Heads of Operating Units regularly meet with Senior Management to review business plans, assess the status of ongoing projects and pipelines, and discuss operational, financial and risk-related matters affecting their respective units.

Senior Management conducts periodic reviews of the Group's and each business segment's financial performance, which serve as a structured platform for monitoring progress against budgets and strategic objectives. These reviews also provide an avenue for timely identification, discussion and escalation of any issues or concerns relating to financial performance, operational effectiveness or the achievement of the Group's strategic goals.

ENTERPRISE RISK MANAGEMENT FRAMEWORK

The Board's approach to risk management is directed towards supporting the achievement of the Group's business objectives while managing and mitigating risks arising from the Group's key operations and activities.

The Group defines risk as any event or circumstance that may affect its ability to achieve strategic, operational, financial, reputational or compliance objectives. Risks are assessed based on their likelihood of occurrence and potential impact. Appropriate risk responses and mitigation measures are identified and implemented to minimise potential losses, uncertainties and missed opportunities.

The Group has established an Enterprise Risk Management framework that provides a structured and systematic process for the identification, evaluation and prioritisation of risks. The framework clearly defines risk ownership, accountability and escalation procedures for significant risks, supported by ongoing oversight at Management and Board levels.

The risk management framework and risk register are reviewed periodically to ensure that risks, controls and mitigation measures remain relevant and responsive to changes in the Group's operating environment.

In the Group's periodic reviews, among the insights gained by the Board and the Management are methods of measuring risks and opportunities, and the Board reached a consensus that a more scientific approach is needed, and management has taken steps in moving toward this direction. Besides, the Board and Management have in general developed greater awareness and scrutiny towards its governance, especially in the Group's IT security and control and project risks.

ASSURANCE MECHANISM

The Audit & Risk Management Committee ("ARMC") is delegated by the Board with oversight responsibilities relating to the Group's accounting, financial reporting and assurance processes. The ARMC also reviews and monitors the adequacy and effectiveness of the Group's system of risk management and internal control, and ensures that an appropriate combination of assurance activities is in place to provide the level of assurance required by the Board.

The ARMC periodically receives and evaluates reports from the Group's independent assurance providers. The Internal Audit function provides the ARMC with independent assessments on the adequacy and integrity of the Group's internal control system through audits conducted across various operating units.

The External Auditors provide independent assurance through their annual statutory audit of the Group's financial statements. Matters arising from the audit, including areas for improvement, are communicated to the ARMC through management letters and are deliberated at ARMC meetings.

During the period under review, the ARMC met with the External Auditors without the presence of Management to discuss audit planning and to review audit findings.

Meeting at least on a quarterly basis, the ARMC monitors the implementation of agreed safeguards and reviews the progress of management's remedial actions to ensure that appropriate risk management and internal control processes remain in place.

INTERNAL AUDIT FUNCTION

The Group's internal audit function is outsourced to Quadrant Biz Solutions Sdn Bhd, an independent professional firm appointed to provide internal audit services to the Group. The Internal Auditors report functionally to the Audit & Risk Management Committee ("ARMC"), thereby maintaining independence from Management.

The Internal Audit function provides the ARMC and the Board with reasonable assurance on the adequacy, effectiveness and integrity of the Group's system of internal control, risk management and governance processes. This is achieved through the conduct of regular and systematic audits across the Group's operating units.

A risk-based Internal Audit Plan is prepared by the Internal Auditors and presented to the ARMC for approval. The audit plan is developed based on, among others, the nature and scale of business activities of the operating units, key risk areas, prior audit findings, emerging risks and opportunities for improvement.

The Internal Audit Plan is reviewed and reassessed periodically to ensure that it remains relevant and aligned with the Group's business objectives, strategies and the evolving operating environment.

COMMENTARY ON ADEQUACY & EFFECTIVENESS

The risk management and internal control systems described above were in place throughout the 19-month period ended 31 October 2025 and up to the date of approval of this Statement for inclusion in the Annual Report.

STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROL (CONT'D.)

In making this Statement, the Board has received assurance from the Executive Directors and the Chief Financial Officer that the Group's risk management and internal control systems are operating adequately and effectively in all material aspects.

Based on the monitoring and reporting processes established during the period under review, the Board is of the opinion that the Group's system of risk management and internal control provides reasonable assurance in safeguarding shareholders' investments, the Group's assets and the interests of customers, regulators, employees and other stakeholders. These processes also support the timely identification and management of the Group's principal risks that may impact the achievement of its business objectives.

REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

As required by Paragraph 15.23 of the MMLR of Bursa Securities, the External Auditors have reviewed this Statement on Risk Management & Internal Control, and reported to the Board that nothing has come to their attention that causes them to believe that the Statement on Risk Management & Internal Control intended to be included in the Annual Report for the financial period ended 31 October 2025 has not been prepared, in all material aspects, in accordance with the disclosures required by paragraphs 41 and 42 of the Statement on Risk Management & Internal Control: Guidelines for Directors of Listed Issuers, nor is the Statement on Risk Management & Internal Control factually inaccurate.

The limited assurance review was performed in accordance with the Malaysian Approved Standard on Assurance Engagements, ISAE 3000 (Revised), Assurance Engagements Other than Audits or Reviews of Historical Financial Information and Audit & Assurance Practice Guide (AAPG) 3 Guidance for Auditors on Engagements to Report on the Statement on Risk Management & Internal Control Included in the Annual Report which does not require the External Auditors to form an opinion on the adequacy and effectiveness of the risk management and internal control systems of the Group.

CONCLUSION

There was no major internal control weakness identified that may result in any material loss or uncertainty that would require disclosure in the Annual Report. The Group will continue to take measures to strengthen the internal control and risk management environment.

This statement is made in accordance with approval from the Board of Directors dated 23 February 2026.

AUDIT & RISK MANAGEMENT COMMITTEE REPORT

The Audit & Risk Management Committee (ARMC) was established by the Board of Directors (Board) to assist in fulfilling its fiduciary responsibilities relating to corporate governance, system of internal controls, risk management processes and management and financial reporting practices of the Group.

As at 31 October 2025, the ARMC comprises three (3) members, all of whom are Independent Non-Executive Directors, as follows:

Pauline Teh @ Pauline Teh Abdullah
(Chairperson)

Tan Wee Hoong

Syed Md Najib Bin Syed Md Noor

During the financial period from 1 April 2024 to 31 October 2025 (FPE 31 October 2025), the ARMC saw changes to its composition with the resignation of Danny Hoe Kam Thong as the Chairman of ARMC on 26 November 2024. On 31 May 2024, YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz (Tunku Zain) was appointed as a member of ARMC. Tunku Zain ceased as a member following the appointments of Pauline Teh @ Pauline Teh Abdullah as the Chairperson and Syed Md Najib Bin Syed Md Noor as a member of ARMC, all on 13 June 2025.

After the financial period under review, the Board resolved to split the ARMC into 2 separate committees i.e. Audit Committee (AC) and Risk Management and Sustainability Committee (RMSC) with effect from 30 December 2025. The composition of both AC and RMSC are set out in Page 24 of Volume 1 of this Annual Report.

On 4 February 2026, Pauline Teh @ Pauline Teh Abdullah resigned as the Chairperson and Haikel Bin Ismail was appointed as the Chairman on 11 February 2026.

In compliance with the composition ruling, the then ARMC (now AC) Chairperson/Chairman fulfills the requirements of Paragraphs 15.09(1)(c)(i) and 15.10 of the Main Market Listing Requirements (MMLR) of Bursa Malaysia Securities Berhad (Bursa Securities). They are also not the Chairman of the Board, which is in line with Practice 9.1 under the Malaysian Code on Corporate Governance 2021 (MCCG 2021).

TERMS OF REFERENCE

The ARMC is guided by its Terms of Reference (TOR) in performing its duties and discharging its responsibilities. The TOR are available for reference at the Company's website: https://www.omesti.com/policy/.

