

**MICROLINK SOLUTIONS BERHAD (“MSB” OR “COMPANY”)
SHAREHOLDERS’ AGREEMENT BETWEEN MSB, TRIDIMAS SDN BHD, FREDERICK
JOHN FERNANDEZ, ROZAIDI BIN ISMAIL AND DATO’ MOHAMAD NOR BIN SHARIMAN**

1.0 INTRODUCTION

The Board of Directors (“**the Board**”) of MSB is pleased to announce that MSB has on 5 February 2021 entered into a Shareholders’ Agreement (“**SA**”) with Tridimas Sdn Bhd (“**TSB**”), Frederick John Fernandez (“**FJF**”), Rozaidi Bin Ismail (“**RBI**”) and Dato’ Mohamad Nor Bin Shariman (“**DMN**”) (MSB, TSB, FJF, RBI and DMN are herein referred to collectively as the “**Parties**”) for the purpose of regulating the conditions for and of a company, namely, ML Tridimas Sdn Bhd (“**ML Tridimas**”).

The SA is to formalise a collaboration between the Parties and to draw upon the skills, expertise, experience and capabilities of each other for the benefit of ML Tridimas, with its intended principal activities of development of application software, system integration services and the provision of hardware and software maintenance services.

2.0 INFORMATION ON TSB

TSB is a private limited company incorporated on 24 April 1996 under the Companies Act 1965 with its principal place of business at B1-06-03 (3rd Floor), Space U8 Shopping Mall, No. 6, Persiaran Pasak Bumi, Taman Bukit Jelutong, Seksyen U8, 40150 Shah Alam, Selangor. The principal activities of TSB are the supply and rental of computers, IT equipment and peripherals, and the provision of networking and maintenance services.

3.0 INFORMATION ON ML TRIDIMAS

ML Tridimas was incorporated on 24 December 2020 as a private limited company under the Companies Act 2016. ML Tridimas is currently dormant and its intended principal activities are the development of application software, system integration services and the provision of hardware and software maintenance services.

The current issued and paid-up share capital of ML Tridimas is RM1.00 comprising 1 ordinary share, wholly-owned by MSB.

4.0 DETAILS OF THE SA

4.1 Issued and Paid-up Share Capital of ML Tridimas

The issued and paid-up share capital of ML Tridimas shall be increased from RM1.00 comprising 1 ordinary share to RM200,000.00 comprising 200,000 ordinary shares by the allotment of 199,999 ordinary shares at an issue price of RM1.00 per share to the Parties as follows:-

Parties	No. of shares	(%)	Total Subscription Price (RM)
MSB	101,999	51.00	101,999.00
TSB	24,500	12.25	24,500.00
FJF	24,500	12.25	24,500.00
RBI	24,500	12.25	24,500.00
DMN	24,500	12.25	24,500.00
Total	199,999	100.00	199,999.00

Upon completion of the allotment, MSB will hold a total of 102,000 ordinary shares representing 51% of the total number of issued shares in ML Tridimas.

4.2 Salient Terms of the SA

- (i) ML Tridimas shall be managed by a Board that consists of four (4) Directors, two (2) of whom to be appointed by MSB and two (2) to be appointed jointly by TSB, FJF, RBI and DMN. The Chairman of the Board is to be a Director from amongst members of the Board appointed by MSB.
- (ii) The Parties agree that the board of directors of ML Tridimas will decide on the persons who shall be responsible for the day-to-day management of ML Tridimas which includes business planning and management, operational management and human resource management.

4.3 Funding

MSB will fund the subscription price of RM101,999.00 through internally generated funds.

5.0 RATIONALE FOR THE SA

The SA is consistent with MSB's objective of seeking various strategic alliances for synergistic benefits and the SA is expected to pave the way for future collaborations between the Parties.

6.0 EFFECTS OF THE SA

The SA has no effect on the share capital and substantial shareholders' shareholdings of MSB. The SA is not expected to have a material effect on the earnings per share, net assets per share and gearing of MSB Group for the financial year ending 31 March 2021.

Barring any unforeseen circumstances, the SA is expected to contribute positively to MSB Group's consolidated earnings and earnings per share in the future, when ML Tridimas records profit after tax.

7.0 APPROVALS REQUIRED

The SA does not require the approval of MSB's shareholders or any regulatory authorities.

8.0 INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND PERSONS CONNECTED WITH THEM

None of the Directors, major shareholders and/or persons connected with them has any interests, direct or indirect, in the SA.

9.0 DIRECTORS' STATEMENT

After having considered all aspects of the SA, the Board is of the opinion that the SA is in the best interest of MSB Group.

This announcement is dated 5 February 2021.