

Group Disclosure & External Communications Policy (“the Policy”)

(Note: This document is an internal document for use of MSB employees in carrying out their duties and responsibilities)

1.0 Overview

Microlink Solutions Berhad (“MSB” or “the Company”) aims to be open and transparent with all stakeholders and is committed to disseminating information in a fair, timely and cost-efficient manner.

MSB is committed to:

- (i) promoting investor confidence by ensuring that trade in its securities takes place in an informed market; and
- (ii) providing investors and the financial community with all material information in a timely manner that would reasonably be required to make an informed decision about the price or value of MSB’s securities.

MSB is listed on the ACE Market of Bursa Malaysia Securities Berhad (“Bursa Securities”) and must comply with the continuous disclosure obligations imposed by the ACE Market Listing Requirements (“Listing Requirements”) as well as the Companies Act, 2016 (“CA”).

MSB may also participate in media and open forum events such as seminars and conferences where information of a non-material nature may be shared. Sharing of such information is also subject to strict controls to ensure the boundaries between material and non-material information are not breached and that material information is not released before it is disclosed to Bursa Securities.

2.0 Objectives

This Policy is based on the best Practices set out in the Corporate Disclosure Guide issued by Bursa Securities wherein it is provided that a company should provide a good framework for compliance with the disclosure policies under the Listing Requirements and which address the following:

- clear roles and responsibilities of directors, management, employees and all other relevant persons in the handling and disclosure of material information in a timely and accurate manner;
- clear level of authority accorded to a designated person, spokespersons and committees in the handling and disclosure of material information;
- due diligence is exercised by the persons responsible for preparing the disclosure of material information;
- proper verification process that enables material information to be verified before disclosing it to the public; and

- mechanism for overseeing and co-ordinating the efficient disclosure of material information to the investing public – this should include the recommendations and best practices set out in the Corporate Disclosure Guide.

In view of the aforesaid, the purpose of this Policy is to guide Directors and all relevant personnel of MSB on the standards, processes and procedures for the handling of price sensitive information including the processes and procedures for assessing whether or not information is price sensitive that potentially requires disclosure.

3.0 Policy Statements

3.1 Commitment to disclosure

MSB is committed to compliance with its continuous disclosure obligations contained in the Listing Requirements and with all laws.

In accordance with the continuous disclosure obligations in the Listing Requirements, once MSB becomes aware of information that would have a material effect on the price or value of MSB's securities, MSB will immediately disclose that information to Bursa Securities. The Disclosure Committee is responsible for the process of the disclosure of the material information to Bursa Securities, which process is described in Section 4.3 below.

The Listing Requirements also set out the exceptional circumstances where a company may temporarily refrain from making immediate disclosure.

The exceptional circumstances require that complete confidentiality is maintained. As such, Management must take appropriate measures to ensure that confidentiality is maintained at all times and no leak occurs prior to the release of the information to the public. At the same time, Management must be vigilant towards any indication of a leak by monitoring the trading activity, price movement of its securities or any rumours/reports pertaining to the information. Whenever Management becomes aware of a rumour/report, Management must consult with its directors, major shareholders and such other persons familiar with the matter, to ascertain whether the rumour/report contains undisclosed material information and whether immediate disclosure is required to clarify, confirm or deny the rumour/report. If confidentiality of information is lost or cannot be maintained, MSB will immediately disclose that information to Bursa Securities.

Measures that have been undertaken by MSB to maintain confidentiality of information are set out in Schedule 2 of this Policy.

3.2 Speculation and rumours

MSB will generally not respond to market speculation or rumours unless a response is required by law or pursuant to a request from Bursa Securities or a relevant regulator.

3.3 Internal decision making on disclosure

MSB operates a strict decision making regime with respect to its disclosure obligations which enables MSB to monitor compliance:

- A Disclosure Committee comprised of Senior Management has primary responsibility regarding MSB's disclosure obligations. (Specific responsibilities and the composition of the Committee are detailed in Schedule 1).
- Decisions of the Committee are formally controlled within defined delegations.
- The Company Secretary is the designated person for matters relating to compliance with the Listing Requirements and communications with Bursa Securities.

The Committee may consider using external advisers such as external counsel, auditors and other experts and consult with any executives or Senior Management they consider appropriate prior to any assessment and/or decision making.

Where appropriate, the Board of MSB will also be consulted in relation to disclosure of matters of the utmost significance. Protocols to assist in determining when a matter is "material" and requires disclosure are outlined in the Materiality Guidelines (as detailed in Schedule 3).