MEETINGS & ATTENDANCE

During the FPE 31 October 2025, the ARMC held a total of eight (8) meetings. The attendance record of the respective members is as follows:

Committee Members	Total Meetings Attended
Tan Wee Hoong	8/8
Pauline Teh @ Pauline Teh Abdullah *(Appointed on 13 June 2025 and resigned on 4 February 2026)*	1/1
Syed Md Najib Bin Syed Md Noor *(Appointed on 13 June 2025)*	1/1
YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz *(Appointed on 31 May 2024 and ceased on 13 June 2025)*	6/6
Danny Hoe Kam Thong *(Resigned on 26 November 2024)*	3/4
Haikel Bin Ismail *(Appointed on 11 February 2026)*	N/A

Attendance at all ARMC meetings met the requisite quorum as stipulated in the TOR.

The ARMC meetings were also attended by the Senior Finance Manager, representatives of the Internal Auditors and External Auditors and the Company Secretary.

The Company Secretary acts as the ARMC secretary in all ARMC meetings. Minutes of each ARMC meeting were recorded and tabled for confirmation at the following ARMC meeting and subsequently presented to the Board for notation.

AUDIT & RISK MANAGEMENT COMMITTEE REPORT (CONT'D.)

SUMMARY OF ACTIVITIES

During the FPE 31 October 2025, the ARMC carried out the following activities:

FINANCIAL REPORTING

- Reviewed and discussed the quarterly financial results of the Group including draft announcements pertaining thereto before recommending the same for the Board's consideration and approval; and
- Reviewed and deliberated the audited financial statements of the Company and Group for FPE 31 March 2024 and recommended the same for the Board's approval.

INTERNAL AUDIT

- Reviewed and considered the Internal Auditors' scope of work, audit plans and fees for the Group to ensure adequate scope and comprehensive coverage over the activities of the Group;
- Reviewed and discussed the internal audit's direction;
- Reviewed and deliberated on the status report and recommendations for corrective action plans as submitted by the Internal Auditors and received regular updates on the implementation of these plans by the Group;
- Reviewed and considered the Enterprise Risk Management Report; and
- Reviewed and deliberated on the Internal Audit Reports of operating subsidiaries as prepared on completion of each internal audit assignment.

EXTERNAL AUDIT

- Reviewed and evaluated the performance and independence of the External Auditors, BDO PLT, before recommending their re-appointment to the Board for consideration;
- Reviewed and considered the Audit Review Memorandum of the Company;
- Reviewed and discussed with the External Auditors the scope of work, audit plan and fees for the statutory audit and thereafter recommended to the Board for approval; and
- Held private sessions with the External Auditors during the year without the presence of any Executive Director and Management to review and discuss key audit issues. These discussions also covered the assistance provided by the Management of the Group to the External Auditors and any difficulties and issues encountered during the course of audit.

RELATED PARTY TRANSACTIONS

- Reviewed and discussed related party transactions entered into within the Company or the Group, including any transaction, procedure or course of conduct that raise questions of Management integrity; and
- Reviewed the Statement by the ARMC to be included in the Circular to Shareholders in relation to the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.

OTHER MATTERS

- Reviewed and discussed with the External and Internal Auditors issues affecting the operations of the Group as well as the necessary remedial actions, and thereafter reported the same to the Board;
- Reported to the Board on its activities and any significant issues and results;
- Reviewed the Statement on Risk Management & Internal Control and the ARMC Report prior to submission to the Board for consideration and inclusion in the Annual Report of the Company; and
- Reviewed the Group Environmental, Social and Governance Reporting.



INTERNAL AUDIT FUNCTION

The internal audit function of the Group was performed for FPE 31 October 2025 by Quadrant Biz Solutions Sdn Bhd (QBS), a professional firm. The selected internal audit team is independent of the activities audited by them and the External Auditors.
The principal responsibility of the internal audit function is to evaluate the effectiveness of risk management, control and governance processes. The Internal Auditors undertake internal audits based on the Audit Plan that is reviewed and approved by the ARMC. They report directly to the ARMC.

During FPE 31 October 2025, the Internal Auditors conducted internal control reviews on certain operating subsidiaries' functions and procedures, and recommended action plans for improvement by the Management. The final Audit Reports containing audit findings and recommendations, together with the Management's responses thereto, were circulated to all members of the ARMC.

Areas of improvement identified were communicated to the Management for further action. All Internal Audit Reports were reviewed and discussed at the ARMC meetings. Follow-up reviews will subsequently be performed to ascertain the extent of implementation of the recommended corrective action for improvements. The ARMC continuously monitors the state of internal controls of the Group and reports to the Board on a regular basis.

Further details of the internal audit function are set out in the section on the Statement on Risk Management & Internal Control on pages 47 to 50 of Volume 1 of this Annual Report.

STATEMENT ON DIRECTORS' RESPONSIBILITY FOR PREPARING THE FINANCIAL STATEMENTS

The Directors are responsible for ensuring that the audited financial statements of the Group and of the Company are drawn up in accordance with the provisions of the Companies Act 2016, the Main Market Listing Requirements (Main LR) and the requirements of the applicable approved Financial Reporting Standards issued by the Malaysian Accounting Standards Board (MASB).

The Directors are also responsible for ensuring that the audited financial statements of the Group and the Company present a true and fair view of the state of affairs of the Group and of the Company as at the financial year end and of their financial performance and cash flows for the financial year then ended.

In preparing the audited financial statements of the Group and of the Company for the financial period from 1 April 2024 to 31 October 2025, the Directors have ensured that appropriate and relevant accounting policies have been adopted and consistently applied, reasonable and prudent judgments and estimates have been exercised and going concern basis adopted.

The Directors are responsible for ensuring that the Group and the Company keep accounting records which disclose with reasonable accuracy the financial position of the Group and the Company and enable them to ensure that the financial statements comply with the Companies Act 2016, the Main LR and the requirements of the applicable approved Financial Reporting Standards issued by the MASB.

The Directors have overall responsibility for taking such steps that are reasonably available to them to safeguard the assets of the Group and the Company to prevent and detect fraud and other irregularities.





ANALYSIS OF SHAREHOLDINGS

As at 4 February 2026

ORDINARY SHARES

Total number of issued shares	:	2,322,420,612 ordinary shares
Class of Shares	:	Ordinary Shares
Voting Rights	:	One (1) vote per ordinary share on a poll
Number of Shareholders	:	5,895

DISTRIBUTION OF SHAREHOLDERS

According to statistical summary of the Record of Depositors as at 4 February 2026

Size of Holdings	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Issued Capital
Less than 100 issued shares	655	11.11	23,372	0.00
100 to 1,000 issued shares	2,431	41.24	850,115	0.04
1,001 to 10,000 issued shares	1,273	21.59	7,016,025	0.30
10,001 to 100,000 issued shares	1,071	18.17	41,521,573	1.79
100,001 to less than 5% of issued shares	461	7.82	1,194,657,485	51.44
5% and above of issued shares	4	0.07	1,078,352,042	46.43
Total	**5,895**	**100.00**	**2,322,420,612**	**100.00**

LIST OF THIRTY LARGEST SHAREHOLDERS

According to the Record of Depositors as at 4 February 2026

	Name	No. of Shares Held	%
1.	Citigroup Nominees (Tempatan) Sdn Bhd Kenanga Investors Berhad for Teguh Sedaya Sdn. Bhd.	524,177,200	22.57
2.	CIMB Group Nominees (Tempatan) Sdn Bhd CIMB Commerce Trustee Berhad For Kenanga Yield Enhancement Fund	209,922,000	9.04
3.	RHB Nominees (Tempatan) Sdn Bhd OSK Capital Sdn Bhd for Mah Siew Kwok	199,455,056	8.59
4.	Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Mah Siew Kwok	144,797,786	6.23
5.	RHB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Monteiro Gerard Clair	85,130,300	3.67
6.	Berjaya Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Kok Tiu Wan	83,500,000	3.60
7.	Gryphon Asset Management Sdn Bhd	70,319,000	3.03
8.	M & A Nominee (Tempatan) Sdn Bhd Insas Credit & Leasing Sdn Bhd for H2O Holdings Sdn Bhd	66,273,700	2.85
9.	Affin Hwang Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account for Mettiz Capital Sdn. Bhd.	56,376,000	2.43
10.	Citigroup Nominees (Tempatan) Sdn Bhd Exempt An for Kenanga Investors Bhd	53,877,000	2.32
11.	RHB Capital Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Low Choon Chong	30,935,000	1.33

ANALYSIS OF SHAREHOLDINGS (CONT'D.)

