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ANNUAL REPORT **2023**

CORPORATE REPORT
& COMPLIANCE STATEMENTS



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or visit
<https://bit.ly/OMESTI-FY2023>



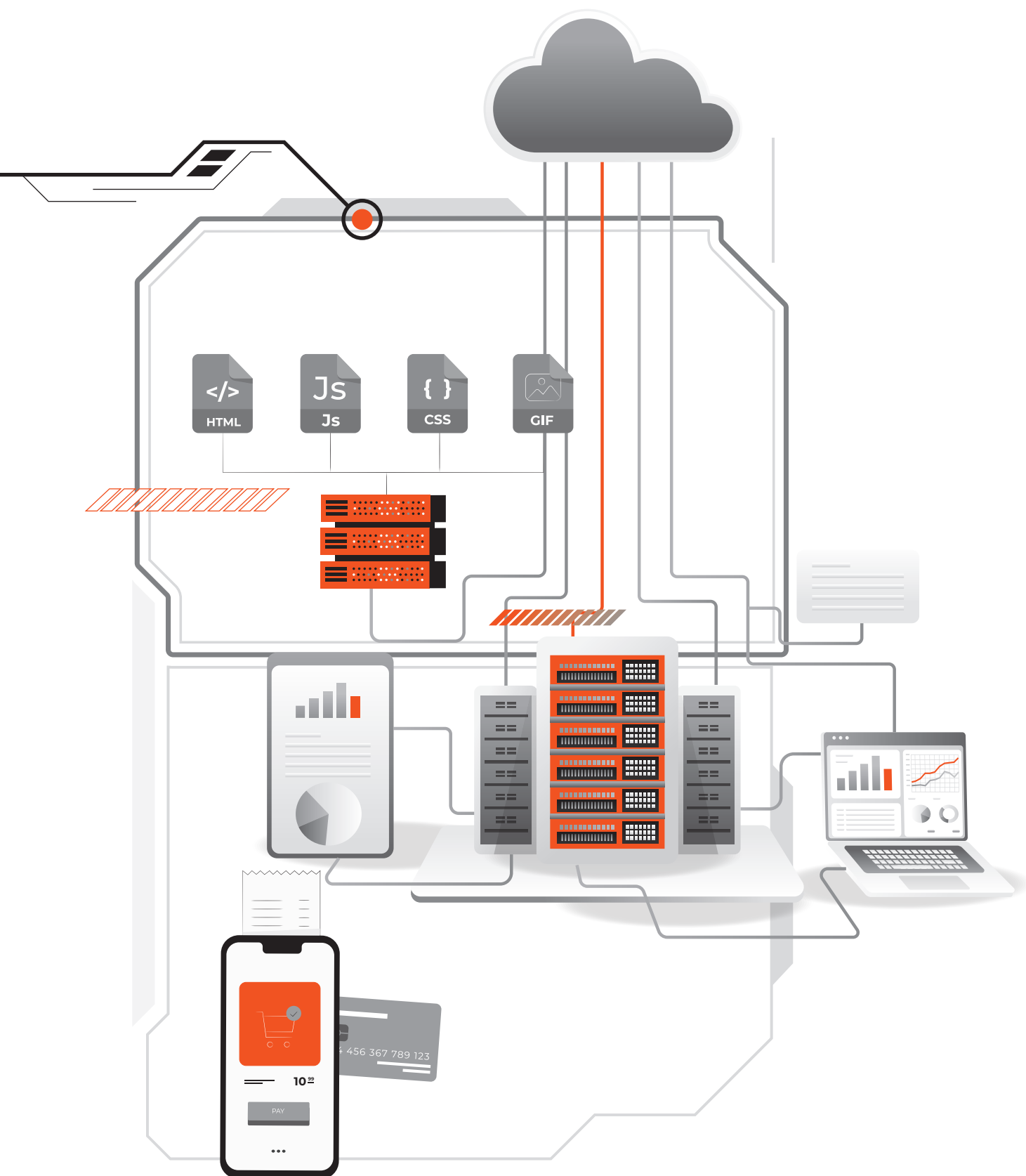
VOLUME

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CORPORATE REPORT & COMPLIANCE STATEMENTS

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MANAGEMENT DISCUSSION & ANALYSIS

BACKGROUND

Throughout the Financial Year Ended (FYE) 31 March 2023, the businesses of the OMESTI Group continued to be affected by global economic uncertainty.

In Malaysia, international travel restrictions were lifted by end April 2022, and during the third quarter, the economy experienced growth of 8.9%, an expansion of 14.2 % (YoY) (*World Bank Global Economic Prospects*). That said, Malaysian operations for large sectors of the economy remained slow to pick up, particularly in the public sector. In addition, the national General Election held in November 2022, saw a change in Government, resulting in a transition period for all Ministries and Government departments. Project announcements in the sector were therefore affected.

OMESTI's traditional client base continued with initiatives to bring about digitalisation of existing ICT (Information & Communications Technology) systems and introduce new digital solutions. The OMESTI Group of companies has made every effort to maximise these opportunities.

BUSINESS OVERVIEW



BUSINESS PERFORMANCE SERVICES

Large-scale multi-stakeholder ICT systems integration; Technology for enterprise architecture; Digital court infrastructure; Cloud/analytics/mobile applications; Authorised Systems Integrator for Huawei.



HEALTHCARE SERVICES

Provision of Medical & Pharmaceutical Services; Wholesale & Retail Trading of Pharmaceutical Products; Digitalisation of Healthcare Operations.



AS-A-SERVICE SOLUTIONS

Leveraging large-scale deployment expertise to provide a range of powerful digital and data solutions that help businesses digitalise operations.



DIGITAL & INFRASTRUCTURE SERVICES

Build/Operate/Maintain telco-neutral Infrastructure; Fibre Construction/Provision of Fibre Services; Managed Network Solutions & Hosted Applications; 5G Implementation.



TRADING & DISTRIBUTION SERVICES

Trading and systems integration of hardware and software solutions from industry-leading principals including Hitachi Vantara, HP Enterprise, IBM, Lenovo, Oracle, Sangfor Technologies and Stratus Technologies; Partnerships with Amazon Web Services (AWS), Alibaba, Google and Microsoft.

REVIEW OF OPERATING ACTIVITIES

During the period under review, the Group continued to implement existing multi-year projects and work alongside its clients to enable them to quickly adapt to the ongoing digitisation trends stimulated by the Pandemic.

PUBLIC SECTOR



The Group's track record in deploying technology for public sector clients dates back nearly 40 years to the company's original inception. Over this period, the Group has successfully executed a diverse range of large-scale, multi-stakeholder projects. During FYE 31 March 2023, primarily as a result of the recovery of the economy, large ICT projects deriving from the public sector were still slow to proceed.

Infrastructure and hardware businesses generated the bulk of our revenue this FY, by selling various types of computer hardware, including servers, firewalls, networking equipment, storage devices, and leasing of computers as well. Our business strategies of identifying target customers, creating compelling value propositions, reaching out through appropriate channels, and building strong customer relationships managed us in closing new projects accumulatively worth **RM76 Million** in this FY.

Securing long-term leasing contracts with businesses and organisations provided stability and predictable revenue streams for us. The influence of the overall market demand for leased computers assisted our continuous performance of acquiring more computer leasing projects, riding from Public Sector's Opex spending model. Factors such as economic conditions, technological advancements, and business requirements impact the demand for leasing of computers and peripherals. In total, we have closed about **RM62 Million** this FY, namely from Tenaga Nasional Berhad, Air Selangor, the Ministry of Higher Education, and others. Keeping up with the latest technology trends, offering a diverse range of computer brand models and configurations, and providing value-added services attracted new customers and retained old ones.

The business of network and security is dynamic, and staying up-to-date with the latest trends and technologies is always crucial. Our specialists' efforts to evaluate how the business is adapting to emerging technologies such as cloud computing, artificial intelligence, and the Internet of Things (IoT) are much needed. Our network and security business contributed about **RM14 Million** from Telekom Malaysia, Tenaga Nasional, Petronas and others. We continuously assess our customer's ability to anticipate market shifts and offer innovative solutions for them to serve their customers well.



DIGITAL COURT INFRASTRUCTURE



With the stringent restrictions placed on physical operation of the Courts due to the Pandemic, rapid deployment of agile new features of the eCOURTS platform to enable increased virtual functionality has been essential.

Among the new features deployed during the period are:

- **eJudgment** has been designated the official repository of Malaysian court judgements and ensuring court judgements is easily accessible to the public. It is an important tool for legal research and analysis, and has helped to modernise the Malaysian court system. By making judgments more accessible, the system has helped to improve the quality and consistency of legal decisions, and has contributed to a more transparent and accountable legal system in Malaysia..
- **Online File Search for Family Cases** is a feature that enables users to retrieve information (which requires court approval) about a family case without the need to visit the court or go through a time-consuming manual search process. This feature is particularly helpful for lawyers who need to access case information for their work and for individuals who want to stay updated on legal proceedings in Malaysia.

- **Long Call** solution facilitates a web-based application process for individuals who have completed their pupillage and are seeking admission as an advocate and solicitor through the court. Additionally, this solution enables the court to process admission applications online.

The success of the ongoing digitisation of the Courts in Malaysia has attracted interest and enquiries from several international jurisdictions across Asia, where the eCOURTS team has presented proposals with details of the modular platform.

 <https://amiris-courts.com/>



HEALTHCARE



The OMESTI Healthcare Division continued its strategy to gain a strong foothold in the healthcare industry with activities in trading and retail sale of pharmaceutical products, orthopaedic and medical goods, perfumery products, cosmetics and toiletries. In the pharmacy sector, the Division now operates a total of 17 pharmacy outlets within the Klang Valley and Melaka region with another 2 additional outlets operating within the year.

A joint venture company (JVC) was established with Medical Innovation Ventures Sdn Bhd (Mediven®) for the purpose of setting up and operating a diagnostics and test laboratory, to conduct screening and PCR (Polymerase Chain Reaction) testing. The first laboratory, located in Penang, Medilabz Signature is operated on behalf of the JVC by Mediven®

technicians, and backed by Mediven's comprehensive diagnostics technology and expertise. The test laboratory is working closely with clinics to provide screening services to the residents and workforce in the surrounding areas.

The OMESTI Healthcare Division will continue to focus on the pharmacy and test laboratory sectors as well as pursue new ventures to strategically expand their presence in the local healthcare industry.

OMESTI will continue to explore new opportunities in the healthcare segment and expedite the growth of its healthcare services portfolio.

 <https://healthcare.omesti.com/>

DIGITAL HR

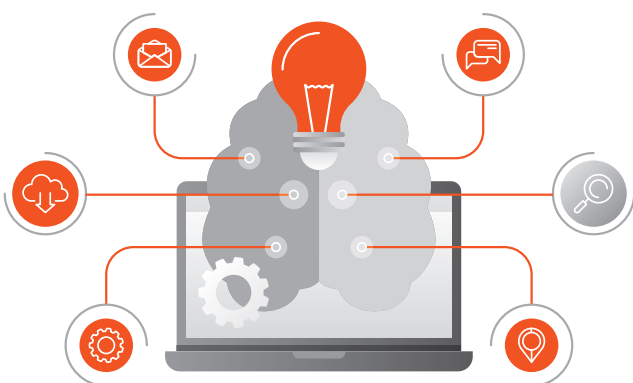


OMESTI's Digital HR partnership with MiHCM Asia Sdn Bhd experienced substantial growth in the Southeast Asian region during the period under review. The company enjoyed a notable success in obtaining important clients and forming partnerships.

One of the significant wins for MiHCM Asia Sdn Bhd was being awarded the **2022 Microsoft ISV Partner of the Year Award** at the Microsoft Malaysia Partner Awards. The Independent Software Vendor (ISV) Partner of the Year Award recognizes the Microsoft ISV that has demonstrated strong customer focus and success by partnering deeply with Microsoft while offering clearly differentiated value and customer experiences by building on Microsoft's cloud platform.

In line with its mission of ceaseless innovation, MiHCM introduced three new stand-alone product lines during the previous financial year. Each of these grew significantly over the period under review, both in terms of regional expansion and customer base:

- **MiHCM Lite:**
The digital HR platform for small businesses has now been expanded to multiple Southeast Asian countries, whilst introducing new features and acquiring new customers.
- **MiA Assistant for Microsoft Teams:**
MiA expanded its customer base, and also introduced multiple new experiences during the last financial year.
 - **MiA Feelings**
 - * MiA Feelings helps management to check in on their employees' mental wellbeing by getting them to submit how they are feeling through emojis and detailed responses.



- **MiA Recruitment and onboarding**

- * MiA Recruitment brings the entire candidate selection workflow into Microsoft Teams.
- * With MiA Onboarding, an organisation can provide their new hires with an inspiring welcome personalised to their organisational requirements, and thereby impart knowledge about the organisation, assign tasks to be completed and more.

- **Ask MiA Chat GPT integration**

- * The GPT AI integration for MiA has tremendously boosted the "Ask MiA" Knowledge Base feature enabling it to accurately understand user inquiries and provide relevant information and recommendations efficiently.

With the growth of the MiHCM portfolio with four industry-leading products to assist organisations in their journey of transforming legacy HR to digital, MiHCM serves a large industry vertical. As a priority Co-Sell Partner of Microsoft, MiHCM was supported throughout 2022 by Microsoft's technical and sales teams. Key projects awarded during the period include:

Thailand customer wins

- Advanced Research Group Co., a leading information and knowledge provider in Thailand.
- THEPTANYAPA COMPANY LIMITED, a health sector client in Thailand.

The business further strengthened its client base by leveraging its strong partnerships established across the region.

Philippines

- M Lhuillier was onboarded as a client of MiHCM Lite. M Lhuillier has earned its reputation as the largest non-bank financial services network in the Philippines, with over 3,000 branches nationwide.

Malaysia

- Sapura, a large oil and gas company in Malaysia.
- Vestigo Petroleum, a marginal field specialist that delivers rapid monetisation of hydrocarbon resources which wholly owned subsidiary of PETRONAS Carigali.
- Blacksire, an end-to-end digital solutions and innovations provider in Malaysia.

Other significant successes have included a leader in the pharmaceutical and healthcare industry in the Philippines, a large automobile dealer in Myanmar, and a large conglomerate in Malaysia. In addition to the above, projects were executed for many other customers across Southeast Asia in diverse industry verticals such as financial services, manufacturing, electronics, telco and digital agencies.

The business further strengthened its client base by leveraging its strong partnerships established across the region. Regional events in Philippines and Malaysia were held to deepen the company's relationships with its clients, and also served to showcase the company's product suite to new prospects.

With the aspiration of globally helping organisations shift from legacy HR to digital HR, MiHCM will continue to expand its partner network across the region while enhancing its product offerings.

