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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**EGM**" or "**Meeting**") of Omesti Berhad ("**Omesti**" or the "**Company**") will be held at Banquet Hall, Royal Lake Club Kuala Lumpur, Taman Tasek Perdana, Jalan Cenderamulia, Off Jalan Parlimen, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia on Wednesday, 24 September 2025 at 10:30 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:-

ORDINARY RESOLUTION 1

PROPOSED SETTLEMENT OF DEBTS AMOUNTING TO RM8,500,000 OWING TO MICROLINK SOLUTIONS BERHAD ("MICROLINK") THROUGH THE ISSUANCE OF UP TO 85,000,000 NEW ORDINARY SHARES IN OMESTI ("SHARES" OR "CREDITOR SETTLEMENT SHARES") AT AN ISSUE PRICE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED CREDITOR SETTLEMENT")

"**THAT** subject to the approvals of the relevant authorities and/or parties being obtained, where required, and the relevant conditions precedent stipulated in the settlement agreement dated 6 June 2025 entered into between the Company and Microlink for the Proposed Creditor Settlement ("**Settlement Agreement**") being fulfilled or waived (as the case may be), approval be and is hereby granted to the Company to settle the amount owing to Microlink of RM8,500,000 to be satisfied via the issuance of up to 85,000,000 Creditor Settlement Shares at an issue price to be determined and announced later by the Board of Directors of Omesti ("**Board**"), with a minimum issue price of RM0.10 each, subject to and upon such terms and conditions as set out in the Settlement Agreement;

THAT approval be and is hereby granted to the Company to allot and issue up to 85,000,000 Creditor Settlement Shares in accordance with the terms and conditions as set out in the Settlement Agreement;

THAT such Creditor Settlement Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Shares, save and except that the Creditor Settlement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to the shareholders of the Company, where the entitlement date of which is prior to the dates of allotment and issuance of the Creditor Settlement Shares;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all necessary documents, enter into any arrangements, agreements and/or undertakings with any party or parties as they may deem fit or expedient in order to carry out, finalise and give full effect to and complete the Proposed Creditor Settlement with full powers to assent to or make any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Creditor Settlement in the best interest of the Company."

ORDINARY RESOLUTION 2

PROPOSED SETTLEMENT OF REDEEMABLE PREFERENCE SHARES IN OMESTI ("RPS") AMOUNTING TO RM106,441,367 OWING TO THE RPS HOLDERS THROUGH THE ISSUANCE OF UP TO 1,064,413,670 NEW SHARES ("RPS SETTLEMENT SHARES") AT AN ISSUE PRICE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED RPS SETTLEMENT")

"**THAT** subject to the approvals of the RPS holders of the Company and the relevant authorities and/or parties being obtained, where required, approval be and is hereby granted to the Company to undertake the early redemption of all outstanding RPS prior to the maturity date of 31 March 2026, to be satisfied through the settlement of the amount owing to RPS holders of RM106,441,367 via the issuance of up to 1,064,413,670 RPS Settlement Shares at an issue price to be determined and announced later by the Board, with a minimum issue price of RM0.10 each;

THAT approval be and is hereby granted to the Company to allot and issue up to 1,064,413,670 RPS Settlement Shares;

THAT such RPS Settlement Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Shares, save and except that the RPS Settlement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to the shareholders of the Company, where the entitlement date of which is prior to the dates of allotment and issuance of the RPS Settlement Shares;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all necessary documents, enter into any arrangements, agreements and/or undertakings with any party or parties as they may deem fit or expedient in order to carry out, finalise and give full effect to and complete the Proposed RPS Settlement with full powers to assent to or make any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed RPS Settlement in the best interest of the Company."

