EGM 2025

OMESTI BERHAD

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

MINUTES of the **Extraordinary General Meeting ("EGM"** or **"Meeting")** of Omesti Berhad ("**Omesti**" or "**the Company**") 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.

		Directors
PRESENT	:	YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz Chairman/ Independent Non-Executive Director Mr Monteiro Gerard Clair Executive Director Ms Mah Xian-Zhen Non-Independent Non-Executive Director Mr Tan Wee Hoong (Robin) Independent Non-Executive Director Encik Syed Md Najib Bin Syed Md Noor Independent Non-Executive Director
ABSENT WITH APOLOGIES	:	Dato' Sri Thong Kok Khee Deputy Chairman/Non-Independent Non-Executive Director Ms Pauline Teh @ Pauline Teh Abdullah Independent Non-Executive Director
BY INVITATION	:	Management Mr Wong Kaixuan Senior Manager, Finance
BY INVITATION	:	As per Summary of Attendance List
SHAREHOLDERS/ PROXIES/AUTHORISED REPRESENTATIVE	:	As per Summary of Attendance List
IN ATTENDANCE	:	Ms Lim Shook Nyee (Agnes) Company Secretary Ms Lee Le En (Stella) Joint Company Secretary

1. OPENING ADDRESS BY THE CHAIRMAN

YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz ("**Tunku Chairman**") presided as the Chairman of the Meeting.

On behalf of the Board of Directors, Tunku Chairman welcomed the shareholders, proxies (collectively, "**Members**") and invitees for attending the EGM of the Company.

2. QUORUM & NOTICE OF MEETING

Upon confirming the requisite quorum pursuant to Clause 57 of the Company's Constitution, Tunku Chairman called the Meeting to order.

There being no objection, the notice convening the EGM dated 2 September 2025, having been circulated earlier to all the shareholders within the prescribed period, was taken as read.

3. INTRODUCTION

Tunku Chairman introduced to the Members and invitees, all the other Board members and the Company Secretary who were seated on the head table. He informed that Dato' Sri Thong Kok Khee and Ms Pauline Teh @ Pauline Teh Abdullah were unable to attend the EGM and had extended their apologies.

Tunku Chairman further mentioned that the representatives of the Management, Advisers and Auditors were present at the EGM.

4. PROXIES & BRIEFING ON SEQUENCE OF FLOW

The Company Secretary reported that 28 forms of proxy had been received from shareholders representing 296,541,700 shares or 54.85% within the stipulated prescribed period of 24 hours before the time for convening this Meeting.

Before proceeding with the business of the EGM, the Chairman briefed the sequence of the flow and that the resolutions set out in the Notice of EGM would be carried out by way of poll, in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**").

Tunku Chairman also notified that the Company had appointed Bina Management (M) Sdn Bhd as the Poll Administrator to conduct the polling process and Cygnus Technology Solutions Sdn Bhd as Scrutineers to verify the poll results of the Meeting.

The Members were informed that the polling process would be conducted after the discussion of the agenda had been dealt with.

5. ITEM 1 ON THE AGENDA - 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")

Tunku Chairman informed that item no. 1 on the agenda was to seek the shareholders' approval for the Proposed Creditor Settlement. The full details of the Proposed Creditor Settlement were set out in the Circular to Shareholders and Redeemable Preference Shareholders ("**RPS Holders**") dated 2 September 2025 ("**Circular**").

The full text of resolution was taken as read. Tunku Chairman put the motion to the meeting for consideration.

Ordinary Resolution 1 was proposed by Ms Loong Lee Han, a shareholder and duly seconded by Cik Sharifah Shafiqa Salim Ben Yahya, a shareholder.

6. ITEM 2 ON THE AGENDA - 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")

The Meeting proceeded with the next item on Ordinary Resolution 2 pertaining to the Proposed RPS Settlement. Tunku Chairman mentioned that the full details of the Proposed RPS Settlement were set out in the Circular.

The full text of resolution was taken as read. Tunku Chairman put the motion to the meeting for consideration.

Ordinary Resolution 2 was proposed by Cik Noraizah Binti Yunos, a shareholder and duly seconded by Cik Sharifah Shafiqa Salim Ben Yahya, a shareholder.

7. ITEM 3 ON THE AGENDA - 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")

Tunku Chairman continued with Ordinary Resolution 3 which was in relation to the Proposed Rights Issue with Warrants. The full details of the Proposed Rights Issue with Warrants were set out in the Circular.

The full text of resolution was taken as read. Tunku Chairman put the motion to the meeting for consideration.