As at 4 February 2026

	Name	No. of Shares Held	%
12.	Cimsec Nominees (Tempatan) Sdn Bhd CIMB for Doh Jee Ming (PB)	30,000,000	1.29
13.	Berjaya Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Chew Lai Har	28,500,000	1.23
14.	Citigroup Nominees (Tempatan) Sdn Bhd Kenanga Investors Berhad for Amanah Raya Berhad (TRUSTEECMONFD)	26,420,000	1.14
15.	Cartaban Nominees (Tempatan) Sdn Bhd RHB Trustees Berhad for Kenanga Islamic Absolute Return Fund	24,372,200	1.05
16.	Alliancegroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Toh Hong Chye (7004332)	20,000,000	0.86
17.	Citigroup Nominees (Asing) Sdn Bhd Exempt An for Bank Of Singapore Limited (Foreign)	19,587,500	0.84
18.	Monteiro Gerard Clair	18,885,100	0.81
19.	Sim Lay Kiew	18,500,000	0.80
20.	Alliancegroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Mah Siew Kwok (3010711)	18,000,654	0.78
21.	Affin Hwang Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account for Tang Vee Mun (Datuk)	18,000,000	0.78
22.	Cimsec Nominees (Tempatan) Sdn Bhd CIMB for Lee Soi Gek (PB)	16,500,000	0.71
23.	Alliancegroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Mok E King (3010709)	15,713,800	0.68
24.	M & A Nominee (Asing) Sdn Bhd Montego Assets Limited	15,400,000	0.66
25.	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account - Ambank (M) Berhad For Insas Plaza Sdn Bhd	15,000,000	0.65
26.	Tate Capital Sdn Bhd	13,390,800	0.58
27.	Kok Tse Tyng	13,000,000	0.56
28.	Phillip Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Tan Siew Booy	12,526,000	0.54
29.	CGS International Nominees Malaysia (Tempatan) Sdn. Bhd. Pledged Securities Account for Wang Poh Chin (MY4776)	11,000,000	0.47
30.	Monteiro Gerard Clair	10,190,700	0.44
	Total	**1,869,749,796**	**80.51**

SUBSTANTIAL SHAREHOLDERS

According to the Register of Substantial Shareholders as at 4 February 2026

	Name	No. of Ordinary Shares Held			
		Direct Interest	%	Deemed Interest	%
1.	Citigroup Nominees (Tempatan) Sdn Bhd Kenanga Investors Berhad for Teguh Sedaya Sdn Bhd	524,177,200	22.57	–	–
2.	Dato' Mah Siew Kwok	366,961,496	15.80	5,088,000 (1)	0.22
3.	CIMB Commerce Trustee Berhad for Kenanga Yield Enhancement Fund	209,922,000	9.04	–	–
4.	Monteiro Gerard Clair	120,929,155	5.21	66,534,800 (3)	2.87
5.	Datin Seri Yasmin Hanim Arbee Binti Mohammed Isa Arbee	4,324,400	0.19	524,177,200 (2)	22.57
6.	Nur Atisya Binti Mohd Yunus	–	–	524,177,200 (2)	22.57

DIRECTORS' INTERESTS IN ORDINARY SHARES IN THE COMPANY

According to the Register of Directors' Shareholdings as at 4 February 2026

	OMESTI BERHAD	No. of Ordinary Shares Held			
		Direct Interest	%	Deemed Interest	%
1.	YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz	3,260,000	0.14	–	–
2.	Monteiro Gerard Clair	120,929,155	5.21	66,534,800 (3)	2.87
3.	Mah Xian-Zhen	3,553,110	0.15	30,935,000 (1)	1.33
4.	Tan Wee Hoong	–	–	–	–
5.	Syed Md Najib Bin Syed Md Noor	–	–	–	–
6.	Haikel Bin Ismail	–	–	–	–

Notes:

(1) Deemed interest by virtue of his/her spouse's interest in the Company pursuant to Section 59(11)(c) of the Companies Act 2016.

(2) Deemed interest by virtue of their substantial interest in Teguh Sedaya Sdn Bhd pursuant to Section 8(4) of the Companies Act 2016.

(3) Deemed interest by virtue of his substantial interest in H2O Holdings Sdn Bhd and his spouse's interest in the Company pursuant to Section 8(4) and 59(11)(c) of the Companies Act 2016.

ANALYSIS OF WARRANTS HOLDINGS

As at 4 February 2026

WARRANTS 2021/2026 (WARRANTS C)

Total number of outstanding Warrants C	:	279,011,983 Warrants C
Exercise price per Warrant C	:	RM0.45
Expiry date of Warrants C	:	31 March 2026
Number of Warrant C Holders	:	930

DISTRIBUTION OF WARRANT C HOLDERS

According to statistical summary of the Record of Depositors as at 4 February 2026

Size of Holdings	No. of Warrant C Holders	% of Warrant C Holders	No. of Warrants C Held	% of Issued Warrants C
Less than 100 issued Warrants C	144	15.48	7,966	0.00
100 to 1,000 issued Warrants C	71	7.63	26,811	0.01
1,001 to 10,000 issued Warrants C	163	17.53	680,081	0.24
10,001 to 100,000 issued Warrants C	277	29.78	10,499,680	3.77
100,001 to less than 5% of issued Warrants C	273	29.36	215,654,410	77.29
5% and above of issued Warrants C	2	0.22	52,143,035	18.69
Total	**930**	**100.00**	**279,011,983**	**100.00**

LIST OF THIRTY LARGEST WARRANT C HOLDERS

According to the Record of Depositors as at 4 February 2026

	Name	No. of Warrants C Held	%
1.	M & A Nominee (Tempatan) Sdn Bhd Insas Credit & Leasing Sdn Bhd for H2O Holdings Sdn Bhd	36,645,501	13.13
2.	M & A Nominee (Tempatan) Sdn Bhd Insas Credit & Leasing Sdn Bhd for Monteiro Gerard Clair	15,497,534	5.55
3.	Gryphon Asset Management Sdn Bhd	13,190,021	4.73
4.	Cimsec Nominees (Tempatan) Sdn Bhd CIMB for Ooi Peng Cuan (PB)	12,806,415	4.59
5.	Insas Plaza Sdn Bhd	10,387,871	3.72
6.	Affin Hwang Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account for Mettiz Capital Sdn. Bhd.	9,851,820	3.53
7.	Rohazifah Binti Samsudin	6,032,689	2.16
8.	RHB Capital Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Low Choon Chong	5,056,450	1.81
9.	Cartaban Nominees (Tempatan) Sdn Bhd Exempt An for Standard Chartered Bank Singapore Branch (BJSSSGBR-CL LCL)	5,055,326	1.81

	Name	No. of Warrants C Held	%
10.	Moomoo Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account for Mohd Ridzuan Bin Hussain	4,049,429	1.45
11.	M & A Nominee (Asing) Sdn Bhd Montego Assets Limited	4,036,771	1.45
12.	RHB Capital Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Jaganath Derek Steven Sabapathy	3,489,193	1.25
13.	Tan Siew Booy	3,479,172	1.25
14.	RHB Capital Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Ooi Peng Cuan	3,370,217	1.21
15.	Maybank Nominees (Tempatan) Sdn Bhd Mohd Nadzri Bin Misni	3,324,607	1.19
16.	Maybank Nominees (Tempatan) Sdn Bhd Chua Eng Ho Wa'a @ Chua Eng Wah	3,189,237	1.14
17.	Affin Hwang Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account for Tang Vee Mun (Datuk)	3,145,536	1.13
18.	Leong Wai Kong	2,848,845	1.02
19.	Dato' Sri Wong Ing Soon	2,808,627	1.01
20.	Mok E Yen	2,500,000	0.90
21.	Tan Per Lin	2,482,809	0.89
22.	Citigroup Nominees (Asing) Sdn Bhd Exempt An for Bank Of Singapore Limited (Foreign)	2,359,152	0.85
23.	Citigroup Nominees (Asing) Sdn Bhd Exempt An for UBS AG Singapore (Foreign)	2,321,862	0.83
24.	Muhammad Ammar Faris Bin Hasim	2,246,811	0.81
25.	Moomoo Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account for Muhammad Hazwan Bin Yusof	2,212,885	0.79
26.	Lim Swee Teng	2,210,113	0.79
27.	CGS International Nominees Malaysia (Tempatan) Sdn. Bhd. Pledged Securities Account for Tan Siew Booy (MY0267)	2,033,963	0.73
28.	Nah Chee Young	1,887,321	0.68
29.	M & A Nominee (Asing) Sdn Bhd For Winfields Development Pte. Ltd.	1,834,896	0.66
30.	Leow Ho Eng	1,797,449	0.64
	Total	**172,152,522**	**61.70**

ANALYSIS OF WARRANTS HOLDINGS (CONT'D.)