Each member of the Senior Management (or his/her delegate) is responsible for monitoring the activities of their respective business units/teams to assess if any matter has arisen that may require disclosure. They must bring forward such matters to the attention of the Company Secretary (or his/her delegate). The Company Secretary (or his/her delegate) will then determine if the matter is to be escalated to the Committee in accordance with the procedures outlined in this Policy.

Routine administrative announcements such as announcement on changes in shareholding interests and change in corporate information may be made by the Company Secretary without reference to the Committee.

3.4 Records

The Office of the Company Secretary will maintain a record of all matters considered by the Committee.

3.5 Officers and employees' compliance with the Policy

This Policy has been developed to assist officers and employees in understanding MSB's commitments outlined above.

Appropriate training will also be provided to relevant officers and employees of MSB to assist them in:

- identifying material information that potentially requires disclosure;
- understanding MSB's internal reporting processes and controls implemented in connection with this Policy;
- understanding MSB's legal obligations as well as their individual legal obligations; and
- knowing and appreciating the consequences of non-compliance.

These initiatives will also assist officers and employees in identifying material information to the Company Secretary.

Every officer and employee of MSB is required to keep confidential all confidential information of MSB and not to disclose such information to any person except in circumstances required by law and/or with the express consent of MSB in accordance with its Employees' Handbook.

Whether particular information requires disclosure will often depend on a number of factors and will be determined in accordance with this Policy.

3.6 Communications with Bursa Securities

The Company Secretary is responsible for all communications with Bursa Securities. No release of any communication to Bursa Securities may occur other than in accordance with the processes outlined in this Policy.

All information disclosed to Bursa Securities will be placed on MSB's corporate website at www.microlink.com.my

3.7 Trading halts

If MSB is not able to make a preliminary announcement, or is concerned that such an announcement is not sufficient to properly inform the market, MSB may request a trading halt from Bursa Securities for up to three days (depending on the materiality of the announcement) to prevent trading.

3.8 Closed Periods

MSB and certain persons, including Directors, officers, employees and insiders of the Company should not inform another person of material information affecting the Company that has not been publicly disclosed other than in the circumstances allowed by law. To avoid the potential for selective disclosure, the Company observes a regularly scheduled "closed period". The closed period commences from one month before the targeted date of release of results through to the issuance of the announcement disclosing the financial results for that financial period. During the closed period, the Company's Management shall not initiate discussions or communications with members of the investment community unless authorised by the Disclosure Committee and shall restrict discussions with such persons to general and publicly disclosed information concerning the Company, including its historical financial results. No comments concerning the current financial period, nor any comments respecting present guidance, are permitted to be made during the closed period. Any press release to be issued by the Company during the closed period should be reviewed and authorised by the Disclosure Committee, unless such release has been separately reviewed and authorised by the Board of Directors.

3.9 Disclosures and communications with the Media

MSB issues information to the media including print, electronic, wire news services and online from time to time to news outlets and major wire news services. However:

- material information will not be released before disclosure to Bursa Securities; and

- marketing material should not normally be combined in releases issued for legal or regulatory purposes.

MSB restricts interactions with the Media to a limited number of appropriately authorised individuals.

All Media inquiries relating to MSB should be referred to the Executive Directors of the Company

3.10 Disclosures and communications with the analysts and investors

MSB communicates from time to time with members of the investment community. However:

- material information will not be released or discussed with members of the investment community before it has been disclosed to Bursa Securities; and
- communications targeted at members of the investment community should not normally be combined in a release being made for legal or regulatory purposes.

The key spokespersons for interaction with the investment community are the Executive Directors (“EDs”), or failing whom, the Finance Manager (“FM”) who engage with research analysts and institutional investors directly.

The investment community refers to research analysts and institutional investors.

If there is any likelihood that material information will be disclosed at a briefing for members of the investment community, then:

- attendance at the briefing should be open to all (using web-casting and/or teleconferencing where appropriate); and
- the relevant material information should be disclosed to Bursa Securities prior to the briefing.

Accordingly, other than for briefings which are open and disclosed to Bursa Securities:

- MSB will not comment on material or price sensitive issues not already disclosed to the market generally;
- questions raised in relation to material or price sensitive issues not already disclosed to the market generally will not be answered;
- if it is considered that any material or price sensitive information that has not already been disclosed has been inadvertently disclosed, that information will be disclosed immediately to Bursa Securities and will be posted on MSB’s website;
- where possible, presentations if any, will be posted on MSB’s website and, if it contains price-sensitive information, disclosed to Bursa Securities prior to the briefing.

