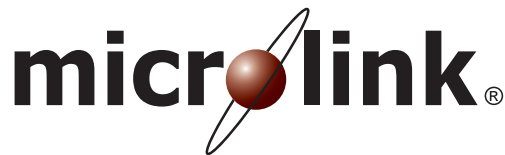


THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

Bursa Malaysia Securities Berhad (“Bursa Securities”) has not perused this Circular, except in respect of the new shareholders’ mandate for additional Recurrent Related Party Transactions on a limited review basis pursuant to Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities, prior to the issuance of this Circular.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.



MICROLINK SOLUTIONS BERHAD

(Company No. 620782-P)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

**PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The ordinary resolution in respect of the above proposal will be tabled as special business at the 16th Annual General Meeting (“16th AGM”) 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 Friday, 13 September 2019 at 10.00 am. The Notice of 16th AGM and the Form of Proxy are set out in the Annual Report of the Company which is despatched together with this Circular.

The Form of Proxy must be completed in accordance with the instructions printed thereon, and lodged at the Registered Office of the Company at No. 47-5, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than 48 hours before the time set for the 16th Annual General Meeting or any adjournment thereof.

The lodging of the Form of Proxy will not preclude you from attending and voting in person at the 16th AGM should you subsequently wish to do so.

This Circular is dated 31 July 2019

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout and for the purposes of this Circular only:

Act	:	The Companies Act, 2016 and any statutory modification, amendment or re-enactment thereof for the time being in force
AGM	:	Annual General Meeting
Board	:	Board of Directors of MSB
Bursa Securities	:	Bursa Malaysia Securities Berhad (Company No. 635998-W)
Director(s)	:	Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007, includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Director of the Company, its subsidiary or holding company, or a chief executive of MSB, its subsidiary or holding company
Ho Hup	:	Ho Hup Construction Company Berhad (Company No. 14034-W)
Ho Hup Group	:	Ho Hup and its subsidiary companies
Listing Requirements	:	ACE Market Listing Requirements of Bursa Securities and includes any amendments thereto
LPD	:	28 June 2019, being the latest practicable date prior to the printing of this Circular
Major Shareholder	:	means a person who has an interest or interests in one or more voting shares in a corporation and the number or aggregate number of those shares, is: (a) 10% or more of the total number of voting shares in the corporation; or (b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation. For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in section 8 of the Act.
MSB or the Company	:	Microlink Solutions Berhad (Company No. 620782-P)
MSB Group or the Group	:	MSB and its subsidiary companies
NA	:	Net Assets
Omesti	:	Omesti Berhad (Company No. 530701-T)
Omesti Group	:	Omesti and its subsidiary companies
Person Connected	:	In relation to any person (referred to as “said Person”) means such person who falls under any one of the following categories: (a) a family member of the said Person; (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary;

DEFINITIONS (cont'd)

- (c) a partner of the said Person;
 - (d) a person , or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instruction or wishes of the said Person;
 - (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes of the said Person is accustomed or is under an obligation, whether formal or informal, to act;
 - (f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
 - (g) a body corporate which is a related corporation of the said Person
- Proposed Mandate : Proposed renewal of shareholders' mandate for RRPTs approved at the last AGM held on 6 September 2018 for RRPTs.
- Proposed Renewal of Shareholders' Mandate : Proposed renewal of shareholders' mandate for RRPTs
- Related Party(ies) : Director(s), Major Shareholder(s) or Person(s) Connected with such Director(s) or Major Shareholder(s)
- Related Party Transaction : A transaction entered into by the Company or its subsidiaries which involves the interest, direct or indirect, of a Related Party
- RRPTs : Related Party Transactions which are recurrent, of a revenue or trading nature and which are necessary for the day-to-day operations of the MSB Group
- RM and sen : Ringgit Malaysia and sen respectively

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MICROLINK SOLUTIONS BERHAD
(Company No. 620782-P)
(Incorporated in Malaysia)

Registered Office:

No. 47-5, The Boulevard
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur

31 July 2019

Board of Directors

YABhg. Tun Arifin Bin Zakaria (*Independent Non-Executive Chairman*)
YBhg. Dato' Jaganath Derek Steven Sabapathy (*Non-Independent Non-Executive Director*)
Mr Monteiro Gerard Clair (*Executive Director*)
Mr Tai Keat Chai (*Independent Non-Executive Director*)
Mr Martin Chu Leong Meng (*Independent Non-Executive Director*)
Ms Mah Xian-Zhen (*Non-Independent Non-Executive Director*)

To: The Shareholders of Microlink Solutions Berhad

Dear Sir / Madam,

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

1. INTRODUCTION

- 1.1** At the 15th AGM held on 6 September 2018, the shareholders of the Company approved, *inter alia*, the shareholders' mandate for the Company and/or its subsidiaries to enter into RRPTs. The said mandates shall, in accordance with the Listing Requirements, expire at the conclusion of the forthcoming 16th AGM of the Company, unless renewal is obtained.
- 1.2** In connection thereto, the Board of MSB had on 15 July 2019 announced its intention to seek shareholders' approval for the Proposed Mandate.
- 1.3** The purpose of this Circular is to provide you with the relevant information on the Proposed Mandate and to seek your approval for the ordinary resolution to be tabled at the forthcoming 16th AGM of the Company. The Notice of 16th AGM is set out in the Annual Report 2019. The extract of ordinary resolution on the Proposed Mandate to be tabled at the MSB's 16th AGM is enclosed together with this Circular.

YOU ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR, TOGETHER WITH THE APPENDIX CONTAINED HEREIN CAREFULLY BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSED MANDATE.

2. DETAILS OF THE PROPOSED MANDATE

2.1 The Proposed Mandate

Rule 10.08 of the Listing Requirements stipulates the obligations of a listed corporation to comply with in relation to Related Party Transactions. However, pursuant to Rule 10.09(2) of the Listing Requirements, a listed corporation may seek a mandate from shareholders in respect of RRPTs, subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Rule 10.09(1) of the Listing Requirements;
- (c) a circular to shareholders which includes information as may be prescribed by Bursa Securities is issued by the listed corporation for the shareholders' mandate;
- (d) in a meeting to obtain shareholders' mandate, the interested Director, interested Major Shareholder or interested Person Connected with a Director or Major Shareholder; and where it involves the interest of an interested Person Connected with a Director or Major Shareholder, such Director or Major Shareholder must not vote on the resolution to approve the transaction. An interested Director or interested Major Shareholder must ensure that Person Connected with him abstain from voting on the resolution approving the transactions; and
- (e) an immediate announcement is made to Bursa Securities when the actual value of a RRPT entered into by the listed corporation, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and the announcement must include the information as may be prescribed by Bursa Securities.

Where a listed corporation has procured a shareholders' mandate in respect of RRPTs, the provisions under Rule 10.08 of the Listing Requirements will not apply to the RRPTs which are comprised in the said mandate.

The Proposed Mandate, if approved by the shareholders of the Company at the forthcoming 16th AGM, is subject to annual renewal and will continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the forthcoming 16th AGM at which the Proposed Mandate is passed, at which time such mandate will lapse, unless by a resolution passed at the meeting, the authority for the Proposed Mandate is renewed;
- (b) the expiration of the period, within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act [but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act]; or
- (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

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2.2 Principal activities of the MSB Group

MSB is principally involved in investment holding and provision of research and development on information technology solutions to the financial services industry. The principal activities of the subsidiary companies within the MSB Group as at the LPD are as follows:

Name of Company	Effective Equity Interest %	Principal Activities
<u>Subsidiaries of MSB</u>		
Microlink Systems Sdn Bhd (“MSSB”)	100.00	Provision of information technology solutions to the financial services industry and dealing in related products
CA IT Infrastructure Solutions Sdn Bhd	100.00	Trading and marketing of computer software programs and products
CSA Servis (M) Sdn Bhd (“CSAS”)	100.00	Investment holding and provision of computer repair and maintenance service, supply of computer parts, accessories, computers and peripherals
Microlink Innovation Sdn Bhd	100.00	Research and development of information technology solution for the financial services industry
Omesti Innovation Lab (Malaysia) Sdn Bhd	100.00	Development of information and multimedia technology and provision of deployment services
Microlink Software Sdn Bhd	51.00	Provision of consultancy services in supporting and modifying banking software
Microlink Worldwide Sdn Bhd (In Liquidation)	100.00	Inactive
<u>Subsidiaries of CSAS</u>		
Formis Computer Services Sdn Bhd	100.00	Provision of computer technology and maintenance of computer hardware and software
First Solution Sdn Bhd	100.00	Distribution and maintenance of computer hardware and software
Applied Business Systems Sdn Bhd	100.00	Distribution and maintenance of computer equipment and software
Formis Systems & Technology Sdn Bhd	100.00	Distribution and maintenance of computer hardware and software
Formis Advanced Systems Sdn Bhd	85.00	Provision of information technology services in terms of hardware, software, consultancy and maintenance.
<u>Subsidiary of MSB holding 80% and MSSB holding 20%</u>		
PT Microlink Indonesia	100.00	Provision of information technology solutions to the financial services industry and dealing in related products
<u>Subsidiary of MSSB</u>		
PT Microlink International Maju	65.00	Provision of computer consulting activities and management of computer facilities.

2.3 Class, nature and estimated aggregate value of the RRPTs

(a) The RRPTs which will be covered in the **Proposed Renewal of Shareholders' Mandate** are identified in the table below:

Companies within the MSB Group transacting with the Related Party	Nature of Transaction	Transacting Related Party	Interested Directors / Major Shareholders / Person Connected with Directors / Major Shareholders	Estimated aggregate value during the validity period of the Proposed Mandate* (RM)	Estimated aggregated value as disclosed in the previous circular to shareholders dated 31 July 2018 ("Estimated Value") (RM)	Actual value transacted from 6 September 2018 (date of 15 th AGM) to the LPD ("Actual Value") (RM)
MSB Group	Supply of network and software solutions, licenses, network infrastructure, computer hardware and software and maintenance services by Omesti Group to MSB Group	Omesti Group	Interested Directors - Monteiro Gerard Clair ("MGC") ⁽⁶⁾ - Mah Xian-Zhen ("MXZ") ⁽⁴⁾ Interested Major Shareholders - Omesti Holdings Berhad ("OHB") ⁽¹⁾ - Omesti Berhad ("Omesti") ⁽³⁾	10,000,000	10,000,000	-
	Supply of network, development of application, software solutions, licenses, network infrastructure, computer hardware and software and maintenance services by MSB Group to Omesti Group			50,000,000	50,000,000	16,079,976
	Provision of network connectivity and bandwidth services and project management services in relation to telecommunications by Omesti Group to MSB Group			1,000,000	1,000,000	18,940
	Provision of administrative and management support, training and other related services by Omesti Group to MSB Group			3,000,000	3,000,000	1,014,000

2.3 Class, nature and estimated aggregate value of the RRPTs (Cont'd)

(a) The RRPTs which will be covered in the Proposed Renewal of Shareholders' Mandate are identified in the table below:

Companies within the MSB Group transacting with the Related Party	Nature of Transaction	Transacting Related Party	Interested Directors / Major Shareholders / Person Connected with Directors / Major Shareholders	Estimated aggregate value during the validity period of the Proposed Mandate* (RM)	Estimated aggregated value as disclosed in the previous circular to shareholders dated 31 July 2018 ("Estimated Value") (RM)	Actual value transacted from 6 September 2018 (date of 15 th AGM) to the LPD ("Actual Value") (RM)
MSB Group	Renting of office spaces and procurement of other related services such as general maintenance services from Ho Hup Group	Omesti Group	Interested Directors - MGC ⁽⁶⁾ - MXZ ⁽⁴⁾	750,000	750,000	-
	Provision of administrative and management support, training and other related services by MSB Group to Omesti Group		Interested Major Shareholders - OHB ⁽¹⁾ - Omesti ⁽³⁾	2,000,000	2,000,000	864,000
MSB Group	Supply of software solutions, computer hardware and services in relation to human capital management by MIHCM Asia to MSB Group	MIHCM Asia Sdn Bhd (MIHCM Asia) ⁽²⁾	Interested Directors - MGC ⁽⁶⁾ - MXZ ⁽⁴⁾	1,000,000	1,000,000	-
MSB Group	Renting of office spaces and procurement of other related services such as general maintenance services from Ho Hup Group	Ho Hup Group ⁽⁵⁾	Interested Directors - MGC ⁽⁶⁾ - MXZ ⁽⁴⁾ Interested Major Shareholders - OHB ⁽¹⁾ - Omesti ⁽³⁾	600,000	600,000	-