 <https://mihcm.com/my>



DATA SERVICES



CRIF OMESTI Sdn Bhd, the credit reporting business of the Group, under its joint investment with CRIF of Italy, provides a range of services for customers. Several data sets are available via CRIF's integration with SSM (Syarikat Suruhanjaya Malaysia or Companies Commission of Malaysia) including:

- Company profile (ROC)
- Business profile (ROB) and
- Statutory documents (Audited Reports) and form (Idaman)

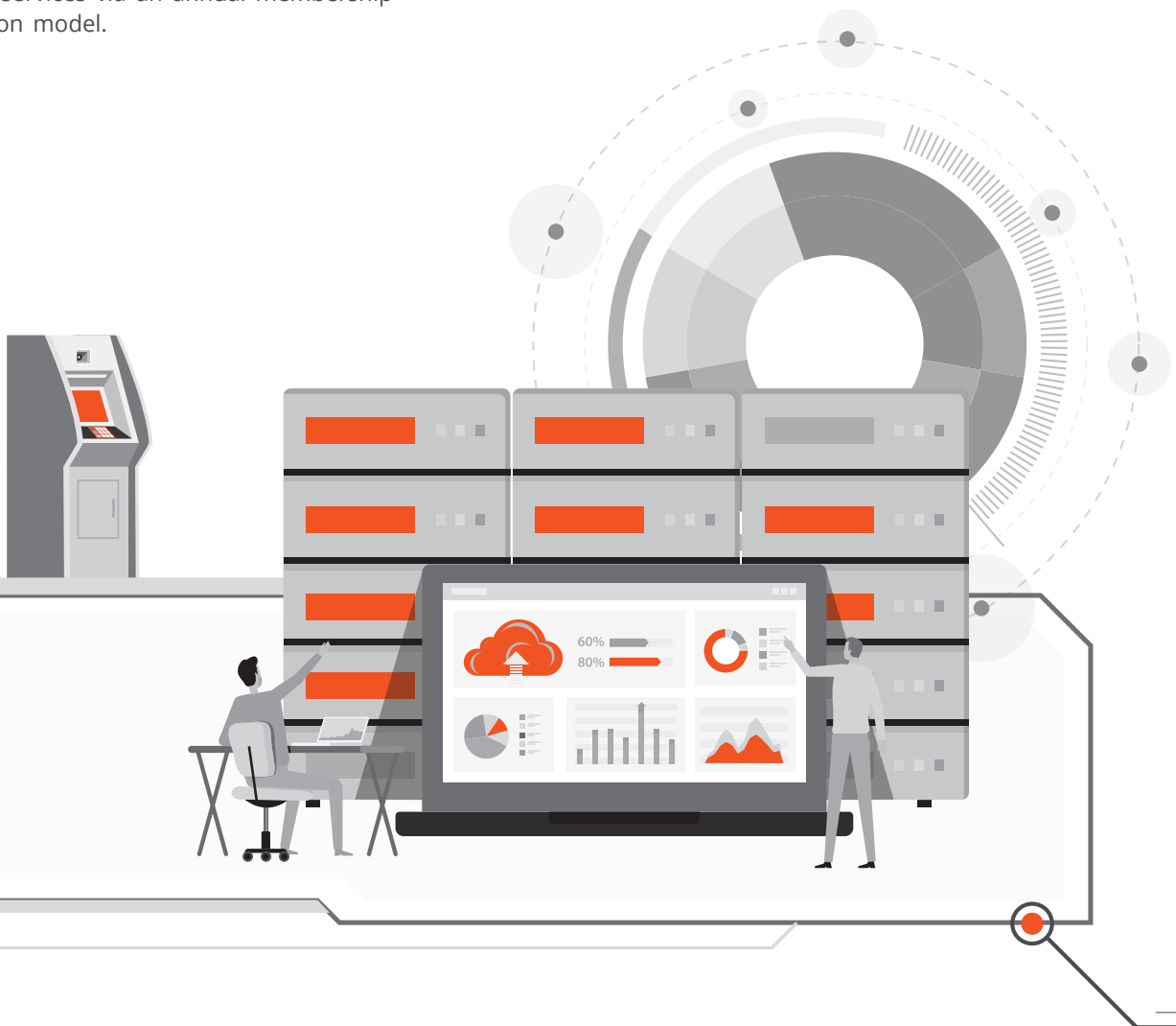
Real-time online access is also available via the CRIF website for Malaysian company profiles at varying levels of detail. These include MY CRIF Report with credit score, MY CRIF Premium Report with litigation information, and more. SMEs can also enjoy credit reporting services via an annual membership subscription model.

These online reports on Malaysian companies and businesses are also available to international users via CRIF and the Skyminder international platform, covering 220 countries around the world.

Similarly, the ASEAN Regional Report provides Malaysian customers with online access to reports on ASEAN companies via the CRIF OMESTI website. Organisations across the rest of the world can also access reports on Malaysian companies when they are looking at companies in ASEAN/Asia.



www.crif.com.my



OBJECTIVES & STRATEGIES

During the period under review, OMESTI has continued to focus on its key strengths: providing digital solutions that allow organisations to optimise their operations for improved efficiency and cost effectiveness. Internally, we have also transitioned from performing a large number of tasks manually to use technology for our own operations. Such initiatives include replacing time-consuming, paper-based processes requiring physical signature with a secure, trackable digital signature solution.

The Group is focused on ensuring that its business ventures remain equipped to pursue, win and execute new projects, and to continue sustaining the business throughout the current economic headwinds and beyond. It is committed to achieving the continued successful delivery of its large-scale digital transformation projects, while driving development of cutting-edge technology solutions for evolving market sectors.

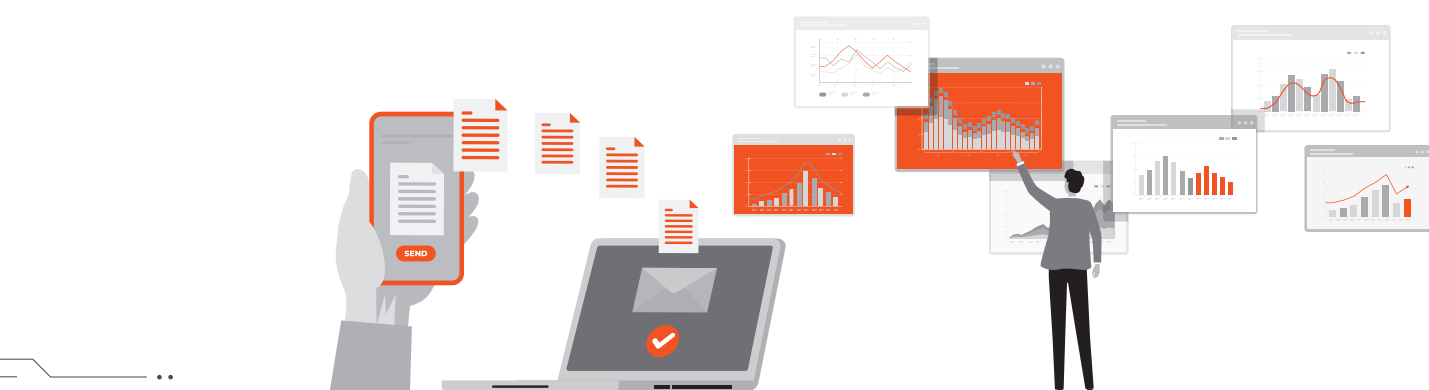
A particular initiative has been to ensure opportunities in Digital Courts and Data Services represent a significant component of the Group's portfolio. A continued objective has also been for the Group to leverage its technology expertise to maximise the multiple opportunities in the healthcare sector. This is being achieved through the formation of alliances with strategic partners.

MANAGING RISK

At OMESTI, one of the biggest challenges encountered continue to be that of sourcing and attracting new talent. A significant shortage of suitably qualified and experienced individuals continues to persist in the market, with competition for resources being acute.

A further ongoing risk is the long lead times involved between first identifying a potential opportunity through the process of pre-qualification, formal tender, to contract negotiations and finally project award. In mitigation, efforts are also very much focused on ensuring that a solid project pipeline is in place for the coming financial year in order to provide sustainable revenue for the Group.

Foreign exchange risk, especially in connection with procurement activity in foreign currencies, is also one of the principal risks facing the Group. To minimise the impact of any fluctuation of the Malaysian Ringgit, the Group and its subsidiaries utilise a policy of limiting the validity on price quotations and quoting wherever possible in US Dollars. The Group is also sourcing from local sources wherever practicable. Prompt collection from trade receivables continues to be a concern for the business in the current challenging market environment.



REVIEW OF FINANCIAL PERFORMANCE – FYE 31 MARCH 2023

Omesti Berhad reports its financial performance along three primary business segments, namely:



Omesti Berhad discontinued its Trading & Distribution Services business segment in the current financial year as part of its divestment of Microlink Solutions, and reports it as part of its discontinued operation.

A snapshot of the Five-Year Financial Highlights for the OMESTI Group is presented on Page 30 of Volume 1 of this Annual Report.

CONTINUING OPERATIONS

REVENUE

The Group's revenue in the current financial year was RM116.23 million, a decrease of 12.5% amounting to RM16.62 million, as compared to the previous financial year.

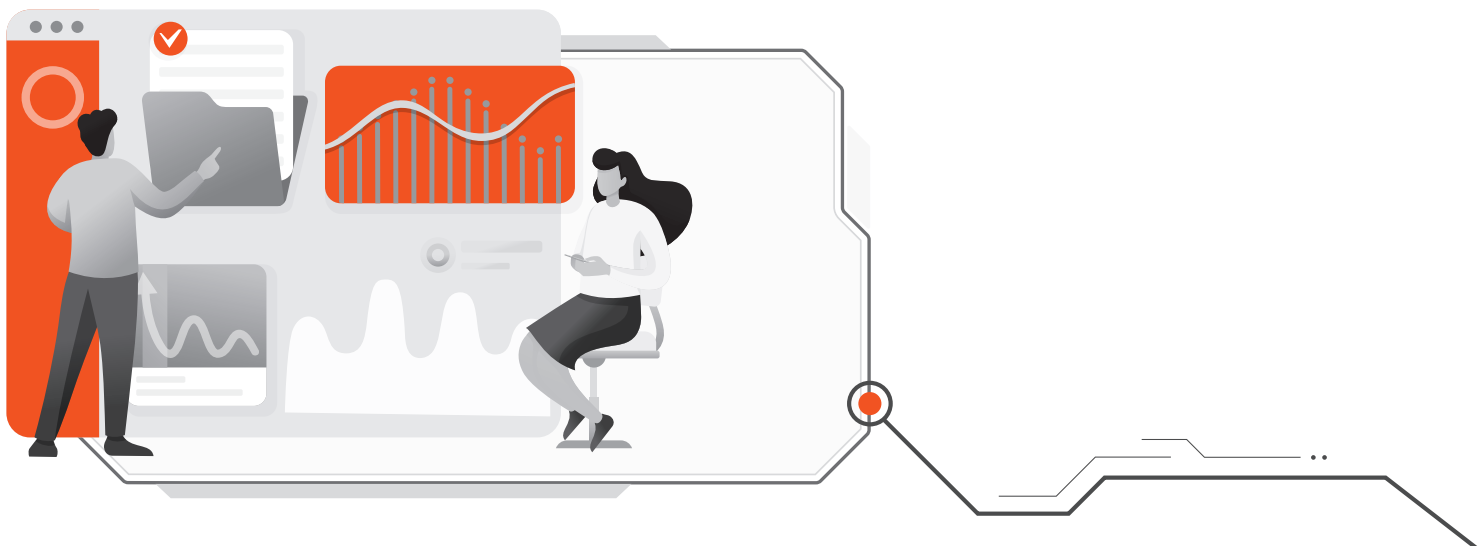
The Business Performance Services segment revenue for the financial year decreased by 25.1% from RM136.48 million to RM102.22 million, mainly due to the lower order fulfilments.

The Digital & Infrastructure Services segment revenue for the financial year remained unchanged at RM0.06 million.

The Healthcare Services segment revenue for the financial year increased by 47.9% from RM15.37 million to RM22.74 million, mainly due to increase in outlets and sales.

COST & EXPENSES

The cost of sales of the Group for the financial year was RM73.77 million, as compared to RM80.93 million posted in the previous financial year, representing a decrease of 8.8%. The decrease in the Group's cost of sales was in line with decreased sales during the financial year.



The operating costs for the Group during the financial year under review were RM130.02 million, compared to RM89.80 million in the previous period. The higher operating costs in the current financial year were mainly due to higher depreciation and amortisation expenses, higher employee benefits, higher finance costs and one-off impairment of investment in an associate.

LOSS BEFORE TAX

The Group's loss before tax for its continued operations was RM61.55 million in the current financial year, as compared to RM32.98 million in the previous financial year. The Group's higher loss before tax was mainly due to lower revenue, higher employee benefits, higher finance costs and one-off impairment of investment in an associate.

DISCONTINUED OPERATIONS

On 18 July 2022, the Group announced that Microlink Solutions would cease to be a subsidiary of the Group, and would be recognised as an associate (refer to Audited Financial Statements Note 7(d)(iii)(1) for details). In accordance to MFRS5: Non-current assets held for sale and discontinued operations, the financial results of Microlink Solutions up to 18 July 2022 for the current financial year are presented separately under discontinued operations in the consolidated statement of profit and loss. From 19 July 2022 onwards, the Group recognised its share of profit and loss of Microlink Solutions under the equity method of accounting.

Microlink Solutions recorded under discontinued operations a net profit of RM191.51 million for the current financial year, as compared to RM25.52 million in the previous financial year on a consolidated basis. Excluding a one-off net gain arising from the divestment of Microlink Solutions of RM184.92 million, Microlink Solutions recorded a net operating profit of RM6.59 million in the current financial year.

LIQUIDITY & CAPITAL RESOURCES

The Group's capital expenditure and working capital requirements have been financed by borrowings and internally generated funds from its business.

Cash and bank balances decreased by RM48.21 million to RM49.30 million in FYE 31 March 2023 as compared to RM97.51 million in FYE 31 March 2022. This was mainly due to the following:

- Net cash used in financing activities amounting to RM78.94 million during the current financial year; and
- Net cash used in investing activities amounting to RM15.94 million.

Total borrowings of the Group decreased from RM154.80 million in FYE 31 March 2022 to RM95.50 million in FYE 31 March 2023. The decrease was mainly due to repayments during the year.

OUTLOOK

OMESTI Group has undergone a significant change in its operations, specifically with its divestment of Microlink Solutions. With Microlink Solutions ceased to be a subsidiary of OMESTI Group on 18 July 2022, and the subsequent recognition of Microlink Solutions as an associate, as Omesti seeks to unlock the value of its investments, OMESTI Group has discontinued its Trading & Distribution Services segment.

In line with this strategic shift, OMESTI continues to focus on its investment endeavors, prioritising strategic allocation of resources and to developing its existing investments in the IT and Healthcare industry, with emphasis also in unlocking its remaining investment value in Microlink Solutions as an associate.



SUSTAINABILITY STATEMENT

OMESTI Berhad (OMESTI), a prominent provider of technology solutions, is committed to promoting sustainability across all aspects of its business operations. The integration of sustainability principles into our activities is an ongoing and continuous process.

To ensure comprehensive evaluation, we assess our operations based on the criteria established in the Global Reporting Initiative (GRI) and in compliance with the Main Market Listing Requirements (MMLR). These criteria encompass various social, economic, and environmental factors that impact our company and the communities in which we operate. We diligently examine all relevant aspects that may affect the long-term sustainability of the Group, taking appropriate measures to address any concerns that arise.

Through a comprehensive evaluation of crucial non-financial variables, we have the capability to identify areas where our sustainability management and business processes can be enhanced. This evaluation enables us to understand the impact of these variables on our company's operations, thereby providing a foundation for continuous improvement in our reporting practices to better serve the needs of our stakeholders.

The OMESTI Board, as part of its responsibilities, ensures the delivery of sustainable value to stakeholders. This is accomplished through the effective implementation of the Group's principles, policies, objectives, and strategies across all subsidiaries.

