

TRANSACTIONS (CHAPTER 10 OF LISTING REQUIREMENTS) : NON RELATED PARTY TRANSACTIONS DISPOSAL OF ORDINARY SHARES IN MICROLINK SOLUTIONS BERHAD

OMESTI BERHAD

Type	Announcement
Subject	TRANSACTIONS (CHAPTER 10 OF LISTING REQUIREMENTS) NON RELATED PARTY TRANSACTIONS
Description	DISPOSAL OF ORDINARY SHARES IN MICROLINK SOLUTIONS BERHAD

The Board of Directors ("Board") of Omesti Berhad ("Omesti" or "the Company") wishes to announce that Omesti Holdings Berhad ("OHB"), a wholly-owned subsidiary of the Company, had during the period from 19 April 2024 to 10 December 2024 ("Disposal Period") disposed an aggregate of 51,968,772 ordinary shares ("Microlink Shares") in Microlink Solutions Berhad ("Microlink"), representing 4.846% of the total number of issued shares of Microlink in the open market for a total cash consideration of RM 15,284,057.98 only or at an average of RM0.294 per Microlink Share ("Disposals").

Please refer to the attachment for the details of the Disposals.

This announcement is dated 13 December 2024.

Please refer attachment below.

Attachments

[Omesti - Disposal of Shares in MSB 13122024.pdf](#)
185.7 kB

Announcement Info

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OMESTI BERHAD
DISPOSAL OF ORDINARY SHARES IN MICROLINK SOLUTIONS BERHAD

1.0 INTRODUCTION

The Board of Directors (“Board”) of Omesti Berhad (“Omesti” or “the Company”) wishes to announce that Omesti Holdings Berhad (“OHB”), a wholly-owned subsidiary of the Company, had during the period from 19 April 2024 to 10 December 2024 (“Disposal Period”) disposed an aggregate of 51,968,772 ordinary shares (“Microlink Shares”) in Microlink Solutions Berhad (“Microlink”), representing 4.846% of the total number of issued shares of Microlink in the open market for a total cash consideration of RM15,284,057.98 only or at an average of RM0.294 per Microlink Share (“Disposals”).

The cumulative Disposals of Microlink Shares during the Disposal Period and up to the date of this announcement are attached in Appendix I.

Following the Disposals, OHB now holds a balance of 301,397,900 Microlink shares, representing 28.105% equity interest in Microlink.

2.0 INFORMATION ON MICROLINK

Microlink was incorporated as a private limited company on 7 July 2003 in Malaysia under the Companies Act, 1965 under the name of M-Cape Holdings Sdn Bhd. It subsequently changed its name to Microlink Solutions Sdn Bhd on 22 September 2004. It was converted into a public limited company under its present name on 4 March 2005 and was listed on the ACE Market of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) on 23 June 2006. Subsequently, Microlink transferred from ACE Market to Main Market of Bursa Securities on 27 February 2023.

As at 13 December 2024, the total issued and paid-up share capital of Microlink is RM166,259,527.65 comprising 1,072,396,160 Microlink Shares.

Microlink is principally engaged in investment holding and provision of research and development of information technology solutions to the financial services industry.

As at 13 December 2024, the directors of Microlink and their respective interests, direct and indirect, in Microlink are as follows:

Name	No. of Shares Held			
	Direct	%	Indirect	%
YABhg. Tun Arifin bin Zakaria	2,898,900	0.270	-	-
Thong Weng Sheng	700	0.000	-	-
Wong Kwang Chwen	168,800	0.016	-	-
Narayanasamy A/L N Chithambaram	-	-	-	-
Dato’ Ahmad Najmi bin Abdul Razak	-	-	-	-
Noor Zaliza Yati binti Yahya	-	-	-	-
Tan Wee Hoong	-	-	-	-
Karen Yap Pik Li	-	-	-	-

As at 13 December 2024, the substantial shareholders of Microlink are as follows:

Name	No. of Shares Held			
	Direct	%	Indirect	%
Omesti Holdings Berhad (“OHB”)	309,197,900	28.105	-	-
Omesti Berhad (“OB”)	-	-	309,197,900 ⁽¹⁾	28.105
RHB Trustees Berhad	100,450,000	9.367	-	-

Gading Sari Ventures Sdn Bhd	106,250,000	9.908	-	-
Gading Sari Holdings Sdn Bhd	-	-	106,250,000 ⁽²⁾	9.908
KDYMM Al-Sultan Abdullah Ibni Sultan Hj Ahmad Shah	-	-	106,250,000 ⁽³⁾	9.908
Exempt An for Kenanga Investors Bhd	132,406,000	12.347	-	-

Notes:-

- (1) Deemed interest by virtue of OHB being a wholly-owned subsidiary of OB
- (2) Deemed interest by virtue of shares held by the wholly-owned subsidiary, Gading Sari Ventures Sdn Bhd pursuant to Section 8(4) of the Companies Act 2016
- (3) Deemed interest by virtue of his substantial interest in Gading Sari Holdings Sdn Bhd, the holding company of Gading Sari Ventures Sdn Bhd pursuant to Section 8(4) of Companies Act 2016

Based on the audited financial statements of Microlink for the financial year ended 31 March 2024, the net assets of Microlink amounted to RM198,960,050 and its net profits attributable to owners of Microlink was RM26,835,852.

3.0 DETAILS OF THE DISPOSALS

3.1 Basis of arriving at the Disposal Price

The Microlink Shares were disposed at prevailing market prices of Microlink Shares at the time of Disposals.

3.2 Liabilities to be assumed

There are no liabilities to be assumed arising from the Disposals.

