

MICROLINK SOLUTIONS BERHAD
[Registration No. 200301018362 (620782-P)]
(Incorporated in Malaysia)

MINUTES of the 19th Annual General Meeting (“19th AGM”) of Microlink Solutions Berhad (“**Microlink**” or “**the Company**”) held on Friday, 2 September 2022 at 10.30 a.m., as a virtual meeting via live streaming broadcast from Redwood Meeting Room, Ho Hup Tower – Aurora Place, 2-09-01 – Level 9, Plaza Bukit Jalil, No. 1, Persiaran Jalil 1, Bandar Bukit Jalil, 57000 Kuala Lumpur.

Directors

PRESENT

- : YABhg. Tun Arifin bin Zakaria
Independent Non-Executive Chairman
- YBhg. Dato’ Jaganath Derek Steven Sabapathy
Non-Independent Non-Executive Deputy Chairman
- Mr Monteiro Gerard Clair
Executive Director
- YBhg. Tan Sri Mazlan bin Lazim
Independent Non-Executive Director
- YBhg. Dato’ Sri Chee Hong Leong
Independent Non-Executive Director
- Mr Tai Keat Chai
Independent Non-Executive Director
- Mr Martin Chu Leong Meng
Independent Non-Executive Director
- Ms Wan Mai Gan
Independent Non-Executive Director

Management

- Mr Chia Yong Wei
Group Chief Executive Officer
- Mr Thoo W’y-Kit
Group Chief Financial Officer

ABSENT WITH
APOLOGY

- : YBhg. Dato’ Seri Mohd Khairi bin Dato’ Mat Jahya
Non-Independent Non-Executive Director

BY INVITATION

- : Ms Koo Swee Lin
Representing BDO PLT, the External Auditors

SHAREHOLDERS/
PROXIES/AUTHORISED
REPRESENTATIVE

As per Summary of Attendance List via Remote Participation and Voting at <https://agm.omesti.com>

IN ATTENDANCE

- : Ms Lim Shook Nyee
Group Company Secretary

1. OPENING ADDRESS BY THE CHAIRMAN

YABhg. Tun Arifin bin Zakaria (“**Tun Chairman**”), the Chairman of the Company welcomed the shareholders, proxies and invitees for participating remotely from various locations through live streaming webcast to the Company’s 18th Annual General Meeting (“**AGM**” or “**Meeting**”).

Tun Chairman added that the 18th AGM was convened via live streaming and online remote voting using the Remote Participation and Electronic Voting (“**RPEV**”) facilities in accordance with Section 327 of the Companies Act 2016, and the Guidance Notes on the Conduct of General Meetings issued by Securities Commission of Malaysia.

2. QUORUM & NOTICE OF MEETING

With the requisite quorum present pursuant to Clause 66 of the Company’s Constitution, the Chairman called the Meeting to order.

The Notice of 18th AGM dated 29 July 2022 as contained on pages 57 to 63 of Volume I of the Company’s Annual Report 2022, which had been sent to all shareholders of the Company, Bursa Malaysia Securities Berhad and the Auditors of the Company, was taken as read.

3. INTRODUCTION

The Tun Chairman informed that all Directors of the Company except for Dato’ Seri Mohd Khairi bin Dato’ Mat Jahya, who had extended his apologies for his absence from this Meeting, the Company Secretary, the Group Chief Executive Officer, the Group Chief Financial Officer, the external auditors, BDO PLT and the poll administrator, Red Ape Solutions Sdn Bhd were present at the Broadcast Venue.

4. VOTING PROCEDURES

Tun Chairman informed that the voting at the 18th AGM would be conducted by way of poll through electronic voting using RPEV facilities, i.e. e-polling, in line with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. He further informed that the shareholders and proxies could vote on all the thirteen (13) resolutions from the commencement of the activation of the voting platform until the closure of the voting session to be announced by Tun Chairman.

Tun Chairman highlighted that the Company had appointed Red Ape Solutions Sdn Bhd as the Poll Administrator, to conduct the e-polling process and Quantegic Services Sdn Bhd as the Scrutineers to verify the poll results. The polling process for all the 13 resolutions would be conducted after the completion of the deliberation of all items to be transacted at the 18th AGM.