ORDINARY RESOLUTION 3

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 789,036,071 NEW SHARES ("RIGHTS SHARES") ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 1 EXISTING SHARE, AT AN ISSUE PRICE AND HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("ENTITLEMENT DATE"), TOGETHER WITH UP TO 315,614,428 FREE DETACHABLE WARRANTS IN OMESTI ("WARRANTS D") ON THE BASIS OF 2 WARRANTS D FOR EVERY 5 RIGHTS SHARES SUBSCRIBED FOR ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

"**THAT** subject to the approvals of the relevant authorities and/or parties being obtained, where required, approval be and is hereby granted to the Board to undertake the Proposed Rights Issue with Warrants as follows:

(i) to provisionally allot and issue by way of a renounceable rights issue of up to 789,036,071 Rights Shares on the basis of 1 Right Share for every 1 existing Share held on an Entitlement Date at a final issue price to be determined by the Board and on such terms and conditions and in such manner as the Board may determine, together with up to 315,614,428 Warrants D on the basis of 2 Warrants D for every 5 Rights Shares subscribed for, to the shareholders of the Company whose names appear in the Company's Record of Depositors of Shares as at the close of business on the Entitlement Date ("**Entitled Shareholders**");

(ii) to enter into and execute a deed poll in relation to Warrants D ("**Deed Poll D**") and to do all acts, deeds and things as they may deem fit or expedient in order to implement, finalise and give full effect to the aforesaid Deed Poll D (including, without limitation, the affixing of the Company's common seal, where necessary);

(iii) allot and issue such number of additional warrants 2021/2026 of the Company ("**Warrants C**") pursuant to the adjustments as provided for under the deed poll dated 16 February 2021 constituting the Warrants C ("**Deed Poll C**") and as may be imposed, required or permitted by Bursa Malaysia Securities Berhad ("**Bursa Securities**") and/or any other relevant authorities (where required) ("**Additional Warrants C**"), and to adjust from time to time the exercise price of Warrants C as a consequence of the adjustments under the provisions of the Deed Poll C and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Securities and/or any other relevant authorities and/or parties (where required);

(iv) to allot and issue new Shares credited as fully paid-up to the holders of Warrants D pursuant to the exercise of the Warrants D (including the additional Warrants D, if any), during the tenure of the Warrants D; and

(v) to utilise the proceeds to be raised from the Proposed Rights Issue with Warrants in the manners as set out in Part A, Section 4.7 of the circular to shareholders of the Company dated 2 September 2025 ("**Circular**") and the Board be and is hereby authorised to vary the manner and/or purpose of utilisation of such proceeds as they may deem fit and in the best interest of the Company, subject to the approval of the relevant authorities and/or parties (where required);

THAT the shareholders' fractional entitlements to the Rights Shares with Warrants D, if any, will be disregarded and dealt with by the Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of the Company;

THAT the Rights Shares with Warrants D which are not taken up or validly taken up shall be made available for excess applications by the Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable). It is the intention of the Board to reduce the incidence of odd lots and to allocate any excess Rights Shares with Warrants D in a fair and equitable manner on a basis to be determined by the Board and announced thereupon by the Company;

THAT the Warrants D shall be allotted and issued in the registered form on the basis that, subject to any adjustments to the subscription rights attached to the Warrants D under the provisions of the Deed Poll D, each Warrant D entitles its holder to subscribe for 1 new Share at an exercise price to be determined by the Board and on such terms and conditions and in such manner as the Board may determine, during its prescribed exercise period;

THAT the Rights Shares and the new Shares to be issued arising from the exercise of the Warrants D and Additional Warrants C, if any, shall, upon issuance and allotment, rank equally in all respects with the then existing Shares, save and except that the Rights Shares and the new Shares shall not be entitled to any dividends, rights, allotments and/or other distribution that may be declared, made or paid to the shareholders of the Company, where the entitlement date of which is prior to the dates of allotment and issuance of the Rights Shares and the new Shares to be issued arising from the exercise of the Warrants D and Additional Warrants C, if any;

THAT the Board be and is hereby authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all necessary documents, enter into any arrangements, agreements and/or undertakings with any party or parties as they may deem fit or expedient in order to carry out, finalise and give full effect to and complete the Proposed Rights Issue with Warrants with full powers to assent to or make any conditions, modifications, variations and/or amendments including to vary the manner and/or the purpose of the utilisation of proceeds arising from the Proposed Rights Issue with Warrants, if necessary, in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue with Warrants in the best interest of the Company;

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue to be in full force and effect until the Rights Shares together with Warrants D to be issued pursuant to or in connection with the Proposed Rights Issue with Warrants have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue with Warrants."

