



MICROLINK SOLUTIONS BERHAD
[Registration No. 200301018362 (675362-P)]

**TERMS OF REFERENCE OF
NOMINATING, REMUNERATION AND LONG-TERM
INCENTIVE PLAN COMMITTEE**

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1. Objectives

The principal objectives of the Nominating, Remuneration and Long-Term Incentive Plan Committee (“**Committee**”) are as follows:

1. To assist the Board of Directors in nominating new candidates for directorships in the Company and its subsidiaries as well as to evaluate the effectiveness of the Board of Directors and Committees of the Board and the individual contributions of each director.
2. To assist the Board of Directors in their responsibility in assessing the remuneration package of the Executive Directors including Chief Executive Officer and C-Suite^a.

^a *C-Suite means senior executives who hold top-level positions that typically have "Chief" in their title, such as CEO (Chief Executive Officer), CFO (Chief Financial Officer), COO (Chief Operating Officer), CIO (Chief Information Officer), CMO (Chief Marketing Officer), etc.*

3. To do all acts and things and in such manner as it, in its discretion, deems fit and enter into any transaction, agreement, deed, document or arrangement and make such rules and regulations, impose such terms and conditions, which are to be done by the Board of Directors of Microlink Solutions Berhad (“**MSB**” and/or “**the Company**”) pursuant to the By-Laws and to determine all questions of policy and expediency that may arise in the administration of the LTIP including, amongst others, the terms of eligibility of the employees, Executive Directors and Non-Executive Directors of the Company and its unlisted subsidiaries which are not dormant (“**Eligible Persons**”), the method or manner in which the grants are made to and exercised by Eligible Persons and any conditions imposed in relation thereto, and the termination of any options, and generally the exercise of such powers and performance of such acts as are deemed necessary or expedient to promote the best interests of the Company.

2. Composition of Members

The Board of Directors shall elect the members of the Committee from amongst themselves, composed exclusively of non-Executive Directors, the majority of whom are independent. An appointment to the Committee will terminate when the member ceases to be a Director, or as and when determined by the Board of Directors.

3. Chairman

The Committee shall be chaired by an Independent Director or Senior Independent Director.

The Chairman of the Committee shall be elected from amongst the members of the Committee. The Chairman of the Committee shall be approved by the Board of Directors.

The Chairman of the Committee shall be available to answer questions about the work of the Committee at the Annual General Meeting of MSB.

4. Secretary

The Secretary of the Committee shall be the Company Secretary of the Company.

5. Meetings

The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as and when deemed necessary. The Chairman may call for additional meetings at any time at the Chairman's discretion.

In the absence of the Chairman, the members may elect from amongst themselves as Chairman for the meeting.

The Committee may request other directors and key executives to participate in Committee meetings, as necessary, to carry out the Committee's responsibilities.

The Secretary shall on the requisition of the members of the Committee summon a meeting of the Committee. Except in the case of an emergency, reasonable notice of every Committee meeting shall be given in writing.

The Committee may pass resolutions by circulation. A resolution in writing signed by a majority of the members of Committee, shall be as valid and effectual as if it had been passed at a meeting of Committee duly called and constituted. These resolutions may consist of several documents in original or facsimile or electronic media in the like form each signed by one or more members. Meetings of the Committee linked by instantaneous telecommunication device of a number of the members of the Committee no less than the quorum whether or not any one or more of the members of the Committee is out of Malaysia, is deemed to constitute a meeting of the Committee.

For the purpose of this provision, "instantaneous telecommunication device" means "any telecommunication conferencing device with or without visual capacity".

The Committee through its Chairman shall report to the Board of Directors at the next Board of Directors meeting after each Committee meeting. When presenting any recommendation to the Board of Directors, the Committee shall provide such background and supporting information as may be necessary for the Board of Directors to make an informed decision. The Committee shall provide such information to the Board of Directors as necessary to assist the Board of Directors in making a disclosure in the Annual Report in accordance with the Principles of the Malaysian Code on Corporate Governance and Appendix 9C, Part A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

6. Quorum

A quorum shall consist of two (2) members.

7. Duties and Responsibilities

The duties and responsibilities of the Committee are as follows:

7.1 Nominating Matters:

- To determine the criteria for directorship, including qualities, experience, skills, education, independency and other factors that will best qualify a candidate to serve on the Board of Directors;

- To recommend to the Board of Directors, candidates for all directorships to be filled by the shareholders or the Board;
- To review annually and recommend to the Board of Directors with regards to the structure, size, balance and composition of the Board of Directors and Committees of the Board, including review of Board succession plans having regard to the fact that the Board of Directors should comprise Directors with the required mix of skills and experience, core competencies which executive and non-executive directors should bring to the Board of Directors and other qualities to function effectively and efficiently;
- To consider, evaluate and propose to the Board of Directors any new Board appointments, whether of executive or non-executive position. In making a recommendation to the Board of Directors on the candidate for directorship, the Nominating Committee shall have regard to:
 - (i) Gender, size, composition, mix of skills, experience, competencies and other qualities of the existing Board, level of commitment, resources and time that the recommended candidate can contribute to the existing Board of Directors; and
 - (ii) Non-executive directors should be persons of caliber, credibility and have the necessary skill and experience to bring an independent judgment to bear on issues considered by the Board of Directors and that independent non-executive directors should make up at least one-third of the memberships of the Board of Directors;
 - (iii) Candidates for directorships proposed within the bounds of practicability, by any other senior executive or any Director or shareholder.
- To propose to the Board of Directors memberships and Chairmanship of Committees of the Board;
- To evaluate and recommend the appointment, promotion, transfer and dismissal of senior executive positions, including that of the Executive Director, Chief Executive Officer and C-Suite and their duties;
- To establish and implement processes for assessing the effectiveness of the Board of Directors as a whole, the Committees of the Board and for assessing the contribution of each director;
- To evaluate on an annual basis:
 - (i) the effectiveness of each director's ability to contribute to the effectiveness of the Board of Directors and the relevant Committees of the Board and to provide the necessary feedback to directors in respect of their performance;
 - (ii) the effectiveness of the Committees of the Board; and
 - (iii) the effectiveness of the Board of Directors, as a whole;
- To provide for adequate training and orientation of new directors with respect to the business, structure and management of the Group as well as the expectations of the Board of Directors with regards to their contributions to the Board;
- To review the Directors' Continuing Education Programmes;