Tun Chairman further highlighted that both Mr Chia Yong Wei, the Group Chief Executive Officer and Mr Eddie Thoo W’y-Kit, the Group Chief Financial Officer, being shareholders of the Company, would be the proposer and seconder for all the 13 resolutions to be tabled at the 18th AGM.

5. **AGENDA 1**
TO RECEIVE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

Tun Chairman explained that the Audited Financial Statements for financial year ended 31 March 2022 (“AFS 2022”) together with the Reports of the Directors and Auditors thereon, were meant for discussion only. The AFS 2022 did not require shareholders’ approval under the provisions of Section 340(1)(a) of the Companies Act 2016.

Tun Chairman then declared that the AFS 2022 together with the Reports of the Directors and Auditors thereon, be received.

6. **ORDINARY RESOLUTION 1**
PAYMENT OF DIRECTORS’ FEES AND BENEFITS AMOUNTING TO RM943,500 FOR THE PERIOD FROM 3 SEPTEMBER 2022 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING

Tun Chairman proceeded with Ordinary Resolution 1 to seek shareholders’ approval on the payment of Directors’ fees and benefits to Non-Executive Directors of up to an amount of RM943,500 for the period from 3 September 2022 until the conclusion of the next Annual General Meeting of the Company.

Dato’ Jaganath Derek Steven Sabapathy and Dato’ Seri Mohd Khairi bin Dato’ Mat Jahya, being the Interested Directors for Ordinary Resolution 1, had abstained from deliberation and voting in respect of their shareholdings on Ordinary Resolution 1.

7. **ORDINARY RESOLUTION 2**
RE-ELECTION OF TUN ARIFIN BIN ZAKARIA AS A DIRECTOR PURSUANT TO CLAUSE 95 OF THE COMPANY’S COSNTITUTION

Tun Chairman proceeded to the next Agenda, Ordinary Resolutions 2, 3, 4 and 5 in respect of the re-election of Directors pursuant to Clause 95 and Clause 100 of the Company’s Constitution. The Meeting noted that each re-election of Director would be voted on individually.

As Ordinary Resolution 2 related to the re-election of the Chairman as a Director of the Company, Tun Chairman handed over the Chair to Mr Tai Keat Chai to preside over the proceedings.

Mr Tai Keat Chai (“**Presiding Chairman**”) took the Chair and proceeded with the Meeting.

The Presiding Chairman informed the Meeting that Ordinary Resolution 2 was in relation to the re-election of Tun Chairman, who retired in accordance with Clause 95 of the Company’s Constitution and being eligible, had offered himself for re-election.

The Presiding Chairman handed back the Chair to Tun Chairman.

8. **ORDINARY RESOLUTION 3**
RE-ELECTION OF MR TAI KEAT CHAI AS A DIRECTOR PURSUANT TO CLAUSE 95 OF THE COMPANY'S CONSTITUTION

Tun Chairman proceeded with Ordinary Resolution 3 in relation to the re-election of Mr Tai Keat Chai who retired in accordance with Clause 95 of the Company's Constitution and being eligible, had offered himself for re-election.

9. **ORDINARY RESOLUTION 4**
RE-ELECTION OF TAN SRI MAZLAN BIN LAZIM AS A DIRECTOR PURSUANT TO CLAUSE 100 OF THE COMPANY'S CONSTITUTION

Tun Chairman continued with Ordinary Resolution 4 in relation to the re-election of Tan Sri Mazlan bin Lazim, who retired in accordance with Clause 100 of the Company's Constitution and being eligible, had offered himself for re-election.

10. **ORDINARY RESOLUTION 5**
RE-ELECTION OF MS WAN MAI GAN AS A DIRECTOR PURSUANT TO CLAUSE 100 OF THE COMPANY'S CONSTITUTION

Tun Chairman proceeded with Ordinary Resolution 5 in relation to the re-election of Ms Wan Mai Gan, who retired in accordance with Clause 100 of the Company's Constitution and being eligible, had offered herself for re-election.