As at 4 February 2026

DIRECTORS' INTERESTS IN WARRANTS C IN THE COMPANY

According to the Register of Directors' Warrants C Holdings as at 4 February 2026

OMESTI BERHAD	No. of Warrants C Held			
	Direct Interest	%	Deemed Interest	%
1. YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz	–	–	–	–
2. Monteiro Gerard Clair	15,666,972	5.62	36,645,501 (1)	13.13
3. Mah Xian-Zhen	47,183	0.02	5,056,450 (2)	1.81
4. Tan Wee Hoong	–	–	–	–
5. Syed Md Najib Bin Syed Md Noor	–	–	–	–
6. Haikel Bin Ismail	–	–	–	–

Notes:

(1) Deemed interest by virtue of his substantial interest in H2O Holdings Sdn Bhd pursuant to Section 8(4) of the Companies Act 2016.

(2) Deemed interest by virtue of her spouse's interest in the Company pursuant to Section 59(11)(c) of the Companies Act 2016.

WARRANTS 2025/2030 (WARRANTS D)

Total number of outstanding Warrants D	:	131,763,761 Warrants D
Exercise price per Warrant D	:	RM0.10
Expiry date of Warrants D	:	5 November 2030
Number of Warrants D Holders	:	249

DISTRIBUTION OF WARRANT D HOLDERS

According to statistical summary of the Record of Depositors as at 4 February 2026

Size of Holdings	No. of Warrant D Holders	% of Warrant D Holders	No. of Warrants D Held	% of Issued Warrants D
Less than 100 issued Warrants D	5	2.00	300	0.00
100 to 1,000 issued Warrants D	12	4.82	6,039	0.00
1,001 to 10,000 issued Warrants D	86	34.54	410,092	0.31
10,001 to 100,000 issued Warrants D	91	36.55	3,663,180	2.78
100,001 to less than 5% of issued Warrants D	51	20.48	45,509,182	34.54
5% and above of issued Warrants D	4	1.61	82,174,968	62.37
Total	**249**	**100.00**	**131,763,761**	**100.00**

LIST OF THIRTY LARGEST WARRANT D HOLDERS

According to the Record of Depositors as at 4 February 2026

	Name	No. of Warrants D Held	%
1.	RHB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Monteiro Gerard Clair	30,000,000	22.77
2.	RHB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Mah Siew Kwok	27,335,768	20.75
3.	Gryphon Asset Management Sdn Bhd	14,063,800	10.67
4.	Citigroup Nominees (Tempatan) Sdn Bhd Exempt An for Kenanga Investors Bhd	10,775,400	8.18
5.	Citigroup Nominees (Tempatan) Sdn Bhd Kenanga Investors Berhad for Amanah Raya Berhad (TRUSTEECMONFD)	5,284,000	4.01
6.	Cartaban Nominees (Tempatan) Sdn Bhd RHB Trustees Berhad For Kenanga Islamic Absolute Return Fund	4,874,440	3.70
7.	Maybank Nominees (Tempatan) Sdn Bhd Maybank Private Wealth Management for Foong Kuok Jian (PW-M00088) (197120)	4,000,000	3.04
8.	CIMB Group Nominees (Tempatan) Sdn Bhd CIMB Commerce Trustee Berhad for Kenanga Yield Enhancement Fund	3,200,000	2.43
9.	M & A Nominee (Asing) Sdn Bhd Montego Assets Limited	3,080,000	2.34

ANALYSIS OF WARRANTS HOLDINGS (CONT'D.)

As at 4 February 2026

	Name	No. of Warrants D Held	%
10.	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account - Ambank (M) Berhad for Insas Plaza Sdn Bhd	3,000,000	2.28
11.	Tate Capital Sdn Bhd	1,813,760	1.38
12.	Yee Teck Choon	1,410,300	1.07
13.	M & A Nominee (Asing) Sdn Bhd For Winfields Development Pte. Ltd.	1,400,000	1.06
14.	Maybank Nominees (Tempatan) Sdn Bhd Maybank Private Wealth Management for Mohamed Nazim Bin Abdul Razak (PW-M00363) (408782)	1,200,000	0.91
15.	Mohd Khairizul Azuan Bin Mohamad Rizzuan	987,200	0.75
16.	Ling Ngok Hwa	840,000	0.64
17.	Lim Tien Li	820,000	0.62
18.	Mah Siew Seng	811,600	0.62
19.	HLIB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Chew Yik Wai	800,000	0.61
20.	RHB Capital Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Low Choon Chong	800,000	0.61
21.	CGS International Nominees Malaysia (Tempatan) Sdn. Bhd. Pledged Securities Account for Tan Siew Booy (MY3908)	772,520	0.59
22.	Phillip Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Lok Huey Ming	720,000	0.55
23.	Tunku Zain Al-Abidin Ibni Tuanku Muhriz	652,000	0.49
24.	Mah Xian-Zhen	600,622	0.46
25.	Amsec Nominees (Asing) Sdn Bhd KGI Securities (Singapore) Pte. Ltd. for Mah Siew Chuan (33488)	500,000	0.38
26.	Ting Seu Nguong	500,000	0.38
27.	UOBM Nominees (Tempatan) Sdn Bhd United Overseas Bank Nominees (Pte) Ltd for Monteiro Gerard Clair	500,000	0.38
28.	Mok E Yen	489,000	0.37
29.	HLIB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Koh Chee Meng	478,000	0.36
30.	Affin Hwang Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account for Upayapadu (M) Sdn. Bhd.	400,000	0.30
	Total	**122,108,410**	**92.67**

DIRECTORS' INTERESTS IN WARRANTS D IN THE COMPANY

According to the Register of Directors' Warrants D Holdings as at 4 February 2026

OMESTI BERHAD	No. of Warrants D Held			
	Direct Interest	%	Deemed Interest	%
1. YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz	652,000	0.49	–	–
2. Monteiro Gerard Clair	30,500,000	23.15	80,000 (1)	0.06
3. Mah Xian-Zhen	600,622	0.46	800,000 (2)	0.61
4. Tan Wee Hoong	–	–	–	–
5. Syed Md Najib Bin Syed Md Noor	–	–	–	–
6. Haikel Bin Ismail	–	–	–	–

Notes:

(1) Deemed interest by virtue of his spouse's interest in the Company pursuant to Section 59(11)(c) of the Companies Act 2016

(2) Deemed interest by virtue of her spouse's interest in the Company pursuant to Section 59(11)(c) of the Companies Act 2016.

OTHER COMPLIANCE INFORMATION

AUDIT & NON-STATUTORY AUDIT FEES

The amounts of audit and non-audit fees paid or payable by the Company and the Group to the External Auditors for financial period from 1 April 2024 to 31 October 2025 (FPE 31 October 2025) are as follows:

	Company (RM)	Group (RM)
Audit fees	185,100	442,820
Non-audit fees	4,700	94,700

UTILISATION OF PROCEEDS RAISED FROM CORPORATE PROPOSAL

(1) The Company completed the renounceable rights issue of 329,409,407 ordinary shares together with 131,763,761 free warrants D on 11 November 2025.

The Company received proceeds amounting to RM26.35 million from the issuance of the 329,409,407 ordinary shares at an issue price of RM0.08 per ordinary share. The status of utilisation of proceeds as at 4 February 2026 is as follows:-

Purpose	Proposed Utilisation RM'000	Actual Utilisation RM'000	Intended Timeframe for Utilisation	Balance as at 4 February 2026 RM'000
Repayment of borrowings	15,620	7,620	Within 6 months	8,000
Existing and future projects for our Group's business performance division	7,117	7,117	Within 36 months	–
Working capital for our Group's healthcare division	1,716	–	Within 36 months	1,716
Estimated expenses for the Corporate Exercises	1,900	1,900	Immediately	–
Total	**26,353**	**11,387**		**9,716**

The balance unutilised proceeds of RM9,716,000 is being placed in bank.