3.3 Original cost and dates of investment in Microlink and expected loss from the Disposals

Microlink Shares were acquired since May 2012 and have an average adjusted group carrying value as at 18 July 2022 of RM0.19785 per Microlink Share. The average cost of 51,968,772 Microlink Shares is approximately RM10,282,021.54.

On 18 July 2022, Microlink ceased to be a subsidiary and became an associated company of OHB. The change in status from subsidiary to an associated company resulted in a gain arising from deemed disposal amounting to RM192,972,179.95 in OHB. Hence, the average adjusted carrying value on 18 July 2022 is RM0.565 per Microlink Share. From 19 July 2022 up to 20 March 2024, OHB disposed a total of 172,228,100 Microlink Shares with an average carrying value of RM97,308,876.50. On 31 March 2024, the carrying value for each Microlink share was written down to RM0.34.

From 19 April 2024 to 10 December 2024, OHB disposed a total of 51,968,772 Microlink shares with an average carrying value of RM17,669,382.48.

The expected loss to OHB arising from the Disposals is RM2,385,324.50

3.4 Utilisation of Proceeds

The Disposals had/will raise gross proceeds of RM15,284,057.98 which had/will be utilised to pare down the borrowings of the Omesti Group and for working capital such as payment to trade and other creditors, salaries and other operating expenses of Omesti Group and are expected to be utilised within six (6) months from the date of receipts. The Company has not determined the proportions of the proceeds to be used at this juncture.

4.0 RATIONALE FOR THE DISPOSALS

The Disposals provide an opportunity for Omesti Group to unlock the value and monetise its investment in Microlink. In addition, the proceeds from the Disposals will allow the Group to reduce its gearing by paring down its borrowings, improve its interest coverage ratio and meet other working capital needs as and when required by the Group's operations.

5.0 EFFECTS OF THE DISPOSALS

5.1 Share Capital

The Disposals will not have any effect on the issued and paid-up share capital of Omesti.

5.2 NA per share and gearing

The Disposals are expected to reduce the NA per share by approximately RM0.004 and not have any material effect on the gearing of the Company for the financial year ending 31 March 2025.

5.3 Earnings per Share

The Disposals are expected to reduce the earnings per share of the Company by approximately RM0.004 for the financial year ending 31 March 2025.

5.4 Substantial shareholders' shareholdings

The Disposals will not have any effect on the shareholding of Omesti's substantial shareholders.

6.0 APPROVAL REQUIRED

The Disposals are not subject to the approval of the shareholders of Omesti or from any other regulatory authorities.

Based on the consolidated audited financial statements of Omesti for the financial year ended 31 March 2024, the aggregated percentage ratio applicable to the Disposals pursuant to Paragraph 10.02(g) of the Main Market Listing Requirements of Bursa Securities is approximately 6.996% as tabulated in Appendix I.

7.0 INTEREST OF DIRECTORS AND MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

Save as disclosed below, none of the other Directors and major shareholders of Omesti and/or persons connected with them have any interest, direct or indirect, in the Disposals:

- (a) Monteiro Gerard Clair, an Executive Director of Omesti, is also a then Executive Director of Microlink*;

(Monteiro Gerard Clair, referred to as the "**Interested Director**")

The shareholdings of the Interested Director as at the date of this announcement in Omesti and Microlink are as follows:

Interested Director	Direct		Indirect	
	No. of Shares Held	%	No. of Shares Held	%
<u>In Omesti</u>				
Monteiro Gerard Clair	3,548,555	0.656	66,333,700	12.269
<u>In Microlink</u>				
Monteiro Gerard Clair*	7,049,808	0.657	31,464	0.003

Note:

* Monteiro Gerard Clair resigned as the Executive Director of Microlink on 10 June 2024.

Pursuant to paragraph 10.08(11)(c) of Chapter 10 of the Main Market Listing Requirements of Bursa Securities, where there are no other interested relationships except for the common directorships of Monteiro Gerard Clair in both Omesti and Microlink, and since he has no other interest(s) such as commission or other kinds of benefit received from either Omesti or Microlink Group in relation to the Disposals, the Disposals are not regarded as a related party transaction.

Accordingly, the Interested Director has abstained and will continue to abstain from deliberating and voting on the Disposals at the relevant Board meetings.

8.0 DIRECTORS' STATEMENT

The Board of Directors (save for the Interested Director who have abstained from deliberation and voting on the Disposals by virtue of his interests as set out under paragraph 7 above), after having considered all aspects of the Disposals, is of the opinion that the Disposals are in the best interest of the Omesti Group.

9.0 EXPECTED TIME FRAME FOR COMPLETION

The latest time frame for full settlement of the Disposals will be on the 2nd market day after the date of transactions.

This announcement is dated 13 December 2024.

APPENDIX I

Date of Transaction	No. of Microlink Shares	Consideration (RM)	Highest Percentage Ratio %
19 April 2024	5,500,000	1,540,000.00	0.466
29 April 2024	4,774,872	1,599,582.12	0.484
2 May 2024	700,000	232,750.00	0.070
14 May 2024	1,667,700	526,492.89	0.159
15 May 2024	500,000	155,000.00	0.047
16 May 2024	832,300	258,013.00	0.078
20 May 2024	3,720,800	1,264,699.92	0.382
23 May 2024	3,279,200	1,124,109.76	0.340
24 May 2024	6,000,000	2,309,400.00	0.698
27 May 2024	5,000,000	1,893,500.00	0.572
28 May 2024	5,911,900	2,087,491.89	0.631
5 June 2024	932,000	304,018.40	0.092
23 July 2024	150,000	39,000.00	0.012
2 December 2024	5,200,000	624,000.00	0.949
10 December 2024	7,800,000	1,326,000.00	2.016
Total	51,968,772	15,284,057.98	6.996