11. **ORDINARY RESOLUTION 6**
RE-APPOINTMENT OF BDO PLT AS AUDITORS OF THE COMPANY

Tun Chairman continued with Ordinary Resolution 6 on the re-appointment of BDO PLT, who have indicated their willingness to continue in office, as Auditors of the Company for the ensuing year until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

12. **ORDINARY RESOLUTION 7**
CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR

Tun Chairman continued with Ordinary Resolution 7 on the continuation in office of Mr Tai Keat Chai who has served for a cumulative term of more than nine (9) years since his appointment as an Independent Non-Executive Director of the Company on 28 August 2013 and to hold office until the conclusion of the next AGM of the Company.

As recommended under the Malaysia Code on Corporate Governance 2021, shareholders' approval through a two-tier voting process would be carried out for Ordinary Resolution 7.

**13. SPECIAL BUSINESS - ORDINARY RESOLUTION 8
AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75
AND 76 OF THE COMPANIES ACT 2016**

Tun Chairman informed that the next item on the Agenda was a special business on Ordinary Resolution 8 to authorise the Directors of the Company to allot and issue an aggregate number of shares of up to twenty per centum (20%) of the total number of issued shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016.

**14. SPECIAL BUSINESS - ORDINARY RESOLUTION 9
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR
RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR
TRADING NATURE ("RRPT") ("PROPOSED MANDATE")**

Tun Chairman informed that the next item under special business on Ordinary Resolution 9 was pertaining to the Proposed Mandate.

Tun Chairman explained that the Proposed Mandate would enable Microlink Group to enter into the RRPT which are necessary for the day-to-day operations of Microlink Group as detailed in the Circular to Shareholders dated 29 July 2022.

Tun Chairman informed that the interested Director and deemed Major Shareholders, namely Monteiro Gerard Clair, Omesti Berhad and Omesti Holdings Berhad as detailed in the Circular to Shareholders dated 29 July 2022, would abstain from voting in respect of their direct and indirect shareholdings on the Proposed Mandate.

**15. SPECIAL BUSINESS - ORDINARY RESOLUTION 10
PROPOSED ALLOCATION OF OPTIONS TO THE ELIGIBLE NON-EXECUTIVE
DIRECTORS OF THE COMPANY UNDER THE EMPLOYEES' SHARE OPTION
SCHEME PURSUANT TO THE LONG-TERM INCENTIVE PLAN (LTIP) OF THE
COMPANY (ESOS OPTIONS) TO TAN SRI MAZLAN BIN LAZIM**

The Meeting proceeded with the next item under special business to approve Ordinary Resolution 10 on the Proposed Allocation of ESOS Options to Tan Sri Mazlan bin Lazim.

**16. SPECIAL BUSINESS - ORDINARY RESOLUTION 11
PROPOSED ALLOCATION OF ESOS OPTIONS TO WAN MAI GAN**

Tun Chairman informed that the next item under special business was to approve Ordinary Resolution 11 on Proposed Allocation of ESOS Options to Ms Wan Mai Gan.

**17. SPECIAL BUSINESS – SPECIAL RESOLUTION 1
PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**

The Chairman proceeded with the next item under special business to approve Special Resolution 1 on Proposed Amendments to the Constitution of the Company.

18. **SPECIAL BUSINESS – SPECIAL RESOLUTION 2**
PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY TO FACILITATE THE IMPLEMENTATION OF THE PROPOSED TRANSFER OF THE LISTING OF AND QUOTATION FOR THE ENTIRE ISSUED SHARE CAPITAL OF THE COMPANY FROM THE ACE MARKET TO THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD (“PROPOSED TRANSFER”)

The Chairman continued with the last item under special business to approve Special Resolution 2 on the Proposed Amendment to the Constitution of the Company to Facilitate the Implementation of the Proposed Transfer of the Listing of and Quotation for the Entire Issued Share Capital of the Company from the Ace Market to the Main Market of Bursa Malaysia Securities Berhad.

19. **ANY OTHER BUSINESS**

The Meeting noted that no notice was received to transact any other business.

20. **QUESTIONS AND ANSWERS (“Q&A”) SESSION**

Following the presentation of all resolutions in the agenda, Tun Chairman declared the commencement of the Q&A session.

Tun Chairman informed that the Company had received several questions from the shareholders during the 19th AGM. The questions raised were then responded and addressed by Mr Monteiro Gerard Clair (“**Mr Monteiro**”), the Executive Director of the Company as follows:-

1. **Questions submitted by Ho Wing Seng**

Is the Company giving out any form of gifts for all attendees of this AGM?

