CORPORATE GOVERNANCE OVERVIEW STATEMENT

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

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

The Company has generally complied with the MCCG 2021 for the period under review. The status of the Company's application of the MCCG 2021 is disclosed in our Corporate Governance Report 2024 (CG Report) which is accessible to the public at the Company's website: https://www.omesti.com/our-announcement/. The CG Report provides details on how the Company has applied each Practice during FYE 31 March 2024, including details of any departures and alternative measures put in place within the Company. It also demonstrates the commitment of the Board and Management of the Group in applying and embracing the highest standards of Corporate Governance across the organisation.

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

Principle A

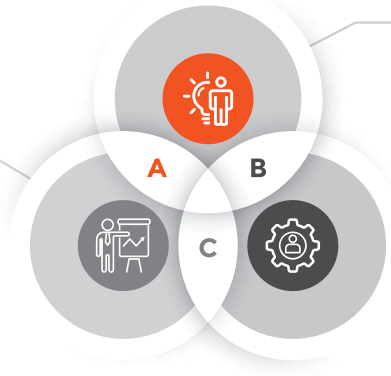
Board Leadership & Effectiveness

Principle B

Effective Audit & Risk Management; and

Principle C

Integrity in Corporate Reporting & Meaningful Relationship with Stakeholders



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

PRINCIPLE A: BOARD LEADERSHIP & EFFECTIVENESS

A) BOARD RESPONSIBILITIES

Board Leadership

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

Separation of Positions of Chairman, Deputy Chairman & Executive Directors

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

Access to Information, Advice & Company Secretary

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

Board Charter

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

Board Committees

The Board has established four (4) Board Committees:

- Audit & Risk Management Committee (ARMC)
- Nominating Committee (NC)
- Remuneration Committee (RC)
- Long-Term Incentive Plan Committee (LTIPC) (dissolved on 19 July 2024)

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

Board Meetings & Attendance

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

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

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

During FYE 31 March 2024, the Board met seven (7) times, during which it reviewed and approved various issues. These included the quarterly financial results of the Group for announcement to Bursa Securities, a corporate exercise and strategic decisions, as well as the financial and operational performance of the Group. The Board also reviewed the adequacy of the Group's internal control system.

The Board has leveraged on technology to be able to continue to convene Board and Board Committee meetings. During FYE 31 March 2024, most of these meetings were held as hybrid sessions.

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

7/7	**YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz**
5/7	**Dato' Sri Thong Kok Khee**
7/7	**Monteiro Gerard Clair**
6/6*	**Mah Xian-Zhen**
7/7	**Tan Wee Hoong**
7/7	**Danny Hoe Kam Thong**

* *One of the Special Board Meeting was not extended to Ms Mah Xian-Zhen ("Ms Mah") as the main agenda of the Meeting was to discuss the cost reduction exercise relating to Ms Mah.*

During FYE 31 March 2024, all Directors have complied with the minimum 50 percent attendance requirement at Board meetings, as stipulated by the MMLR. As such, the Board is satisfied with the level of time commitment given by the Directors of the Company towards fulfilling their duties and responsibilities.

Code of Ethics & Conduct

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

Whistleblowing Policy

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

Anti-Bribery & Corruption Policy

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

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

PRINCIPLE A: BOARD LEADERSHIP & EFFECTIVENESS

B) BOARD COMPOSITION

Board Balance & Composition

As at FYE 31 March 2024, the Board comprised six (6) members:

3	Independent Non-Executive Directors (IND)
2	Non-Independent Non-Executive Directors
1	Executive Director

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

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

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

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

The Profiles of the Directors are presented on pages 25 to 27 of Volume 1 of this Annual Report.

Reinforce Independence

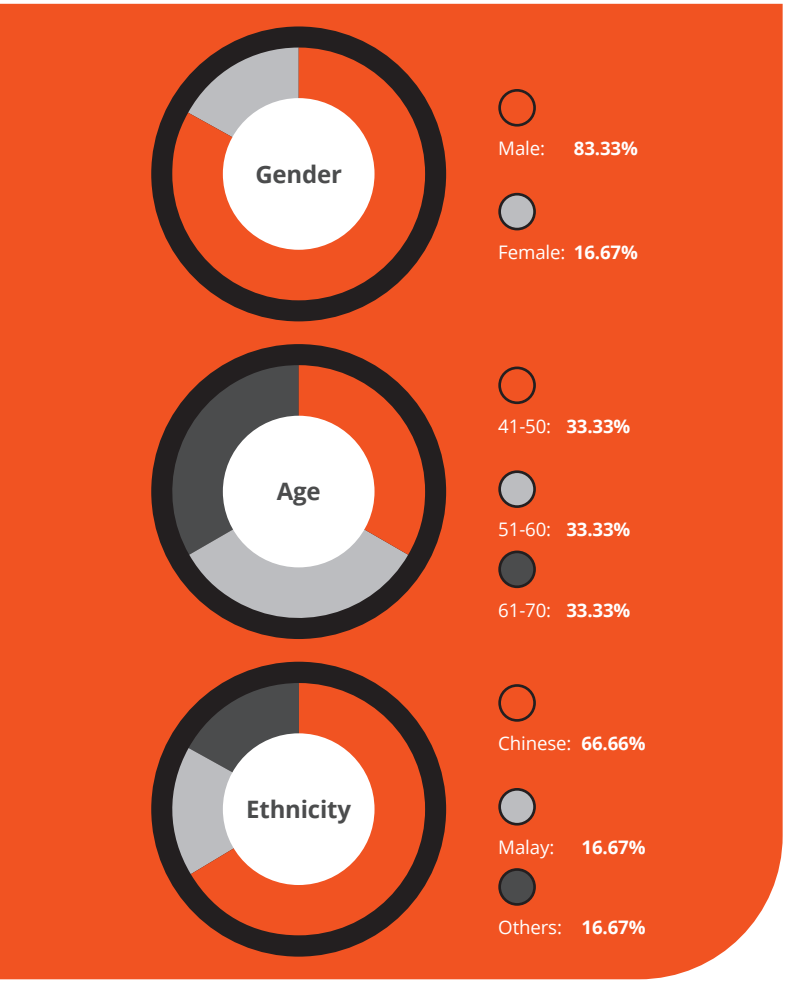
The NC is responsible for assessing the independence of INED annually. This assessment is based on the independent and constructive views, deliberations and contributions put forward by the INED during the Board meetings. This process is conducted through the Assessment of Independence of INED as part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

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

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



As at FYE 31 March 2024, the Board's diversity breakdown is depicted in the following matrix:





Nominating Committee Report

The NC established by the Board is responsible for screening, evaluating and recommending suitable candidates to the Board for appointment as Directors, as well as filling vacant seats of the Board Committees as and when they may arise.

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

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

During FYE 31 March 2024, two (2) NC meetings were held. The NC carried out the following activities:

- Assessed the size, composition and effectiveness of the Board Committees and each of its members;
- Reviewed the overall composition of the Board in terms of appropriate size, required mix of skills, experience, core competencies and effectiveness, as well as adequacy of balance between Executive Directors and INEDs;
- Evaluated each Director's performance and ensured no conflict of interest;
- Assessed and confirmed the independence of the INEDs;
- Reviewed the term of office and performance of the ARMC and each of its members;
- Reviewed and made recommendations to the Board with regard to Directors seeking re-election at the Company's 23rd Annual General Meeting (AGM);
- Evaluated the training needs of the Board; and
- Reviewed and discussed the re-designation of Director and changes to the composition of the Board Committees

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

PRINCIPLE A: BOARD LEADERSHIP & EFFECTIVENESS

Directors' Training

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

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

All the Directors of the Company have attended and successfully completed the Mandatory Accreditation Programme prescribed under the MMLR. In addition, the training/courses attended by the Directors during FYE 31 March 2024 are as follows:

