THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad ("Bursa Securities") has perused the contents of the Circular to Shareholders in relation to the Proposed New RRPT Mandate (as defined below) on a limited review basis pursuant to the provisions of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

OMESTI BERHAD

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

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

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

The ordinary resolution in respect of the above proposal will be tabled as special business at the 25th Annual General Meeting ("**25th AGM**") of our Company which 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 a.m.. The Notice of 25th AGM together with the Form of Proxy are set out in the Annual Report 2025 of the Company which is despatched together with this Circular.

You are entitled to attend and vote at our 25th AGM or appoint a proxy or proxies to attend and vote on your behalf. The completed Form(s) of Proxy should be lodged at the office of the Share Registrar of our Company, Bina Management (M) Sdn Bhd, at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia or email directly to binawin@binamg168.com, not less than twenty-four (24) hours before the time and date fixed for holding the 25th AGM or at any adjournment thereof.

The lodging of the Form(s) of Proxy will not preclude you from attending, participating, speaking and voting at the forthcoming 25th AGM, should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy	:	Tuesday, 24 March 2026 at 10.30 a.m.
Date and time for the 25th AGM	:	Wednesday, 25 March 2026 at 10.30 a.m.

This Circular is dated 27 February 2026

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout and for the purposes of this Circular only:

Act	:	The Companies Act 2016 and any statutory modification, amendment or re-enactment thereof for the time being in force
AGM	:	Annual General Meeting
Board	:	Board of Directors of Omesti
Bursa Securities	:	Bursa Malaysia Securities Berhad [200301033577 (635998-W)]
Director(s)	:	As defined in Section 2(1) of the Capital Markets and Services Act 2007. For purposes of the Proposed New RRPT Mandate, includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Director of the Company, its subsidiary or holding company, and a chief executive of Omesti, its subsidiary or holding company.
Ho Hup	:	Ho Hup Construction Company Berhad [197301000497 (14034-W)]
Ho Hup Group	:	Ho Hup and its subsidiary companies
LPD	:	4 February 2026, being the latest practicable date prior to the printing of this Circular
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities and includes any amendments thereto
Major Shareholder	:	A person who has an interest or interests in one or more voting shares in the corporation and the number, or the aggregate number of those shares, is: (a) 10% or more of the total number of voting shares in the corporation; or (b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation. For the purpose of this definition, "interest in shares" has the meaning given in Section 8 of the Act; and for purposes of the Proposed New RRPT Mandate includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Major Shareholder of the Company (as defined above) or any other corporation which is its subsidiary or holding company
NA	:	Net Assets
Omesti or the Company	:	Omesti Berhad [200001028094 (530701-T)]
Omesti Group or the Group	:	Omesti and its subsidiary companies
Omesti Share(s) or Share(s)	:	Ordinary shares fully paid-up in Omesti
Person Connected	:	Shall have the same meaning given in Paragraph 1.01 of the Listing Requirements
Proposed New RRPT Mandate	:	Proposed new shareholders' mandate pursuant to Paragraph 10.09 of the Listing Requirements and Practice Note 12, for Omesti and/or Group to enter into RRPT

Recurrent Related Party Transactions/ RRPT	:	Related Party Transactions which are recurrent, of a revenue or trading nature and which are necessary for the day-to-day operations of the Omesti Group
Related Party(ies)	:	Director(s), Major Shareholder(s) or Person(s) Connected with such Director(s) or Major Shareholder(s)
Related Party Transaction	:	A transaction entered into by the Company or its subsidiaries which involves the interest, direct or indirect, of a Related Party
RM and sen	:	Ringgit Malaysia and sen respectively

All references to "we", "us", "our" and "ourselves" are to our Company, or where the context requires, are to our Group or any of our subsidiaries. All references to "you" and "your" in this Circular are to our shareholders, who are entitled to attend and vote at our 25th AGM.