(2) The Company completed the private placement of 302,924,400 ordinary shares on 26 December 2025.

The Company received proceeds amounting to RM24.23 million from the issuance of the 302,924,400 ordinary shares at an issue price of RM0.08 per ordinary share. The status of utilisation of proceeds as at 4 February 2026 is as follows:-

Purpose	Proposed Utilisation RM'000	Actual Utilisation RM'000	Intended Timeframe for Utilisation	Balance as at 4 February 2026 RM'000
Repayment to Microlink Solutions Berhad	15,751	11,530	Within 3 months	4,221
Working capital	8,482	8,482	Within 36 months	–
Total	**24,233**	**14,235**		**4,221**

The balance unutilised proceeds of RM4,221,000 is being placed in bank.

MATERIAL CONTRACTS

There were no material contracts (not being contracts entered into in the ordinary course of business) entered into by Omesti Berhad (Omesti) and its subsidiaries (Omesti Group) involving the interest of its Directors, chief executive who is not a director or major shareholders of the Omesti Group and of the Company which were still subsisting as at the end of the financial year under review or which were entered into since the end of the previous financial year:

RECURRENT RELATED PARTY TRANSACTIONS

At the 24th Annual General Meeting (AGM) of Omesti held on 12 September 2024, the Company had obtained the approval for the shareholders' mandate to allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, which are necessary for its day-to-day operations and in the ordinary course of its business, with related parties (Recurrent Transactions).

The said mandate is effective from 12 September 2024 until the conclusion of the forthcoming AGM of the Company or the expiry of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (the Act) (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act.

In accordance with Paragraph 3.1.5 of the Practice Note 12 of the Main Market Listing Requirements, details of the Recurrent Transactions conducted during FPE 31 October 2025 pursuant to the said shareholders' mandate are as follows:

Companies within Omesti Group transacting with Related Parties	Nature of Transactions	Related Party	Interested Directors/ Major Shareholders/ Persons Connected	Aggregate Value of Transactions during FPE 31 October 2025 (RM)
Omesti Group	Renting of office spaces and procurement of other related services such as general maintenance services from Ho Hup Group[@]	Ho Hup Group [4]	**Interested Director** – Dato' Sri Thong Kok Khee (Dato' Sri Thong) [1] **Interested Persons** Connected with Director – Insas Berhad (Insas) [2] – Insas Plaza Sdn Bhd (IP) [3] – Gryphon Asset Management Sdn Bhd (GAMSB) [3] – Montego Assets Limited (MAL) [3] – Winfields Development Pte Ltd (WDPL) [3]	506,915.68

Notes:

[@] The tenure of the office spaces will be for a rental period of not more than three (3) years and rental payment will be on a monthly basis.

[1] Dato' Sri Thong is a common substantial shareholder of Omesti and Ho Hup. He resigned as a Director of Omesti on 4 February 2026. His direct and indirect interests in Omesti and Ho Hup as at 31 October 2025 are set out below:-

Name of Company	% of Interest	
	Direct	Indirect
Omesti	–	*12.439 [a]*
Ho Hup	–	*11.653 [b]*

[a] Deemed interest by virtue of his substantial interest in Insas Berhad and his daughter's direct interest in the Company pursuant to Section 8(4) and 59(11)(c) of the Companies Act 2016 (Act).

[b] Deemed interest by virtue of his substantial interest in Insas Berhad pursuant to Section 8(4) of the Act.

[2] Insas is a Person Connected to Dato' Sri Thong. Insas is deemed interested by virtue of interests held by IP, GAMSB, MAL and WDPL, which are subsidiaries and associated companies of Insas, pursuant to Section 8(4) of the Act.

[3] IP, GAMSB, MAL and WDPL are Persons Connected to Dato' Sri Thong. IP, GAMSB, MAL and WDPL are shareholders of Omesti.

[4] Ho Hup is principally engaged in investment holding, foundation engineering, civil engineering, building contracting works and provision of management services for subsidiary companies, while its subsidiaries are principally involved in property investment, property development, construction and retail.

NOTICE OF 25TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 25th Annual General Meeting of Omesti Berhad (Omesti or the Company) will be held at Banquet Hall, The Royal Selangor Golf Club, Jalan Kelab Golf, Off Jalan Tun Razak, 55000 Kuala Lumpur, Malaysia on Wednesday, 25 March 2026 at 10.30 am or at any adjournment thereof, for the following purposes:

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial period from 1 April 2024 to 31 October 2025 together with the Reports of the Directors and Auditors thereon. [Please refer to Explanatory Note]

2. To approve the payment of Directors' Fees and benefits to Non-Executive Directors of up to an amount of RM828,000 for the period from 26 March 2026 until the conclusion of the next Annual General Meeting (AGM) of the Company. Resolution 1

3. To re-elect the following Directors retiring by rotation pursuant to Clause 78 of the Company's Constitution and being eligible, have offered themselves for re-election:

   (a) Monteiro Gerard Clair — Resolution 2
   (b) YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz — Resolution 3
   (c) Tan Wee Hoong — Resolution 4

4. To re-elect the following Directors retiring pursuant to Clause 84 of the Company's Constitution and being eligible, have offered themselves for re-election:

   (a) Syed Md Najib Bin Syed Md Noor — Resolution 5
   (b) Haikel Bin Ismail — Resolution 6
   (c) Nur Atisya Binti Mohd Yunus — Resolution 7

5. To re-appoint BDO PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Resolution 8

AS SPECIAL BUSINESS:

To consider, and if thought fit, to pass the following resolutions:

6. **ORDINARY RESOLUTION:**

   AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 Resolution 9

   "**THAT** subject always to the Companies Act 2016 and the approvals of the relevant authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016 to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company or such higher percentage as Bursa Malaysia Securities Berhad ("Bursa Securities") allowed for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Securities and that such authority shall continue to be in force until the conclusion of the next AGM of the Company."

7. **ORDINARY RESOLUTION:**

PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW RRPT MANDATE") Resolution 10

"THAT the Company and/or its subsidiaries be and is/are hereby authorised to enter into recurrent related party transactions from time to time with Related Parties who may be a Director, a major shareholder of the Company and/or its subsidiaries or a person connected with such a Director or major shareholder, as specified in Section 2.3 of the Circular to Shareholders dated 27 February 2026 subject to the following:

(i) the transactions are of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries and are transacted on terms consistent or comparable with market or normal trade practices and/or based on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders; and

(ii) disclosure is made in the annual report of the aggregate value of transactions conducted during the financial year pursuant to the shareholders' mandate in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;

THAT the mandate given by the shareholders of the Company shall only continue to be in force until the conclusion of the next AGM of the Company or the expiry of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (the Act) (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); unless revoked or varied by Ordinary Resolution of the shareholders of the Company in general meeting, whichever is the earlier;

AND THAT the Directors of the Company be authorised to complete and carry out such acts and actions as they may consider expedient or necessary to give effect to the Proposed New RRPT Mandate."

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

By Order of the Board

LIM SHOOK NYEE
MAICSA No. 7007640
SSM PC No. 201908003593
Company Secretary

LEE LE EN (STELLA)
MAICSA 7069628
SSM PC No. 202508000165
Company Secretary

Kuala Lumpur
27 February 2026

EXPLANATORY NOTES:

Agenda 1 **Audited Financial Statements for the financial period from 1 April 2024 to 31 October 2025**
The audited financial statements are for discussion only under Agenda 1, as they do not require shareholders' approval under the provisions of Section 340(1)(a) of the Companies Act 2016. Hence, they will not be put for voting.

Resolution 1 **Directors' Fees & Benefits**
Section 230 of the Companies Act 2016 provides, amongst others, that the fee of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries, shall be approved at a general meeting.

The proposed Resolution 1, if passed, will authorise the payment of Directors' fees and benefits (being meeting attendance allowance) payable to the Non-Executive Directors for the period from 26 March 2026 until the conclusion of the next AGM of the Company. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the Company.

The total estimated amount of benefits payable is calculated based on the assumption of the projected number of Board and Board Committee meetings and the appointment of additional Non-Executive Directors.

NOTICE OF 25TH ANNUAL GENERAL MEETING (CONT'D.)