Key focus areas that are of the greatest significance for the OMESTI Group can be defined as:



ECONOMIC

- Ethical Conduct
- Legal & Regulatory Compliance
- Product Development & Innovation
- Client Satisfaction & Engagement
- Brand & Reputation
- Profitability



SOCIAL

- Talent Attraction & Retention
- Employee Health & Wellbeing
- Diversity
- Community Investment



ENVIRONMENT

- Energy & Resource Utilisation
- Procurement & Supply Chain Management



ECONOMIC

Amidst the ongoing national economic recovery and with Microlink Solutions parting, OMESTI Group has placed great emphasis on ensuring uninterrupted operations as one of its top priorities.

CODE OF CONDUCT & ETHICS

The Group is dedicated to conducting its business operations in strict adherence to local laws and regulations, while upholding the highest levels of integrity, transparency, and accountability. To ensure the maintenance of these standards, a comprehensive code of conduct and ethics is incorporated into our respective Group employee handbooks. This code outlines the expected standards of behavior and personal conduct that all Directors and employees are obligated to follow, upholding the Group's commitment.

For reference, the code of conduct can be found on our website at <https://omesti.com/policy/>.

ANTI-BRIBERY & CORRUPTION

The Group firmly upholds the highest standards of integrity, transparency, ethics, and accountability, strongly opposing corruption in all its manifestations. Our code of conduct and ethics establish the fundamental business values and practices that all Directors and employees must adhere to.

In accordance with the Malaysian Anti-Corruption Commission (MACC) Act, Section 17A, our Group is committed to conducting business with integrity and promoting good governance practices. The Act holds commercial organizations accountable and subject to penalties if any of their employees or associates are involved in corrupt activities. To ensure strict compliance with the Act, our Group has implemented an Anti-Bribery & Corruption (ABC) Policy that outlines clear requirements.

We conduct mandatory briefings and familiarization training for Directors, management, and employees at all levels of the Group. During these sessions, we emphasize the following key elements:

- The need for all Group businesses to establish anti-corruption compliance programs.
- The assurance of vigorous enforcement and sanctions for non-compliance.
- The requirement to directly report audit results and reviews to the Board.
- The practice of conducting periodic corruption risk assessments to identify potential areas of corruption, including inadequate systems, high-risk business activities, and supply chain corruption.
- The need for regular performance reviews to assess and strengthen our systems.

These briefings also cover Anti-Money Laundering, emphasizing the importance of understanding the business and background of counterparties and avoiding complex payment arrangements.

Additionally, the Group has implemented a Group-wide whistle-blowing policy, providing mechanisms for employees and external parties to confidentially report any actual or suspected breaches of laws, policies, and practices.





ECONOMIC

PRODUCT DEVELOPMENT & INNOVATION

Our mission is to serve as a collaborative Innovation Partner for our clients, empowering them to realize their objectives in the landscape of digital transformation. Central to our strategy is a strong emphasis on facilitating the transition from traditional, manual legacy systems to a digital ecosystem.

Being a technology-driven organisation, it is imperative that a substantial portion of our resources be devoted to the exploration, advancement, and implementation of future-ready digital solutions, ensuring the enduring relevance of our business.

Consequently, our dedicated Innovation Team assumes the responsibility of identifying emerging trends in digital technology and devising corresponding solutions that augment our existing portfolio. This is accomplished through a combination of in-house development and strategic partnerships with subject matter experts. The team comprises accomplished business analysts, solution architects, and developers who possess a broad spectrum of technological skills and expertise.

VIGILANT RISK MANAGEMENT

Effective risk management plays a vital role in ensuring the sustained growth of the Group. To accomplish this, the Board, the Audit & Risk Management Committee, and the senior management team collaborate closely to identify, evaluate, and develop robust procedures for managing the risks that impact the Group's diverse businesses.

DATA PROTECTION & CYBER RISK

The pervasive adoption of digital technologies has amplified the risks associated with cyber-security and customer privacy. Therefore, it is of utmost importance to ensure the adequate protection of our IT systems, networks, applications, and personal data against cyber threats. This safeguards uninterrupted operations and prevents the loss of sensitive and confidential information.

The Group acknowledges the existence of potential threats to our data, stemming from unauthorized access. We remain committed to safeguarding the confidentiality and integrity of information pertaining to our customers and stakeholders.

Continual enhancement of our technology infrastructure's resilience and the expertise of our IT personnel is a key focus for the Group. This is done to bolster cyber-security controls across our IT systems and applications, while also raising awareness among employees about cyber-security concerns.

To proactively address these risks, our IT team actively conducts testing on cyber-security vulnerabilities and promptly shares alerts with staff regarding emerging security threats.

CLIENT SATISFACTION & ENGAGEMENT

The Group recognizes the significance of client satisfaction and engagement as critical factors that directly influence our reputation, brand, and potential for recurring business opportunities. Since a considerable number of our technology solutions are tailored to address the unique requirements of each client, it is essential for us to have a comprehensive understanding of the market conditions in which our clients operate.

To ensure this understanding, we actively maintain regular communication channels with our clients. We organize product briefing sessions and seminars when appropriate, fostering an environment for effective information exchange and knowledge sharing. By engaging in these interactions, we enhance our ability to deliver solutions that precisely align with our clients' needs and contribute to their success.



SOCIAL

TALENT ATTRACTION & RETENTION

A significant sustainability challenge faced by all industry sectors in Malaysia today is the recruitment and retention of employees at all levels who possess the necessary skills required for the evolving working world, particularly among the graduate population.

Our steadfast approach centers on fostering a safe and supportive work environment that enables talented individuals to unlock their full potential. We place a strong emphasis on creating such an environment, which provides ample opportunities for employees to cultivate a diverse skill set and broaden their experiences, given the wide range of activities encompassed by our organization.

The agile and open nature of our hierarchical structure allows employees to engage with colleagues across all levels of the Group in a collaborative manner, free from reservation or rigid formality. Regular online communication with employees has also become an integral part of our work pattern, ensuring an inclusive experience for all.

TRAINING & DEVELOPMENT

Employee development is a crucial aspect of our organization, and we place significant importance on providing relevant training and development opportunities to enhance professional and technical skills. This is integrated into the Annual Key Performance metrics of our employees across all divisions.

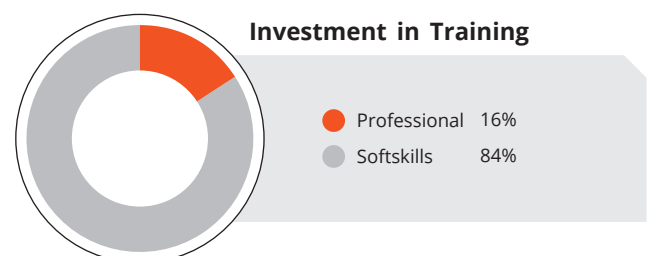
To ensure continuous growth and competence, employees receive training aligned with their specific functions and technical disciplines. Additionally, relevant employees also receive ongoing training on the latest legal and regulatory requirements, including updates to the Employment Act, the Competition Act, the Malaysian Code on Corporate Governance, and taxation laws.

To ensure continuous growth and competence, employees receive training aligned with their specific functions and technical disciplines.

We understand the value of effective leadership and management, and therefore, leadership and coaching programs are periodically conducted to strengthen management skills within the organization.

Furthermore, during the onboarding process, department leaders provide comprehensive training tailored to address specific needs and equip employees with the necessary information and skills to perform their roles efficiently. The Group also offers training programs on occupational health and safety, as well as soft skills including leadership and team-building, as deemed appropriate.

During this reporting year, the Group invested a total of RM12,952.18 in training and development for OMESTI Group of employees.





SOCIAL

TALENT MANAGEMENT & MANPOWER SUCCESSION PLANNING

One crucial aspect of our human capital development strategy is to effectively execute the Group's future plans. We strive to instill a culture that prioritises aligning the right talent with the right job at the right time, while also fostering leadership readiness for key positions. Our ultimate objective is to ensure the successful implementation of our forward plans and maximize the potential of our talented workforce.

EMPLOYEE HEALTH & WELL-BEING

We recognise that our employees are the driving force of a strong business. We firmly believe that a motivated, energised workforce delivers value to the organisation and to our stakeholders. We focus on promoting a healthy outlook and encourage employees to explore new/different concepts and ideas/activities to broaden their thinking.

ENSURING SAFER WORKING ENVIRONMENTS

We are committed to ensuring the health and safety of our employees throughout our business operations. Even as we navigate the recovery from the COVID-19 pandemic, the physical health and mental well-being of our employees remain of utmost importance to us.

By prioritizing both physical and mental well-being, we strive to create a supportive and caring work environment that safeguards the health and safety of our employees.

UPHOLDING LABOUR PRACTICES & EMPLOYEE RIGHTS

OMESTI Group operates in accordance with a zero-tolerance policy against discrimination in any form. The Group is committed to treating its employees fairly and with dignity and respect. All employees have access to a grievance mechanism to raise concerns related to workplace practices.

The Group complies with all applicable labour laws, rules and regulations where it operates, including the Malaysian Employment Act 1955, Industrial Relations Act and regulations governing key issues, such as child labour and forced labour.

SEXUAL HARASSMENT & VIOLENCE

The Group recognises the importance of raising awareness of sexual harassment and violence to promote a supportive culture, which encourages the reporting of incidents for complaints to be addressed appropriately and to support a safer working environment for all employees. The Group is committed to provide adequate attention to the ethics and conduct of all employees in connection with sexual harassment and violence.



COMPENSATION & BENEFITS

The workforce is the Group's greatest asset and as part of our policy to care for the well-being of our employees, the Group provides the customary benefits and packages as follows:

• Insurance/Medical Coverage

- Personal accident and hospitalisation insurance coverage to all permanent and contract employees
- Director and officer liability insurance for Directors and principal officers

• Benefits mandated by law

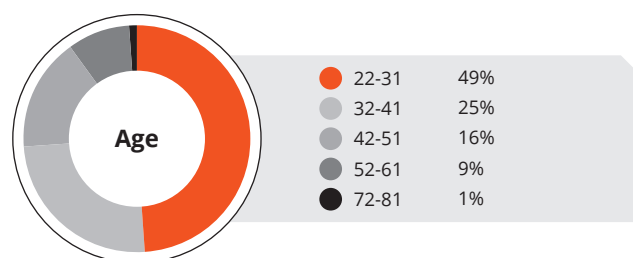
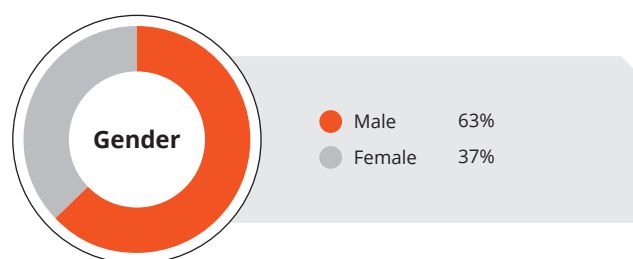
- Adherence to minimum wage rules
- Annual leave, maternity/paternity leave, medical and hospitalisation leave
- Contribution to statutory funds such as EPF, SOCSO, EIS and HRDF

• Other discretionary benefits

- Performance bonus and increments
- Travelling allowance and mileage claims
- Study leave, compassionate leave and others

Our employee population comprises a well-balanced team of some 250 individuals, with a range of diverse technical and professional skills that is results-oriented and focused on achieving the highest standards of excellence.

In terms of ethnic mix, a person's racial background is of no significance to us and we are therefore colour-blind when recruiting employees. The racial mix within the Group follows that of the national population.



DIVERSITY

The OMESTI Group practises a policy of full inclusion and diversity. This applies at all levels of the organisation including at Board level. This ensures the broadest possible range of perspective and experience is available to the organisation at all times.

Appointments, promotions and other employee-related decisions are made solely on the basis of suitability of skills, experience and performance.





SOCIAL

COMMUNITY INVESTMENT

At OMESTI, we firmly believe in the power of giving back to society. As a responsible corporate citizen, we are committed to making a positive impact on the communities we operate in. Our Corporate Social Responsibility (CSR) initiatives are designed to address various social, environmental, and economic challenges.

We actively engage in activities and sponsorships that promote education, health, community development, and empowerment. By investing our resources, time, and expertise, we aim to create lasting benefits and contribute to a better future for all. We strive to be a catalyst for positive change, inspiring others to join us in making a meaningful difference in the world.

As we continue to navigate the recovery phase of the COVID-19 pandemic, we understand the importance of remaining diligent with Standard Operating Procedures (SOPs). At OMESTI, we remain committed to prioritising the safety and well-being of our community. In support of this commitment, we have recently donated 1000 units of RTK self-test kits to the Yayasan Chow Kit Youth Division (YCK) and Buku Jalanan Chow Kit (BJCK). This donation aims to help safeguard the health of children and ensure their safety during these challenging times. By providing these essential test kits, we hope to contribute to the collective effort of keeping our community safe and resilient.

We remain steadfast in our commitment to supporting sports activities that foster youth development. As part of our ongoing efforts, we are proud to sponsor squash player Racheal Mae Arnold with a monthly sponsorship of RM2,000. Through this support, we aim to empower talented individuals like Racheal to pursue their athletic dreams and reach their full potential. By investing in the next generation of athletes, we believe in nurturing their talents and promoting the values of determination, discipline, and sportsmanship.

To support underprivileged children in their educational pursuits, we donated RM50,000 to Kademy Sdn Bhd. We believe in the transformative power of education and are committed to providing opportunities for those in need. Through partnerships with organisations like Kademy Sdn Bhd, we aim to make a meaningful impact on the lives of underprivileged children by empowering them with the necessary tools and resources for academic success and personal growth.

In December 2022, our Committee visited Zomi Life Point Shelter and Children Training School (REACT) affiliated with Life Point Myanmar Ministry distributing gifts from OMESTI and Microlink employees, bringing joy and fostering compassion. We are grateful for the opportunity to support the children and the ministry's mission.





ENVIRONMENT

PROCUREMENT & SUPPLY CHAIN MANAGEMENT

We have a strong commitment to reducing our carbon footprint as an organization. In our business operations, we prioritize sourcing materials, supplies, and equipment from locations that have the least environmental impact. Our aim is to balance this with the need to maintain operational efficiency and meet our customers' requirements promptly and cost-effectively.

To achieve economies of scale and streamline our operations, we consolidate our purchasing activities. This approach allows us to optimize our expenditure and logistics. During the period under review, we have further enhanced this consolidation through restructuring and realigning certain parts of our operations. By doing so, we strive to achieve greater efficiency while minimizing our environmental impact.

By actively considering the input and concerns of our stakeholders, we strive to maintain a sustainable and resilient business approach.

ENERGY & RESOURCE UTILISATION

As a Group, we are committed to reducing our energy consumption and promoting responsible resource usage. With the consolidation of our operations into one centralized location and the majority of our employees returning to the office, we have been successful in minimizing resource consumption. As a result, we have observed only a marginal increase in electricity bill spending.

We maintain a strong focus on practicing rigorous recycling measures across the Group. Throughout the year, we organize campaigns that encourage employees to engage in activities such as upcycling preloved items for donation to underprivileged communities and participate in recycling contests. These initiatives foster a culture of environmental consciousness and sustainability within our organization.

CONCLUSION

The Group remains dedicated to conducting a thorough materiality assessment by engaging with key internal and external stakeholders. This assessment aims to gain a comprehensive understanding of non-financial factors that may pose risks to the sustainability of the Group's businesses. Through this process, we will identify and address any potential risks to ensure effective mitigation measures are implemented. By actively considering the input and concerns of our stakeholders, we strive to maintain a sustainable and resilient business approach.