In this Circular, words referring to the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise stated. Any discrepancies in the tables included in this Circular between the amounts stated, actual figures and the totals thereof are due to rounding.

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OMESTI BERHAD

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

Registered Office:

Ho Hup Tower - Aurora Place
2-07-01 - Level 7, Plaza Bukit Jalil No. 1, Persiaran Jalil 1
Bandar Bukit Jalil
57000 Kuala Lumpur

27 February 2026

Board of Directors

YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz *(Chairman / Independent Non-Executive Director)*
Nur Atisya Binti Mohd Yunus *(Deputy Chairperson / Non-Independent Non-Executive Director)*
Monteiro Gerard Clair *(Executive Director)*
Mah Xian-Zhen *(Non-Independent Non-Executive Director)*
Tan Wee Hoong *(Independent Non-Executive Director)*
Syed Md Najib Bin Syed Md Noor *(Independent Non-Executive Director)*
Haikel Bin Ismail *(Independent Non-Executive Director)*

To: Our Shareholders of Omesti Berhad

Dear Sir / Madam,

PROPOSED NEW RRPT MANDATE

1. INTRODUCTION

At the 24th AGM held on 12 September 2024, the shareholders of the Company approved, *inter alia*, the shareholders' mandate for the Company and/or its subsidiaries to enter into RRPT. The said mandates shall, in accordance with the Listing Requirements, only continue to be in force until the conclusion of the forthcoming 25th AGM of the Company or the expiry of the period within which the forthcoming 25th 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.

On 11 February 2026, our Board announced its intention to seek shareholders' approval for the Proposed New RRPT Mandate.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSED NEW RRPT MANDATE AND TO SEEK YOUR APPROVAL FOR THE ORDINARY RESOLUTION TO BE TABLED AT THE FORTHCOMING 25TH AGM OF OUR COMPANY. THE NOTICE OF 25TH AGM IS SET OUT IN THE ANNUAL REPORT 2025. THE EXTRACT OF ORDINARY RESOLUTION ON THE PROPOSED NEW RRPT MANDATE TO BE TABLED AT THE OMESTI'S 25TH AGM IS ENCLOSED TOGETHER WITH THIS CIRCULAR.

YOU ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR, TOGETHER WITH THE APPENDICES CONTAINED HEREIN CAREFULLY BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSED NEW RRPT MANDATE

2. DETAILS OF THE PROPOSED NEW RRPT MANDATE

2.1 The Proposed New RRPT Mandate

Paragraph 10.08 of the Listing Requirements stipulates the obligations of a listed issuer to comply with in relation to Related Party Transactions. However, pursuant to Paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek a mandate from shareholders in respect of RRPT, subject to the following:-

(a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;

(b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Listing Requirements.

(c) a circular to shareholders which includes information as may be prescribed by Bursa Securities is issued by the listed issuer for the shareholders' mandate;

(d) in a meeting to obtain shareholders' mandate, the interested Director, interested Major Shareholder or interested Person Connected with a Director or Major Shareholder; and where it involves the interest of an interested Person Connected with a Director or Major Shareholder, such Director or Major Shareholder, must not vote on the resolution to approve the transaction. An interested Director or interested Major Shareholder must ensure that Persons Connected with him abstain from voting on the resolution approving the transactions; and

(e) an immediate announcement is made to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and the announcement must include the information as may be prescribed by Bursa Securities.

Where a listed issuer has procured a shareholders' mandate in respect of RRPT, the provisions under paragraph 10.08 of the Listing Requirements will not apply to the RRPT which are comprised in the said mandate.

The Proposed New RRPT Mandate, if approved by the shareholders of the Company at the forthcoming 25th AGM, is subject to annual renewal and will continue to be in force until :-

(a) the conclusion of the next AGM of the Company following the forthcoming 25th AGM at which the Proposed New RRPT Mandate is passed, at which time such mandate will lapse, unless by a resolution passed at the meeting, the authority for the Proposed New RRPT Mandate is renewed;

(b) the expiration of the period, within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

(c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

The RRPT that are contemplated under the Proposed New RRPT Mandate are in compliance with Paragraph 10.09(2) of the Listing Requirements and the relevant provisions under Sections 3.1 and 3.2 of Practice Note 12 of the Listing Requirements.