Director	Training/Courses Attended	Date
Tunku Zain Al-'Abidin Ibni Tuanku Muhriz	Directors' Training on Fair Treatment of Financial Consumers ("FTFC") by Compliance Team	13.04.2023
	Raja Aziz Addruse Lecture - The Parliamentary System and Formation of Government	11.07.2023
	The Cooler Earth Sustainability Summit: Opportunities for a Better Tomorrow	11.09.2023
	Eisenfellow Fellowships Conference, SF USA	12.10.2023 – 14.10.2023
	Seminar "From Brazil to Southeast Asia: cross-cultural comparisons in the writing of Johannes Nieuhof (1682)" with Prof. Farish Noor	07.11.2023
	Majlis Bicara Negarawan: Tun Dr. Ismail Negarawan Berintegriti	08.11.2023
	ASLI Banking & Finance Summit 2023	14.11.2023
	2nd session of Constitution of Rule of Law Series - Role of the Judiciary in the federal constitution	31.01.2024
	Malaysia Outlook Conference 2024 - Ensuring Stability Delivers	06.03.2024
Tan Wee Hoong	Bursa Malaysia – Advocacy Sessions for Directors and CEO of Main Market Listed Issuers	22.08.2023
	Future-Proofing Malaysian Businesses: Navigating Cyber-Threats in the Age of AI & Thriving in a High-Risk Landscape	11.03.2024
Danny Hoe Kam Thong	The Audit Committee – How to navigate financial reporting oversight amidst potential landmines of misreporting (organised by MICG)	29.05.2023
	Audit Committee Conference 2023 (organised by Malaysian Institute of Accountant)	14.09.2023
	Fima's 2nd Virtual Summit Series 1 2023: Improving Workplace Dynamics: Achieving Harmony through Compliance & Competencies (in-house)	13.10.2023
	Fima's 2nd Virtual Summit Series 4 2023: Improving Workplace Dynamics: Achieving Harmony through Compliance & Competencies (in-house)	14.11.2023
	Mandatory Accreditation Programme Part II : Leading for Impact (LIP)	13.12.2023 – 14.12.2023

Saved as disclosed above, the other Directors of the Company were not able to attend any suitable training programmes during the financial year under review due to their work schedule. Nevertheless, this Directors continue to devote sufficient time to update their knowledge and enhance their skills through other channels, in line with the ever-changing commercial challenges and risks.

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

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

Re-election of Directors

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

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

C) REMUNERATION

Remuneration Committee (RC)

The RC is comprised entirely of Non-Executive Directors. The RC is entrusted under its TOR to assist the Board, amongst others, to carry out an annual review of salaries, incentive arrangements and other employment conditions of the Executive Directors and Senior Management. Meetings of the RC are held as and when required, and at least once a year.

The current composition of the RC is as set out on page 24 of Volume 1 of this Annual Report.

During FYE 31 March 2024, two (2) RC meetings were held. The RC, in discharging its functions and duties, carried out the following activities:

- Reviewed and recommended the payment of Directors' Fees and benefits for the period from 20 September 2023 until the next AGM of the Company; and
- Reviewed and recommended the Group Annual Increment and Bonus for FYE 31 March 2023.

Directors' Remuneration

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

Category	Fees (RM)	Salaries (RM)	Defined contribution plan (RM)	Benefits-In-Kind (RM)	Equity compensation benefits (RM)	Other emoluments (RM)	Total (RM)
YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz	120,000	–	–	–	–	8,000	128,000
Dato' Sri Thong Kok Khee	96,000	–	–	–	–	8,000	104,000
Mah Xian-Zhen *(Re-designated on 1 June 2023)*	50,000	213,693	40,604	66,062	–	6,000	376,359
Monteiro Gerard Clair *(Re-designated on 1 March 2024)*	55,000	–	–	–	–	14,000	69,000
Tan Wee Hoong	60,000	–	–	–	–	17,000	77,000
Danny Hoe Kam Thong	84,000	–	–	–	–	17,000	101,000

PRINCIPLE B: EFFECTIVE AUDIT & RISK MANAGEMENT

A) AUDIT & RISK MANAGEMENT COMMITTEE (ARMC)

As at FYE 31 March 2024, the ARMC comprises two (2) members, all of whom are Independent Non-Executive Directors. The Board had on 31 May 2024 appointed additional ARMC member. The current composition of the ARMC is as set out on page 24 of Volume 1 of this Annual Report.

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

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

The ARMC Report is presented on pages 46 to 48 of Volume 1 of this Annual Report.

B) RISK MANAGEMENT FRAMEWORK

Details on the key features of the risk management framework are set out in the Statement on Risk Management & Internal Control on pages 42 to 45 of Volume 1 of this Annual Report.

C) INTERNAL AUDIT FUNCTION

Details of the Group's internal control systems and the state of internal controls are further elaborated under the Statement on Risk Management & Internal Control. This Statement which has been reviewed by the Company's External Auditors, is provided separately on pages 42 to 45 of Volume 1 of this Annual Report.



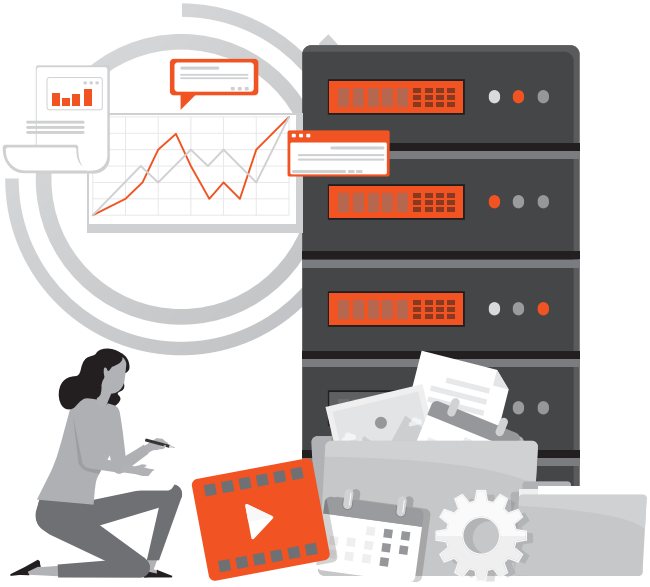
PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING & MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

A) COMMUNICATION WITH STAKEHOLDERS

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

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

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



B) CONDUCT OF GENERAL MEETINGS

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

The Company leveraged on technology by conducting its 23rd AGM as virtual session. This was conducted via a secure digital platform. All Directors including the Chairman were in attendance at the designated broadcast venue.

The notice for the 23rd AGM was provided more than 28 days in advance to enable shareholders to make adequate preparation. Shareholders attending the 23rd AGM were able to participate, speak (in the form of real-time submission of typed texts) and cast their votes in real time via the electronic voting facilities provided by the meeting platform. The remote poll voting results were validated by an independent scrutineer and made available immediately following the broadcast.

COMPLIANCE STATEMENT

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

This statement has been presented and approved by the Board at its meeting held on 19 July 2024.

STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROL

INTRODUCTION

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

This Statement on Risk Management & Internal Control is prepared in accordance with Paragraph 15.26(b) of the Main Market Listing Requirements (MMLR) and Practice Note 9 of Bursa Malaysia Securities Berhad (Bursa Securities).

BOARD RESPONSIBILITIES

The Board affirms its responsibilities for the Group's system of internal control, which includes the establishment of an effective control environment and appropriate internal control framework as well as review of its adequacy and integrity.

This system is designed to identify and manage risks facing the business in order to safeguard shareholder investment and the Group's assets, and covers financial, organisational, operational and compliance controls including corporate governance, risk management and contingency plans, if required.

The Board is aware that the control system is designed to manage, rather than to eliminate the risk of failure of the Group's business objectives in view of limitations that are inherent in any system of internal control.

Accordingly, this system can only provide reasonable, but not absolute assurance against material misstatement, losses or fraud.

The system of internal control mainly applies to the operating companies and does not cover associates and inactive and dormant companies.

SYSTEM OF INTERNAL CONTROL

KEY FRAMEWORK

The Group's risk management framework is constantly monitored and reviewed to ensure risks and controls are updated to reflect current situations and ensure relevance at any given time. In keeping with good governance, Management takes seriously the responsibility of ensuring that the Group is always alert to any situation that might affect its assets, income and ultimately, profits. Management has also the responsibility for managing risks and implementing internal controls associated with the Group's operations, and ensuring compliance with applicable laws and regulations.