CORPORATE INFORMATION

BOARD OF DIRECTORS



CHAIRMAN/ INDEPENDENT NON-EXECUTIVE DIRECTOR

YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz

DEPUTY CHAIRMAN/ NON-INDEPENDENT NON-EXECUTIVE DIRECTOR

Dato' Sri Thong Kok Khee

INDEPENDENT NON-EXECUTIVE DIRECTORS

Tan Wee Hoong

Danny Hoe Kam Thong

NON-INDEPENDENT NON-EXECUTIVE DIRECTOR

Monteiro Gerard Clair

Mah Xian-Zhen

*(re-designated from Executive Director to
Non-Independent Non-Executive
Director on 1 June 2023)*

COMPANY SECRETARY

Lim Shook Nyee

(MAICSA 7007640)

(SSM PC No: 201908003593)

REGISTERED OFFICE

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

T +603 9779 1700

F +603 9779 1701/2

✉ osem@quadrantbiz.co

AUDITORS

BDO PLT

Level 8, BDO @ Menara CenTARa
360 Jalan Tuanku Abdul Rahman
50100 Kuala Lumpur

T +603 2616 2888

F +603 2616 3190/3191



PRINCIPAL BANKERS

AmBank (M) Berhad
CIMB Bank Berhad

SHARE REGISTRAR

Bina Management (M) Sdn Bhd
Lot 10, The Highway Centre
Jalan 51/205, 46050 Petaling Jaya
Selangor Darul Ehsan

T +603 7784 3922

F +603 7784 1988

✉ binawin@binamg168.com

STOCK EXCHANGE LISTING

Main Market, Bursa Malaysia Securities Berhad
Stock Code: 9008
Stock Name: OMESTI
Sector: Technology



www.omesti.com



OMESTIGroup



OmestiGroup

BOARD COMMITTEES

AUDIT & RISK MANAGEMENT COMMITTEE

Danny Hoe Kam Thong (Chairman)
Tan Wee Hoong
Monteiro Gerard Clair

NOMINATING COMMITTEE

Tan Wee Hoong (Chairman)
Danny Hoe Kam Thong
Monteiro Gerard Clair

REMUNERATION COMMITTEE

Dato' Sri Thong Kok Khee (Chairman)
Tan Wee Hoong
Danny Hoe Kam Thong

LONG-TERM INCENTIVE PLAN COMMITTEE

Monteiro Gerard Clair (Chairman)
Tan Wee Hoong
Danny Hoe Kam Thong

PROFILE OF DIRECTORS

TUNKU ZAIN AL-'ABIDIN IBNI TUANKU MUHRIZ

Age 40 | Male | Malaysian

CHAIRMAN/ INDEPENDENT NON-EXECUTIVE DIRECTOR

Appointed to
the Board on
1 April 2020

Chairman of the
Board

Educated at the Kuala Lumpur Alice Smith School, and then Marlborough College, Tunku Zain went on to obtain his MSc in Comparative Politics at the London School of Economics & Political Science. He then worked in the UK Houses of Parliament before moving to Washington DC to join the World Bank as a Public Sector Consultant. Upon returning to Malaysia, Tunku Zain worked at the United Nations Development Programme and the KRA Group before becoming a Research Fellow at the Lee Kuan Yew School of Public Policy at the National University of Singapore.

In 2006, he co-founded the Malaysia Think Tank which, in 2010, evolved into Institute of Democracy and Economic Affairs (IDEAS). He currently serves as Independent Non-Executive Director of Allianz Malaysia Berhad, as well as advisor / patron to numerous educational and cultural organisations.

An Eisenhower Fellow, he has been selected for various leadership programmes by the governments of Australia, France and the European Union. He is a Trustee of Yayasan Chow Kit, Yayasan Munarah, Jeffrey Cheah Foundation and Genovasi Foundation and committee member of several societies and associations, including the Squash Racquets Association of Malaysia; and a Royal Fellow of the National University of Malaysia.



DATO' SRI THONG KOK KHEE

Age 68 | Male | Malaysian

DEPUTY CHAIRMAN/ NON-INDEPENDENT NON-EXECUTIVE DIRECTOR

Appointed to
the Board on
19 September 2011

Deputy Chairman
of the Board

Chairman of
Remuneration
Committee

Dato' Sri Thong graduated from the London School of Economics, UK and worked in the financial services industry from 1979 to 1988. He was employed by Standard Chartered Merchant Bank Asia Limited in Singapore from October 1982 to June 1988 and his last held position was Director of Corporate Finance Division.

Dato' Sri Thong is also a Non-Independent Non-Executive Director of Inari Amertron Berhad and Ho Hup Construction Company Berhad.

TAN WEE HOONG

Age 62 | Male | Malaysian

INDEPENDENT NON-EXECUTIVE DIRECTOR

Appointed to
the Board on
2 January 2018

Chairman of
Nominating
Committee

Member of Audit &
Risk Management
Committee,
Remuneration
Committee and
Long-Term Incentive
Plan Committee

Mr Tan has more than 25 years' experience in capital markets, corporate advisory and finance, particularly in Malaysia and Singapore. He has worked for renowned Malaysian as well as regional securities houses including RHB Bank Berhad and Kay Hian HSBC (now known as UOB Kay Hian).

In the 1990s, during his stint as Director of Research at various securities houses, Mr Tan was consistently recognised as being among the top equity analysts in Malaysia by respected financial journals such as Asiamoney.

He has also been active, via his private consultancy practice in corporate advisory for public listed companies, including a number of reverse take-over transactions and general corporate strategies.

He is currently an Executive Director of Landmarks Berhad, a hospitality and resort developer listed on Main Market of Bursa Malaysia Securities Berhad.

He holds a Bachelor of Business (Accounting) degree from Deakin University, Victoria, Australia.

DANNY HOE KAM THONG

Age 55 | Male | Malaysian

INDEPENDENT NON-EXECUTIVE DIRECTOR

Appointed to
the Board on
16 March 2022

Chairman of
Audit & Risk
Management
Committee

Member of
Nominating
Committee,
Remuneration
Committee and
Long-Term Incentive
Plan Committee

Mr Hoe began his career with Ernst & Young, where he worked for a period of 14 years in a number of positions, including a secondment to the firms New York office, as well as rising to Principal for Audit & Advisory Services.

In 2001, he joined Kellogg Asia Sdn Bhd as Financial & Reporting Manager, and was closely involved in the merger of Kellogg South East Asia and its Greater China business. A year later, he began a long association with the Interflour Group, one of the largest flour milling conglomerates in the Asia Pacific region, serving as Group Chief Financial Officer.

In August 2011, he relocated to Vietnam as Chief Executive Officer and Country Head of Interflour Vietnam Ltd. From 2015 to 2018, he was appointed as Executive Director - Asean at Pilmico Foods Corporation, Philippines.

After a short stint back in Malaysia with Tradewinds Plantations Berhad as lead senior consultant on a proposed national grain purchasing, storage and management project for the Government of Malaysia, he rejoined the Interflour Group, this time as Chief Executive Officer & Country Head of its Turkey operations.

Returning to Malaysia in September 2020, he has served as Independent Non-Executive Director of Kumpulan Fima Berhad since December 2021. Mr Hoe was also appointed as Independent Non-Executive Director of Ho Hup Construction Company Berhad in August 2022.

He is a Member of Malaysian Institute of Accountants (MIA) and Member of Malaysian Institute of Certified Public Accountants (MICPA). He also completed the Advanced Management Program at INSEAD, France.



MONTEIRO GERARD CLAIR

Age 51 | Male | Malaysian

NON-INDEPENDENT NON-EXECUTIVE DIRECTOR

Appointed to
the Board on
2 July 2012

Re-designated as
Non-Independent
Non-Executive
Director on 18 July
2022

Chairman of
Long-Term Incentive
Plan Committee

Member of Audit &
Risk Management
Committee and
Nominating
Committee

A seasoned entrepreneur, Mr Monteiro began his career in 1992 as a sales agent for Riken Auto Sdn Bhd (Riken Auto) and was subsequently appointed as a Director. In 1998, he left Riken Auto and set up Optima Auto Sdn Bhd where he served as Managing Director until 2005.

Since then, he has ventured into the property industry and various other investments via several privately held companies including H2O Holdings Sdn Bhd (H2O), an investment holding company. He serves as a Director of H2O and of several other private companies, including property development company Montprimo Sdn Bhd where he is Executive Vice Chairman. He is currently an Executive Director of Microlink Solutions Berhad and a Director of Divfex Berhad.

In his younger years, Mr Monteiro was an accomplished sportsman, representing Malaysia in squash at both junior and senior levels. Crowned National Junior Champion in 1988, he also captained the victorious National Junior Team in the East Asian Junior Squash Championships in 1999. He is currently serving as President of the Squash Racquets Association of Malaysia (SRAM).



MAH XIAN-ZHEN

Age 41 | Female | Malaysian

NON-INDEPENDENT NON-EXECUTIVE DIRECTOR

Appointed to
the Board on
19 September 2011

Re-designated as
Non-Independent
Non-Executive
Director on
1 June 2023

Ms Mah joined Omesti Berhad in October 2009 as Executive Assistant to the Chief Executive Officer before being appointed as an Executive Director of the Company in September 2011. She was re-designated as Non-Independent Non-Executive Director on 1 June 2023.

She graduated with a Bachelor of Arts from Wellesley College, MA, USA, followed by a Graduate Diploma in Law from BPP Law School. She then attended the Bar Vocational Course in London and was called to Bar of England and Wales in 2006. On completing her Bar Vocational Course, she returned to Malaysia and in September 2006, joined Messrs Shook Lin & Bok. In 2007, she was called to the Malaysian Bar, and remained with the firm as a Legal Assistant until June 2009, focusing on corporate and commercial litigation. In 2009, she also obtained an Executive Diploma in Islamic Law (Islamic Banking) from International Islamic University, Malaysia.

Ms Mah is a Director of Omesti Holdings Berhad and Man Yau Holdings Berhad, both of which are non-listed public companies wholly owned by Omesti Berhad. She also holds directorships of several subsidiary companies in the Group.

Ms Mah is the daughter of Dato' Mah Siew Kwok, a major shareholder of Omesti Berhad.

Save where disclosed above, none of the Directors has: ☐

- any family relationship with any Director and/or major shareholder of the Company;
- any conflict of interest with the Company;
- other than traffic offences, any conviction for offences within the past 5 years; and
- any public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

KEY SENIOR MANAGEMENT

The following section provides details on the senior executives who hold responsibility for management of the principal operations of the businesses within OMESTI Group.

DR. MOHAMED MAARUF BIN VAHEED

CHIEF EXECUTIVE OFFICER – FORMIS NETWORK SERVICES SDN BHD

Age 54 | Male | Malaysian | Appointed on 1 June 2021

Qualifications

Degree in Electrical Engineering, MBA (Marketing), PhD (Public Procurement)

Working Experience

31 years

Maaruf has over 31 years of experience spanning multiple disciplines within the ICT industry beginning in Web & Apps Development and DB in the United States. Subsequently, he set up the first Search Engine in Asia, a mirror site for AltaVista under Skali. He then moved into project management as Project Director for Perbadanan Putrajaya Intelligent City project and later joined Formis Network Services as the Government business unit head in 2001 and was subsequently appointed as General Manager. He has completed his PhD thesis in developing an improved model of the ICT Public Procurement Process.

LIM BEE ENG

CHIEF EXECUTIVE OFFICER – BEMED GROUP

Age 51 | Female | Malaysian | Appointed on 1 August 2021

Qualifications

Bachelor Of Pharmacy

Working Experience

Retail Pharmacy

Lim Bee Eng is the founder of Bemed group(Be Pharmacy), She graduated from University of Queensland with a degree in Bachelor of Pharmacy. Started off the 1st retail outlet at Puchong Perdana in year 2021, she has successfully grown the business to 19 outlets with an integrated wholesale hub over 20 years period. She is a proven all rounded leader and possessed vast experience in managing overall P&L of the retail pharmacies, including operation, procurement, strategic planning etc.

At Bemed group, Lim Bee Eng is responsible for the pharmacy retail business division. Leveraging her strategic insights and meticulous approach, she is working closely with the Management to achieve the group ambition to be a customer centric retail pharmacies in the healthcare industry.

Save where disclosed above, none of the Key Senior Management has

- Any directorship in public companies and listed issuers;
- Any family relationship with any director and/or major shareholder of the Company;
- Any conflict of interests with the Company;
- Other than traffic offences, any convictions for offences within the past 5 years; and
- Any public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

BUSINESS STRUCTURE BY SEGMENT

BUSINESS STRUCTURE BY SEGMENT

DIGITAL & INFRASTRUCTURE SERVICES

OHANA

Ohana Communications
Sdn Bhd

HEALTHCARE

be:pharmacy
OMESTI
pharmaceutical

BB Boss Sdn Bhd	Bemed Lagenda Sdn Bhd
Be Med Sdn Bhd	Bemed Matahari Sdn Bhd
Bemed (ITT) Sdn Bhd	Bemed Pharma Sdn Bhd
Bemed (PTJ) Sdn Bhd	Bemed Tempua Sdn Bhd
Bemed Healthcare Sdn Bhd	Bemed Ventures Sdn Bhd

MediLabz
SIGNATURE

Medilabz Signature Sdn Bhd

Aurora 360 Sdn Bhd	Omesti Tree Med Sdn Bhd
Omesti Bemed Sdn Bhd	Omesti Healthcare Sdn Bhd