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2.2 Principal Activities of the Omesti Group

Omesti is principally engaged in investment holding activities, provision of management services and provision of information technology services in terms of hardware, software, consultancy and maintenance to the telecommunication, oil and gas and government sectors. The principal activities of the subsidiary companies within the Omesti Group as at the LPD are as follows:-

Name of Company	Equity interest held (%)	Principal activities
Subsidiaries of Omesti		
Continuous Network Advisers Sdn Bhd ("CNA")	100	Investment holding activities
Continuous Network Services Sdn Bhd	100	Provision of corporate secretarial, accounting and payroll services
Formis Research & Development Sdn Bhd	100	Development of application software, system integration services and the provision of hardware and software maintenance services
Man Yau Holdings Berhad ("MYHB")	100	Investment holding activities
Omesti Holdings Berhad ("OHB")	100	Investment holding activities
Subsidiaries of OHB		
Com-Line Systems Sdn Bhd ("CLS")	85	Development of standard application packages and the provision of turnkey solution development services
Amadeus Digital Xpress Sdn Bhd	100	Automation, installation and maintenance of computer hardware and software and other automated related projects
Formis International Limited	100	Provision of hardware and software information technology for the international market
Formis Network Services Sdn Bhd ("FNS")	49	Provision of information technology services in terms of hardware, software, consultancy and maintenance to the telecommunication, oil and gas and government sectors
Mindforum Sdn Bhd	89.50	Provision of training, consultancy, advisory and other related services
Next Intelligent Sdn Bhd	100	Investment holding activities
Ohana Communications Sdn Bhd	100	Provision of network connectivity and bandwidth services in Malaysia and project management services in relation to telecommunications
Prima Arenaniaga Sdn Bhd	100	Provision of information technology solutions
Red Ape Solutions Sdn Bhd	100	Provision of business solutions, training and consultation services in information technology, web development and applications

Name of Company	Equity interest held (%)	Principal activities
PT Formis Solusi Indonesia	100	Engaging in the business activity of information technology
Yakimbi ICT Sdn Bhd	100	Designing and development of website and software, and providing maintenance services and other related services
BB Boss Sdn Bhd	70	Trading of pharmaceutical products
Be Med Sdn Bhd	70	Trading of pharmaceutical products
Bemed (ITT) Sdn Bhd	70	Trading of pharmaceutical products
Bemed (PTJ) Sdn Bhd ("BPTJ")	70	Trading of pharmaceutical products
Bemed Healthcare Sdn Bhd	70	Trading of pharmaceutical products
Bemed Lagenda Sdn Bhd	70	Trading of pharmaceutical products
Bemed Matahari Sdn Bhd	70	Trading of pharmaceutical products
Bemed Pharma Sdn Bhd	70	Wholesale of pharmaceutical products
Bemed Tempua Sdn Bhd	70	Trading of pharmaceutical products
Bemed Ventures Sdn Bhd	70	Trading of pharmaceutical products
Medilabz Signature Sdn Bhd	70	Provision of medical and laboratory related services
Omesti Healthcare Sdn Bhd ("OHealthcare")	100	Investment holding activities
Omesti Tree Med Sdn Bhd	100	Provision of medical and pharmaceutical services
Omesti BI Sdn Bhd (Formerly known as Crif Omesti Sdn Bhd)	100	Providing business information services, credit reporting services and related consultation services, system development and consultancy and information technology services.
Subsidiaries of BPTJ		
RJ Drugstore Sdn Bhd	100	Carrying on the business of pharmacy
Subsidiaries of OHealthcare		
Omesti Bemed Sdn Bhd	100	Investment holding activities
Subsidiaries of CNA		
Bancore Asia Pte Ltd	100	Distributing, marketing, implementing and maintaining financial technology software in Asia Pacific region
Chelsea Apps Factory Bangsar Sdn Bhd	80	Designing and development of software for mobile phone devices