Resolutions 2 to 7

Re-election of Directors

Clause 78 of the Company's Constitution provides that at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office. Each Director shall retire from office once at least in each three years but shall be eligible for re-election. Mr Monteiro Gerard Clair, YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz and Mr Tan Wee Hoong who are retiring by rotation in accordance with Clause 78 of the Company's Constitution and being eligible, have offered themselves for re-election at the 25th AGM.

Clause 84 of the Company's Constitution provides that any Director appointed either to fill a casual vacancy or as an addition to the existing Board, shall hold office only until the next AGM and shall be eligible for re-election. En Syed Md Najib Bin Syed Md Noor, En Haikel Bin Ismail and Puan Nur Atisya Binti Mohd Yunus who were appointed during the period under review is standing for re-election as Directors and being eligible, have offered themselves for re-election at the 25th AGM.

The Nominating and Remuneration Committee (NRC) has conducted an assessment on the Directors who are seeking re-election at this 25th AGM, as well as assessing the independence of the Independent Director as applicable. The NRC is satisfied that the Independent Director complies with and meet the independence criteria as required by the Main Market Listing Requirements (MMLR) of Bursa Malaysia Securities Berhad (Bursa Securities). The profiles of these Directors are presented on Pages 26 to 30 of Volume 1 of the Annual Report 2025. These six (6) retiring Directors had abstained from deliberations and decisions at the relevant Board and NRC Meetings on their own eligibility to stand for re-election at this 25th AGM and will continue to do so. The Board has endorsed the NRC's recommendation subject to the shareholders' approval at the 25th AGM.

Resolution 8

Re-appointment of BDO PLT as Auditors of the Company for the ensuing year

Based on the results of the External Auditors' Evaluation for the financial period from 1 April 2024 to 31 October 2025, the Audit Committee and Board are satisfied with the quality of service, adequacy of resources provided, communication, independence, objectivity and professionalism demonstrated by the External Auditors, BDO PLT, in carrying out their duties. Being satisfied with BDO PLT's performance, the Board recommends their re-appointment for shareholders' approval at the 25th AGM of the Company. BDO PLT have expressed their willingness to continue in office and to hold office as Auditors of the Company for the ensuing year until the conclusion of the next AGM at a fee to be determined by the Board of Directors of the Company.

Resolution 9

Authority to Allot and Issue Shares

Further information in relation to the general mandate for issue of securities is set out in the Statement Accompanying Notice of 25th AGM.

Resolution 10

Proposed New RRPT Mandate

Further information on the Recurrent Related Party Transactions is set out in the Circular to Shareholders dated 27 February 2026 which is published together with the Company's 2025 Annual Report.

NOTES:

(i) A member of the Company may appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) or more proxies, he shall specify in each Form of Proxy the proportion of his shareholdings to be represented by each proxy.

(ii) 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

(iii) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation either under Seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A proxy appointed to attend and vote at a Meeting of the Company shall have the same rights as the member to speak at the Meeting.

(iv) 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 or authority shall be deposited in the following manner, not less than twenty-four (24) hours before the time appointed for taking of the poll, and in default the instrument of proxy shall not be treated as valid:

(a) In hard copy form

Deposit at the office of the Share Registrar, Bina Management (M) Sdn Bhd, at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan.

(b) By electronic form

Email to binawin@binamg168.com.

(v) Only members whose names appear in the Record of Depositors on 16 March 2026 shall be entitled to attend, speak and vote at the Meeting or appoint proxy/proxies to attend and/or vote on his/her behalf.

(vi) The resolutions set out in the Notice of AGM will be put to vote by poll pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

STATEMENT ACCOMPANYING NOTICE OF 25TH ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.27(2) of The Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

A. DETAILS OF THE INDIVIDUALS WHO ARE STANDING FOR ELECTION AS DIRECTORS (EXCLUDING DIRECTORS STANDING FOR RE-ELECTION)

No individuals are standing for election as a Director (excluding Directors standing for re-election) at the 25th Annual General Meeting (AGM) of the Company.

B. STATEMENT RELATING TO GENERAL MANDATE FOR ISSUE OF SECURITIES IN ACCORDANCE WITH PARAGRAPH 6.03(3) OF THE MAIN MARKET LISTING REQUIREMENTS

The resolution in relation to the authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016, is a new general mandate for the issue of new ordinary shares in the Company.

The resolution, if passed, would provide flexibility to the Directors to undertake fund-raising activities, including but not limited to placement of shares for the funding of the Company's future investment projects, working capital and/or acquisitions, by the issuance of shares in the Company to such persons at any time, as the Directors consider it to be in the best interests of the Company. Any delay arising from and cost involved in convening a general meeting to approve such issuance of shares should be eliminated.

This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.





PRIVACY NOTICE

OMESTI®

Dear Sirs/Madams,

This privacy notice for personal data ("**Privacy Notice**") is issued to all shareholders of Omesti Berhad (**"Company**", "**we**", **"us**" or "**our**"), pursuant to the statutory requirements of the Personal Data Protection Act 2010 ("**PDPA**").

During the course of your dealings with us, we will collect and process your personal data (including any personal data previously collected from you) for purposes, including, to communicate with you, provide administrative assistance to you in the course of you being our shareholder, respond to your enquiries or input, invite you to meetings and events, provide you with notices, documents, information and/or updates relating to us and any matters relating to your involvement in the Board of Directors, for publication and dissemination of your personal data in any circulars, reports, minutes, websites, newsletters, bulletins, brochures, pamphlets or any other materials which may be published and circulated internally or to the general public, to comply with our legal and regulatory obligations (including monitor and where necessary make disclosure of matters relating to your involvement in any shares, debentures, participatory interests, rights, options, transactions and contracts) and other purposes required to operate and maintain our business as set out in our Privacy Policy (collectively referred to as "**Purposes**").

We will not disclose any of your personal data to any third party without your consent except to the Company's group of companies (including the Company's subsidiaries, related and/or associated companies), our professional advisers, vendors, suppliers, agents, contractors, service providers, business partners, insurance companies, banks and financial institutions, any governmental agencies, regulatory authorities and/or statutory bodies, within or outside Malaysia, where necessary, for the Purposes mentioned above, to any party who undertakes to keep your personal data confidential, to any person as set out in our Privacy Policy, or to whom we are compelled or required under the law to disclose to. A copy of our Privacy Policy is available on our website at https://www.omesti.com/privacy-policy/.

It is necessary for us to collect and process your personal data. If you do not provide us with your personal data, or do not consent to this Privacy Notice, we will not be able to effectively provide services to you in connection with or incidental to your role as our shareholder or process your personal data for any of the Purposes, if at all.

We are committed to ensuring that your personal data is stored securely. You have the right to request for access to, request for a copy of and request to update or correct, your personal data held by us. You also have the right at any time to request us to limit the processing and use of your personal data, subject to our right to rely on any statutory exemptions and/or exceptions to collect, use and disclose your personal data.

Your written requests or queries should be addressed to:

Personal Data Protection Officer
Address : Ho Hup Tower – Aurora Place, 2-09-01 – Level 9, Plaza Bukit Jalil
No. 1, Persiaran Jalil 1, Bandar Bukit Jalil, 57000 Kuala Lumpur
Tel : +603 9779 1700
Fax : +603 9779 1701
Email : pdpa@omesti.com

By providing your personal data to us, you consent to us processing your personal data in accordance with this Privacy Notice, and you confirm that all personal data provided by you is accurate and complete, and that none of it is misleading or out of date. You will promptly update us in the event of any change to your personal data.

To the extent that you have provided (or will provide) personal data about your family members, spouse, other dependents (if you are an individual), directors, shareholders, employees, representatives, agents (if you are a corporate entity/an organisation) and/or other individuals, you confirm that you have explained (or will explain) to them that their personal data will be provided to, and processed by, us and you represent and warrant that you have obtained their consent to the processing (including disclosure and transfer) of their personal data in accordance with this Privacy Notice.

In respect of minors (i.e. individuals under 18 years of age) or individuals not legally competent to give consent, you confirm that you are the parent or guardian or person who has parental responsibility over them or the person appointed by court to manage their affairs or that they have appointed you to act for them, to consent on their behalf to the processing (including disclosure and transfer) of their personal data in accordance with this Privacy Notice.