BUSINESS PERFORMANCE SERVICES



Formis Network
Services Sdn Bhd



Formis Research &
Development Sdn Bhd



Formis Software &
Technologies Sdn Bhd



Omesti Actify
Sdn Bhd

Omesti Assist
Sdn Bhd



Prima Arenaniaga Sdn Bhd

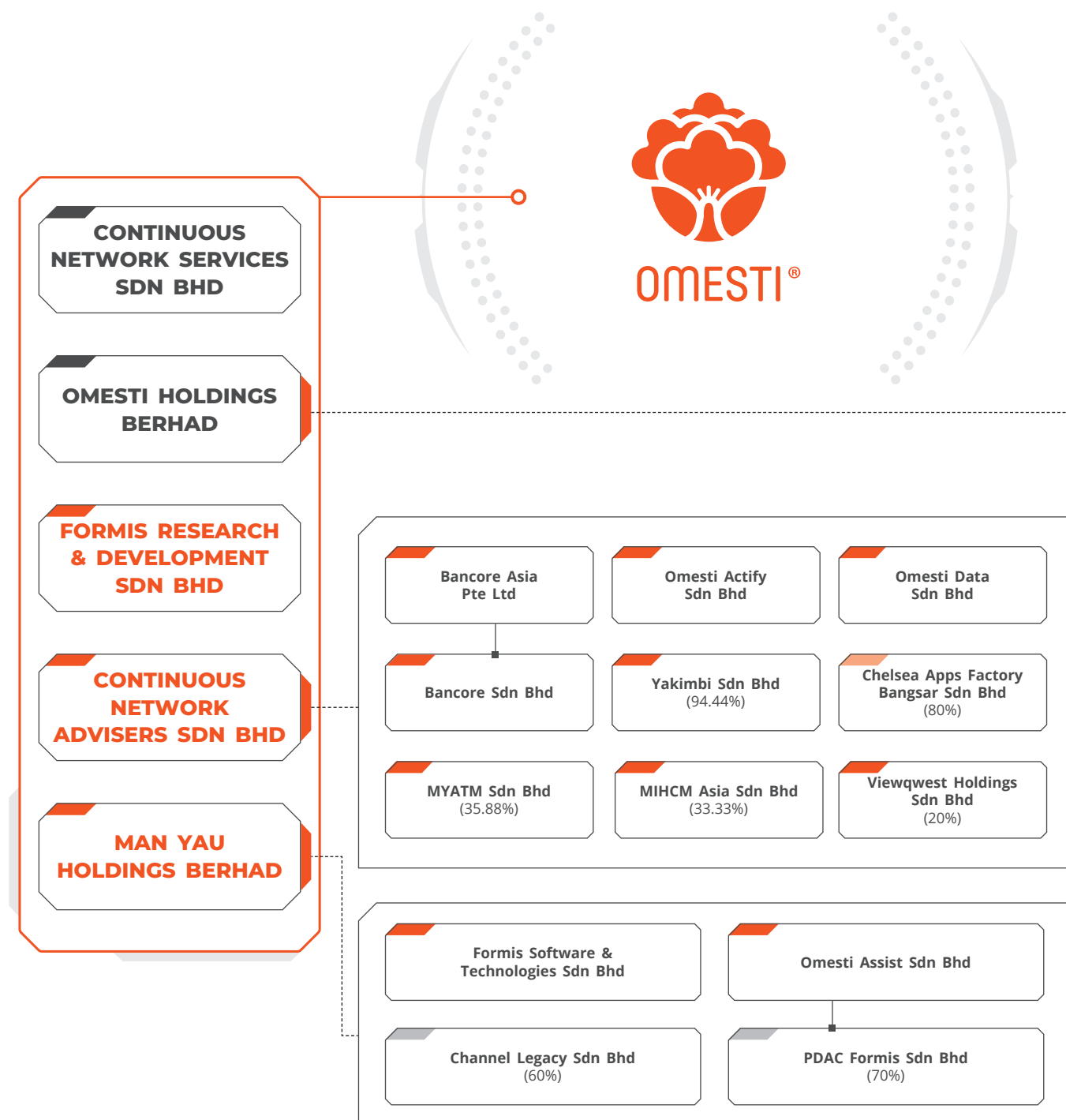


Red Ape Solutions Sdn Bhd



Yakimbi ICT Sdn Bhd

CORPORATE STRUCTURE



CORPORATE STRUCTURE

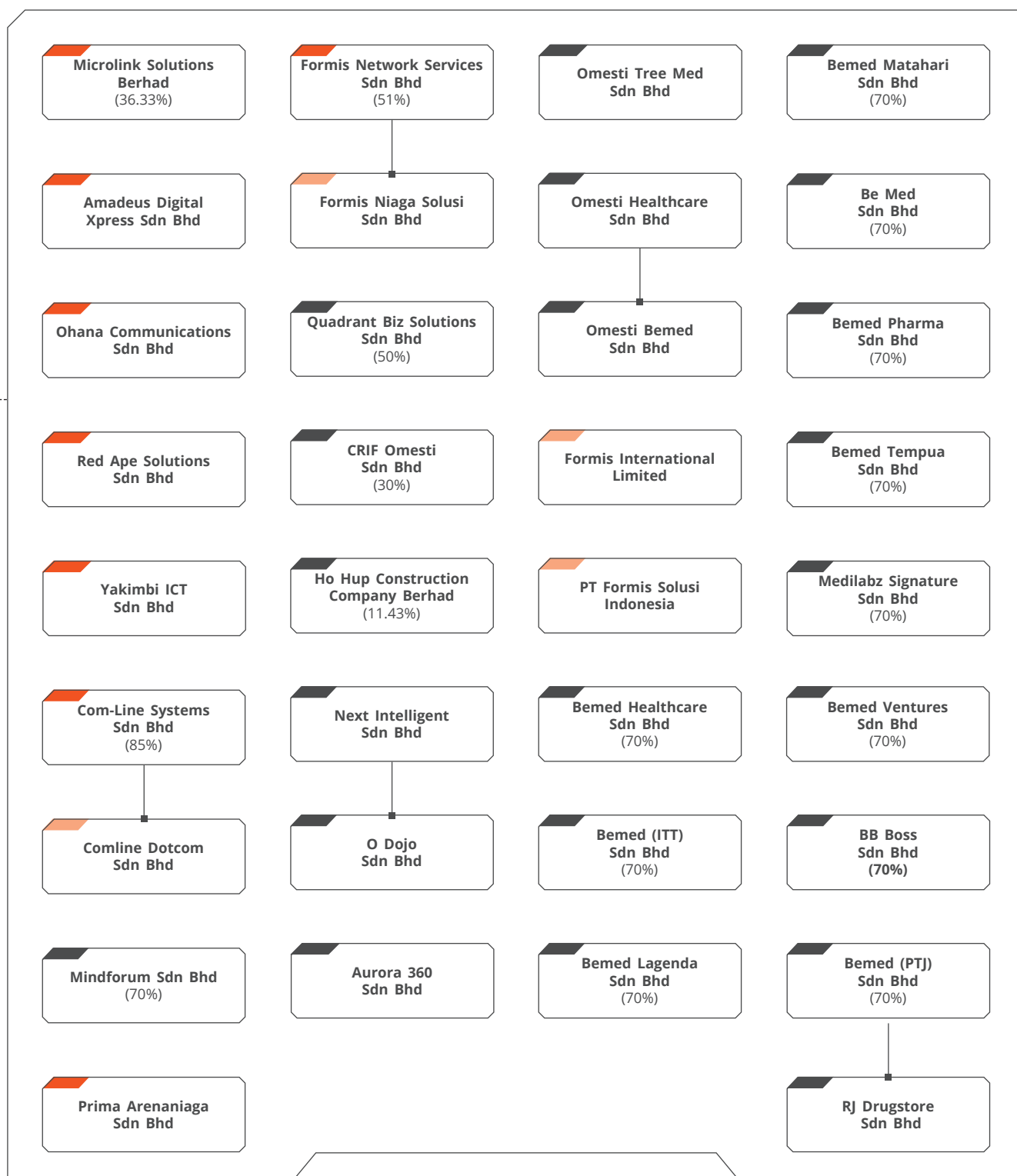
As at 30 June 2023

LEGEND

IT Active
 IT Inactive

Non-IT Active
 Non-IT Inactive

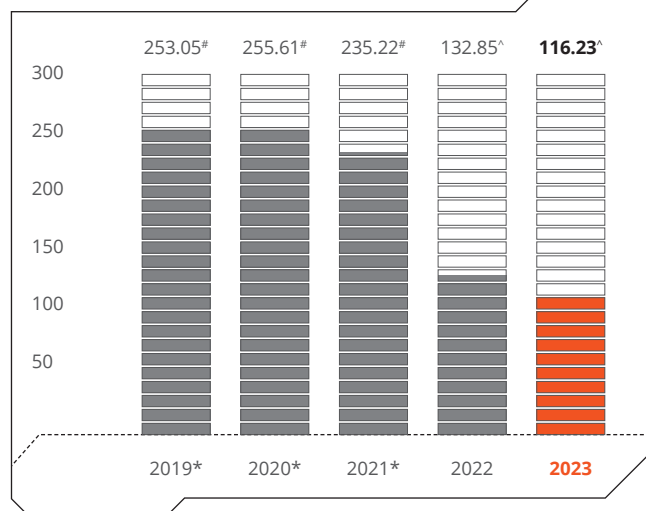
Unless stated otherwise, shareholding is 100%



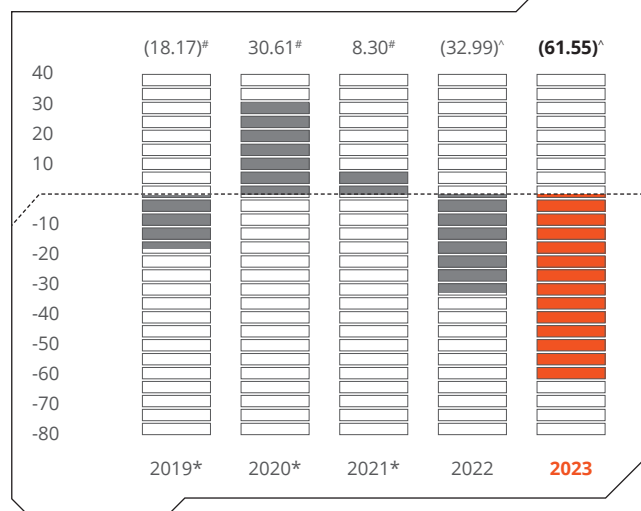
5-YEAR FINANCIAL HIGHLIGHTS

2019-2023

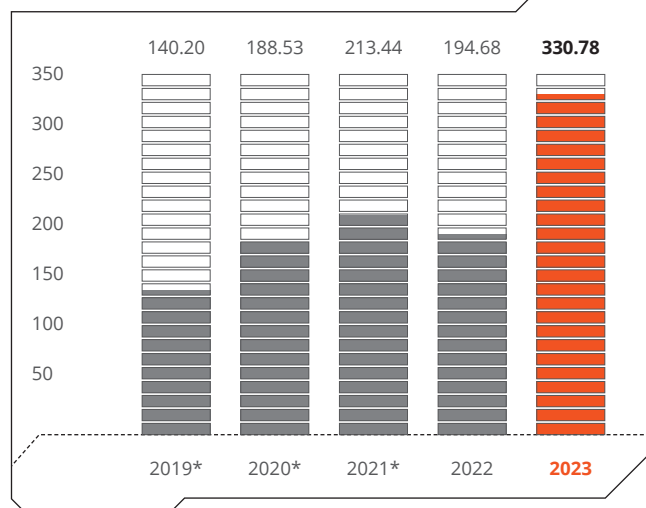
REVENUE (RM million)



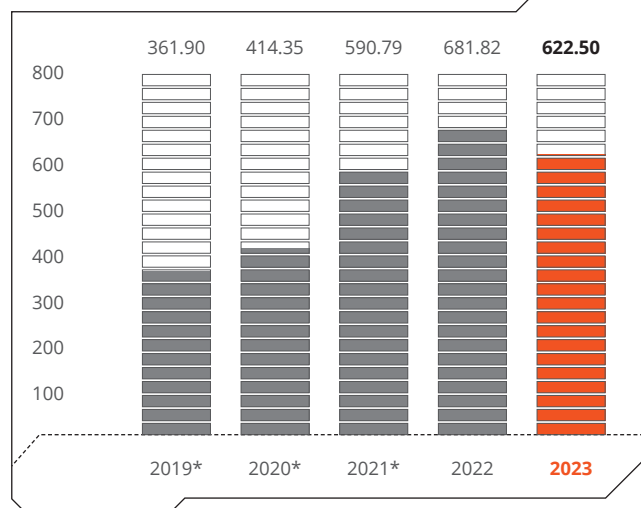
PROFIT/(LOSS) BEFORE TAX (RM million)



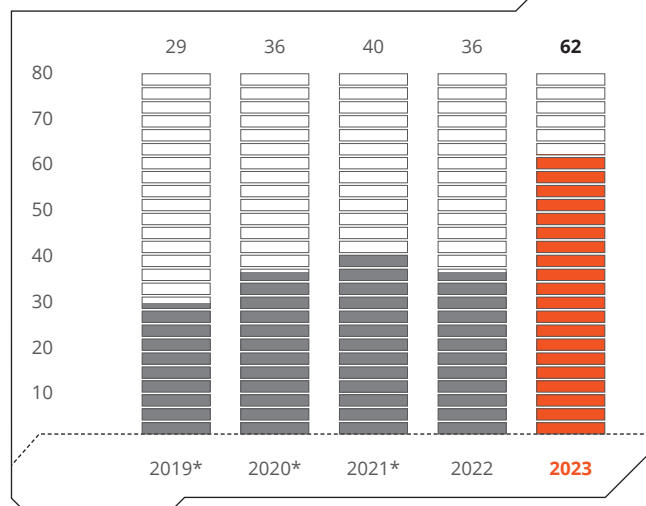
SHAREHOLDERS' EQUITY (RM million)



TOTAL ASSETS (RM million)



NET ASSET/SHARE (Sen)



*Figures restated

[^] Continuing operations.

[#] Continuing and discontinued operations

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 2023, 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 2023 (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 2023, 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:

A

Principle A

Board Leadership & Effectiveness



B

Principle B

Effective Audit & Risk Management



C

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 five (5) Board Committees:

- Audit & Risk Management Committee (ARMC)
- Nominating Committee (NC)
- Remuneration Committee (RC)
- Long-Term Incentive Plan Committee (LTIPC) and
- Executive Committee (EXCO)
(dissolved on 1 August 2022)

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 2023, the Board met five (5) 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.

In view of the COVID-19 pandemic and subsequent Movement Control Orders imposed by the Malaysian Government, the Board has leveraged on technology to be able to continue to convene Board and Board Committee meetings. During FYE 31 March 2023, 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:

Total Meetings Attended	
YAM Tunku Zain Al'Abidin Ibni Tuanku Muhriz	5/5
Dato' Sri Thong Kok Khee	5/5
Monteiro Gerard Clair	5/5
Mah Xian-Zhen	5/5
Tan Wee Hoong	5/5
Danny Hoe Kam Thong	5/5
Tan Sri Jaganath Derek Steven Sabapathy (Resigned on 18 July 2022)	2/2
Chia Yong Wei (Resigned on 18 July 2022)	2/2
Wan Mai Gan (Resigned on 18 July 2022)	2/2

During FYE 31 March 2023, 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 2023, the Board comprised six (6) members:

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

During the year under review, the Board saw changes to its composition with the resignations of Tan Sri Jaganath Derek Steven Sabapathy, Mr Chia Yong Wei and Ms Wan Mai Gan on 18 July 2022 respectively.

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 20 to 24 of Volume 1 of this Annual Report.