Name of Company	Equity interest held (%)	Principal activities
Omesti Actify Sdn Bhd	100	Distribution, marketing, implementing and maintenance of accounting, inventory and goods and services tax accounting software to small and medium-sized enterprises in Malaysia
Omesti Data Sdn Bhd	100	Development of information technology and software development on e-payment and remittance of funds and other related services
Yakimbi Sdn Bhd	94.44	Designing and development of website, software, maintenance services and other related services
Subsidiary of FNS		
Formis Niaga Solusi Sdn Bhd	100	Provision of information technology services of hardware, software and consultancy to the oil and gas industry and telecommunication sectors
Subsidiary of Next Intelligent Sdn Bhd		
O Dojo Sdn Bhd	100	Provision and management of co-working spaces for potential customers and all related services thereto, and investment holding activities
Subsidiaries of MYHB		
Channel Legacy Sdn Bhd	60	Investment holding activities
Formis Software & Technologies Sdn Bhd	100	Development of application software, system integration services and the provision of hardware and software maintenance services
Omesti Assist Sdn Bhd ("OASB")	100	Investment holding and development of application software, system integration services and the provision of hardware and software maintenance services
Subsidiary of OASB		
PDAC Formis Sdn Bhd (winding-up in progress)	70	Carry on businesses in Brunei amongst others, in information technology related businesses, property development
Subsidiaries of Bancore Asia Pte Ltd		
Bancore Sdn Bhd	100	Provision of information technology solutions and services in terms of hardware, software, consultancy and maintenance for the mobile remittance industry
Subsidiary of CLS		
ComLine Dotcom Sdn Bhd	100	Development of multimedia technology application

2.3 Class, nature and estimated aggregate value of the RRPT

The RRPT which will be covered in the **Proposed New RRPT Mandate** are identified in the Table below:-

Companies within the Omesti Group transacting with the Related Party	Nature of Transactions	Transacting Related Party	Interested Directors / Major Shareholders / Person Connected with Director / Major Shareholders	Estimated aggregate value during the validity period of the Proposed New RRPT Mandate* (RM)	Actual value transacted up to the LPD ("Actual Value") (RM)
Omesti and Ohana Communications Sdn Bhd ("Omesti Group")	Supply of computer hardware, software and services by Omesti Group to Teguh Padu Sdn Bhd	Teguh Padu Sdn Bhd ("Teguh Padu") (4)	**Interested Major Shareholder** - Datin Seri Yasmin Hanim Arbee binti Mohammed Isa Arbee ("Datin Seri Yasmin") (1) **Interested Persons Connected with Major Shareholder** - Teguh Sedaya Sdn Bhd (3) - Nur Atisya Binti Mohd Yunus (2)	15,000,000	NIL

Notes:

* *This comprises estimated value of transactions from the date of the forthcoming 25th AGM to the next AGM expected to be held in the month of April 2027. The estimated value is based on information available at the point of estimation. Due to the nature of the transactions, the actual value of the transactions may vary from the estimated aggregate value disclosed above.*

(1) *Datin Seri Yasmin is a common major shareholder of Omesti and Teguh Padu. Her direct and indirect interests in Omesti and Teguh Padu as at the LPD are set out below:-*

Name of Company	***% of Interest***	
	Direct	***Indirect***
Omesti	*0.19*	*22.57 (a)*
Teguh Padu	*70.00*	-

(a) *Deemed interest by virtue of her substantial interest in Teguh Sedaya Sdn Bhd pursuant to Section 8(4) of the Act.*

