

# FORMIS

FORMIS RESOURCES BERHAD

## FORMIS RESOURCES BERHAD

(Company No. 530701-T)  
(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Formis Resources Berhad ("**FRB**" or the "**Company**") will be held at Banquet Hall, The Royal Selangor Golf Club, Jalan Kelab Golf, Off Jalan Tun Razak, 55000 Kuala Lumpur on Monday, 8 July 2013 at 2.00 p.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions, with or without any modifications as shall be determined upon at such meeting:

#### ORDINARY RESOLUTION 1

**CONDITIONAL VOLUNTARY TAKE-OVER OFFER BY FORMIS HOLDINGS BERHAD ("**FHB**" OR THE "**OFFEROR**") THROUGH RHB INVESTMENT BANK BERHAD TO:**

- (I) ACQUIRE ALL THE REMAINING ORDINARY SHARES OF RM0.10 EACH IN MICROLINK ("**MICROLINK SHARES**") NOT ALREADY OWNED BY FHB; AND**
- (II) ALL THE NEW MICROLINK SHARES THAT MAY BE ALLOTTED AND ISSUED UP TO THE CLOSE OF THE OFFER (AS DEFINED HEREIN) PURSUANT TO THE EXERCISE OF ANY OUTSTANDING OPTIONS GRANTED UNDER MICROLINK'S EXISTING EMPLOYEE SHARE OPTION SCHEME,**

**FOR A CASH CONSIDERATION OF RM0.60 FOR EVERY ONE (1) MICROLINK SHARE**

"**THAT** authority be and is hereby given for FHB, a wholly-owned subsidiary of FRB, to carry out and proceed to offer to acquire and to subsequently acquire the Offer Shares at an offer price of RM0.60 per Offer Share ("**Offer Price**") subject to the terms and conditions of the Offer including but not limited to the acquisition of Offer Shares pursuant to Sections 222 and 223 of the Capital Markets and Services Act 2007 if the requisite acceptance level is achieved;

**THAT** authority further be given for FRB to acquire any Microlink Shares directly from the holders of the Offer Shares as they may deem appropriate, at the Offer Price and same mode of satisfaction of the Offer Price subject to the same terms of the Offer;

**THAT** authority be given for FHB to acquire the Microlink Shares from Insas Plaza Sdn Bhd, who is a substantial shareholder of FRB as well as a substantial shareholder of Microlink, under the Offer;

**AND THAT** in order to implement, complete and give full effect to the Offer and the acquisition of the Offer Shares, approval be and is hereby given to the Board of FRB and FHB to enter into and execute such agreements, supplemental agreements, instruments, documents and deeds as the Board of FRB and Board of FHB respectively, shall from time to time deem fit, expedient or advisable and/or appropriate to implement, complete, and give full effect to the Offer and the acquisition of the Offer Shares, with full power to assent to any conditions, variations, modifications, additions and/or amendments thereto as the Board of FRB and the Board of FHB may deem fit in connection with the Offer and the acquisition of the Offer Shares and in the best interests of FRB."

#### ORDINARY RESOLUTION 2

**PROPOSED RATIFICATION OF THE ACQUISITIONS BY FHB OF AN AGGREGATE OF 39,044,600 MICROLINK SHARES, REPRESENTING 29.22% OF THE EQUITY INTEREST IN MICROLINK, ACQUIRED BETWEEN 16 MAY 2012 AND 18 MARCH 2013 FOR A TOTAL PURCHASE CONSIDERATION OF RM12,722,741 ("**ACQUISITIONS OF MICROLINK SHARES**")**

"**THAT** the acquisition by FHB, a wholly-owned subsidiary of FRB, of an aggregate of 39,044,600 Microlink Shares representing 29.22% of the equity interest in Microlink acquired between 16 May 2012 and 18 March 2013 for a total purchase consideration of RM12,722,741, be and is hereby approved, ratified and confirmed.

**THAT** all actions taken by the Directors and Board of FRB and FHB as they had considered or deemed fit, expedient or advisable and/or appropriate and in the best interests of the Company in connection with the Acquisitions of Microlink Shares be and are hereby approved, ratified and confirmed."

By Order of the Board  
**FORMIS RESOURCES BERHAD**

**LIM SHOOK NYEE (MAICSA 7007640)**  
Company Secretary

Dated: 11 June 2013

#### Notes:

1. A member of the Company may appoint more than two (2) proxies to attend at the same meeting but only one (1) proxy shall be entitled to vote on a show of hands. Where a member appoints two (2) of more proxies, he shall specify in each Form of Proxy the proportion of his shareholdings to be represented by each proxy.
2. Where a member of the Company is an exempt authorized 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 authorized nominee may appoint in respect of each Omnibus Account it holds. An exempt authorized nominee refers to an authorized 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.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or if the appointer is a corporation either under Seal or under the hand of an officer or attorney duly authorized. 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.
4. 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 the 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.
5. The ordinary resolutions will be put to vote by poll.