For the financial year under review, the following reviews were carried out:

- Enterprise Risk Management Review
- Bemed Group Inventory Review
- Accounts Payable Process Review (Revisit)
- Follow-up on previous years' internal audit reports

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

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

- Organisation and definition of the management structure of the Group including areas of responsibility and segregation of authorities and limits;

- Clearly defined delegation of responsibilities to Board Committees and the Management of Head Office and companies within the Group, including authorisation levels for all aspects of the businesses;

- Standard Operating Procedures defined for selected key processes of the Group, which are extended to all operating units. These processes are reviewed periodically to reflect changing risks and/or to resolve any operational deficiencies and promote efficiency and accountability.

- Segregation of duties to reduce the scope for error and to prevent collusion. Key functions such as accounting, finance and treasury, legal, order processing, human resource and regulatory related matters are controlled centrally;

- Presentation to the Board of timely information on the performance of the Group through quarterly Board documents, as well as reports from various Committees and subsidiaries. Quarterly performance reports are provided to directors and discussed at the ARMC and/or Board meetings; and

- Periodic reviews by the outsourced Internal Auditors to assess the adequacy of internal controls, integrity of financial information provided and the extent of compliance with established procedures and advising management on areas of improvement.

GOVERNANCE MECHANISM

Individual Heads of Operating Units meet with the Senior Management to review the various business plans, and to discuss existing project status and pipelines.

The Senior Management conducts periodical reviews of financial performances of the Group and each segment. These reviews function as avenues for any personnel to raise concerns on the Group's or segmental financial progress year-to-date, or in terms of achieving the Group's strategic objectives.

ENTERPRISE RISK MANAGEMENT FRAMEWORK

The Board's primary objective and direction in managing the Group's risks are focused on the achievement of the Group's business objectives, whilst minimising risks surrounding significant aspects of the Group's businesses.

The Group defines risk as any event which may affect the Group and/or its operating units in meeting its objectives including economic, reputational and compliance objectives. The risk is measured in terms of likelihood and impact. The policy is to identify, evaluate and respond appropriately to risks identified so as to protect the Group from loss, uncertainty and lost opportunities.

The Group has in place a risk management framework which incorporates, amongst others, a structured process for identifying, evaluating and prioritising risks, as well as clearly defining the risk responsibilities and escalation process of significant risks and an Enterprise Risk management oversight framework.

The framework is regularly reviewed to ensure risks and controls are updated to reflect current situations and ensure relevance at any given time.

ASSURANCE MECHANISM

The ARMC is empowered by the Board with responsibilities relating to the Group's accounting and reporting practices. The ARMC is also responsible for reviewing and monitoring the effectiveness and adequacy of the Group's system of internal controls and to ensure that an appropriate mix of techniques is used to obtain the level of assurance required by the Board.

The ARMC periodically receives and assesses reports from the independent assurance functions of the Group. The Internal Audit function provides the ARMC with an assessment on the adequacy and integrity of the Group's system of internal control via reports from visits conducted at various operating units.

The External Auditors provide assurance in the form of their annual statutory audit of the Financial Statements. Areas for improvement identified during the course of the statutory audit by the External Auditors are brought to the attention of the ARMC through management letters, and are articulated at the ARMC meetings.

The ARMC met with External Auditors twice during the financial year without the presence of Management, to discuss the planning of the upcoming audit as well as to review their findings towards the end of the audit.

Convening at the very minimum on a quarterly basis, the ARMC monitors and reviews the implementation of safeguards as well as the implementation and progress of any remedial action recommended to ensure that the appropriate risk management and control processes are always in place.

INTERNAL AUDIT FUNCTION

The internal audit function of the Group was outsourced to Quadrant Biz Solutions Sdn Bhd, an independent professional firm to carry out the internal audit function of the Group for FYE 31 March 2024. The cost incurred by the Group on the internal audit function in carrying out its duties in respect of FYE 31 March 2024 amounted to RM112,060.

The IA function provides the ARMC and the Board with reasonable assurance regarding the adequacy and integrity of the system of internal control. Functionally, the Internal Auditors report to the ARMC with principal responsibility for performing regular and systematic reviews of the system of internal control, risk management and governance processes. This is to provide reasonable assurance that the system operates satisfactorily and effectively within the respective subsidiaries, as well as across the Group.

An Internal Audit Plan was presented to the ARMC for approval by the Internal Auditors, who adopted a risk-based approach. The Internal Audit Plan for the year was developed based on the business activities or level of activities of the operating units and also taking into consideration past audit findings, improvement opportunities and other key factors.

Accordingly, the Internal Audit Plan is reassessed periodically to ensure that it remains relevant and aligned with the Group's business objectives/strategies which may change in response to the dynamics of its operating environment.

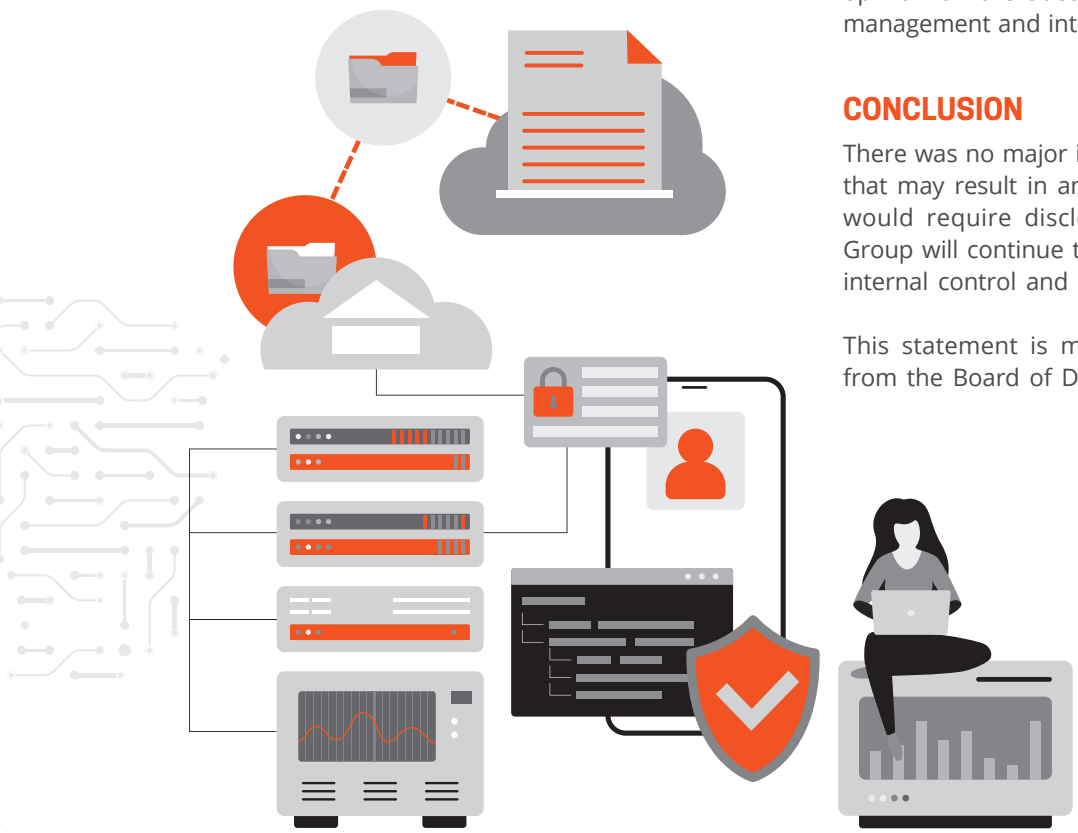


COMMENTARY ON ADEQUACY & EFFECTIVENESS

The risk management and internal control systems described above have been in place for the year under review and up to the approval of this statement for inclusion in the Annual Report.