(2) *Nur Atisya Binti Mohd Yunus is a Person Connected to Datin Seri Yasmin. Datin Seri Yasmin is the mother-in-law of Nur Atisya Binti Mohd Yunus and both are major shareholders of Teguh Sedaya Sdn Bhd . She is the Deputy Chairperson/Non-Independent Non-Executive Director of Omesti.*

(3) *Teguh Sedaya Sdn Bhd is a Person Connected to Datin Seri Yasmin. Teguh Sedaya Sdn Bhd is a major shareholder, holding 22.57% in Omesti.*

(4) *Teguh Padu is principally engaged in sale of gas to the user through mains, other information technology service activities and construction of buildings.*

2.4 Previous mandate obtained but renewal will not be sought

With the resignation of Dato' Sri Thong Kok Khee ("Dato' Sri Thong") as the Deputy Chairman/Non-Independent Non-Executive Director of the Company on 4 February 2026, he will cease to be the interested director as defined under Chapter 10 of the Listing Requirements, on 3 August 2026. The estimated value until 3 August 2026 is below RM1,000,000 and will not exceed the 5% thresholds under the Listing Requirements and the Company has no intention to renew the tenancy on the expiry date in September 2026. As such, the following RRPTs are no longer required and shareholders mandate will not be sought for these RRPTs at the forthcoming 25th AGM:

Companies within the Omesti Group transacting with the Related Party	**Nature of Transactions**	**Transacting Related Party**	**Interested Directors / Major Shareholders / Person Connected with Director / Major Shareholders**	**Estimated aggregated value as disclosed in the preceding year's circular to shareholders dated 30 July 2024 ("Estimated Value") (RM)**	**Actual value transacted from 12 September 2024 (date of 24th AGM) to the LPD ("Actual Value") (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 (5)	**Interested Director** - 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) - Thong Mei Chuen ("TMC") (4)	5,000,000	637,740.01

Notes:
None of the Actual Value of the RRPT has exceeded the Estimated Value by 10% or more.

@ *The tenure of the office spaces will be for a rental period of not more than three (3) years and rental payment will be made on a monthly basis. The tenancy will expire in September 2026.*

(1) *Dato' Sri Thong is a Director of Omesti and common 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 the LPD are set out below:-*

Name of Company	***% of Interest***	
	Direct	***Indirect***
Omesti	-	*4.64 (a)*
Ho Hup	-	*11.12 (b)*

(a) *Deemed interest by virtue of his substantial interest in Insas (deemed interested by virtue of its interests in IP, GAMSB and MAL, which are subsidiaries of Insas and WDPL, an associated company of Insas pursuant to Section 8(4) of the Act) and his daughter's direct interest in the Company pursuant to Section 8(4) and 59(11)(c) of the Act.*

(b) *Deemed interest by virtue of his substantial shareholdings in Insas 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 company 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) *TMC is the daughter to Dato' Sri Thong and a shareholder of Omesti.*

(5) *Ho Hup is principally engaged in investment holding, foundation engineering, civil engineering, building contracting works and provision of management services for subsidiary companies. Its subsidiaries are principally involved in property investment, property development, construction, and retail.*

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2.5 Outstanding amount due and owing by Related Party

As at the LPD, there is no outstanding amount due and owing to the Group by its Related Party.

3. RATIONALE AND BENEFITS FOR THE PROPOSED NEW RRPT MANDATE

The RRPT entered into or to be entered into by the Group are in the ordinary course of business and are intended to meet the business needs of the Group at the best possible terms so as to achieve synergistic benefits within the Group. These transactions are likely to occur with some degree of frequency and may be constrained by the time-sensitive nature and confidentiality of such transactions, thus rendering it impractical to seek shareholders' approval on a case by case basis before entering into such transactions.

