

Notice of 16th Annual General Meeting

OMESTI BERHAD

(Company No: 530701-T)

(Incorporated in Malaysia)



OMESTI

NOTICE IS HEREBY GIVEN THAT the 16th Annual General Meeting of the Company will be held at Banquet Hall, The Royal Selangor Golf Club, Jalan Kelab Golf, Off Jalan Tun Razak, 55000 Kuala Lumpur, on Thursday, 8 September 2016 at 2.30pm for the following purposes:

AGENDA

AS ORDINARY BUSINESS:

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| 1. | To receive the Audited Financial Statements for the financial year ended 31 March 2016 together with the Reports of the Directors and Auditors thereon. | (PLEASE REFER TO EXPLANATORY NOTE (i)) |
| 2. | To approve payment of Directors' fees amounting to RM492,000 for the financial year ended 31 March 2016. | RESOLUTION 1 |
| 3. | To re-elect the following Directors retiring pursuant to Article 74 of the Company's Articles of Association and being eligible, have offered themselves for re-election:
(a) Dato' Mah Siew Kwok
(b) Mah Yong Sun
(c) Hj. Ahmad Bin Khalid | RESOLUTION 2
RESOLUTION 3
RESOLUTION 4 |
| 4. | To re-appoint Messrs BDO as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | RESOLUTION 5 |

AS SPECIAL BUSINESS:

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| 5. | To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

RE-APPOINTMENT OF DIRECTOR PURSUANT TO SECTION 129(6) OF THE COMPANIES ACT, 1965 | RESOLUTION 6 |
| | "THAT pursuant to Section 129(6) of the Companies Act, 1965, Tan Sri Dato' Seri Megat Najmuddin Bin Datuk Seri Dr. Hj. Megat Khas be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company." | |
| 6. | To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR | RESOLUTION 7 |
| | "THAT Hj. Ahmad Bin Khalid, whose tenure on the Board exceeds a cumulative term of more than nine (9) years be hereby re-appointed as Independent Non-Executive Director of the Company." | |
| 7. | To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965 | RESOLUTION 8 |
| | "THAT subject always to the Companies Act, 1965 and the approvals of the relevant authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965 to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that | |

the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

8. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

RESOLUTION 9

"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 Part B of the Statement/Circular to Shareholders dated 29 July 2016 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 Annual General Meeting of the Company or the expiry of the period within which the next Annual General Meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (the Act) (but shall not extend to such extension as may be allowed pursuant to Section 143(2) 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."

9. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

RESOLUTION 10

"THAT, subject to the provisions of the Companies Act, 1965, Part IIIA of the Companies Regulations 1966, the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Securities) and any applicable laws, rules, orders, requirements, regulations and guidelines for the time being in force or as may be amended, modified or re-enacted from time to time and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to purchase such number of ordinary shares of RM0.50 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit, necessary and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution shall not exceed 10% of the total issued and paid-up share capital of the

Company at any point in time (Proposed Renewal of Share Buy-Back Authority); and that the Directors of the Company shall allocate an amount of funds which will not be more than the aggregate sum of the retained profits and share premium of the Company for the Proposed Renewal of Share Buy-Back Authority;

AND THAT upon completion of the purchase(s) by the Company of its own shares, the Directors of the Company are authorised to decide at their discretion to cancel all the shares so purchased and/or retain the shares so purchased as treasury shares of which may be distributed as dividends to shareholders and/or to resell on the open market of Bursa Securities and/or to retain thereof as treasury shares and cancel the remainder;

AND THAT the Directors of the Company be and are hereby authorised and empowered to carry out all acts and actions and to take all such steps and to enter into and execute all commitments, transactions, deeds, agreements, arrangements, undertakings, indemnities, transfers, assignments and/or guarantees as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments, as may be required or imposed by any relevant authority or authorities;

AND THAT the Directors of the Company be and are hereby empowered immediately upon the passing of this Ordinary Resolution until the conclusion of the next annual general meeting of the Company at which such resolution was passed, at which time the authority shall lapse unless by ordinary resolution passed at a general meeting, the authority is renewed either unconditionally or subject to conditions; or the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or the earlier revocation or variation of the authority through a general meeting whichever is the earliest, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date."

10. To consider, and if thought fit, to pass the following resolution as Special Resolution:

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

RESOLUTION 11

"THAT the proposed amendments to the Articles of Association of the Company (Proposed Amendments) as set out in the Appendix attached hereto be and are hereby approved and adopted;

AND THAT the Directors and the Secretary of the Company be and are hereby authorised to carry out the necessary formalities in effecting the Proposed Amendments."

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

By Order of the Board

LIM SHOOK NYEE [MAICSA No. 7007640]

Company Secretary
Kuala Lumpur
29 July 2016

NOTES:

- i) A member of the Company may appoint more than two (2) proxies to attend at the same meeting. Where a member appoints two (2) or more proxies, he shall specify in each Form of Proxy the proportion of his shareholdings to be represented by each proxy.
- ii) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (Omnibus Account), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 (SICDA) which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- iii) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation either under Seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company and need not be a person prescribed by Section 149(1)(b) of the Companies Act, 1965. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 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 16th Floor, KH Tower, 8 Lorong P. Ramlee, 50250 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.
- v) Only members whose names appears in the Record of Depositors on 2 September 2016 shall be entitled to attend, speak and vote at this meeting or appoint proxy/proxies to attend and/or vote on his/her behalf.
- vi) The resolutions set out in the notice of 16th Annual General Meeting will be put to vote by poll.