The Company Secretary in consultation with the EDs and/or FM and the Chairman (where appropriate) shall respond to retail queries and queries by persons such as governance advisors.

3.11 Interpretation

References to “MSB” are references to Microlink Solutions Berhad and, insofar as the context allows, to each related body corporate of Microlink Solutions Berhad.

For the purposes of the Policy, “Media” means:

- all forms, including press, wire services, radio, television, electronic and Internet media;
- all levels, including general news, business/finance, personal investment and trade; and
- all geographies, including metropolitan, suburban, regional and rural.

4.0 Review of Policy

The Policy is reviewed and updated (as required) as and when necessary to ensure it is effective in facilitating disclosure in accordance with MSB’s disclosure obligations.

5.0 Schedules

Schedule 1 – Disclosure Committee

Schedule 2 – Measures to maintain Confidentiality of Information

Schedule 3 – Materiality Guidelines

Schedule 4 – Information Disclosure Requirements

Schedule 1 – Disclosure Committee

The Disclosure Committee (or its delegate(s)) is responsible for:

- evaluating and deciding the necessity of making public disclosures and if need be, recommending the same to the Board for review and/or approval;
- managing MSB's compliance with its continuous disclosure obligations;
- reviewing, approving and assessing the quality of the disclosures including, but not limited to, whether the disclosure is accurate and complete in all material respects. External advisers or persons with specific subject matter expertise may be consulted to review and advise on the disclosures;
- reviewing and approving the guidelines and procedures to be distributed to appropriate Management and other MSB personnel designed to gather the information required to be disclosed;
- establishing timelines for the preparation of public disclosures, which timelines will include sufficient time for review by the Disclosure Committee in advance of the applicable filing deadline;
- making determinations about whether:
 - (a) Material Change has occurred;
 - (b) selective disclosure has been or might be made;
 - (c) a misrepresentation has been made; or
 - (d) such other matters as may be necessary to facilitate the implementation of the Policy
- ensuring that officers and employees are made aware of this Policy and the associated internal reporting processes and controls and raising awareness of the principles underlying continuous disclosure;
- supervising the implementation of the reporting processes and controls to assist in meeting MSB's commitments outlined in this Policy;
- ensuring consistency in the application of this Policy; and
- adopting disclosure controls and procedures, as the case may be, in addition to those set out in this Policy.

Committee Composition

The Disclosure Committee will consist of such of the following Senior Management as are available within the time required to comply with MSB's disclosure obligations:

- any one of the Executive Directors of MSB;
- the Finance Manager ("FM");
- the Legal Counsel (or his/her delegate);
- the Company Secretary (or his/her delegate);

The Committee may decide changes to its composition from time to time. At least one of the Executive Directors of MSB must attend a meeting of the Disclosure Committee for there to be a quorum.

The Executive Director of MSB will be the chairman of the Disclosure Committee or, in his / her absence, the Chairman will be the FM (or his delegate).

All delegations made by a member of the Disclosure Committee should be made formally in writing (a copy of which must be given to the Company Secretary).

Schedule 2 – Measures to maintain Confidentiality of Information

(a) Document Management

Putting in place better document management by:-

- using project names in correspondences and documents to protect identities of parties involved;
- ensuring physical copies of documents are securely stored in locked cabinets when not in use, with access restricted to authorised employees only; and
- reminding employees or personnel regularly not to read confidential document or have discussions, in public places.

(b) Secured IT System

Ensuring a secure information technology system for communication and document management purposes. This can be done by –

- using private fax lines, dedicated printers and email accounts;
- ensuring confidential documents cannot be accessed through technology such as shared servers;
- keeping confidential information on protected drives and tightly controlling access through password protection and blocking mechanism; and
- installing password protection mechanisms for electronic equipment such as laptops and other storage media containing confidential information, and activating automatic locking system on these equipment after a stipulated period.

(c) Restricted dissemination of Information

Limiting dissemination and access of information to those who “need to know” for greater accountability in the event of leakage. For this, the following may be implemented:-

- locating employees, consultants and personnel involved in secure areas that are separate from other employees; and
- having in place systems and controls to quarantine information from others.