By obtaining the Proposed New RRPT Mandate on an annual basis, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such RRPT occur would not arise. This would substantially reduce the time, administrative requirements, and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

The Related Parties which are involved in the RRPT have proven their reliability and expertise in their respective fields. In certain instances, the Related Parties provide the Group the support for its operational needs, thereby enabling greater efficiency and effectiveness in the utilisation of the Group's resources.

4. REVIEW PROCEDURES

To ensure that the RRPT are undertaken on transaction prices and 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 that they are conducted at arm's length and on normal commercial terms consistent with the Group's usual business practices and policies and will not be prejudicial to the shareholders, the Board will ensure that all transactions with Related Parties will only be entered into after taking into consideration the pricing, level and quality of products and support services, and the review procedures as stated below.

The Board has established the following review procedures which are to be carried out for each RRPT:

(a) Records will be maintained by the Company to capture all RRPT entered into pursuant to the Proposed New RRPT Mandate to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to.

(b) On a periodic basis, the procedures and guidelines pertaining to RRPT will be reviewed by the Senior Management of Omesti and the Audit Committee to ensure that the terms of the transactions are not more favourable to the Related Parties than those generally available to the public, and are not to the detriment of the minority shareholders.

(c) Where any person(s) has an interest in the RRPT to be reviewed, such person(s) shall abstain from deliberation and voting in respect of such transactions.

(d) Disclosure shall be made in the annual report of a breakdown of the aggregate value of all transactions conducted pursuant to the Proposed New RRPT Mandate during the financial year and in the annual reports for the subsequent financial years during which the shareholders' mandate remains in force. In making such disclosure, a breakdown will be provided of the aggregate value of the RRPT conducted pursuant to the Proposed New RRPT Mandate during the current financial year, amongst others, based on the following:-

    (i) the type of the RRPT made; and

    (ii) the names of the Related Parties involved in each type of RRPT and their relationship with the Omesti Group.

There are no thresholds for approval of RRPT within the Omesti Group. However, all RRPT are subject to the approval of any one of the senior management i.e. senior executives who hold top-level positions, such as chief executive officer, chief financial officer (in his absent, the senior finance manager), chief operating officer, chief information officer, chief technology officer, chief legal officer of Omesti and/or any one of the directors of the respective companies.

At least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. Where quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined by the Omesti Group based on its usual business practices to ensure that the RRPT is not detrimental to the Omesti Group and the minority shareholders.

5. STATEMENT BY THE AUDIT COMMITTEE

The Audit Committee of the Company has reviewed the procedures mentioned in section 4 above and is of the view that the said procedures are sufficient to ensure that the RRPT is not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

The Omesti Group has in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner. These procedures and processes will be reviewed annually or as and when necessary.

6. CONDITION FOR THE PROPOSED NEW RRPT MANDATE

The Proposed New RRPT Mandate is conditional upon approval being obtained from the shareholders of Omesti at the forthcoming 25th AGM.

7. FINANCIAL EFFECTS

The Proposed New RRPT Mandate does not have any effect on the issued and paid-up share capital and Major Shareholders' shareholdings of Omesti and is not expected to have any material effect on the consolidated earnings and NA of Omesti.

8. INTERESTS OF THE DIRECTORS, MAJOR SHAREHOLDERS AND PERSONS CONNECTED WITH THEM

The direct and indirect shareholdings of the interested major shareholder, namely Datin Seri Yasmin ("Interested Major Shareholder") and interested Persons Connected with the major shareholder, namely Teguh Sedaya Sdn Bhd and Nur Atisya Binti Mohd Yunus ("Interested Persons Connected") in the Company as at the LPD are set out below:-

	Direct		Indirect	
	No. of Shares	**%**	**No. of Shares**	**%**
Interested Major Shareholder				
Datin Seri Yasmin	4,324,400	0.19	524,177,200 [(a)]	22.57
Interested Persons Connected				
Teguh Sedaya Sdn Bhd	524,177,200	22.57	-	-
Nur Atisya Binti Mohd Yunus	-	-	524,177,200 [(a)]	22.57

Notes:

[(a)] *Deemed interest by virtue of her substantial interest in Teguh Sedaya Sdn Bhd pursuant to Section 8(4) of the Act.*

The Interested Major Shareholder and Interested Persons Connected will abstain from voting in respect of their direct and indirect shareholdings on the Proposed New RRPT Mandate at the forthcoming 25th AGM.

