RPS Holders' Meeting 2025

OMESTI BERHAD

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

MINUTES of the **Redeemable Preference Shareholders' Meeting** ("**RPS Holders' Meeting**" 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 11:33 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
RPS HOLDERS/ 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 RPS Holders, proxies (collectively, "**RPS Members**") and invitees for attending the RPS Holders' Meeting of the Company.

2. QUORUM & NOTICE OF RPS HOLDERS' 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 RPS Holders' Meeting dated 2 September 2025, having been circulated earlier to all the RPS Holders within the prescribed period, was taken as read.

3. INTRODUCTION

Tunku Chairman introduced to the RPS 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 RPS Holders' Meeting and had extended their apologies.

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

4. PROXIES & BRIEFING ON SEQUENCE OF FLOW

The Company Secretary reported that 21 forms of proxy had been received from RPS Holders representing 67,066,340 RPS or 63.01% within the stipulated prescribed period of 24 hours before the time for convening this Meeting.

Before proceeding with the business of the Meeting, the Chairman briefed the sequence of the flow and that the resolutions set out in the Notice of RPS Holders' Meeting 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.

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 RPS 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 - SPECIAL RESOLUTION 1 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")

Tunku Chairman informed that item no. 1 on the agenda was to seek the RPS Holders' approval for the Proposed RPS 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.

Special Resolution 1 was proposed by Ms Mok E Yen, a RPS Holder and duly seconded by Ms Ng Pooi Ling, a RPS Holder.

6. **ITEM 2 ON THE AGENDA – SPECIAL RESOLUTION 2**
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 next item on Special Resolution 2 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 2 was proposed by Ms Mok E Yen, a RPS Holder and duly seconded by Ms Ng Pooi Ling, a RPS Holder.

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

Following the presentation of all resolutions in the agenda, Tunku Chairman declared the commencement of the Q&A session.

There was no question raised at the Meeting.

8. POLLING PROCEDURES

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

9. 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 11.36 a.m. for RPS Holders and proxies to cast their votes, and also for Independent Scrutineers to verify the polling results.

10. ANNOUNCEMENT OF POLL RESULTS

Tunku Chairman resumed the Meeting at 11.46 a.m. to announce the polling results in respect of the 2 resolutions which had been tabled at the RPS Holders' Meeting. 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 2 resolutions as set out in the Notice of the RPS Holders' Meeting 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:-

RPS Holders' Meeting 2025

SPECIAL RESOLUTION 1
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 RPS Members	12	0
No. of Shares	32,727,900	0
% of Voted Shares	100.0000	0

"THAT subject to the approvals of the shareholders 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."

SPECIAL RESOLUTION 2
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 RPS Members	24	0
No. of Shares	67,088,740	0
% of Voted Shares	100.0000	0.0000

"THAT subject to the approvals being obtained from the shareholders 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."

11. CLOSURE

There being no other business to be transacted, the Meeting ended at 11.48 a.m. with a vote of thanks to Tunku Chairman.

Tunku Chairman thanked all members present for their support and participation at the RPS Holders' Meeting.

Confirmed as a correct record of proceedings,

- SIGNED -

CHAIRMAN
Date: 24 September 2025

At Kuala Lumpur