Ordinary Resolution 3 was proposed by Cik Hasmat Binti Harun, a shareholder and duly seconded by Cik Noraizah Binti Yunos, a shareholder.

8. ITEM 4 ON THE AGENDA - 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")

Tunku Chairman notified that item no. 4 on the agenda was in relation to the Proposed Private Placement. The full details of the Proposed Private Placement were set out in the Circular.

The full text of resolution was taken as read. Tunku Chairman put the motion to the meeting for consideration.

Ordinary Resolution 4 was proposed by Encik Mohamed Maharoof Bin Vaheed, a shareholder and duly seconded by Cik Sharifah Shafiqa Salim Ben Yahya, a shareholder.

9. ITEM 5 ON THE AGENDA - 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")

The Meeting proceeded with the Special Resolution 1 pertaining to the Proposed Share Capital Reduction. Tunku Chairman mentioned that the full details of the Proposed Share Capital Reduction were set out in the Circular.

The full text of resolution was taken as read. Tunku Chairman put the motion to the meeting for consideration.

Special Resolution 1 was proposed by Cik Hasmat Binti Harun, a shareholder and duly seconded by Ms Loong Lee Han, a shareholder.

10. PRESENTATION BY PRINCIPAL ADVISER, TA SECURITIES HOLDINGS BERHAD

The EGM continued with a presentation from the Principal Adviser, TA Securities Holdings Berhad.

Mr Cheong Wen Jie, representative from TA Securities Holdings Berhad (""**Mr Cheong**") was invited to present an overview of the Proposed Creditor Settlement, Proposed RPS Settlement, Proposed Rights Issue with Warrants, Proposed Private Placement and Proposed Share Capital Reduction, for information of the Members.

11. QUESTIONS AND ANSWERS ("Q&A") SESSION

Following the presentation of all resolutions in the agenda and presentation by representative from the Principal Adviser, Tunku Chairman declared the commencement of the Q&A session.

The questions raised by Mr Chee Sai Mun, a RPS Holder during the EGM were duly responded and addressed as follows:-

1. **There are several other creditors. Why is the settlement made only to one creditor which is Microlink Solutions Berhad ("Microlink")? What about other creditors and bank borrowings?**

   Mr Cheong responded that the amount owing to Microlink has been outstanding for some time. Microlink has made multiple verbal attempts to engage with the Company to request settlement of the outstanding balances since June 2024, details as outlined in the Circular. He added that the settlement amount of RM8.50 million was mutually agreed upon by the Company and Microlink through the execution of Settlement Agreement.

   Mr Monteiro Gerard Clair ("**Mr Gerard**") explained that the Company has an outstanding balance of approximately RM30.03 million owing to Microlink, where RM8,500,000.00 would be settled via issuance of up to 85,000,000 Creditor Settlement Shares and remaining balances to be fully settled in cash via proceeds from the corporate exercises. The other largest creditor of the Company is RPS Holders comprising RM106,441,367, the Company has proposed to undertake the Proposed RPS Settlement amounting to RM106,441,367 owing to the RPS holders through the issuance of RPS Settlement Shares. Mr Gerard further added that the proceeds from the Proposed Rights Issue with Warrants would be utilised to repay the existing bank borrowings. He said that the remaining creditors are ongoing business operations creditors of approximately RM5.0 to RM6.0 million which would be normally settled through collections.

2. **Does the scheme of the Proposals require sanction by the Court?**

   Mr Gerard clarified that the Proposals tabled at the EGM were within the processes under the regulatory bodies and does not require sanction by the Court. There was no demand, or legal action has been taken against the Company.

   The Proposed Capital Reduction would need confirmation from the High Court of Malaya to be effective after approvals being obtained from the Members and RPS Holders today.

3. **Why is the Proposed RPS Settlement to be effected through the issuance of ordinary shares rather than cash, or a combination of cash and shares?**

   Mr Gerard replied that the major RPS Holders including himself have confidence in the Company and believed that the settlement via the issuance of RPS Settlement Shares is the most appropriate option to repay our RPS Holders. He highlighted that the Interested Directors and shareholders for the Proposed RPS Settlement would abstain from voting in respect of the Proposed RPS Settlement.

   The repayment to RPS Holders via issuance of RPS Settlement Shares is expected to reduce the Group's debt whilst preserving the Group's cash and bank balances, and also further strengthen the Company's equity base as well as the net asset and gearing ratio of the Group.

4. **Why is the indicative issue price of the Rights Shares fixed at RM0.08, which is lower than the indicative issue price of the Creditor Settlement Shares and the RPS Settlement Shares?**

   Mr Gerard responded that the Proposed Creditor Settlement and Proposed RPS Settlement have a dilutive effect on the existing shareholders of the Company. He added that the indicative issue price is sufficiently attractive to incentivise and encourage the shareholders to subscribe for the Rights Shares and to enable the Group to raise the necessary funds to meet the funding requirements.