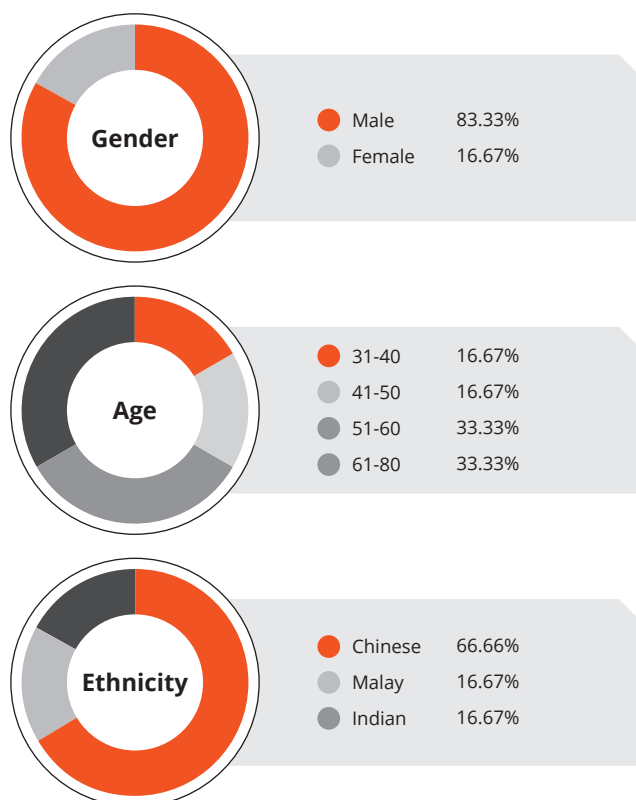
Reinforce Independence

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 31 March 2023, 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 pages 18 to 19 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 2023, one (1) NC meeting was 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 22nd Annual General Meeting (AGM);
- Evaluated the training needs of the Board; and
- Discussed the changes to the composition of the Board and 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 2023 are as follows:

Director	Training/Courses Attended	Date
YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz	Board Cybersecurity Awareness Training	12 April 2022
	IDEAS Webinar: The Future of 5G - Benefits and Challenges in Deployment	20 April 2022
	Fourth EUVP Alumni Webinar "EU as a Security and Peace Actor"	27 April 2022
	ISEAS Workshop on Trendsetters of Islam in Maritime Southeast Asia: Emerging Discourses and Trending Ideologies	18-19 July 2022
	The Appendices of Empire: Attempting a Textual Forensics of Colonial-Era Writings" by Professor Dr Farish A Noor	28 July 2022
	Syarahan Canselor Tuanku Muhriz: Tuan Yang Terutama Prof. Dr. Susilo Bambang Yudhoyono – A Better World is Possible	16 August 2022
	Bank Negara Malaysia's requirement on Beneficial Ownership by AMB Group Compliance	5 October 2022
	Guidelines for the Reporting Framework on Beneficial Ownership under Companies Act 2016, by Leong Oi Wah, Associate Trainer from Companies Commission of Malaysia	5 October 2022



Director	Training/Courses Attended	Date
YAM Tunku Zain Al-'Abidin Ibni Tuanku Muhriz (cont'd.)	'Faith and Philanthropy' Summit at Vatican	13-15 October 2022
	Cybersecurity Threats for Top Executive by Fong Cheong Fook, LE Global Services Sdn Bhd	11 November 2022
	Capability Building Workshop	14 February 2023
	One Year of Ukrainian War: What Does It Mean For The Global Security And SEA	14 February 2023
	Directors' Training on Fair Treatment of Financial Consumers ("FTFC") by Compliance Team	13 April 2023
Mah Xian-Zhen	National Human Capital Conference & Exhibition 2022	29-30 November 2022
	AWS ASEAN Partner Kick-Off Series 2023	1 March 2023
Monteiro Gerard Clair	WSF Conference and AGM 2022, Chennai India	28-30 October 2022
	Workshop – Humanize your core banking technology to offer the best customer experience at Hyatt Regency, Phnom Penh, Cambodia	24 November 2022
Tan Wee Hoong	Malaysian Institute of Corporate Governance (MICG) Webinar: "Artificial Intelligence (AI) for Company Directors and Executives" (organized by Landmarks)	20 December 2022
Danny Hoe Kam Thong	The 2H2022 Outlook and Beyond: in the eyes of the storm (organised by MIRA)	17 June 2022
	What Should Investor Relations Know About Section 17A – MACC ACT 2009 (organised by MIRA)	17 August 2022
	BFF 2022 – Scaling up Innovation Towards Future Sustainable Business Now (Live Streaming) Securities Industry Development Corporation	19 October 2022





PRINCIPLE A: BOARD LEADERSHIP & EFFECTIVENESS

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 pages 18 to 19 of Volume 1 of this Annual Report.

During FYE 31 March 2023, one (1) RC meeting was 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 3 September 2022 until the next AGM of the Company;
- Reviewed and recommended the Group Annual Increment and Bonus for FYE 31 March 2022;
- Reviewed and recommended the early settlement of Long-Term Incentive Plan Retirement Benefit Scheme; and
- Reviewed and recommended remuneration package for the Executive Director of the Company.

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	-	-	-	-	6,000	126,000
Dato' Sri Thong Kok Khee	96,000	-	-	-	-	7,000	103,000
Mah Xian-Zhen	21,782.27 ⁽¹⁾	640,004	121,609	54,456.21	-	7,000 ⁽²⁾	844,851.48
Monteiro Gerard Clair (Re-designated on 18 July 2022)	42,258.06	204,308.03 ⁽³⁾	36,315			8,000 ⁽²⁾	290,881.09
Tan Wee Hoong	60,000	-	-	-	-	14,000	74,000
Danny Hoe Kam Thong	84,000	-	-	-	-	14,000	98,000
Chia Yong Wei (Resigned on 18 July 2022)	-	244,558.06 ⁽³⁾	29,358.00	5,845.32 ⁽⁴⁾	-	-	279,761.38
Tan Sri Jaganath Derek Steven Sabapathy (Resigned on 18 July 2022)	57,406.68 ⁽¹⁾	-	-	-	-	9,540 ⁽²⁾	66,946.68
Wan Mai Gan (Resigned on 18 July 2022)	17,903.22					7,000	24,903.22

⁽¹⁾ Fees paid/payable by the Company and/or a subsidiary company for acting as a Non-Independent Non-Executive Director

⁽²⁾ Other emoluments paid by the Company and/or a subsidiary company mainly comprised meeting allowance

⁽³⁾ Salaries paid by the Company and/or a subsidiary company for acting as Director and/or Chief Executive Officer

⁽⁴⁾ Benefits-In-Kind paid by a subsidiary company for acting as Director/Chief Executive Officer



**PRINCIPLE B:
EFFECTIVE AUDIT & RISK MANAGEMENT**

**A) AUDIT & RISK MANAGEMENT
COMMITTEE (ARMC)**

As at FYE 31 March 2023, the ARMC comprises three (3) members, all of whom are Non-Executive Directors, with a majority of them being independent directors. The current composition of the ARMC is as set out on pages 18 to 19 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.

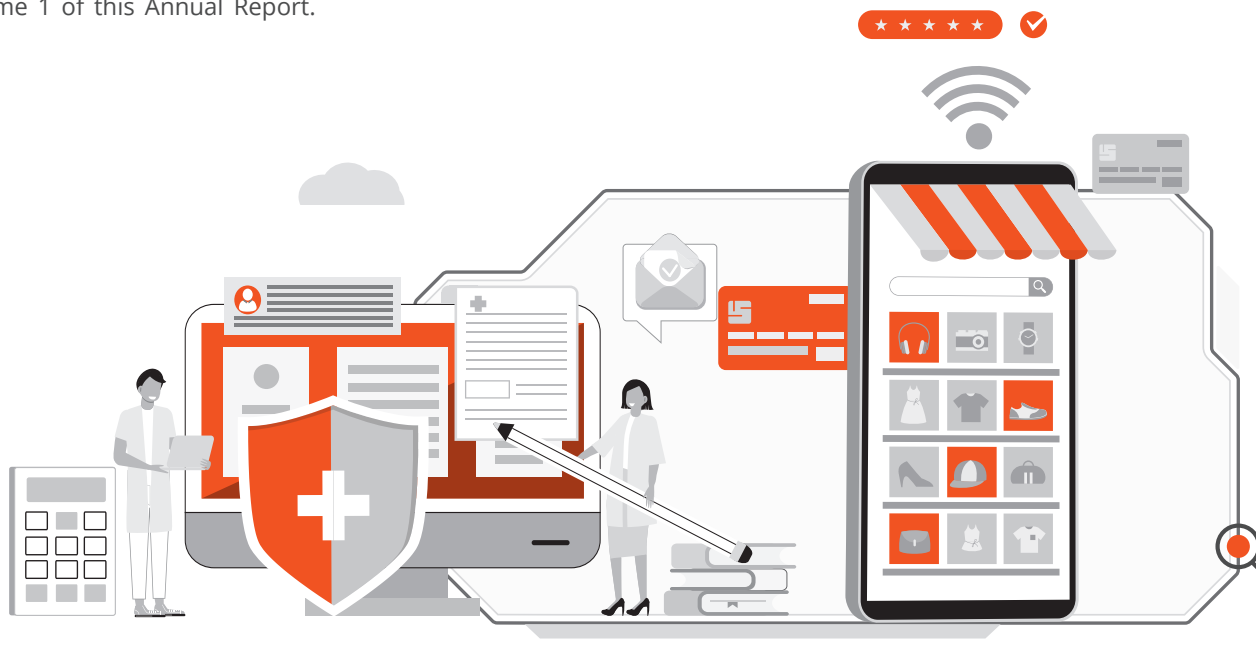
The ARMC Report is presented on pages 46 to 48 of Volume 1 of this Annual Report.

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.

Following the outbreak of the COVID-19 pandemic in 2020, the Company leveraged on technology by conducting its 22nd 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 22nd AGM was provided more than 28 days in advance to enable shareholders to make adequate preparation. Shareholders attending the 22nd 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 MCGG 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 18 July 2023.



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:

- Accounts Payable Process Review
- Formis Network Services Sdn Bhd Performance Review
- Healthcare Performance Review
- 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;
- Discussion by Operating Unit Heads on their following year business plan and budgets with their reporting superior(s);
- 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 monthly / quarterly reviews by assessing each company's progress against the budgeted business plan and financial budget. This review provides a forum for all to raise their concerns and suggestions, for periodical monitoring of performance and for major variances to be followed up.

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.

Quarterly monitoring reports are presented to the ARMC and thereafter to the Board for the required review and approvals.

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

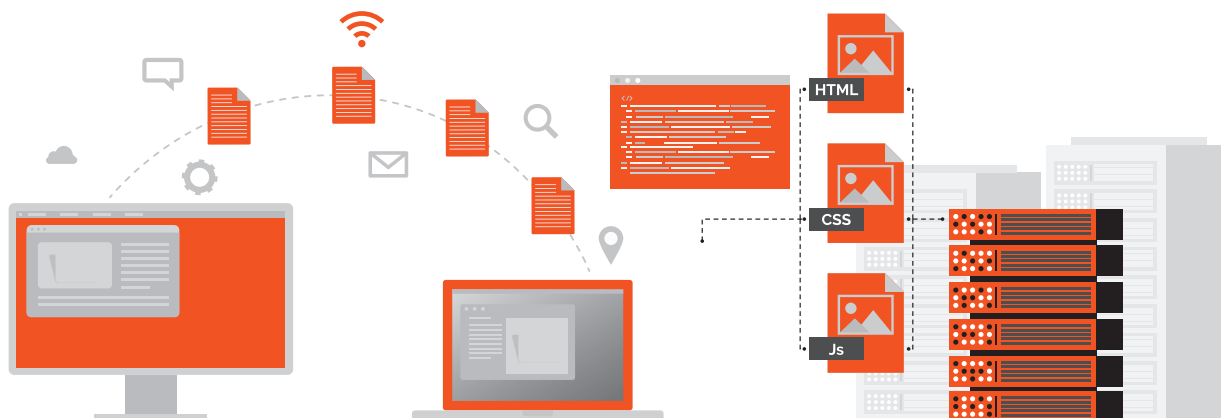
The internal audit function of the Group was outsourced to Quadrant Biz Solutions Sdn Bhd, an independent professional firm to carry out the internal audit function of the Group for FYE 31 March 2023. The cost incurred by the Group on the internal audit function in carrying out its duties in respect of FYE 31 March 2023 amounted to RM100,000.

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 Directors and Chief Financial Officer 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 2023 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 18 July 2023.



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 2023, the ARMC comprises three (3) members, all of whom are Non-Executive Directors, with a majority of them being independent directors.

Danny Hoe Kam Thong Independent Non-Executive Director (Chairman)	Tan Wee Hoong Independent Non-Executive Director
Monteiro Gerard Clair Non-Independent Non-Executive Director (Appointed on 18 July 2022)	Wan Mai Gan Independent Non- Executive Director (Resigned on 18 July 2022)

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://omesti.com/policy/>.

MEETINGS & ATTENDANCE

During the year under review, the ARMC held a total of six (6) meetings. The attendance record of the respective members is as follows:

Total Meetings Attended	
Danny Hoe Kam Thong	6/6
Tan Wee Hoong	6/6
Monteiro Gerard Clair (Appointed on 18 July 2022)	3/3
Wan Mai Gan (Resigned on 18 July 2022)	3/3

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

The ARMC meetings were also attended by the Group Chief Financial Officer, senior 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 2023, 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 Internal Audit Plan of the outsourced internal audit function to ensure adequate scope and comprehensive coverage of the activities of the Group and authorised deployment of the necessary resources to address risk areas identified; 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 and verified the allocation of share options pursuant to the Long-Term Incentive Plan (LTIP) for FYE 31 March 2022, in accordance with the criteria set out in the By-Laws of the Company's LTIP; and
- Reviewed the Group's Accounting Policy on the Accounting Treatment of Intangible Assets.

INTERNAL AUDIT FUNCTION

The internal audit function of the Group was performed for FYE 31 March 2023 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 2023, 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 2023, 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 30 June 2023

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 : 5,772

DISTRIBUTION OF SHAREHOLDERS

According to statistical summary of the Record of Depositors as at 30 June 2023

Size of Holdings	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Issued Capital
Less than 100 issued shares	636	11.02	22,694	0.00
100 to 1,000 issued shares	2,508	43.46	899,149	0.17
1,001 to 10,000 issued shares	1,445	25.03	8,110,478	1.50
10,001 to 100,000 issued shares	921	15.96	32,056,329	5.93
100,001 to less than 5% of issued shares	260	4.50	372,030,785	68.81
5% and above of issued shares	2	0.03	127,553,700	23.59
Total	5,772	100.00	540,673,135	100.00

LIST OF THIRTY LARGEST SHAREHOLDERS

According to the Record of Depositors as at 30 June 2023

	Name	No. of Shares Held	%
1.	M & A Nominee (Tempatan) Sdn Bhd Insas Credit & Leasing Sdn Bhd for H2O Holdings Sdn Bhd	66,273,700	12.26
2.	Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Mah Siew Kwok	61,280,000	11.33
3.	Gryphon Asset Management Sdn Bhd	25,159,500	4.65
4.	Cartaban Nominees (Tempatan) Sdn Bhd RHB Trustees Berhad for Kenanga Islamic Absolute Return Fund	25,000,000	4.62
5.	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account – AmBank (M) Berhad for Monteiro Gerard Clair	24,238,800	4.48
6.	Affin Hwang Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Mettiz Capital Sdn Bhd	18,792,000	3.48
7.	Apex Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Mah Siew Kwok (Margin)	12,170,403	2.25
8.	Citigroup Nominees (Asing) Sdn Bhd Exempt An for Bank of Singapore Limited (Foreign)	11,406,500	2.11
9.	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Mah Siew Kwok	10,895,654	2.02

	Name	No. of Shares Held	%
10.	Insas Plaza Sdn Bhd	10,000,000	1.85
11.	CIMB Group Nominees (Tempatan) Sdn Bhd CIMB Commerce Trustee Berhad for Kenanga Yield Enhancement Fund	9,938,500	1.84
12.	RHB Capital Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Low Choon Chong	9,645,000	1.78
13.	HLB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Dato' Mah Siew Kwok (KLM 29988-3)	9,079,635	1.68
14.	M & A Nominee (Asing) Sdn Bhd Montego Assets Limited	7,700,000	1.42
15.	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Kok Tiu Wan	7,663,100	1.42
16.	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account – AmBank (M) Berhad for Insas Plaza Sdn Bhd	7,500,000	1.39
17.	Affin Hwang Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Tang Vee Mun (Datuk)	6,000,000	1.11
18.	RHB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Monteiro Gerard Clair	5,925,000	1.10
19.	Phillip Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Tan Siew Booy	5,586,400	1.03
20.	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Mok E. King	4,857,700	0.90
21.	CGS-CIMB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Tan Siew Booy (MY0267)	4,616,200	0.85
22.	Chan Kong Yew	4,111,100	0.76
23.	CIMB Group Nominees (Asing) Sdn Bhd Exempt an for DBS Bank Ltd (SFS)	4,060,000	0.75
24.	Cimsec Nominees (Tempatan) Sdn Bhd CIMB for Ooi Peng Cuan (PB)	4,000,000	0.74
25.	Monteiro Gerard Clair	3,875,600	0.72
26.	RHB Capital Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Jaganath Derek Steven Sabapathy	3,869,800	0.72
27.	M & A Nominee (Asing) Sdn Bhd For Winfields Development Pte. Ltd	3,500,000	0.65
28.	RHB Capital Nominees Pledge Securities Account for Gan Kong Hiok	3,384,000	0.63
29.	Lo Shing Ping	2,808,900	0.52
30.	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Kamal Effendy Bin Abdul Rashid	2,493,000	0.46
	Total	375,830,492	69.51

ANALYSIS OF SHAREHOLDINGS (CONT'D.)