In making this statement, the Board has received assurance from the Executive Director that the risk management and internal control systems are operating adequately and effectively in all material aspects for the reporting.

For the financial year under review, the Board is of the opinion that the above monitoring and reporting processes provide an adequate form of checks and balances and constitute a sufficient platform for timely and continuous identification of the Group's principal risks. These processes are adequate and sound to provide reasonable assurance in safeguarding shareholders' investments, the interests of customers, regulators and employees, the Group's assets and other stakeholders' interests, as well as in addressing key risks impacting the business operations of the Group.



REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

As required by Paragraph 15.23 of the MMLR of Bursa Securities, the External Auditors have reviewed this Statement on Risk Management & Internal Control, and reported to the Board that nothing has come to their attention that causes them to believe that the Statement on Risk Management & Internal Control intended to be included in the Annual Report for the financial year ended 31 March 2024 has not been prepared, in all material aspects, in accordance with the disclosures required by paragraphs 41 and 42 of the Statement on Risk Management & Internal Control: Guidelines for Directors of Listed Issuers, nor is the Statement on Risk Management & Internal Control factually inaccurate.

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

CONCLUSION

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

This statement is made in accordance with approval from the Board of Directors dated 19 July 2024.

AUDIT & RISK MANAGEMENT COMMITTEE REPORT

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

As at 31 March 2024, the ARMC comprises two (2) members, both of whom are Independent Non-Executive Directors, as follows:



Danny Hoe Kam Thong
Independent Non-Executive Director (Chairman)

Tan Wee Hoong
Independent Non-Executive Director

During the year under review, the ARMC saw changes to its composition with the cessation of Monteiro Gerard Clair as a member of ARMC on 1 March 2024. Subsequently on 31 May 2024, YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz was appointed as a member of ARMC.

In compliance with the composition ruling, the ARMC Chairman, Danny Hoe Kam Thong, qualified as a member of both the Malaysian Institute of Accountants and Malaysian Institute of Certified Public Accountants. As such, he fulfills the requirements of Paragraphs 15.09(1)(c)(i) and 15.10 of the MMLR of Bursa Securities. He is also not the Chairman of the Board, which is in line with Practice 9.1 under the Malaysian Code on Corporate Governance 2021 (MCCG 2021).

TERMS OF REFERENCE

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

MEETINGS & ATTENDANCE

During the year under review, the ARMC held a total of five (5) meetings. The attendance record of the respective members is as follows:

Total Meetings Attended	
5/5	**Danny Hoe Kam Thong**
5/5	**Tan Wee Hoong**
5/5	**Monteiro Gerard Clair** *(ceased on 1 March 2024)*

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

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

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

SUMMARY OF ACTIVITIES

During the financial year ended (FYE) 31 March 2024, the ARMC carried out the following activities:

FINANCIAL REPORTING



- Reviewed and discussed the quarterly financial results of the Group including draft announcements pertaining thereto before recommending the same for the Board's consideration and approval; and
- Reviewed and deliberated the audited financial statements of the Company and Group for FYE 31 March 2023 and recommended the same for the Board's approval.

INTERNAL AUDIT



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

EXTERNAL AUDIT



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

RELATED PARTY TRANSACTIONS



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

OTHER MATTERS

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

INTERNAL AUDIT FUNCTION

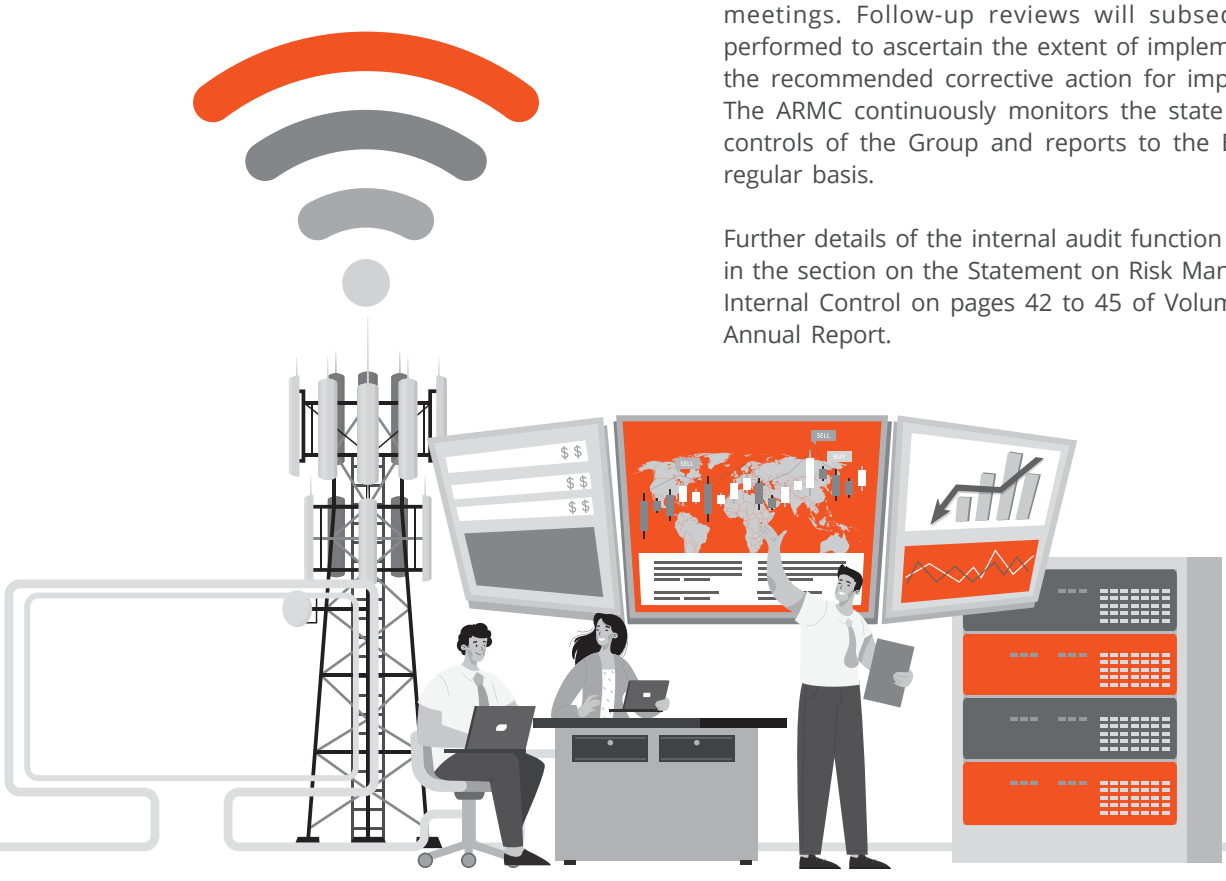
The internal audit function of the Group was performed for FYE 31 March 2024 by Quadrant Biz Solutions Sdn Bhd (QBS), an independent professional firm. The selected internal audit team is independent of the activities audited by them and the External Auditors.

The principal responsibility of the internal audit function is to evaluate the effectiveness of risk management, control and governance processes. The Internal Auditors undertake internal audits based on the Audit Plan that is reviewed and approved by the ARMC. They report directly to the ARMC.

During FYE 31 March 2024, the Internal Auditors conducted internal control reviews on certain operating subsidiaries' functions and procedures, and recommended action plans for improvement by the Management. The final Audit Reports containing audit findings and recommendations, together with the Management's responses thereto, were circulated to all members of the ARMC.

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

Further details of the internal audit function are set out in the section on the Statement on Risk Management & Internal Control on pages 42 to 45 of Volume 1 of this Annual Report.



STATEMENT ON DIRECTORS' RESPONSIBILITY FOR PREPARING THE FINANCIAL STATEMENTS

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

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

In preparing the audited financial statements of the Group and of the Company for the financial year ended 31 March 2024, the Directors have ensured that appropriate and relevant accounting policies have been adopted and consistently applied, reasonable and prudent judgments and estimates have been exercised and going concern basis adopted.