Note : None of the Actual Value of the RRPTs has exceeded the Estimated Value by 10% or more.

* This comprises estimated value of transactions from the date of the forthcoming 16th AGM to the date of the next AGM expected to be held in the month of September 2020, the estimated value is based on information available at the point of estimation. Due to the nature of the transactions, the actual value of the transactions may vary from the estimated aggregate value disclosed above.

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Notes:

- (1) OHB is a wholly-owned subsidiary of Omesti.
- (2) MIHCM Asia is a 33.33% associated company of Continuous Network Advisers Sdn Bhd, which in turn is a wholly-owned subsidiary of Omesti as at the LPD. MIHCM Asia is principally engaged in the distribution, marketing, implementing and maintenance of human capital management software solutions and services in Asia.
- (3) Omesti is the holding company of OHB as at the LPD. Omesti is principally engaged in investment holding activities and the provision of management services, and through its subsidiaries, are engaged in the following:
- (i) distribution and provision of maintenance for hardware and software;
 - (ii) provision of a comprehensive range of tele/data communication and networking solutions and services;
 - (iii) provision of legal, financial and commercial software products as well as services to develop and implement platform-independent software solutions;
 - (iv) provision of integrated business solutions based on SAP software and customised solutions which include, building automation and management, media publication and broadcasting solutions; and
 - (v) provision of customised systems integration of hardware platforms, continuous maintenance and after sales support services.
- (4) MXZ is a daughter of Dato' Mah Siew Kwok, the Director and also the substantial shareholder of Omesti. MXZ's direct and indirect interests in Omesti and MSB as at the LPD are as set out below:

Name of Company	% of Interest	
	Direct	Indirect
Omesti	0.68	-
MSB	0.07	-

- (5) Ho Hup Group is a related party to MSB Group through a common ultimate Major Shareholder, Omesti. As at the LPD, Ho Hup is a 13.29% associated company of OHB. Ho Hup Group is principally involved in foundation engineering, civil engineering, building contracting works and hire of plant and machinery.
- (6) MGC is a Director of Omesti, MSB and DGSB. His direct and indirect interests in Omesti and MSB as at the LPD are as set out below:

Name of Company	% of Interest	
	Direct	Indirect
Omesti	4.17	14.11
MSB	2.55	-

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2.4 Amounts due and owing to the MSB Group by the Related Parties pursuant to RRPTs

The breakdown of the principal sum and interest for the total outstanding amount due under the RRPTs which exceeded the credit term as at 31 March 2019 are as follows:

No.	Nature of transactions	Amount of Outstanding RRPTs Receivables (RM)			
		≤ 1 year	> 1 to 3 years	> 3 to 5 years	> 5 years
1.	Supply of network and software solutions, licenses, network infrastructure, computer hardware and software and maintenance services by MSB Group to Omesti Group	5,118,965	7,754,512	-	-
2.	Supply of computer hardware software and services by MSB Group to DGSB Group	-	-	-	-
3	Provision of administrative and management support, training and other related services by MSB Group to Omesti Group	872,640	228,960	-	-

There were no late payment charges imposed to the above outstanding receivables as the Board was of the opinion that the above outstanding receivables were part of normal business operations of the Group and are recoverable. In addition, the Management of the Group is of the view that the Related Parties are long term business partners and have sound credit standing.

As at the LPD, an amount totaling RM850,000.00 out of the above amounts due to the MSB Group by the Related Parties has been recovered.