In addition, the Interested Major Shareholder has undertaken that she will ensure that the Persons Connected with her will abstain from voting in respect of their direct and indirect shareholdings on the resolution, deliberating or approving the Proposed New RRPT Mandate at the forthcoming 25th AGM.

Nur Atisya Binti Mohd Yunus, the Deputy Chairperson/Non-Independent Non-Executive Director of the Company has abstained and will continue to abstain from deliberating and voting on the Proposed New RRPT Mandate at the relevant Board meetings.

Save as aforesaid, none of the other Directors or Major Shareholders or Persons Connected with them has any interest, direct or indirect in the Proposed New RRPT Mandate.

9. BOARD'S RECOMMENDATION

The Board (save for the Interested Director), having considered all aspects of the Proposed New RRPT Mandate, is of the opinion that the Proposed New RRPT Mandate is in the best interest of the Company and its shareholders and accordingly, recommends that you vote in favour of the ordinary resolution pertaining to the Proposed New RRPT Mandate to be tabled at the forthcoming 25th AGM.

10. 25TH AGM

The Notice of the 25th AGM to consider and if thought fit, passing the ordinary resolution pertaining to the Proposed New RRPT Mandate as set out herein is also enclosed in the Annual Report 2025. The 25th AGM 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 a.m. or at any adjournment thereof.

If you are unable to participate at the 25th AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) may be made in a hard copy form and deposited with the Share Registrar of our Company, Bina Management (M) Sdn Bhd, at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia. Alternatively, you may email your Form(s) of Proxy by electronic means directly to binawin@binamg168.com.

The Form(s) of Proxy must be received by our Company not less than 24 hours before the time appointed for holding the 25th AGM or any adjournment thereof at which the person named in the appointment proposes to vote. The lodging of Form(s) of Proxy does not preclude you from attending and voting in person should you subsequently decide to do so.

11. FURTHER INFORMATION

Shareholders of Omesti are advised to refer to the attached Appendix I for further information.

Yours faithfully,
For and on behalf of the Board of
OMESTI BERHAD

YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz
Chairman/Independent Non-Executive Director

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board of Omesti who collectively and individually accept full responsibility for the accuracy and correctness of the information contained herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Circular false or misleading.

2. MATERIAL LITIGATION

As at the LPD, save as disclosed below, our Group is not involved in any material litigation, claim and/or arbitration, either as plaintiff or defendant, which has a material effect on the financial position of our Group and our Board confirms that there are no proceedings, pending or threatened, or of any facts likely to give rise to any proceedings, which may materially and adversely affect the business or financial position of our Group:

High Court of Malaya in Kuala Lumpur Suit No.: WA-21NCVC-27-02/2021 ("SUIT")

Plaintiff: FNS
Defendant: Suruhanjaya Syarikat Malaysia ("SSM")

On 11 February 2021, FNS filed a suit against SSM, seeking, among others, an order for specific performance to enforce the terms of an outsourcing agreement dated 28 November 2017 entered into between the FNS and SSM. The agreement relates to the supply, implementation, training, support, and maintenance of SSM's Core Registry Solution. In addition, FNS claims the followings against SSM:

(a) Alternatively, damages in lieu of specific performance;
(b) Alternatively, damages be assessed and/or sums to be determined by way of quantum meruit;
(c) Alternatively, damages in the sum of RM128,178,067.84;
(d) Further and/or in the alternative, damages to be assessed in relation to the unjust enrichment of the Defendant;
(e) a declaration that the source code and/or intellectual property and/or confidential information is property belonging to FNS;
(f) an order that the Defendant deliver up the source code and/or intellectual property and/or confidential information which is in the custody, possession or control of SSM to FNS;
(g) an injunction to restrain SSM either through its agents and/or servants and/or otherwise howsoever from using and/or distributing and/or sharing and/or publishing the source code and/or intellectual property and/or confidential information belonging to FNS and/or any part thereof for any propose;
(h) damages, whether general and/or aggravated and/or exemplary to be assessed;
(i) interest at such rate and for such period in respect of the damages so awarded and assessed as aforesaid; and
(j) costs.