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

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



ANALYSIS OF SHAREHOLDINGS

As at 28 June 2024

ORDINARY SHARES

Total number of issued shares	:	540,673,135 ordinary shares
Class of Shares	:	Ordinary Shares
Voting Rights	:	One (1) vote per ordinary share on a poll
Number of Shareholders	:	5,938

DISTRIBUTION OF SHAREHOLDERS

According to statistical summary of the Record of Depositors as at 28 June 2024

Size of Holdings	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Issued Capital
Less than 100 issued shares	642	10.81	22,906	0.00
100 to 1,000 issued shares	2,465	41.51	881,483	0.16
1,001 to 10,000 issued shares	1,433	24.13	8,080,364	1.50
10,001 to 100,000 issued shares	1,091	18.38	40,450,107	7.48
100,001 to less than 5% of issued shares	303	5.10	285,206,789	52.75
5% and above of issued shares	4	0.07	206,031,486	38.11
Total	**5,938**	**100.00**	**540,673,135**	**100.00**

LIST OF THIRTY LARGEST SHAREHOLDERS

According to the Record of Depositors as at 28 June 2024

	Name	No. of Shares Held	%
1.	Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Mah Siew Kwok	69,659,786	12.88
2.	M & A Nominee (Tempatan) Sdn Bhd Insas Credit & Leasing Sdn Bhd for H2O Holdings Sdn Bhd	66,273,700	12.26
3.	Gryphon Asset Management Sdn Bhd	35,159,500	6.50
4.	Cartaban Nominees (Tempatan) Sdn Bhd RHB Trustees Berhad for Kenanga Islamic Absolute Return Fund	34,938,500	6.46
5.	Affin Hwang Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Mettiz Capital Sdn Bhd	18,792,000	3.48
6.	Citigroup Nominees (Tempatan) Sdn Bhd Kenanga Investors Berhad For Amanah Raya Berhad (TRUSTEECMONFD)	18,000,000	3.33
7.	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Mah Siew Kwok	16,000,654	2.96
8.	Citigroup Nominees (Asing) Sdn Bhd Exempt An For Bank of Singapore Limited (Foreign)	10,587,500	1.96
9.	RHB Capital Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Low Choon Chong	9,645,000	1.78
10.	HLB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Dato' Mah Siew Kwok (KLM 29988-3)	9,079,635	1.68

	Name	No. of Shares Held	%
11.	M & A Nominee (Asing) Sdn Bhd Montego Assets Limited	7,700,000	1.42
12.	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account – AmBank (M) Berhad for Insas Plaza Sdn Bhd	7,500,000	1.39
13.	Affin Hwang Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Tang Vee Mun (Datuk)	6,000,000	1.11
14.	Phillip Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Tan Siew Booy	5,874,900	1.09
15.	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Mok E. King	5,783,800	1.07
16.	RHB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Chan Kong Yew	5,551,100	1.03
17.	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Kok Tiu Wan	5,545,000	1.03
18.	Citigroup Nominees (Tempatan) Sdn Bhd Employees Provident Fund Board (Pheim)	4,785,000	0.89
19.	CGS International Nominees Malaysia (Tempatan) Sdn Bhd Pledged Securities Account for Tan Siew Booy (MY0267)	4,216,200	0.78
20.	CIMB Group Nominees (Asing) Sdn Bhd Exempt an for DBS Bank Ltd (SFS)	4,060,000	0.75
21.	Cimsec Nominees (Tempatan) Sdn Bhd CIMB for Ooi Peng Cuan (PB)	4,000,000	0.74
22.	M & A Nominee (Asing) Sdn Bhd For Winfields Development Pte Ltd	3,500,000	0.65
23.	Lo Shing Ping	2,808,900	0.52
24.	Teo Chin Siong	2,648,000	0.49
25.	Chai Kean Yeong	2,540,000	0.47
26.	CGS International Nominees Malaysia (Tempatan) Sdn Bhd Pledged Securities Account for Tan Siew Booy (MY3908)	2,430,000	0.45
27.	Maybank Nominees (Tempatan) Sdn Bhd Maybank Trustees Berhad For Dana Makmur Pheim (211901)	2,406,500	0.45
28.	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Yap Siew Bee (MX3809)	2,350,000	0.43
29.	Romesh Michael A/L Srinivasan	2,250,000	0.42
30.	Yap Siew Bee	2,250,000	0.42
	Total	**372,335,675**	**68.87**

SUBSTANTIAL SHAREHOLDERS

According to the Register of Substantial Shareholders as at 28 June 2024

	Name	No. of Ordinary Shares Held			
		Direct Interest	%	Deemed Interest	%
1.	Dato' Mah Siew Kwok	96,740,075	17.89	4,600,000 (1)	0.85
2.	Insas Berhad	–	–	53,859,500 (2)	9.96
3.	Dato' Sri Thong Kok Khee	–	–	53,859,500 (3)	9.96
4.	Gryphon Asset Management Sdn Bhd	35,159,500	6.50	–	–
5.	H2O Holdings Sdn Bhd	66,333,700	12.27	–	–
6.	Monteiro Gerard Clair	4,200,955	0.78	66,333,700 (4)	12.27
7.	Dato' Wong Kit-Leong	–	–	66,333,700 (4)	12.27
8.	Datuk Raymond Tan	248,000	0.05	66,333,700 (4)	12.27
9.	RHB Trustees Berhad	34,938,500	6.46	–	–

DIRECTORS' INTERESTS IN ORDINARY SHARES IN THE COMPANY

According to the Register of Directors' Shareholdings as at 28 June 2024

	OMESTI BERHAD	No. of Ordinary Shares Held			
		Direct Interest	%	Deemed Interest	%
1.	YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz	1,630,000	0.30	–	–
2.	Dato' Sri Thong Kok Khee	–	–	53,859,500 (3)	9.96
3.	Monteiro Gerard Clair	4,200,955	0.78	66,333,700 (4)	12.27
4.	Mah Xian-Zhen	1,501,555	0.28	9,645,000 (1)	1.78
5.	Tan Wee Hoong	–	–	–	–
6.	Danny Hoe Kam Thong	–	–	–	–

Notes:

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

(2) *Deemed interest by virtue of interests held by Insas Plaza Sdn Bhd, Gryphon Asset Management Sdn Bhd and Montego Assets Limited, which are subsidiaries of Insas Berhad and Winfields Development Pte Ltd, an associated company of Insas Berhad pursuant to Section 8(4) of the Companies Act 2016.*

(3) *Deemed interest by virtue of his substantial interest in Insas Berhad pursuant to Section 8(4) of the Companies Act 2016.*

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

ANALYSIS OF REDEEMABLE PREFERENCE SHAREHOLDINGS

As at 28 June 2024

REDEEMABLE PREFEREENCE SHARES (RPS)

Total number of RPS issued : 106,441,367 RPS
Class of Shares : RPS
Number of RPS Holders : 664

DISTRIBUTION OF RPS HOLDERS

According to statistical summary of the Record of Depositors as at 28 June 2024

Size of Holdings	No. of RPS Holders	% of RPS Holders	No. of RPS Held	% of Issued RPS
Less than 100 issued RPS	18	2.71	679	0.00
100 to 1,000 issued RPS	96	14.46	48,699	0.04
1,001 to 10,000 issued RPS	225	33.89	985,939	0.93
10,001 to 100,000 issued RPS	237	35.69	9,349,243	8.78
100,001 to less than 5% of issued RPS	84	12.65	49,736,007	46.73
5% and above of issued RPS	4	0.60	46,320,800	43.52
Total	**664**	**100.00**	**106,441,367**	**100.00**

LIST OF THIRTY LARGEST RPS HOLDERS

According to the Record of Depositors as at 28 June 2024

	Name	No. of RPS Held	%
1.	Cartaban Nominees (Tempatan) Sdn Bhd RHB Trustees Berhad for Kenanga Islamic Absolute Return Fund	19,392,200	18.22
2.	RHB Nominees (Tempatan) Sdn Bhd OSK Capital Sdn Bhd for Mah Siew Kwok	10,128,600	9.52
3.	Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Mah Siew Kwok	9,000,000	8.46
4.	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Kok Tiu Wan	7,800,000	7.33
5.	Gryphon Asset Management Sdn Bhd	5,031,900	4.73
6.	Insas Plaza Sdn Bhd	3,962,900	3.72
7.	Affin Hwang Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Mettiz Capital Sdn Bhd	3,758,400	3.53
8.	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Chew Lai Har	2,800,000	2.63
9.	Maybank Securities Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Mary Tan @ Tan Hui Ngoh (STF)	2,565,600	2.41
10.	Sim Lay Kiew	2,300,000	2.16
11.	RHB Capital Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Low Choon Chong	1,929,000	1.81

ANALYSIS OF REDEEMABLE PREFERENCE SHAREHOLDINGS (CONT'D.)