3. RATIONALE AND BENEFITS FOR THE PROPOSED MANDATE

The RRPTs entered into or to be entered into by the Group are in the ordinary course of business and are intended to meet the business needs of the Group at the best possible terms so as to achieve synergistic benefits within the Group. These transactions are likely to occur with some degree of frequency and may be constrained by the time-sensitive nature and confidentiality of such transactions, thus rendering it impractical to seek shareholders' approval on a case by case basis before entering into such transactions.

By obtaining the Proposed Mandate on an annual basis, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such RRPTs occur would not arise. This would substantially reduce the time, administrative requirements, and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

The Related Parties which are involved in the RRPTs have proven their reliability and expertise in their respective fields. In certain instances, the Related Parties provide the Group the support for its operational needs, thereby enabling greater efficiency and effectiveness in the utilisation of the Group's resources.

4. REVIEW PROCEDURES

To ensure that the RRPTs are undertaken on transaction prices and 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 that they are conducted at arm's length and on normal commercial terms consistent with the Group's usual business practices and policies and will not be prejudicial to the shareholders, the Board will ensure that all transactions with Related Parties will only be entered into after taking into consideration the pricing, level and quality of products and support services, and the review procedures as stated below.

The Board has established the following review procedures which are to be carried out for each RRPT:

- (a) Records will be maintained by the Company to capture all RRPTs entered into pursuant to the Proposed Mandate to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to;
- (b) On a periodic basis, the procedures and guidelines pertaining to RRPTs will be reviewed by the Senior Management of MSB and the Audit and Risk Management Committee to ensure that the terms of the transactions are not more favourable to the Related Parties than those generally available to the public, and are not to the detriment of the minority shareholders;
- (c) Where any person(s) has an interest in the RRPTs to be reviewed, such person(s) shall abstain from deliberation and voting in respect of such transactions;
- (d) Disclosure shall be made in the annual report of a breakdown of the aggregate value of all transactions conducted pursuant to the Proposed Mandate during the financial year and in the annual reports for the subsequent financial years during which the shareholders' mandate remains in force. In making such disclosure, a breakdown will be provided of the aggregate value of the RRPTs conducted pursuant to the Proposed Mandate during the current financial year, amongst others, based on the following:
 - (i) the type of the RRPTs made; and
 - (ii) the names of the Related Parties involved in each type of RRPT and their relationship with the MSB Group;
- (e) There are no thresholds for approval of RRPTs within the MSB Group. All RRPTs are subject to the approval of the respective head of business units and/or any one of the Directors of the respective companies; and
- (f) At least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. Where quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined by the MSB Group based on its usual business practices to ensure that the RRPT is not detrimental to the MSB Group and the minority shareholders.

5. STATEMENT BY THE AUDIT AND RISK MANAGEMENT COMMITTEE

The Audit and Risk Management Committee of the Company has reviewed the procedures mentioned in Section 4 above and is of the view that the said procedures are sufficient to ensure that the RRPTs are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

The MSB Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. These procedures and processes will be reviewed annually or as and when necessary.

6. CONDITION FOR THE PROPOSED MANDATE

The Proposed Mandate is conditional upon approval being obtained from the shareholders of MSB at the forthcoming 16th AGM.

7. FINANCIAL EFFECTS

The Proposed Mandate does not have any effect on the issued and paid-up share capital and Major Shareholders' shareholdings of MSB and is not expected to have any material effect on the consolidated earnings and NA of MSB.

8. INTERESTS OF THE DIRECTORS, MAJOR SHAREHOLDERS AND PERSON CONNECTED WITH THEM

The direct and indirect shareholdings of the interested Directors, namely MGC and MXZ (“Interested Directors”), interested Major Shareholders, namely OHB and Omesti (“Interested Major Shareholders”) in MSB as at the LPD are as set out below:

Directors and Major Shareholders	Shareholdings in MSB			
	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
<u>Interested Directors</u>				
MGC	4,261,647	2.55	-	-
MXZ	118,666	0.07	-	-
<u>Major Shareholders</u>				
OHB	102,979,493	61.53	-	-
Omesti	-	-	102,979,493 ⁽¹⁾	61.53

Notes:

⁽¹⁾ Deemed interest by virtue of OHB, being a wholly-owned subsidiary of Omesti pursuant to Section 8 of the Act.