(d) Internal Control Policies

Putting in place the following internal control policies on confidentiality:-

- a code of ethics is in place to ensure confidentiality of information;
- maintaining a list of people (which includes senior management, lawyers, reporting accountants, auditor and investment advisers) involved in the transaction or who are in possession of price sensitive information (“privy list”), and setting out the identity of each person, the reason why the person is on the privy list, and the date on which the privy list was created and updated;
- updating the privy list promptly when any person who is not on the privy list is given access to price sensitive information, or indicating the date when a person in the list no longer has access to price sensitive information;
- requiring each person on the privy list who do not already owe a professional duty of confidentiality by virtue of their profession, to sign a confidentiality agreement;
- regularly reminding all parties involved of the need to keep information strictly confidential;
- providing suitable briefing/training on the importance of not disclosing confidential for employees, particularly those with access to confidential information;
- putting in place policies that restrict dealings in securities by the Company, its officers, employees, associated or any other persons connected directly or indirectly with MSB (including advisers, auditors or lawyers) who may have access to price-sensitive information (“insider trading policies”);
- having in place processes on how a suspected leak is to be investigated; and
- implementing whistle-blowing policies that facilitate employees to report misconduct or wrongdoings.

Schedule 3 – Materiality Guidelines

Introduction

The following guidelines are provided to assist employees in identifying matters that may require disclosure over and above the pre-determined disclosures under the Listing Requirements. The term “pre-determined disclosures” refers to information where the materiality of an event has been pre-determined under the Listing Requirements and where no assessment of materiality is needed. The purpose of these guidelines is to identify matters where an assessment of materiality is required for purposes of determining whether disclosure is required.

All of the matters which will require consideration under these guidelines will not necessarily require disclosure. Importantly, a matter may be required to be disclosed even if it does not come within any of the following categories.

The guidelines are both qualitative and quantitative.

Information is considered material if it is reasonably expected to have a material effect on the:

- (a) price, value or market activity of any of its securities; or
- (b) investor’s decision in determining his choice of action.

In making the assessment of whether an event or information is material for the purpose of announcement, it is important for the listed issuer to take into account relevant factors such as the following:

- (a) the anticipated impact of the information on the listed issuer’s entire scope of activities;
- (b) the anticipated impact of the information on the listed issuer’s financial position or performance;
or
- (c) the relevance of the information on the factors that determine the price of the listed securities.

Further specific examples are provided in Schedule 4.

Schedule 4 – Information Disclosure Requirements

MSB Group must disclose any information that a reasonable person would expect to have a material effect on the price or value of securities issued by the entity. Set out below is an illustrative list of matters that may give rise to an obligation to make disclosure. Any such matter must be notified to the Company Secretary, as the case may require, who will then escalate the matter to the Disclosure Committee if necessary.

This list is a guide only and should not be taken as an exhaustive list of issues to be disclosed.

Relevant Information/Matter

1. the financial condition, results of operations, company issued forecasts and earning performance of the entity or a controlled entity, which are materially different from that anticipated by the entity or the market.
2. a proposed acquisition or disposition of material assets to be announced by the entity, a controlled entity or joint venture partner.
3. significant foreign activities (or significant proposed foreign activities), by the entity or a controlled entity.
4. events or occurrences that have an impact on the operations of the entity or a controlled entity.
5. natural disasters or accidents that have particular relevance to the businesses of the entity or its suppliers.
6. significant changes in technology or the application of technology which could affect business.
7. a scheme of compromise, arrangement, amalgamation or reconstruction.
8. resolving to pay a dividend, or a recommendation that no dividend be paid.
9. a material change in accounting policy adopted by the entity.
10. legal proceedings against or allegation of any breach of the law, whether civil or criminal, by the entity or any of its employees.
11. any notification relating to substantial shareholding which has been received by the entity or any change of control in the entity.
12. a material change in the entity's financial forecast or expectation.
13. the appointment of a receiver, manager, liquidator or administrator in respect of any loan, trade credit, trade debt, borrowing or securities held by the entity or any controlled entity.

14. changes in the entity's directors, audit committee, chief executive, finance manager, company secretary or auditors.
15. significant negative publicity.
16. entry by the entity or a company controlled by the entity into a new line of business or the discontinuance of a particular line of business.
17. planning to undertake a significant financing or security issue (whether debt or equity) or to take other action with respect to outstanding securities (eg share repurchase program, redemption of securities) or any default on any securities.
18. material developments or any termination to major corporate proposals.