As at 28 June 2024

	Name	No. of RPS Held	%
12.	Cimsec Nominees (Tempatan) Sdn Bhd CIMB for Lee Soi Gek (PB)	1,850,000	1.74
13.	M & A Nominee (Asing) Sdn Bhd Montego Assets Limited	1,540,000	1.45
14.	Kok Tse Tyng	1,300,000	1.22
15.	Affin Hwang Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Tang Vee Mun (Datuk)	1,200,000	1.13
16.	Ong Ah How @ Ong Beng Hwa	965,000	0.91
17.	CitiGroup Nominees (Asing) Sdn Bhd Exempt An for Bank of Singapore Limited (Foreign)	900,000	0.85
18.	Derrick Kong Ying Kit	850,000	0.80
19.	Chan Kong Yew	737,100	0.69
20.	M & A Nominee (Asing) Sdn Bhd For Winfields Development Pte Ltd	700,000	0.66
21.	CIMB Group Nominees (Asing) Sdn Bhd Exempt An for DBS Bank Ltd (SFS)	688,707	0.65
22.	Saw Phaik Gan	667,000	0.63
23.	Lo Shing Ping	621,780	0.58
24.	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Yap Siew Bee (MX3809)	560,000	0.53
25.	Maybank Nominees (Tempatan) Sdn Bhd Maybank Private Wealth Management for Mohamed Nazim Bin Abdul Razak (PW-M00363) (408782)	513,700	0.48
26.	Kenanga Nominees (Tempatan) Sdn Bhd Exempt An For Phillip Securities Pte Ltd (Client Account)	504,000	0.47
27.	Cartaban Nominees (Tempatan) Sdn Bhd Exempt An For Standard Chartered Bank Singapore Branch (SG PVB CL AC-LR)	500,000	0.47
28.	Kenanga Nominees (Tempatan) Sdn Bhd Newparadigm Asset Management Sdn Bhd For Chow Kim Weng	450,000	0.42
29.	Public Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Loo Hock Yeaw (E-KLG)	450,000	0.42
30.	Romesh Michael A/L Srinivasaai	450,000	0.42
	Total	**84,115,887**	**79.03**

DIRECTORS' INTERESTS IN RPS IN THE COMPANY

According to the Register of Directors' RPS Holdings as at 28 June 2024

OMESTI BERHAD	No. of RPS Held			
	Direct Interest	%	Deemed Interest	%
1. YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz	–	–	–	–
2. Dato' Sri Thong Kok Khee	–	–	11,234,800 (1)	10.56
3. Monteiro Gerard Clair	64,640	0.06	–	–
4. Mah Xian-Zhen	55,000	0.05	1,929,000 (2)	1.81
5. Tan Wee Hoong	–	–	–	–
6. Danny Hoe Kam Thong	–	–	–	–

Notes:

(1) Deemed interest by virtue of his substantial interest in Insas Berhad pursuant to Section 8(4) of the Companies Act 2016.

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



ANALYSIS OF WARRANTS HOLDINGS

As at 28 June 2024

WARRANTS 2021/2026

Total number of outstanding Warrants	:	248,362,936 Warrants
Exercise price per Warrant	:	RM0.50
Expiry date of Warrants	:	31 March 2026
Number of Warrants Holders	:	781

DISTRIBUTION OF WARRANTS HOLDERS

According to statistical summary of the Record of Depositors as at 28 June 2024

Size of Holdings	No. of Warrants Holders	% of Warrants	No. of Warrants Held	% of Warrants
Less than 100 issued warrants	114	14.60	5,658	0.00
100 to 1,000 issued warrants	65	8.32	34,757	0.01
1,001 to 10,000 issued warrants	168	21.51	871,421	0.35
10,001 to 100,000 issued warrants	257	32.91	11,542,418	4.65
100,001 to less than 5% of issued warrants	174	22.28	148,228,449	59.68
5% and above of issued warrants	3	0.38	87,680,233	35.31
Total	**781**	**100.00**	**248,362,936**	**100.00**

LIST OF THIRTY LARGEST WARRANTS HOLDERS

According to the Record of Depositors as at 28 June 2024

	Name	No. of Warrants Held	%
1.	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Mah Siew Kwok	41,265,100	16.61
2.	M & A Nominee (Tempatan) Sdn Bhd Insas Credit & Leasing Sdn Bhd for H2O Holdings Sdn Bhd	32,620,000	13.13
3.	M & A Nominee (Tempatan) Sdn Bhd Insas Credit & Leasing Sdn Bhd for Monteiro Gerard Clair	13,795,133	5.55
4.	Gryphon Asset Management Sdn Bhd	11,741,100	4.73
5.	Cimsec Nominees (Tempatan) Sdn Bhd CIMB for Ooi Peng Cuan (PB)	11,399,633	4.59
6.	Insas Plaza Sdn Bhd	9,246,766	3.72
7.	Affin Hwang Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Mettiz Capital Sdn Bhd	8,769,600	3.53
8.	RHB Capital Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Low Choon Chong	4,501,000	1.81
9.	Cartaban Nominees (Tempatan) Sdn Bhd Exempt An for Standard Chartered Bank Singapore Branch (BJSSSGBR-CL LCL)	4,500,000	1.81

	Name	No. of Warrants Held	%
10.	Cimsec Nominees (Tempatan) Sdn Bhd CIMB for Lee Soi Gek (PB)	4,316,666	1.74
11.	M & A Nominee (Asing) Sdn Bhd Montego Assets Limited	3,593,333	1.45
12.	RHB Capital Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Jaganath Derek Steven Sabapathy	3,105,906	1.25
13.	Tan Siew Booy	3,096,986	1.25
14.	RHB Capital Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Ooi Peng Cuan	3,000,000	1.21
15.	Affin Hwang Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Tang Vee Mun (Datuk)	2,800,000	1.13
16.	Dato' Sri Wong Ing Soon	2,500,000	1.01
17.	Citigroup Nominees (Asing) Sdn Bhd Exempt An for Bank of Singapore Limited (Foreign)	2,100,000	0.85
18.	HSBC Nominees (Tempatan) Sdn Bhd Exempt An for UBS AG (SG-CLT-T-OS PR)	2,066,806	0.83
19.	UOB Kay Hian Nominees (Tempatan) Sdn Bhd Exempt An For UOB Kay Hian Pte Ltd (A/C Clients)	2,000,000	0.81
20.	Lim Swee Teng	1,967,333	0.79
21.	CIMB Group Nominees (Asing) Sdn Bhd Exempt An for DBS Bank Ltd (SFS)	1,894,666	0.76
22.	CGS International Nominees Malaysia (Tempatan) Sdn Bhd Pledged Securities Account for Tan Siew Booy (MY0267)	1,810,533	0.73
23.	Teh Soo Wah	1,791,200	0.72
24.	HLIB Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Chew Yek Wai (CCTS)	1,740,000	0.70
25.	Maybank Nominees (Tempatan) Sdn Bhd Chua Eng Ho Wa'a @ Chua Eng Wah	1,739,100	0.70
26.	M & A Nominee (Asing) Sdn Bhd For Winfields Development Pte Ltd	1,633,333	0.66
27.	Lo Shing Ping	1,450,820	0.58
28.	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Yap Siew Bee (MX3809)	1,306,666	0.53
29.	Chai Kean Yeong	1,232,000	0.50
30.	Lim Kian Kak	1,200,000	0.48
	Total	**184,183,680**	**74.16**

DIRECTORS' INTERESTS IN WARRANTS IN THE COMPANY

According to the Register of Directors' Warrants Holdings as at 28 June 2024

OMESTI BERHAD	No. of Warrants Held			
	Direct Interest	%	Deemed Interest	%
1. YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz	–	–	–	–
2. Dato' Sri Thong Kok Khee	–	–	26,214,532 (1)	10.56
3. Monteiro Gerard Clair	13,945,959	5.62	32,620,000 (2)	13.13
4. Mah Xian-Zhen	42,000	0.02	4,501,000 (3)	1.81
5. Tan Wee Hoong	–	–	–	–
6. Danny Hoe Kam Thong	–	–	–	–

Notes:

(1) Deemed interest by virtue of his substantial interest in Insas Berhad pursuant to Section 8(4) of the Companies Act 2016.