We reserve the right to update and amend this Privacy Notice or our Privacy Policy from time to time. We will notify you of any amendments to this Privacy Notice or our Privacy Policy via announcements on our website or other appropriate means. If we amend this Privacy Notice or our Privacy Policy, the amendment will only apply to personal data collected after we have posted the revised Privacy Notice or Privacy Policy.

In accordance with Section 7(3) of the PDPA, this Privacy Notice is issued in both English and Bahasa Malaysia. In the event of any inconsistencies or discrepancies between the English version and the Bahasa Malaysia version, the English version shall prevail.

NOTIS PRIVASI

Kepada tuan-tuan dan puan-puan,

Notis privasi untuk data peribadi ini ("**Notis Privasi**") diberikan kepada semua pemegang saham Omesti Berhad ("**Syarikat**", "**kita**" atau "**kami**"), selaras dengan obligasi statutori di bawah Akta Perlindungan Data Peribadi 2010 (**PDPA**).

Sepanjang masa urusan anda dengan kami, kami akan mengumpul dan memproses data peribadi anda (termasuk data peribadi yang telah dikumpulkan sebelum ini) untuk tujuan berkomunikasi dengan anda, memberi bantuan pentadbiran kepada anda, memberi maklum balas terhadap pertanyaan atau input anda, menjemput anda ke mesyuarat dan acara kami, memberi anda notis, dokumen, maklumat dan/atau isu-isu terkini berkaitan dengan kami dan perkara-perkara berhubungan dengan penglibatan anda di Lembaga Pengarah, untuk penerbitan dan pendedahan data peribadi anda di pekeliling, laporan, minit, laman web, surat berita, buletin, brosur, risalah atau media lain yang mungkin diterbitkan dan diedarkan di dalam organisasi kami atau kepada orang awam, untuk memenuhi kewajipan kami dalam mematuhi undang-undang dan peraturan-peraturan (termasuk memantau dan membuat pendedahan tentang perkara-perkara yang berkaitan dengan penglibatan anda dalam apa-apa saham, debentur, kepentingan penyertaan, hak, opsyen, urus niaga dan kontrak), serta tujuan-tujuan lain yang kami perlukan untuk mengendalikan dan mengekalkan perniagaan kami sepertimana yang tertera dalam Polisi Privasi kami (secara kolektifnya dirujuk sebagai "**Tujuan-Tujuan**").

Kami tidak akan mendedahkan apa-apa data peribadi anda kepada mana-mana pihak ketiga tanpa kebenaran anda kecuali kepada syarikat-syarikat di dalam kumpulan Syarikat (termasuk subsidiari, syarikat berkaitan dan/atau syarikat bersekutu kami), penasihat profesional, ejen, vendor, pembekal, kontraktor, pembekal perkhidmatan, rakan kongsi perniagaan, syarikat insurans, bank dan institusi kewangan, agensi kerajaan, pihak berkuasa dan/atau badan berkanun, di dalam atau di luar Malaysia, jikalau perlu, bagi Tujuan-Tujuan yang disebut di atas, kepada mana-mana pihak yang berjanji untuk menyimpan data peribadi anda secara sulit, kepada mana-mana pihak sepertimana yang tertera dalam Polisi Privasi kami, atau sekiranya diperlukan di bawah undang-undang. Sesalinan Polisi Privasi kami boleh didapati di laman web kami di https://www.omesti.com/privacy-policy/.

Kami perlu mengumpul dan menyimpan data peribadi anda. Sekiranya anda tidak memberikan data peribadi anda kepada kami, atau tidak bersetuju dengan Notis Privasi ini, kami mungkin tidak dapat memberikan perkhidmatan secara efektif kepada anda berkaitan atau bersampingan dengan peranan anda sebagai pemegang saham kami atau memproses data peribadi anda bagi Tujuan-Tujuan yang disebut di atas.

Kami akan memastikan data peribadi anda disimpan dengan selamat. Anda mempunyai hak untuk meminta akses kepada, mendapat salinan, mengemaskini atau memperbetulkan data peribadi anda yang disimpan oleh kami. Anda juga mempunyai hak untuk meminta kami menghadkan pemprosesan dan penggunaan data peribadi anda pada bila-bila masa. Walaubagaimana pun, kami mempunyai hak untuk bergantung kepada mana-mana pengecualian dalam mengumpul, mengguna dan mendedah data peribadi anda.

Permintaan atau pertanyaan bertulis anda perlu disampaikan ke alamat di bawah:

Pegawai Perlindungan Data Peribadi
Alamat : Ho Hup Tower – Aurora Place, 2-07-01 – Level 7, Plaza Bukit Jalil
No. 1, Persiaran Jalil 1, Bandar Bukit Jalil, 57000 Kuala Lumpur
Tel : +603 9779 1700
Faks : +603 9779 1701
Emel : pdpa@omesti.com

Dengan memberikan data peribadi anda kepada kami, anda bersetuju untuk kami memproses data peribadi anda sepertimana yang tertera dalam Notis Privasi ini, dan anda mengesahkan bahawa semua data peribadi yang diberikan oleh anda adalah betul dan lengkap, dan tiada data peribadi yang mengelirukan atau yang belum dikemaskinikan. Anda mesti, dengan segera, mengemaskini data peribadi anda sekiranya terdapat apa-apa perubahan kepada data peribadi yang anda beri kepada kami.

Setakat mana yang anda telah memberikan (atau akan memberikan) data peribadi tentang ahli keluarga, pasangan, tanggungan anda (jikalau anda ialah seorang individu), pengarah, pemegang saham, wakil, ejen (jikalau anda ialah sebuah entiti korporat/organisasi) dan/atau individu lain, anda mengesahkan bahawa anda telah menjelaskan (atau akan menjelaskan) kepada mereka bahawa data peribadi mereka akan didedahkan kepada, dan akan diproses oleh, kami dan anda menyata dan menjamin bahawa anda telah diberi kuasa untuk mendedahkan data peribadi mereka kepada kami dan anda telah memperolehi persetujuan daripada mereka berkenaan dengan pemprosesan (termasuk pendedahan dan pemindahan) data peribadi mereka sepertimana yang tertera dalam Notis Privasi ini.

Berkenaan dengan individu yang belum mencapai usia dewasa (iaitu individu di bawah umur 18 tahun) atau individu yang tidak mempunyai kompeten untuk memberi persetujuan, anda mengesahkan bahawa anda ialah ibu bapa atau penjaga atau orang yang mempunyai kewajipan terhadap mereka atau orang yang dilantik oleh mahkamah untuk menguruskan urusan mereka atau mereka telah melantik anda untuk mewakili mereka, untuk memberi persetujuan bagi pihak mereka berkenaan dengan pemprosesan (termasuk pendedahan dan pemindahan) data peribadi mereka sepertimana yang tertera dalam Notis Privasi ini.

Kami berhak untuk mengemaskini dan meminda Notis Privasi ini atau Polisi Privasi kami dari semasa ke semasa. Sebarang perubahan atau pemindahan kepada Notis Privasi ini atau Polisi Privasi kami akan dimaklumkan melalui pengumuman di laman web kami atau melalui cara yang bersesuaian. Jika kami meminda Notis Privasi ini atau Polisi Privasi kami, pindaan itu hanya akan berkuat-kuasa untuk data peribadi yang dikumpul selepas kami memaparkan Notis Privasi atau Polisi Privasi kami yang terpinda.

Mengikut Seksyen 7(3) PDPA, Notis Privasi ini diterbitkan dalam Bahasa Inggeris dan Bahasa Malaysia. Sekiranya terdapat sebarang ketidakseragaman atau percanggahan di antara versi Bahasa Inggeris dan Bahasa Malaysia, versi Bahasa Inggeris akan digunapakai.