EXPLANATORY NOTES

i) Audited Financial Statements for the financial year ended 31 March 2016

The audited financial statements are for discussion only under Agenda 1, as they do not require shareholders' approval under the provision of Section 169(1) and (3) of the Companies Act, 1965. Hence, they will not be put for voting.

ii) Re-appointment of Director pursuant to Section 129(6) of the Companies Act, 1965

Section 129(6) of the Companies Act, 1965 stipulates that a Director who has attained the age of 70 years or over the age of 70 years may be appointed or re-appointed as a Director of the Company by a resolution duly passed by a majority of not less than three-fourths (3/4) of such members of the Company as being entitled to vote in person or by proxy. Such Director will hold the office until the conclusion of the next Annual General Meeting (AGM).

The proposed Ordinary Resolution 6 in relation to the re-appointment of Tan Sri Dato' Seri Megat Najmuddin Bin Datuk Seri Dr. Hj. Megat Khas (Tan Sri Megat) over the age of 70 years pursuant to Section 129(6) of the Companies Act, 1965, if passed, will enable Tan Sri Megat to hold office until the next AGM of the Company.

iii) Retention of Independent Non-Executive Director

Pursuant to the Malaysian Code on Corporate Governance 2012, the Board of Directors has vide the Nominating Committee, conducted an assessment to assess the independence of Hj. Ahmad Bin Khalid who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and has recommended him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:

The Board is satisfied the skills, contribution and independent judgment that Hj. Ahmad Bin Khalid delivers to the Board. He has satisfactorily demonstrated that he is independent of management and free from any business or other relationship which could interfere with the exercise of independent judgment, objectivity or the ability to act in the best interest of the Company.

iv) Resolution pursuant to Section 132D of the Companies Act, 1965

For Resolution 8, further information in relation to the general mandate for issue of securities is set out in the Statement Accompanying Notice of 16th AGM.

v) Resolution pertaining to the Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

For Resolution 9, further information on the Recurrent Related Party Transactions is set out in Part B of the Statement/Circular to Shareholders dated 29 July 2016 which is dispatched together with the Company's Annual Report 2016.

vi) Proposed Renewal of Authority for the Company to Purchase Its Own Shares (Proposed Renewal of Share Buy-Back Authority)

For Resolution 10, further information on the Proposed Renewal of Share Buy-Back Authority is set out in Part A of the Statement/Circular to shareholders dated 29 July 2016 which is dispatched together with the Company's Annual Report 2016.

vii) Proposed Amendments

The proposed Resolution 11, if passed, will bring the Articles of Association of the Company in line with the amendments to the Main Market Listing Requirements of Bursa Securities. Details of the Proposed Amendments are set out in the Appendix attached hereto.

APPENDIX

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY:

Existing Articles

Proposed Amended Articles

Article 59 – Taking of poll

If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the results of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. No notice need be given of a poll not taken immediately. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than, the question on which the poll has been demanded.

Article 59 – Taking of poll

If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the results of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

No notice need to be given of a poll not taken immediately. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than, the question on which the poll has been demanded.

The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices. Such votes shall be counted by the poll administrator, and verified by the scrutineers, as may be appointed by the Company for the purpose of determining the outcome of the resolution(s) to be decided on poll.

Article 119 – Presentation of accounts

The Directors shall from time to time in accordance with Section 169 of the Act cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets and reports as are referred to in the Section. The interval between the close of a financial year of the Company and the issue of the annual audited accounts, the directors' and auditors reports shall not exceed four (4) months. The interval between the close of a financial year of the Company and the issue of Annual Reports relating to it shall not exceed six (6) months. A copy of each such document in printed form or in CD-ROM form or in such other form of electronic media (including other documents required by law to be annexed thereto) shall together with the notice of the annual general meeting shall be sent to all persons entitled to receive notice of such meeting as required by the Act. The requisite number of copies of each such document as may be required by the Exchange and/or other stock exchange, if any, upon which the Company's shares may be listed shall at the same time be likewise sent to the Exchange and/or such other stock exchange. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one (1) of joint holders but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Company's registered office. In the event that the annual report is sent in CD-ROM form or such electronic media and a member requires a printed form of such documents, the Company shall send such documents to the Member within four (4) market days from the date of receipt of the Member's request.

Article 119 – Presentation of accounts

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A copy of each such document in printed form or in CD-ROM form or in such other form of electronic media (including other documents required by law to be annexed thereto) shall together with the notice of the annual general meeting be sent to all persons entitled to receive notice of such meeting as required by the Act.

The requisite number of copies of each such document as may be required by the Exchange and/or other stock exchange, if any, upon which the Company's shares may be listed shall at the same time be likewise sent to the Exchange and/or such other stock exchange.

Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one (1) of joint holders but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Company's registered office.

In the event that the annual report is sent in CD-ROM form or such electronic media and a member requires a printed form of such documents, the Company shall send such documents to the Member within four (4) market days from the date of receipt of the Member's request.