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

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



LONG-TERM INCENTIVE PLAN

During the financial year ended (FYE) 31 March 2024, no new ordinary shares were issued under the Employee Share Option Scheme (ESOS) and Employees' Share Grant Plan (ESGP), in accordance with the Long-Term Incentive Plan (LTIP). The LTIP is the only scheme that is in existence during FYE 31 March 2024 and was expired on 15 October 2023.

Further information on the LTIP is set out in the Directors' Report and Note 41 of Volume 2 of this Annual Report.

Since the commencement of the LTIP, the actual percentage of ESOS (which had lapsed) and ESGP granted to the Directors and Senior Management of the Group were 76.81% and 60.99%.

AUDIT & NON-STATUTORY AUDIT FEES

The amounts of audit and non-audit fees paid or payable by the Company and the Group to the External Auditors for FYE 31 March 2024 are as follows:

	Company (RM)	Group (RM)
Audit fees	81,000	340,000
Non-audit fees	7,200	7,200

MATERIAL CONTRACTS

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

RECURRENT RELATED PARTY TRANSACTIONS

At the 23rd Annual General Meeting (AGM) of Omesti held on 19 September 2023, the Company had obtained the approval for the shareholders' mandate to allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, which are necessary for its day-to-day operations and in the ordinary course of its business, with related parties (Recurrent Transactions).

The said mandate is effective from 19 September 2023 until the conclusion of the forthcoming AGM of the Company.



In accordance with Paragraph 3.1.5 of the Practice Note 12 of the Main Market Listing Requirements, details of the Recurrent Transactions conducted during FYE 31 March 2024 pursuant to the said shareholders' mandate are as follows:

Companies within Omesti Group transacting with Related Parties	Nature of Transactions	Related Party	Interested Directors/ Major Shareholders/ Persons Connected	Aggregate Value of Transactions during FYE 31 March 2024 (RM)
Omesti Group	Provision of network connectivity and bandwidth services and project management services in relation to telecommunications by Omesti Group to Ho Hup Group	Ho Hup Group [4]	**Interested Director** – Dato' Sri Thong Kok Khee (Dato' Sri Thong) [1] **Interested Persons** Connected with Director – Insas Berhad (Insas) [2] – Insas Plaza Sdn Bhd (IP) [3] – Gryphon Asset Management Sdn Bhd (GAMSB) [3] – Montego Assets Limited (MAL) [3] – Winfields Development Pte Ltd (WDPL) [3]	–
	Supply of network and software solutions, licences, network infrastructure, computer hardware and software and maintenance services by Omesti Group to Ho Hup Group			–
	Renting of office spaces and procurement of other related services such as general maintenance services from Ho Hup Group [@]			1,049,395.23

Notes:

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

[1] Dato' Sri Thong is a common substantial shareholder of Omesti and Ho Hup. His direct and indirect interests in Omesti and Ho Hup as at 31 March 2024 are set out below:-

Name of Company	% of Interest	
	Direct	Indirect
Omesti	–	*9.962 [a]*
Ho Hup	–	*14.039 [b]*

[a] Deemed interest by virtue of his substantial interest in Insas Berhad pursuant to Section 8(4) of the Companies Act 2016 (Act).

[b] Deemed interest by virtue of his substantial interest in Insas Berhad pursuant to Section 8(4) of the Act and his children's direct interest in Ho Hup.

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

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

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

NOTICE OF 24TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 24th Annual General Meeting of Omesti Berhad (Omesti or the Company) will be held on Thursday, 12 September 2024 at 3.00 pm, as a virtual meeting via live streaming broadcast from Redwood Meeting Room, Ho Hup Tower - Aurora Place, 2-09-01 – Level 9, Plaza Bukit Jalil, No. 1, Persiaran Jalil 1, Bandar Bukit Jalil, 57000 Kuala Lumpur for the following purposes:

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 March 2024 together with the Reports of the Directors and Auditors thereon. [Please refer to Explanatory Note]

2. To approve the payment of Directors' Fees and benefits to Non-Executive Directors of up to an amount of RM649,000 for the period from 13 September 2024 until the conclusion of the next Annual General Meeting (AGM) of the Company. Resolution 1

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

   (a) Mah Xian-Zhen Resolution 2
   (b) Danny Hoe Kam Thong Resolution 3

4. To re-appoint BDO PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Resolution 4

AS SPECIAL BUSINESS:

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

5. **ORDINARY RESOLUTION:**

   PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE Resolution 5

   "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 30 July 2024 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 shareholders' mandate."

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

By Order of the Board

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

Kuala Lumpur
30 July 2024

EXPLANATORY NOTES:

Agenda 1

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

Resolution 1

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

The proposed Resolution 1, if passed, will authorise the payment of Directors' fees and benefits (being meeting attendance allowance) payable to the Non-Executive Directors for the period from 13 September 2024 until the conclusion of the next AGM of the Company. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the Company.

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

Resolutions 2 and 3

Re-election of Directors
Clause 78 of the Company's Constitution provides that at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office. Each Director shall retire from office once at least in each three years but shall be eligible for re-election. Ms Mah Xian-Zhen and Mr Danny Hoe Kam Thong who are retiring by rotation in accordance with Clause 78 of the Company's Constitution and being eligible, have offered themselves for re-election at the 24th AGM.

The Nominating Committee (NC) has conducted an assessment on the Directors who are seeking re-election at this 24th AGM, as well as assessing the independence of the Independent Director as applicable. The NC is satisfied that the Independent Director complies with and meet the independence criteria as required by the Main Market Listing Requirements (MMLR) of Bursa Malaysia Securities Berhad (Bursa Securities). The profiles of these Directors are presented on Pages 26 to 27 of Volume 1 of the Annual Report 2024. These two (2) retiring Directors had abstained from deliberations and decisions at the relevant Board and NC Meetings on their own eligibility to stand for re-election at this 24th AGM and will continue to do so. The Board has endorsed the NC's recommendation subject to the shareholders' approval at the 24th AGM.

Resolution 4 **Re-appointment of BDO PLT as Auditors of the Company for the ensuing year**

Based on the results of the External Auditors' Evaluation for the financial year ended 31 March 2024, the Audit & Risk Management Committee and Board are satisfied with the quality of service, adequacy of resources provided, communication, independence, objectivity and professionalism demonstrated by the External Auditors, BDO PLT, in carrying out their duties. Being satisfied with BDO PLT's performance, the Board recommends their re-appointment for shareholders' approval at the 24th AGM of the Company. BDO PLT have expressed their willingness to continue in office and to hold office as Auditors of the Company for the ensuing year until the conclusion of the next AGM at a fee to be determined by the Board of Directors of the Company.

Resolution 5 **Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

Further information on the Recurrent Related Party Transactions is set out in the Circular to Shareholders dated 30 July 2024 which is published together with the Company's 2024 Annual Report.

NOTES:

(i) The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016, which requires the Chairman of the meeting to be physically present at the main venue of the meeting.

Shareholders/proxies **WILL NOT BE ALLOWED** to attend this 24th AGM in person at the broadcast venue on the day of the 24th AGM. Therefore, shareholders are strongly advised to participate and vote remotely at the 24th AGM through live streaming and online remote voting via digital ballot form (DBF). Shareholders can register online at https://vps.megacorp.com.my/0ZJOPs.