The Interested Directors have abstained and will continue to abstain from Board deliberations and voting pertaining to the Proposed Mandate.

The Interested Directors and the Interested Major Shareholders will abstain from voting in respect of their direct and indirect shareholdings on the Proposed Mandate at the forthcoming 16th AGM.

In addition, the Interested Directors and the Interested Major Shareholders have undertaken that they will ensure that Person Connected with them will also abstain from voting in respect of their direct and indirect shareholdings on the resolution, deliberating or approving the Proposed Mandate at the forthcoming 16th AGM.

Save as aforesaid, none of the other Directors or Major Shareholders or Person Connected with them has any interest direct or indirect in the Proposed Mandate.

9. BOARD’S RECOMMENDATION

The Board (save for the Interested Directors), having considered all aspects of the Proposed Mandate, is of the opinion that the Proposed Mandate is in the best interest of the Company and its shareholders and accordingly, recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Mandate to be tabled at the forthcoming 16th AGM.

10. AGM

The Notice of 16th AGM to consider and if thought fit, passing the ordinary resolution pertaining to the Proposed Mandate as set out herein is also enclosed in the Annual Report 2019. The 16th AGM will be held on Friday, 13 September 2019 at 10.00 a.m. at Banquet Hall, The Royal Selangor Golf Club, Jalan Kelab Golf, Off Jalan Tun Razak, 55000 Kuala Lumpur.

If you are unable to attend and vote in person at the 16th AGM and wish to appoint a proxy to attend and vote in your stead, you are requested to complete the Form of Proxy in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the Company’s Registered Office at No. 47-5, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than 48 hours before the time for the 16th AGM.

The lodging of the Form of Proxy will not preclude you from attending and voting in person at the 16th AGM should you subsequently wish to do so.

11. FURTHER INFORMATION

Shareholders of MSB are advised to refer to the attached Appendix I for further information.

Yours faithfully,
For and on behalf of the Board of
MICROLINK SOLUTIONS BERHAD

Tai Keat Chai
Independent Non-Executive Director

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FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board of MSB who collectively and individually accept full responsibility for the accuracy and correctness of the information contained herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Circular false or misleading.

2. MATERIAL LITIGATION

As at the LPD, the MSB Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant or otherwise, and the Board is not aware of any proceedings pending or threatened against the MSB Group or of any facts likely to give rise to any proceedings which may materially and adversely affect the position or business of the MSB Group.

3. MATERIAL CONTRACTS

As at the LPD, neither MSB nor its subsidiaries has entered into any contracts which are or may be material, not being contracts entered into in the ordinary course of business, during the past two (2) years preceding the date of this Circular.

4. MATERIAL COMMITMENTS

As at LPD, the Board is not aware of any material commitments incurred or known to be incurred by the Group which may have a material impact on the financial results/position of the Group.

5. CONTINGENT LIABILITIES

Save as disclosed below, as at LPD, the Board is not aware of any contingent liabilities incurred or known to be incurred by the Group which upon becoming enforceable, may have a material impact on the financial results/position of the Group:

	RM
Corporate guarantee given to banks for credit facilities granted to subsidiary companies	50,090,00

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at No. 47-5, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur during office hours from Mondays to Fridays (except public holidays) from the date of this Circular until the date of the 16th AGM:

- (i) Memorandum and Articles of Association of MSB; and
- (ii) The audited consolidated financial statements of MSB for the past two (2) financial years ended 31 March 2018 and 31 March 2019.



MICROLINK SOLUTIONS BERHAD

(Company No. 620782-P)

(Incorporated in Malaysia)

EXTRACT RESOLUTION TO BE TABLED AS SPECIAL BUSINESS AT THE FORTHCOMING 16TH ANNUAL GENERAL MEETING

ORDINARY RESOLUTION 6

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

“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 31 July 2019 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 ACE 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.”