The Company will not be providing any e-vouchers / e-wallet / food voucher to shareholders or proxyholders participating in this AGM. The Board took note and would consider the request accordingly in the future.

2. **Question submitted by Ooi Wei Chang**

Can Management give some updates on Company’s businesses and operations?

Mr Monteiro responded that the updates on the Company’s businesses and operations were highlighted in the Management Discussion & Analysis in the Volume 1, Annual Report

3. **Question submitted by Lee Eng Fock**

Mr Monteiro replied that the question had been addressed in Question 1 above.

21. E-POLLING PROCESS

Tun Chairman informed that the Meeting would proceed with the electronic poll voting i.e e-polling for all the proposed Resolutions 1 to 13. He then briefed the Meeting on the procedures on the electronic polling process.

The Meeting was adjourned at 10.50 a.m. for shareholders and proxies to cast their votes.

22. ANNOUNCEMENT OF POLL RESULTS

The Chairman resumed the Meeting at 11.10 a.m. to announce the polling results in respect of the 13 resolutions which had been tabled at the 19th AGM. He highlighted that the polling results had been verified by the Scrutineers, Quantegic Services Sdn Bhd. The results were displayed on the screen and based on the polling results, the Chairman declared that all the 13 resolutions as set out in the Notice of the 19th AGM dated 29 July 2022 were **CARRIED** as follows and a copy of the polling results presented at the Meeting was attached to this Minutes as Annexure A:-

Ordinary Resolution 1**Approval for Payment of Directors' Fees and Benefits to Non-Executive Directors**

Voted	For	Against
No. of Shareholders	50	7
No. of Shares	813,804,613	411
% of Voted Shares	100.0000	0.0000

“THAT the payment of Directors' Fees and benefits to Non-Executive Directors of up to an amount of RM943,500 for the period from 3 September 2022 until the conclusion of the next Annual General Meeting (AGM) of the Company be and is hereby approved.”

Ordinary Resolution 2**Re-Election of Tun Arifin bin Zakaria as a Director**

Voted	For	Against
No. of Shareholders	61	1
No. of Shares	851,800,641	11
% of Voted Shares	100.0000	0.0000

“THAT Tun Arifin bin Zakaria who retired by rotation pursuant to Clause 95 of the Company's Constitution and being eligible, be and is hereby re-elected as a Director of the Company.”

Ordinary Resolution 3**Re-Election of Mr Tai Keat Chai as a Director**

Voted	For	Against
No. of Shareholders	61	1
No. of Shares	851,800,641	11
% of Voted Shares	100.0000	0.0000

“THAT Mr Tai Keat Chai who retired by rotation pursuant to Clause 95 of the Company’s Constitution and being eligible, be and is hereby re-elected as a Director of the Company.”

Ordinary Resolution 4**Re-Election of Tan Sri Mazlan bin Lazim as a Director**

Voted	For	Against
No. of Shareholders	60	1
No. of Shares	851,300,641	11
% of Voted Shares	100.0000	0.0000

“THAT Tan Sri Mazlan bin Lazim who retired pursuant to Clause 100 of the Company’s Constitution and being eligible, be and is hereby re-elected as a Director of the Company.”

Ordinary Resolution 5**Re-Election of Ms Wan Mai Gan as a Director**

Voted	For	Against
No. of Shareholders	61	1
No. of Shares	851,800,641	11
% of Voted Shares	100.0000	0.0000

“THAT Ms Wan Mai Gan who retired pursuant to Clause 100 of the Company’s Constitution and being eligible, be and is hereby re-elected as a Director of the Company.”

Ordinary Resolution 6**Re-Appointment of BDO PLT as Auditors**

Voted	For	Against
No. of Shareholders	61	1
No. of Shares	851,800,641	11
% of Voted Shares	100.0000	0.0000

“THAT Messrs BDO PLT be and are hereby re-appointed as Auditors of the Company for the next ensuing year to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors.”

Ordinary Resolution 7**Continuation in Office as Independent Non-Executive Director*****Tier 1***

Voted	For	Against
No. of Shareholders	5	0
No. of Shares	525,594,972	0
% of Voted Shares	100.0000	0.0000

Tier 2

Voted	For	Against
No. of Shareholders	56	1
No. of Shares	326,205,669	11
% of Voted Shares	100.0000	0.0000

“THAT approval be and is hereby given to Mr Tai Keat Chai who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company.”