As at 30 June 2023

SUBSTANTIAL SHAREHOLDERS

According to the Register of Substantial Shareholders as at 30 June 2023

	Name	No. of Ordinary Shares Held			
		Direct Interest	%	Deemed Interest	%
1.	Dato' Mah Siew Kwok	95,635,075	17.69	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.	H2O Holdings Sdn Bhd	66,333,700	12.27	–	–
5.	Monteiro Gerard Clair	39,141,455	7.24	66,333,700 ⁽⁴⁾	12.27
6.	Dato' Wong Kit-Leong	–	–	66,333,700 ⁽⁴⁾	12.27
7.	Datuk Raymond Tan	248,000	0.05	66,333,700 ⁽⁴⁾	12.27

DIRECTORS' INTERESTS IN ORDINARY SHARES IN THE COMPANY

According to the Register of Directors' Shareholdings as at 30 June 2023

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	39,141,455	7.24	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(1)(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 30 June 2023

REDEEMABLE PREFERENCE SHARES (RPS)

Total number of RPS issued : 106,441,367 RPS
 Class of Shares : RPS
 Number of RPS Holders : 685

DISTRIBUTION OF RPS HOLDERS

According to the statistical summary of the Record of Depositors as at 30 June 2023

Size of Holdings	No. of RPS Holders	% of RPS Holders	No. of RPS Held	% of Issued RPS
Less than 100 issued RPS	17	2.48	678	0.00
100 to 1,000 issued RPS	102	14.89	54,747	0.05
1,001 to 10,000 issued RPS	236	34.45	1,045,739	0.99
10,001 to 100,000 issued RPS	240	35.04	9,389,643	8.82
100,001 to less than 5% of issued RPS	88	12.85	57,429,760	53.95
5% and above of issued RPS	2	0.29	38,520,800	36.19
Total	685	100.00	106,441,367	100.00

LIST OF THIRTY LARGEST RPS HOLDERS

According to the Record of Depositors as at 30 June 2023

	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	19,128,600	17.97
3.	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Kok Tiu Wan	5,250,000	4.93
4.	Gryphon Asset Management Sdn Bhd	5,031,900	4.73
5.	Insas Plaza Sdn Bhd	3,962,900	3.72
6.	Affin Hwang Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Mettiz Capital Sdn Bhd	3,758,400	3.53
7.	Maybank Securities Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Mary Tan @ Tan Hui Ngoh (STF)	3,704,500	3.48
8.	Sim Lay Kiew	2,300,000	2.16
9.	RHB Capital Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Low Choon Chong	1,929,000	1.81
10.	Cimsec Nominees (Tempatan) Sdn Bhd CIMB for Lee Soi Gek (PB)	1,850,000	1.74

ANALYSIS OF REDEEMABLE PREFERENCE SHAREHOLDINGS (CONT'D.)

As at 30 June 2023

	Name	No. of RPS Held	%
11.	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Chew Lai Har	1,700,000	1.60
12.	M & A Nominee (Asing) Sdn Bhd Montego Assets Limited	1,540,000	1.45
13.	Affin Hwang Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Tang Vee Mun (Datuk)	1,200,000	1.13
14.	Ong Ah How @ Ong Beng Hwa	1,100,000	1.03
15.	Ho Chu Chai	1,080,500	1.02
16.	CitiGroup Nominees (Asing) Sdn Bhd Exempt An for Bank of Singapore Limited (Foreign)	900,000	0.85
17.	Kok Tse Tyng	900,000	0.85
18.	Derrick Kong Ying Kit	850,000	0.80
19.	CIMB Group Nominees (Asing) Sdn Bhd Exempt An for DBS Bank Ltd (SFS)	812,000	0.76
20.	Chan Kong Yew	737,100	0.69
21.	Tong Seow Mei	710,000	0.67
22.	M & A Nominee (Asing) Sdn Bhd For Winfields Development Pte Ltd	700,000	0.66
23.	Lo Shing Ping	621,780	0.58
24.	Saw Phaik Gan	570,100	0.54
25.	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Yap Siew Bee (MX3809)	560,000	0.53
26.	Maybank Nominees (Tempatan) Sdn Bhd Maybank Private Wealth Management for Mohamed Nazim Bin Abdul Razak (PW-M00363) (408782)	513,700	0.48
27.	HSBC Nominees (Tempatan) Sdn Bhd Exempt An For Credit Suisse AG (SG-CLT-T-OS PR)	507,560	0.48
28.	Cartaban Nominees (Tempatan) Sdn Bhd	500,000	0.47
29.	Lee Teck Hao	500,000	0.47
30.	Golden Development Sdn.Bhd.	486,500	0.46
	Total	82,796,740	77.79

DIRECTORS' INTERESTS IN RPS IN THE COMPANY

According to the Register of Directors' RPS Holdings as at 30 June 2023

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(1)(c) of the Companies Act 2016.



ANALYSIS OF WARRANTS HOLDINGS

As at 30 June 2023

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	: 770

DISTRIBUTION OF WARRANTS HOLDERS

According to statistical summary of the Record of Depositors as at 30 June 2023

Size of Holdings	No. of Warrants Holders	% of Warrants Holders	No. of Warrants Held	% of Warrants
Less than 100 issued warrants	105	13.64	5,163	0.00
100 to 1,000 issued warrants	67	8.70	36,916	0.01
1,001 to 10,000 issued warrants	192	24.93	1,002,064	0.41
10,001 to 100,000 issued warrants	242	31.43	10,632,980	4.28
100,001 to less than 5% of issued warrants	161	20.91	145,637,280	58.64
5% and above of issued warrants	3	0.39	91,048,533	36.66
Total	770	100.00	248,362,936	100.00

LIST OF THIRTY LARGEST WARRANTS HOLDERS

According to the Record of Depositors as at 30 June 2023

	Name	No. of Warrants Held	%
1.	RHB Nominees (Tempatan) Sdn Bhd OSK Capital Sdn Bhd for Mah Siew Kwok	44,633,400	17.97
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)	11,064,333	4.45
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

	Name	No. of Warrants Held	%
9.	Cartaban Nominees (Tempatan) Sdn Bhd Exempt An for Standard Chartered Bank Singapore Branch (BJSSSGBR-CL LCL)	4,500,000	1.81
10.	Cimsec Nominees (Tempatan) Sdn Bhd CIMB for Lee Soi Gek (PB)	4,316,666	1.74
11.	Tan Siew Booy	4,096,986	1.65
12.	M & A Nominee (Asing) Sdn Bhd Montego Assets Limited	3,593,333	1.45
13.	CGS-CIMB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Tan Siew Booy (MY0267)	3,510,533	1.41
14.	RHB Capital Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Jaganath Derek Steven Sabapathy	3,105,906	1.25
15.	RHB Capital Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Ooi Peng Cuan	3,000,000	1.21
16.	Affin Hwang Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Tang Vee Mun (Datuk)	2,800,000	1.13
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 Credit Suisse AG (SG-CLT-T-OS PR)	2,066,806	0.83
19.	Lim Swee Teng	1,967,333	0.79
20.	Chai Kean Yeong	1,931,000	0.78
21.	CIMB Group Nominees (Asing) Sdn Bhd Exempt An for DBS Bank Ltd (SFS)	1,894,666	0.76
22.	Kenanga Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Omar Shariff Bin Mydeen	1,733,333	0.70
23.	Teh Soo Wah	1,651,200	0.66
24.	M & A Nominee (Asing) Sdn Bhd For Winfields Development Pte Ltd	1,633,333	0.66
25.	Maybank Nominees (Tempatan) Sdn Bhd Chua Eng Ho Wa'a @ Chua Eng Wah	1,621,200	0.65
26.	Lo Shing Ping	1,450,820	0.58
27.	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Yap Siew Bee (MX3809)	1,306,666	0.53
28.	Lim Kian Kak	1,200,000	0.48
29.	Maybank Nominees (Tempatan) Sdn Bhd Maybank Private Wealth Management for Mohamed Nazim Bin Abdul Razak (PW-M00363) (408782)	1,198,633	0.48
30.	Chan Kong Yew	1,138,666	0.46
	Total	188,188,412	75.77

ANALYSIS OF WARRANTS HOLDINGS (CONT'D.)

As at 30 June 2023

DIRECTORS' INTERESTS IN WARRANTS IN THE COMPANY

According to the Register of Directors' Warrants Holdings as at 30 June 2023

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.



OTHER COMPLIANCE INFORMATION

LONG-TERM INCENTIVE PLAN

During the financial year ended (FYE) 31 March 2023, the Company made a total award of 6,483,400 new ordinary shares (Award Shares) under the Restricted Share Plan (RSP) as part of the 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 2023. The Award Shares were vested on 21 December 2022 and 20 January 2023, respectively.

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

Brief details on the number of shares granted, vested and outstanding during FYE 31 March 2023 are set out below:

1 April 2022 to 31 March 2023	Total	Directors	Senior Management	Other Entitled Employees
RSP under the ESGP pursuant to the LTIP				
Number of Shares outstanding as at 1 April 2022	-	-	-	-
Number of Shares granted	6,483,400	-	1,066,000	5,417,400
Number of Shares vested	(6,483,400)	-	(1,066,000)	(5,417,400)
Number of Shares lapsed	-	-	-	-
Number of Shares outstanding as at 31 March 2023	-	-	-	-

Since the commencement of the LTIP, the actual percentage of ESOS (which had lapsed) granted to the Directors and Senior Management of the Group was 76.81% of the total ESOS. No ESOS was granted to the Directors, the Senior Management of the Group or the Non-Executive Directors of the Company during FYE 31 March 2023.

RSP awards under ESGP granted to the Executive Directors and Senior Management of the Company during FYE 31 March 2023 and since the commencement of the LTIP were 16.44% and 60.99% respectively.

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 2023 are as follows:

	Company (RM)	Group (RM)
Audit fees	77,000	374,938
Non-audit fees	116,700	120,200

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 22nd Annual General Meeting (AGM) of Omesti held on 2 September 2022, 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 2 September 2022 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 2023 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 2023 (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 [@]			1,741,088.13

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 Director and common substantial shareholder of Omesti and Ho Hup. His direct and indirect interests in Omesti and Ho Hup as at 31 March 2023 are set out below:-

Name of Company	% of Interest	
	Direct	Indirect
Omesti	-	9.962 ^(a)
Ho Hup	-	14.703 ^(b)

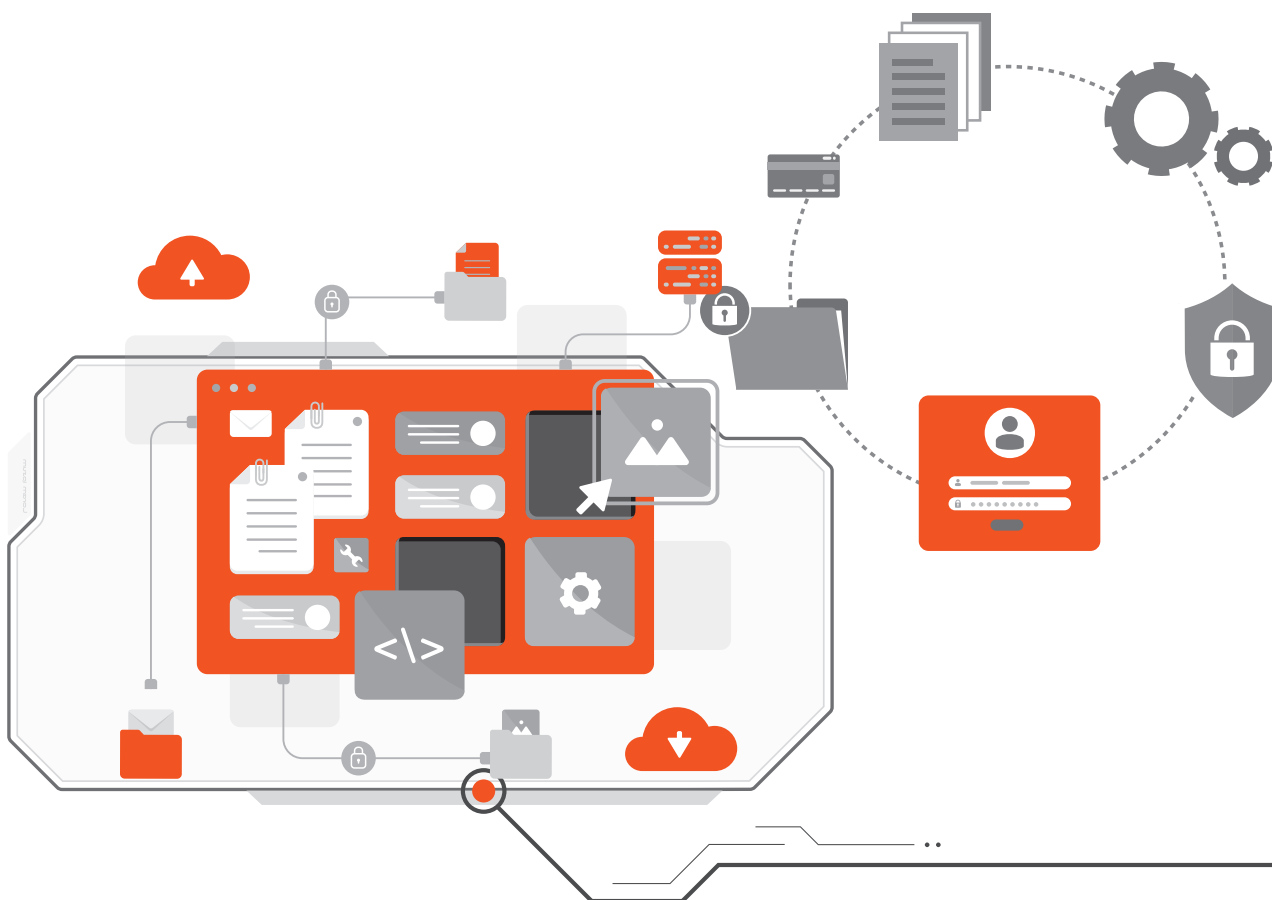
(a) Deemed interest by virtue of his substantial interest in Insas Berhad pursuant to Section 8(4) of the Companies Act 2016 (Act).

(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.