On 2 April 2021, SSM filed its defence and counterclaim seeking the followings against FNS:

(a) a declaration that the outsourcing agreement was lawfully terminated;
(b) payment of RM49,298,651.00 from Omesti to SSM;
(c) damages to be assessed;
(d) an order for the delivery up of all content, materials, designs, specifications, records, accounts, detailed reports, data, documents and any other information belonging to SSM and in the possession of FNS;
(e) interest on all sums awarded;
(f) costs of the proceedings; and
(g) such further or other relief as the Court deems fit and proper.

Both FNS and SSM have been involved in various interim court applications and proceedings within the Suit. Trials for this matter have been held on:

(a) 11 and 12 September 2025;
(b) 3 to 5 November 2025;
(c) 10 and 11 September 2025; and
(d) 4 to 6 February 2026.

Remaining trial dates are fixed on 23 and 24 February 2026, and 18 and 19 March 2026. Case management was held on 13 February 2026 and it was decided that the case will continue to be tried by the current trial Judge.

Nevertheless, after consulting with our Company's acting solicitors in the matter, our Board is of the view that FNS's prospects of success in the Suit are reasonable based on the facts and circumstances as they currently stand. Pending the outcome of the trial, there are no anticipated material financial effects on our Group.

3. MATERIAL CONTRACTS

As at the LPD, save as disclosed below, our Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business of our Group) within 2 years immediately preceding the date of this Circular:

(i) On 6 June 2025, the Company entered into a settlement agreement with Microlink Solutions Berhad ("Microlink") ("Settlement Agreement") to settle the debts owing to Microlink by the Company amounting to RM8,500,000 payable by the Company through the issuance of up to 85,000,000 ordinary shares ("Creditor Settlement Shares") to Microlink at an issue price to be determined and announced later by the Board, with a minimum issue price of RM0.10 each, subject to the terms and conditions contained in the Settlement Agreement ("Creditor Settlement"). The Creditor Settlement had been completed following the listing of and quotation for 85,000,000 Creditor Settlement Shares on the Main Market of Bursa Securities on 15 October 2025; and

(ii) On 10 June 2024, OHB entered into a share purchase agreement with Tomy Ling Duon Mein and Tang Vee Mun for the disposal of 100% equity interest in Aurora 360 Sdn Bhd, which was a wholly-owned subsidiary of OHB, for a total cash consideration of RM500,000. The completion date of the share purchase agreement was on 14 August 2024.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at Ho Hup Tower – Aurora Place, 2-07-01 – Level 7, Plaza Bukit Jalil, No. 1, Persiaran Jalil 1, Bandar Bukit Jalil, 57000 Kuala Lumpur during office hours from Mondays to Fridays (except public holidays) from the date of this Circular until the date of the 25th AGM:

(i) Constitution of Omesti;

(ii) The audited consolidated financial statements of Omesti for the financial year ended 31 March 2024 and financial period from 1 April 2024 to 31 October 2025;

(iii) The relevant cause papers in respect of the material litigation referred to in Section 2 above; and

(iv) The contracts in respect of the material contracts referred to in Section 3 above..

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OMESTI BERHAD

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

EXTRACT OF RESOLUTIONS TO BE TABLED AS SPECIAL BUSINESS AT THE FORTHCOMING 25TH ANNUAL GENERAL MEETING

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

"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."