Ordinary Resolution 8**Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**

Voted	For	Against
No. of Shareholders	58	4
No. of Shares	851,800,253	399
% of Voted Shares	99.9999	0.0001

“THAT subject always to the Companies Act 2016 and the approvals of the relevant authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016 to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 20% of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next AGM of the Company.”

Ordinary Resolution 9**Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

Voted	For	Against
No. of Shareholders	44	3
No. of Shares	293,256,153	331
% of Voted Shares	99.9999	0.0001

“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 29 July 2022, 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.”

Ordinary Resolution 10**Proposed Allocation of ESOS Options to Tan Sri Mazlan bin Lazim**

Voted	For	Against
No. of Shareholders	57	4
No. of Shares	851,300,281	371
% of Voted Shares	100.0000	0.0000

Ordinary Resolution 11**Proposed Allocation of ESOS Options to Ms Wan Mai Gan**

Voted	For	Against
No. of Shareholders	58	4
No. of Shares	851,800,281	371
% of Voted Shares	100.0000	0.0000

“THAT pursuant to the LTIP as approved by the shareholders of the Company at the Extraordinary General Meeting held on 17 October 2014, authority be and is hereby given to the Board (save for the director to whom the ESOS Options are to be granted), at any time and from time to time subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws governing the LTIP, to offer and grant to the following Independent Non-Executive Directors of the Company, the ESOS Options of new ordinary shares in the Company (Microlink Shares) which gives him/her the right to subscribe for Microlink Shares at a prescribed subscription price upon the vesting of the ESOS Options under the ESOS pursuant to the LTIP and/or the allotment of new Microlink Shares upon vesting of the Employee Share Grant Plan award pursuant to the LTIP.”

	Name	Designation	No. of Microlink Shares
(i)	Tan Sri Mazlan bin Lazim	Independent Non-Executive Director	2,400,000
(ii)	Wan Mai Gan	Independent Non-Executive Director	2,400,000

Special Resolution 1**Proposed Amendments to the Constitution of the Company**

Voted	For	Against
No. of Shareholders	59	3
No. of Shares	851,800,321	331
% of Voted Shares	100.0000	0.0000

“THAT the proposed amendments to the Constitution of the Company as set out in Appendix A which is circulated together with the Notice of the 19th AGM dated 29 July 2022 (Proposed Amendments) be and are hereby approved and adopted by the Company with immediate effect AND THAT the Board of Directors of the Company be and is hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all such acts and things and take all such steps deemed necessary to give full effect to the Proposed Amendments, for and on behalf of the Company.”

Special Resolution 2**Proposed Amendment to the Constitution of the Company to Facilitate the Proposed Transfer**

Voted	For	Against
No. of Shareholders	59	3
No. of Shares	851,800,321	331
% of Voted Shares	100.0000	0.0000

“THAT subject to the approval of the Securities Commission Malaysia and Bursa Securities for the Proposed Transfer and the approval of any other relevant authorities and/or parties being obtained, if required, the Proposed Amendment to the Constitution of the Company as set out in Appendix B which is circulated together with the Notice of the 19th AGM dated 29 July 2022 be and is hereby approved and adopted by the Company with effect from the date the Company is transferred from the ACE Market to the Main Market of Bursa Securities pursuant to the Proposed Transfer.

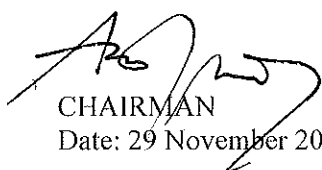
AND THAT the Board of Directors of the Company be and is hereby authorised to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities, and to do all acts, deeds and things and take all such steps as may be considered necessary to give full effect to the Proposed Amendment.”

25. CLOSURE

There being no other business to be transacted, the Meeting ended at 11.45 a.m. with a vote of thanks to the Chairman.

The Chairman thanked all members present for their support and participation at the 19th AGM.

Confirmed as a correct record of proceedings,



CHAIRMAN
Date: 29 November 2022

At Kuala Lumpur