Please read the Procedures in the Administrative Guide for the 24th AGM in order to participate remotely.

(ii) A member of the Company may appoint more than two (2) proxies to attend and vote at the same meeting via DBF. 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.

(iii) 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.

(iv) 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 General Meeting of the Company shall have the same rights as the member to speak (in the form of real-time submission of typed texts) at the General Meeting via the live-streaming solution.

(v) 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 Poll Administrator at Mega Corporate Services Sdn Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur.

(b) By electronic form

Email to AGM-support.Omesti@megacorp.com.my

(vi) Only members whose names appear in the Record of Depositors on 5 September 2024 shall be entitled to attend, speak (in the form of real time submission of typed texts) and vote at the 24th AGM or appoint proxy/proxies to attend and/or vote on his/her behalf via DBF.

(vii) The resolutions set out in the Notice of 24th AGM will be put to vote by poll pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

STATEMENT ACCOMPANYING
NOTICE OF 24TH ANNUAL GENERAL MEETING

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

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

No individuals are standing for election as a Director (excluding Directors standing for re-election) at the 24th Annual General Meeting (AGM) of the Company.



PRIVACY NOTICE

Dear Sirs/Madams,

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

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

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

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

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

Your written requests or queries should be addressed to:

Personal Data Protection Officer
Address : Ho Hup Tower – Aurora Place, 2-07-01 – Level 7, Plaza Bukit Jalil
No. 1, Persiaran Jalil 1, Bandar Bukit Jalil, 57000 Kuala Lumpur
Tel : +603 9779 1700
Fax : +603 9779 1701/2
Email : pdpa@omesti.com

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

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

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

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

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

NOTIS PRIVASI

Kepada tuan-tuan dan puan-puan,

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

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

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

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

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

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

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

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

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

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

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

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

FORM OF PROXY

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

CDS Account No.	
No. of shares held	

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

of _____

_____

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

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

and /or

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

or failing him/her, the Chairperson of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the **24th Annual General Meeting** of the Company to be held on Thursday, 12 September 2024 at 3.00 pm, as a virtual meeting via live streaming broadcast from Redwood Meeting Room, Ho Hup Tower – Aurora Place, 2-09-01 – Level 9, Plaza Bukit Jalil, No. 1, Persiaran Jalil 1, Bandar Bukit Jalil, 57000 Kuala Lumpur and at any adjournment thereof in the manner as indicated below:

Ordinary Resolutions		**FOR**	**AGAINST**
1	To approve the payment of Directors' Fees and benefits to Non-Executive Directors of up to an amount of RM649,000 for the period from 13 September 2024 until the conclusion of the next Annual General Meeting (AGM) of the Company.		
2	To re-elect Mah Xian-Zhen who retires pursuant to Clause 78 of the Company's Constitution.		
3	To re-elect Danny Hoe Kam Thong who retires pursuant to Clause 78 of the Company's Constitution.		
4	To re-appoint BDO PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.		
5	Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.		

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

Dated this _____ day of _____, 2024

_____
Signature of Shareholder/Common Seal

NOTES:

(i) The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016, which requires the Chairman of the meeting to be physically present at the main venue of the meeting.

Shareholders/proxies **WILL NOT BE ALLOWED** to attend this 24th AGM in person at the broadcast venue on the day of the 24th AGM. Therefore, shareholders are strongly advised to participate and vote remotely at the 24th AGM through live streaming and online remote voting via digital ballot form (DBF). Shareholders can register online at https://vps.megacorp.com.my/0ZJOPs.

Please read the Procedures in the Administrative Guide for the 24th AGM in order to participate remotely.

(ii) A member of the Company may appoint more than two (2) proxies to attend and vote at the same meeting via DBF. 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.

(iii) 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.

(iv) 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 General Meeting of the Company shall have the same rights as the member to speak (in the form of real-time submission of typed texts) at the General Meeting via the live-streaming solution.

Fold this flap for sealing

AFFIX
STAMP
HERE

To: The Poll Administrator

OMESTI BERHAD [Registration No. 200001028094 (530701-T)]
c/o **Mega Corporate Services Sdn Bhd**
Level 15-2, Bangunan Faber Imperial Court
Jalan Sultan Ismail
50250 Kuala Lumpur

Fold this flap for sealing

(v) 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 Poll Administrator at Mega Corporate Services Sdn Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur.

(b) By electronic form

Email to AGM-support.Omesti@megacorp.com.my

(vi) Only members whose names appear in the Record of Depositors on 5 September 2024 shall be entitled to attend, speak (in the form of real time submission of typed texts) and vote at the 24th AGM or appoint proxy/proxies to attend and/or vote on his/her behalf via DBF.

(vii) The resolutions set out in the Notice of 24th AGM will be put to vote by poll pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

CONTACT DETAILS OF SUBSIDIARIES

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

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

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

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

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

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

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

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

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

Ho Hup Tower - Aurora Place
2-07-01 - Level 7
Plaza Bukit Jalil
No 1, Persiaran Jalil 1
Bandar Bukit Jalil
57000 Kuala Lumpur
T +603 9779 1700
F +603 9779 1701/2

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

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

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

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

Ho Hup Tower - Aurora Place
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T +603 9779 1700
F +603 9779 1701/2

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

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47100 Puchong, Selangor
T +6012 591 8685

82G Jalan Bandar 2,
Pusat Bandar Puchong,
47100 Puchong Selangor
T +6012 838 3971



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

40 Jalan Putra Perdana 1
Taman Putra Perdana
47130 Puchong
T +603 8319 1181/+6011 2620 0112

23 & 25 Jalan Kekwa 1
Taman Puchong Perdana
47100 Puchong
T +603 8068 1446/+603 8052 5019

24 Ground Floor
Jalan Dutamas Seroja 3
Taman Segambut SPPK
51200 Kuala Lumpur
T +6011 5787 8679/+603 6242 1592

15G Jalan USJ 1/1A,
Regalia Business Centre,
Subang Jaya 47620, Selangor
T +6012 264 8685/+603 8021 5098

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

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

Lot 2098 Jalan 3/1,
Bandar Baru Sg. Buloh,
Sungai Buloh 47000 Selangor
T +6011 5776 1627

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

No. 36, Jalan Diplomatik, Presint 15
62050 Putrajaya, W.P. Kuala Lumpur
T +603 8888 2237/+6011 5758 7789

MB-0-08 Jalan SB Utama,
Taman Seri Bayan,
76100 Durian Tunggal, Melaka
T +06 553 0763/+6014 230 4421

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

8G, Jalan PJS 8/11
Dataran Mentari, Bandar Sunway
46150 Petaling Jaya, Selangor
T +603 5613 7079/+6017 848 7443

BEMED LAGENDA SDN BHD
[Reg. No. 200701033802 (791831-X)]
15 Jalan Dwitasik 1

Bandar Sri Permaisuri
56000 Kuala Lumpur
T +603 9171 8378/+6011 5758 7703

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

Lot S10, Matahari Mall
No. 1, Jalan PJS 2/18, Taman Maju Jaya
46000 Petaling Jaya, Selangor
T +603 7772 9223/+6011 1092 2314

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

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

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

4, Jalan Tempua 2A
Bandar Puchong Jaya
47100 Puchong, Selangor
T +603 8070 0097/+6011 5758 7702

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

No. 11, Jalan Belangkas
Kampung Pandan
55100 Kuala Lumpur, W.P. Kuala Lumpur
T +603 9285 3028/+6011 5758 7796

No.7 Jalan Suasana 2/7a
Bandar Tun Hussein Onn
43200 Cheras, Selangor
T +6012 928 3837

RJ DRUGSTORE SDN BHD
[Reg. No. 201801044202 (1306234-D)]

48, Jalan Bertam Perdana 1
Taman Bertam Perdana
75460 Melaka
T +6017 386 8251

No. 31, Jalan DTS 2
Pusat Niaga Desa
Taming Sari
76300 Sungai Udang, Melaka
T +6017 238 6822

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

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