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FORM OF PROXY

OMESTI BERHAD
[Registration No. 200001028094 (530701-T)]
(Incorporated in Malaysia)

CDS Account No.	
No. of shares held	

I/We _____ NRIC No. _____
[Full name in block, as per NRIC/Passport/Company No.]

of _____

_____

being member(s) of Omesti Berhad, hereby appoint:

Full Name (in Block and as per NRIC/Passport)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address Email:			

and /or

Full Name (in Block and as per NRIC/Passport)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address Email:			

or failing him/her, the Chairperson of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the **25th Annual General Meeting** of the Company to be held at Banquet Hall, The Royal Selangor Golf Club, Jalan Kelab Golf, Off Jalan Tun Razak, 55000 Kuala Lumpur, Malaysia on Wednesday, 25 March 2026 at 10.30 am or at any adjournment thereof, in the manner as indicated below:

	Ordinary Resolutions	**FOR**	**AGAINST**
1	To approve the payment of Directors' Fees and benefits to Non-Executive Directors of up to an amount of RM828,000 for the period from 26 March 2026 until the conclusion of the next Annual General Meeting (AGM) of the Company.		
2	To re-elect Monteiro Gerard Clair who retires by rotation pursuant to Clause 78 of the Company's Constitution.		
3	To re-elect YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz who retires by rotation pursuant to Clause 78 of the Company's Constitution.		
4	To re-elect Tan Wee Hoong who retires by rotation pursuant to Clause 78 of the Company's Constitution.		
5	To re-elect Syed Md Najib Bin Syed Md Noor who retires pursuant to Clause 84 of the Company's Constitution.		
6	To re-elect Haikel Bin Ismail who retires pursuant to Clause 84 of the Company's Constitution.		
7	To re-elect Nur Atisya Binti Mohd Yunus who retires pursuant to Clause 84 of the Company's Constitution.		
8	To re-appoint BDO PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.		
9	Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016		
10	Proposed New RRPT Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.		

(Please indicate with an "X" in the space provided whether you wish your votes to be cast "for" or "against" the resolutions. In the absence of specific direction, your proxy will vote or abstain at his/her discretion).

Dated this _____ day of _____, 2026

_____
Signature of Shareholder/Common Seal

NOTES:

(i) A member of the Company may appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) or more proxies, he shall specify in each Form of Proxy the proportion of his shareholdings to be represented by each proxy.

(ii) 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

(iii) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation either under Seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A proxy appointed to attend and vote at a Meeting of the Company shall have the same rights as the member to speak at the Meeting.

(iv) 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 or authority shall be deposited in the following manner, not less than twenty-four (24) hours before the time appointed for taking of the poll, and in default the instrument of proxy shall not be treated as valid:

(a) In hard copy form

Deposit at the office of the Share Registrar, Bina Management (M) Sdn Bhd, at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan.

(b) By electronic form

Email to binawin@binamg168.com.

(v) Only members whose names appear in the Record of Depositors on 16 March 2026 shall be entitled to attend, speak and vote at the Meeting or appoint proxy/proxies to attend and/or vote on his/her behalf.

(vi) The resolutions set out in the Notice of AGM will be put to vote by poll pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Fold this flap for sealing

AFFIX
STAMP
HERE

To: The Share Registrar

OMESTI BERHAD [Registration No. 200001028094 (530701-T)]
c/o **Bina Management (M) Sdn Bhd**
Lot 10, The Highway Centre
Jalan 51/205
46050 Petaling Jaya
Selangor Darul Ehsan

Fold this flap for sealing

CONTACT DETAILS
OPERATING SUBSIDIARIES

CONTINUOUS NETWORK ADVISERS SDN BHD
[Reg. No. 199501038155 (367357-K)]

CONTINUOUS NETWORK SERVICES SDN BHD
[Reg. No. 199901020172 (495072-P)]

MAN YAU HOLDINGS BERHAD
[Reg. No. 199201023175 (254679-T)]

O DOJO SDN BHD
[Reg. No. 202001011615 (1367935-K)]

OHANA COMMUNICATIONS SDN BHD
[Reg. No. 200001007907 (510513-H)]

OMESTI ACTIFY SDN BHD
[Reg. No. 201301021858 (1051688-X)]

OMESTI ASSIST SDN BHD
[Reg. No. 199501001157 (330351-M)]

OMESTI HOLDINGS BERHAD
[Reg. No. 199301026262 (281000-K)]

PRIMA ARENANIAGA SDN BHD
[Reg. No. 201601015596 (1186527-K)]

FORMIS NETWORK SERVICES SDN BHD
[Reg. No. 198901010968 (188270-U)]

FORMIS RESEARCH & DEVELOPMENT SDN BHD
[Reg. No. 201301001909 (1031746-T)]

MEDILABZ SIGNATURE SDN BHD
[Reg. No. 202201008629 (1454326-T)]

RED APE SOLUTIONS SDN BHD
[Reg. No. 201301020922 (1050752-X)]

Ho Hup Tower - Aurora Place
2-09-01 - Level 9
Plaza Bukit Jalil
No 1, Persiaran Jalil 1
Bandar Bukit Jalil
57000 Kuala Lumpur
T +603 9779 1700
F +603 9779 1701/2

OMESTI BI SDN BHD
(FORMERLY KNOWN AS CRIF OMESTI SDN BHD)
[Reg. No. 201901046772 (1356102-A)]

Ho Hup Tower - Aurora Place
2-10-07 - Level 10
Plaza Bukit Jalil
No 1, Persiaran Jalil 1
Bandar Bukit Jalil
57000 Kuala Lumpur
T +603 9779 1700
F +603 9779 1701/2

BB BOSS SDN BHD
[Reg. No. 199801008347 (464474-X)]

16G, Jalan Bandar 7
Pusat Bandar Puchong
47100 Puchong, Selangor
T +012 591 8685

CONTACT DETAILS OPERATING SUBSIDIARIES (CONT'D.)

BE MED SDN BHD
Reg. No. 200401006543 (645047-D)]

40 Jalan Putra Perdana 1
Taman Putra Perdana
47130 Puchong
T +603 8319 1181

23 & 25 Jalan Kekwa 1
Taman Puchong Perdana
47100 Puchong
T +603 8052 5019

24 Ground Floor
Jalan Dutamas Seroja 3
Taman Segambut SPPK
51200 Kuala Lumpur
T +011 5787 8679/+603 6242 1592

15G Jalan USJ 1/1A,
Regalia Business Centre,
Subang Jaya 47620, Selangor
T +603 8021 5098/+012 2648 685

BEMED (ITT) SDN BHD
[Reg. No. 200801014462 (815751-P)]

12 (GF), Jalan Public
Kampung Baru Sungai Buloh
40160 Shah Alam, Selangor
T +603 6730 5063

BEMED (PTJ) SDN BHD
[Reg. No. 201101024266 (952402-M)]

No. 36, Jalan Diplomatik, Presint 15
62050 Putrajaya, W.P. Kuala Lumpur
T +603 8888 2237

16, Jalan Pekaka 8/4,
Kota Damansara,
47810 Selangor.
T +011 5583 0092

BEMED HEALTHCARE SDN BHD
[Reg. No. 201901041605 (1350935-H)]

8G, Jalan PJS 8/11
Dataran Mentari, Bandar Sunway
46150 Petaling Jaya, Selangor
T +603 5613 7079

BEMED LAGENDA SDN BHD
[Reg. No. 200701033802 (791831-X)]

15 Jalan Dwitasik 1
Bandar Sri Permaisuri
56000 Kuala Lumpur
T +603 9171 8378

BEMED MATAHARI SDN BHD
[Reg. No. 201201031112 (1015598-U)]

Lot S10, Matahari Mall
No. 1, Jalan PJS 2/18, Taman Maju Jaya
46000 Petaling Jaya, Selangor
T +603 7772 9223

BEMED PHARMA SDN BHD
[Reg. No. 201201014761 (988278-A)]

23A & 25A Jalan Kekwa 1
Taman Puchong Perdana
47100 Puchong, Selangor
T +603 8052 5019

BEMED TEMPUA SDN BHD
[Reg. No. 201201034327 (1018815-P)]

4, Jalan Tempua 2A
Bandar Puchong Jaya
47100 Puchong, Selangor
T +603 8070 0097

BEMED VENTURES SDN BHD
[Reg. No. 200401025275 (663782-T)]

No. 11, Jalan Belangkas
Kampung Pandan
55100 Kuala Lumpur, W.P. Kuala Lumpur
T +603 9285 3028/+011 5758 7796

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OMESTI BERHAD
[Registration No. 200001028094 (530701-T)]
Ho Hup Tower – Aurora Place, 2-07-01 – Level 7,
Plaza Bukit Jalil, No. 1, Persiaran Jalil 1,
Bandar Bukit Jalil, 57000 Kuala Lumpur

+603 9779 1700

603 9779 1701 / 1702

www.omesti.com