ORDINARY RESOLUTION 4

PROPOSED PRIVATE PLACEMENT OF UP TO 456,465,000 NEW SHARES, REPRESENTING UP TO 15% OF THE TOTAL ENLARGED NUMBER OF ISSUED SHARES (EXCLUDING TREASURY SHARES, IF ANY) ("PLACEMENT SHARES"), TO THIRD PARTY INVESTOR(S) AT AN ISSUE PRICE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED PRIVATE PLACEMENT")

"**THAT** subject to the approvals of the relevant authorities and/or parties being obtained, where required, approval be and is hereby granted to the Board to allot and issue up to 456,465,000 Placement Shares, representing up to 15% of the total enlarged number of issued Shares (excluding treasury shares, if any), to third party Bumiputera investor(s) at an issue price to be determined, fixed and announced by the Board at a later date ("**Price Fixing Date (Placement)**") upon the completion of the Proposed Creditor Settlement, Proposed RPS Settlement and Proposed Rights Issue with Warrants;

THAT the issue price for each tranche of the Placement Shares will be priced at not more than 10% discount to the 5-day volume weighted average market price of the Shares immediately before the Price Fixing Date (Placement);

THAT the Board be and is hereby authorised to utilise the proceeds to be raised from the Proposed Private Placement for such purposes and in such manner as set out in Part A, Section 5.5 of the Circular and the Board be and is hereby authorised to vary the manner and/or purpose of utilisation of such proceeds as they may deem fit and in the best interest of the Company, subject to the approval of the relevant authorities and/or parties (where required);

THAT the Placement Shares shall, upon issuance and allotment, rank equally in all respects with the then existing Shares, save and except that the Placement Shares shall not be entitled to any dividends, rights, allotments and/or other distribution that may be declared, made or paid to the shareholders of the Company, where the entitlement date of which is prior to the dates of allotment and issuance of the Placement Shares;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all necessary documents, enter into any arrangements, agreements and/or undertakings with any party or parties as they may deem fit or expedient in order to carry out, finalise and give full effect to and complete the Proposed Private Placement with full powers to assent to or make any conditions, modifications, variations and/or amendments including to vary the manner and/or the purpose of the utilisation of proceeds arising from the Proposed Private Placement, if necessary, in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Private Placement in the best interest of the Company."

SPECIAL RESOLUTION 1

PROPOSED REDUCTION OF RM200,000,000 OF THE ISSUED SHARE CAPITAL OF OMESTI PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 ("ACT") ("PROPOSED SHARE CAPITAL REDUCTION")

"**THAT** subject to the approvals being obtained from the RPS holders of the Company, confirmation by the High Court of Malaya and the relevant authorities and/or parties, where required, pursuant to Section 116 of the Act, approval be and is hereby granted to the Company to undertake the Proposed Share Capital Reduction and reduce RM200.00 million of the issued share capital of the Company and that the corresponding credit of RM200.00 million arising from such cancellation shall be utilised to set off against the accumulated losses of the Company and the remaining balance, if any, will be credited to the retained earnings of the Company which shall be used in a manner to be determined by the Board at a later date and in the best interest of the Company as permitted by the Company's constitution, the relevant and applicable laws as well as the Main Market Listing Requirements of Bursa Securities;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all necessary documents, enter into any arrangements, agreements and/or undertakings with any party or parties as they may deem fit or expedient in order to carry out, finalise and give full effect to and complete the Proposed Share Capital Reduction with full powers to assent to or make any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Share Capital Reduction in the best interest of the Company."

By Order of the Board

LIM SHOOK NYEE (SSM PC NO. 201908003593 & MAICSA 7007640)
Company Secretary
Kuala Lumpur
2 September 2025

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 17 September 2025 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 EGM will be put to vote by poll pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Personal data privacy:

*By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.*