5. **What is the Group's strategy for turnaround? What will be the cashflow position after restructuring?**

   Mr Gerard mentioned that one of the Company's subsidiaries is engaged in the business of leasing computers from HP to the Government, and that the collections are sufficient to cover payments, thereby contributing positively to the Company's cash flow. In addition, the Group has also secured some maintenance contracts which would generate positive cash flow to the Group.

   He added that following the restructuring, the Group will be debt-free in respect of bank borrowings.

6. **The Company own Microlink shares. Both the Company and Microlink's businesses came down. From the earlier challenges which created the issue faced by the Company now, what is the difference between the Company's previous business model and its current one?**

   Mr Gerard responded that Omesti is still holding a substantial number of Microlink shares as an investment. The Company is hopeful that Microlink would be successful which in turn would generate a good return of investment for the Company.

   He further emphasised that, as the Group would be debt-free in respect of bank borrowings upon completion of the corporate exercises, it would no longer incur high interest expenses in the future. He highlighted that the Company is optimistic of maintaining a positive position, supported by the ongoing contracts in hand.

The Company had announced recently that one of the subsidiaries, Formis Network Services Sdn Bhd accepted the e-Courts Phase 3 Project with a total project value of approximately RM70.54 million. Mr Gerard added that there are other smaller contracts in hand for maintenance work, and some other projects in private sector.

7. What is the pre and post operation costs?

Mr Gerard responded that the Group's operating cost was approximately RM1.5 million per month, as compared to RM6–7 million previously, mainly due to the de-coupling from Microlink and a reduction in headcount expenses.

8. Can the Company Secretary and the Company to advise the Members which resolutions are compulsory for Members' voting?

Ms Lim Shook Nyee advised the Members to review and consider all the resolutions set out in the Notice of EGM and the Circular, and to exercise the voting rights accordingly, as the Company greatly values the Members' support.

Mr Gerard added that the Proposals are not inter-conditional, and the Board (save for the Interested Director (Creditor Settlement), Tan Wee Hoong and Gerard, who have abstained from deliberating and voting in respect of the Proposed Creditor Settlement as well as the Interested Directors (RPS Settlement), who have abstained from deliberating and voting in respect of the Proposed RPS Settlement) recommended that the Members to vote in favour of all the resolutions, as the Proposals is in the best interests of the Company.

12. POLLING PROCEDURES

The representative of the Poll Administrator was invited to brief the Members on the polling procedures.

13. POLLING PROCESS

After the briefing by the representative of the Poll Administrator, Tunku Chairman informed that the Meeting would proceed with the poll voting for the proposed Resolutions.

The Meeting was adjourned at 11.10 a.m. for Members to cast their votes, and also for Independent Scrutineers to verify the polling results.

14. ANNOUNCEMENT OF POLL RESULTS

Tunku Chairman resumed the Meeting at 11.30 a.m. to announce the polling results in respect of the 5 resolutions which had been tabled at the EGM. He highlighted that the polling results had been verified by the Scrutineers, Cygnus Technology Solutions Sdn Bhd. The results were displayed on the screen and based on the polling results, Tunku Chairman declared that all the 5 resolutions as set out in the Notice of the EGM dated 2 September 2025 were **CARRIED** as follows and a copy of the polling results presented at the Meeting is attached to this Minutes as Annexure A:-

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")

Voted	For	Against
No. of Members	32	0
No. of Shares	170,921,633	0
% of Voted Shares	100.0000	0

"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")

Voted	For	Against
No. of Members	23	1
No. of Shares	71,324,900	103
% of Voted Shares	99.9999	0.0001

"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")

Voted	For	Against
No. of Members	40	1
No. of Shares	298,654,285	103
% of Voted Shares	100.0000	0.0000

"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")

Voted	For	Against
No. of Members	40	1
No. of Shares	298,652,388	2,000
% of Voted Shares	99.9993	0.0007

"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")

Voted	For	Against
No. of Members	39	2
No. of Shares	298,650,785	3,603
% of Voted Shares	99.9988	0.0012

"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."

15. CLOSURE

There being no other business to be transacted, the Meeting ended at 11.32 a.m. with a vote of thanks to Tunku Chairman.

Tunku Chairman thanked all members present for their support and participation at the EGM.

Confirmed as a correct record of proceedings,

- SIGNED -

CHAIRMAN
Date: 24 September 2025

At Kuala Lumpur