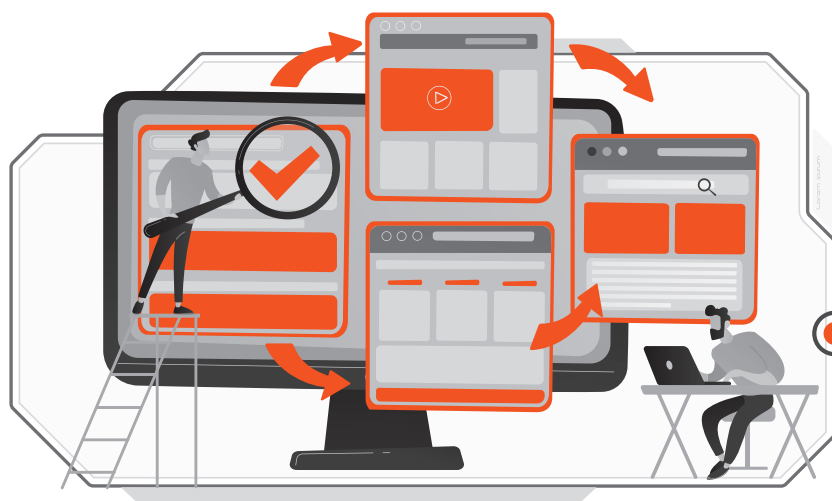
NOTICE OF 23RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 23rd Annual General Meeting of Omesti Berhad (Omesti or the Company) will be held on Tuesday, 19 September 2023 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 2023 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 RM719,000 for the period from 20 September 2023 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) Y.A.M. Tunku Zain Al-'Abidin Ibni Tuanku Muhriz Resolution 2
 - (b) Tan Wee Hoong 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 28 July 2023 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
28 July 2023



EXPLANATORY NOTES:

- Agenda 1** **Audited Financial Statements for the financial year ended 31 March 2023**
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 20 September 2023 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. Y.A.M. Tunku Zain Al-'Abidin Ibni Tuanku Muhriz and Mr Tan Wee Hoong 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 23rd AGM.
- The Nominating Committee (NC) has conducted an assessment on the Directors who are seeking re-election at this 23rd AGM, as well as assessing the independence of the Independent Director as applicable. The NC is satisfied that they comply 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 20 to 24 of Volume 1 of the Annual Report 2023. 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 23rd AGM and will continue to do so. The Board has endorsed the NC's recommendation subject to the shareholders' approval at the 23rd 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 2023, 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 23rd 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 28 July 2023 which is published together with the Company's 2023 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 23rd AGM in person at the broadcast venue on the day of the 23rd AGM. Therefore, shareholders are strongly advised to participate and vote remotely at the 23rd AGM through live streaming and online remote voting using the Remote Participation & Electronic Voting (RPEV) facilities.

Please read these Notes carefully and follow the Procedures in the Administrative Guide for the 23rd 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 RPEV facilities. 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 RPEV facilities.
- (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 at the Registered Office of the Company at Ho Hup Tower – Aurora Place, 2-07-01 – Level 7, Plaza Bukit Jalil, No 1, Persiaran Jalil 1, Bandar Bukit Jalil, 57000 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, 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. The Form of Proxy may be submitted electronically via the Portal at <https://agm.omesti.com> (please refer to Step 3 of the Administrative Guide for more details) or by email to osem@quadrantbiz.co., by fax to +603 9779 1701/02 or by post to the above Registered Office address no later than **Monday, 18 September 2023 at 3.00 pm.**
- (vi) Only members whose names appear in the Record of Depositors on 12 September 2023 shall be entitled to attend, speak (in the form of real time submission of typed texts) and vote at the 23rd AGM or appoint proxy/proxies to attend and/or vote on his/her behalf via RPEV facilities.
- (vii) The resolutions set out in the Notice of 23rd 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.

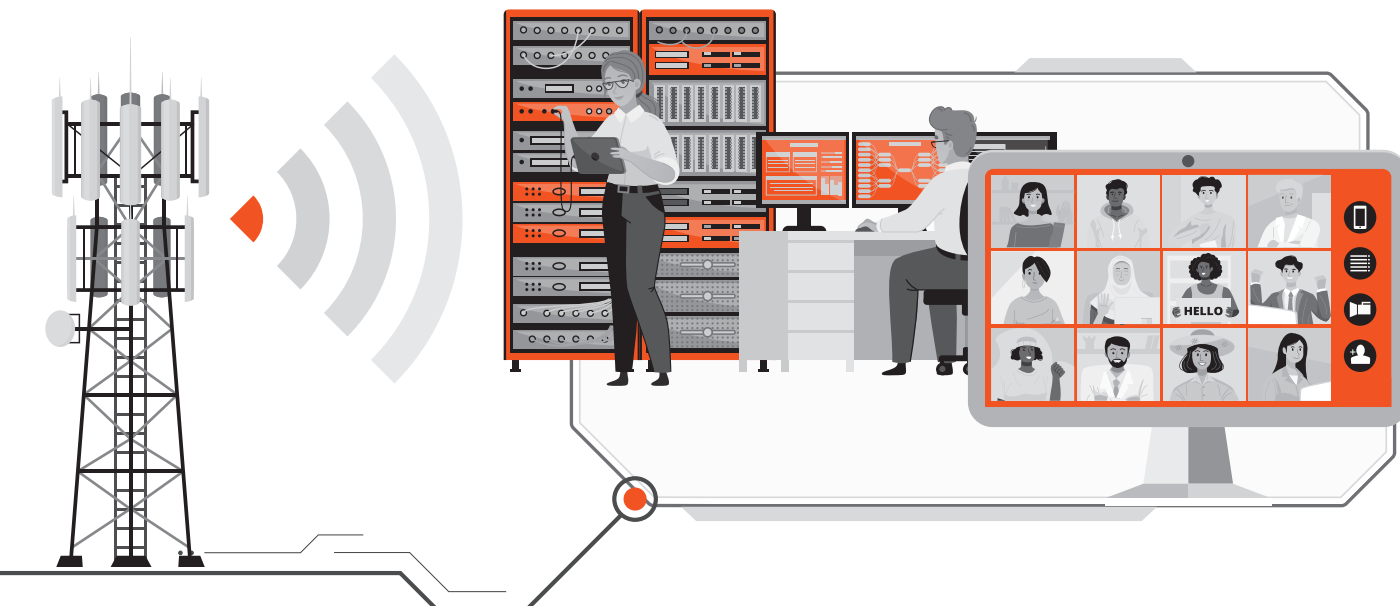
STATEMENT ACCOMPANYING NOTICE OF 23RD ANNUAL GENERAL MEETING

(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 23rd Annual General Meeting (AGM) of the Company.



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, urusan 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, jika 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 digunakan.

FORM OF PROXY

OMESTI BERHAD

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



CDS Account No.	
No. of shares held	

I/We _____ Tel: _____
[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			

and /or

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

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 **23rd Annual General Meeting** of the Company to be held on Tuesday, 19 September 2023 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 RM719,000 for the period from 20 September 2023 until the conclusion of the next Annual General Meeting (AGM) of the Company.		
2	To re-elect Y.A.M. Tunku Zain Al-'Abidin Ibni Tuanku Muhriz who retires pursuant to Clause 78 of the Company's Constitution.		
3	To re-elect Mr Tan Wee Hoong 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 _____, 2023

Signature of Shareholder/Common Seal

NOTES:

- (i) A member of the Company may appoint more than two (2) proxies to attend and vote at the same meeting via RPEV facilities. Where a member appoints two (2) or more proxies, he shall specify in each Form of Proxy the proportion of his shareholdings to be represented by each proxy.
- (ii) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (Omnibus Account), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 (SICDA) which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- (iii) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation either under Seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A proxy appointed to attend and vote at a 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 RPEV facilities.

Fold this flap for sealing



To: The COMPANY SECRETARY

OMESTI BERHAD

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

Fold this flap for sealing

- (iv) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office of the Company at Ho Hup Tower - Aurora Place, 2-07-01 - Level 7, Plaza Bukit Jalil, No 1, Persiaran Jalil 1, Bandar Bukit Jalil, 57000 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, 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. The Form of Proxy may be submitted electronically via the Portal at <https://agm.omesti.com> (please refer to Step 3 of the Administrative Guide for more details) or by email to osem@quadrantbiz.co. by fax to +603 9779 1701/02 or by post to the above Registered Office address no later than **Monday, 18 September 2023 at 3.00 pm.**
- (v) Only members whose names appear in the Record of Depositors on 12 September 2023 shall be entitled to attend, speak (in the form of real time submission of typed texts) and vote at the 23rd AGM or appoint proxy/proxies to attend and/or vote on his/her behalf via RPEV facilities.
- (vi) The resolutions set out in the Notice of 23rd 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

AMADEUS DIGITAL XPRESS SDN BHD

[Reg. No. 199601005809 (378155-P)]

CONTINUOUS NETWORK ADVISERS SDN BHD

[Reg. No. 199501038155 (367357-K)]

CONTINUOUS NETWORK SERVICES SDN BHD

[Reg. No. 199901020172 (495072-P)]

FORMIS SOFTWARE & TECHNOLOGIES SDN BHD

[Reg. No. 197501001270 (22962-U)]

MAN YAU HOLDINGS BERHAD

[Reg. No. 199201023175 (254679-T)]

MINDFORUM SDN BHD

[Reg. No. 199501027934 (357140-U)]

NEXT INTELLIGENT SDN BHD

[Reg. No. 201801006027 (1268041-M)]

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 DATA SDN BHD

[Reg. No. 201601036249 (1207190-P)]

OMESTI HOLDINGS BERHAD

[Reg. No. 199301026262 (281000-K)]

PRIMA ARENANIAGA SDN BHD

[Reg. No. 201601015596 (1186527-K)]

YAKIMBI ICT SDN BHD

[Reg. No. 201101022908 (951043-T)]

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

AURORA 360 SDN BHD

[Reg. No. 202201014520 (1460217-A)]

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)]

OMESTI BEMED SDN BHD

[Reg. No. 202201047106 (1492803-T)]

OMESTI HEALTHCARE SDN BHD

[Reg. No. 202201041807 (1487504-H)]

OMESTI TREE MED SDN BHD

[Reg. No. 202201008584 (1454281-W)]

RED APE SOLUTIONS SDN BHD

[Reg. No. 201301020922 (1050752-X)]

Ho Hup Tower - Aurora Place

2-09-01 - Level 9

Plaza Bukit Jalil

No 1, Persiaran Jalil 1

Bandar Bukit Jalil

57000 Kuala Lumpur

T +603 9779 1700

F +603 9779 1701/2

BANCORE ASIA PTE LTD

[Reg. No. 201329299Z]

38, Jalan Pemimpin, M38

#07-09 Singapore 577178

T+65 6352 2919

F+65 6352 0703

BB BOSS SDN BHD

[Reg. No. 199801008347 (464474-X)]

16G, Jalan Bandar 7

Pusat Bandar Puchong

47100 Puchong, Selangor

T +012 591 8685

82G Jalan Bandar 2,

Pusat Bandar Puchong,

47100 Puchong Selangor

T +012-838 3971

BE MED SDN BHD

[Reg. No. 200401006543 (645047-D)]

40 Jalan Putra Perdana 1
Taman Putra Perdana
47130 Puchong
T +603 8319 1181

23 & 25 Jalan Kekwa 1
Taman Puchong Perdana
47100 Puchong
T +603 805 25019
F +603 8068 1446

24 Ground Floor
Jalan Dutamas Seroja 3
Taman Segambut SPPK
51200 Kuala Lumpur
T +011 5787 8679

15G Jalan USJ 1/1A,
Regalia Business Centre,
Subang Jaya 47620, Selangor
T +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 +011 5776 1627

BEMED (PTJ) SDN BHD

[Reg. No. 201101024266 (952402-M)]

No. 36, Jalan Diplomatik, Presint 15
62000 Putrajaya, W.P. Kuala Lumpur
T +603 8888 2237

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[Reg. No. 201901041605 (1350935-H)]

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Dataran Mentari, Bandar Sunway
46150 Petaling Jaya, Selangor
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BEMED LAGENDA SDN BHD

[Reg. No. 200701033802 (791831-X)]

15 Jalan Dwitasik 1
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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
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BEMED PHARMA SDN BHD

[Reg. No. 201201014761 (988278-A)]

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

BEMED TEMPUA DN BHD

[Reg. No. 201201034327 (1018815-P)]

4, Jalan Tempua 2A
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BEMED VENTURES SDN BHD

[Reg. No. 200401025275 (663782-T)]

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No.7 Jalan Suasana 2/7a

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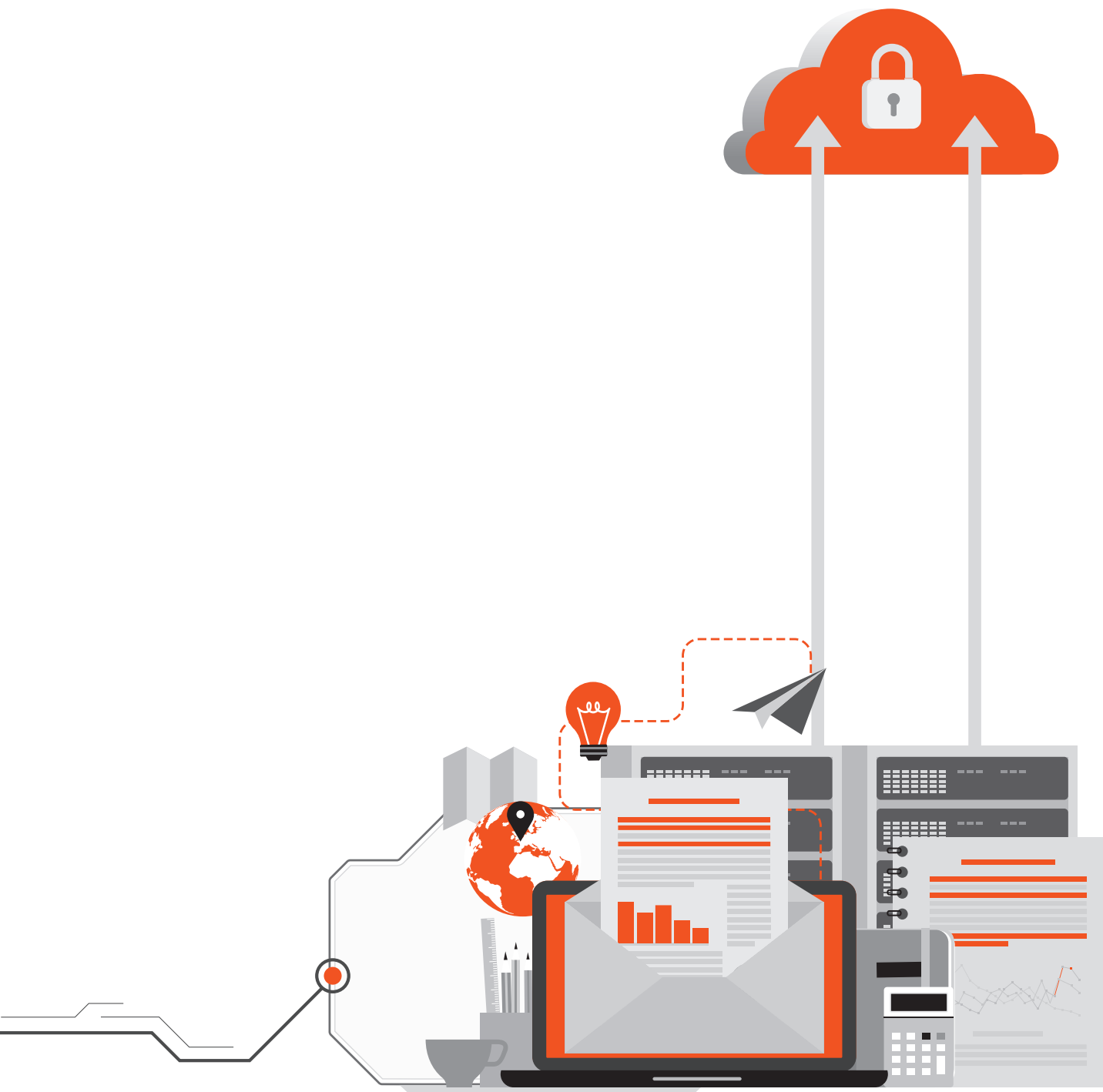
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OMESTI BERHAD

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