- On an annual basis, review the effectiveness of the Board Diversity Policy, its objective and the strategies aimed at achieving the objective, and report to the Board recommending any changes to those strategies or the way they are implemented;
- In accordance with the Board Diversity Policy, on an annual basis, review the proportion of women who are on the Board and submit a report to the Board, which outlines the Committee's findings;
- On an annual basis, review the term of office and performance of the Audit and Risk Management Committee ("ARMC") and each of its member to determine whether ARMC and members have carried out their duties in accordance with their terms of reference.

Criteria to Assess Independence

The criteria to assess Independence are the Director:

- (a) is not an executive director of MSB or any related corporation of MSB (each corporation is referred to as "**said Corporation**");
- (b) is not, and has not been within the last 3 years, an officer (except as an independent director) of the said Corporation. For this purpose, "**officer**" has the meaning given in section 2 of the Companies Act 2016;
- (c) is not a major shareholder of the said Corporation;
- (d) is not a family member of any executive director, officer or major shareholder of the said Corporation;
- (e) is not acting as a nominee or representative of any executive director or major shareholder of the said Corporation (this paragraph is referred to as "**paragraph (e)**");
- (f) has not been engaged as an adviser by the said Corporation under such circumstances as prescribed by the Bursa Securities or is not presently a partner, director (except as an independent director) or major shareholder, as the case may be, of a firm or corporation which provides professional advisory services to the said Corporation under such circumstances as prescribed by the Bursa Securities (this paragraph is referred to as "**paragraph (f)**"); or
- (g) has not engaged in any transaction with the said Corporation under such circumstances as prescribed by the Bursa Securities or is not presently a partner, director or major shareholder, as the case may be, of a firm or corporation (other than subsidiaries of MSB) which has engaged in any transaction with the said Corporation under such circumstances as prescribed by the Bursa Securities (this paragraph is referred to as "**paragraph (g)**").

7.2 Remuneration Matters

- To review and recommend the remuneration structure and policy for Executive Directors and C-Suite, including the terms of employment or contract of employment/service, any benefit, pension or incentive scheme entitlement, any other bonuses, fees and expenses

and any other compensation payable on the termination of service contract by the Company and to review changes to the policy, where applicable;

- To recommend the framework or policy and remuneration packages for each of Executive Directors, Chief Executive Officer and C-Suite. In doing so, the Committee shall ensure that remuneration packages (comprising base salary, bonuses and where applicable, fixed allowances and benefits-in-kind) are:-
 - a. appropriate in the context of each individual director's responsibility and seniority;
 - b. consistent with the overall financial and business position of the Group and its position relative to other companies;
 - c. fair in light of each individual Director's personal performance;
 - d. whether the framework provides adequate motivational incentive for Executive Directors to pursue the long term growth and success of the Group;
 - e. within the terms of the agreed remuneration framework or policy, determine individual remuneration packages for the Executive Directors including the Chief Executive Officer and C-Suite; and
 - f. comparable within the industry and with comparable companies.

No Executive Director shall be involved in any decisions as to their own remuneration.

- To ensure that a strong link is maintained between the level of remuneration and individual performance against agreed targets, the performance related elements of remuneration setting forms a significant proportion of the total remuneration package of Executive Directors;
- To ensure the levels of remuneration is sufficiently attractive by taking into consideration the best practices, views of industry experts, obtaining and analyzing the available data, stakeholders and the market at large to be able to attract and retain directors;
- To recommend of the C-Suite of the Group and determine their salaries and recommend salary revisions and improvements (as necessary) together with any other forms of remuneration including allowances and any other applicable benefits-in-kind;
- To review and recommend the entire individual remuneration packages for each of the Executive Directors and C-Suite; and
- Subject to the shareholders' approval in the general meeting, the Board as a whole determines the level of remuneration of the Non-Executive Directors of the Company.

7.3 Long-Term Incentive Plan Matters

- To develop and maintain the Company's policies and implementation guidelines in relation to the granting of employees share option scheme ("ESOS") Offers and employees share grant plan ("ESGP") Awards pursuant to the Long-Term Incentive Plan ("LTIP") in light of the Company's overall remuneration philosophy in accordance with the By-Laws.
- To approve and determine the manner in which ESOS Offers and ESGP Awards are granted to and subsequently exercised by Eligible Persons in accordance with the provisions of the By-Laws, including, inter alia, the determination of eligibility, grant level, terms of acceptance of the ESOS Offers and ESGP Awards, terms of exercise of the ESOS Offers and ESGP Awards, performance conditions and any other terms and conditions imposed, at the

discretion of the Committee provided always that no member of the Committee shall participate in any deliberation or decision in respect of options to be granted to himself.

- To recommend the price at which the Eligible Person is entitled to subscribe for shares under the ESOS Offers in accordance with the By-Laws.
- To extend, at the Committee's discretion, the period of any offer for ESOS Offers and ESGP Awards which would have otherwise lapsed and become null and void in accordance with the provisions of the By-Laws.
- To determine whether or not to suspend (and if so, to later decide to lift such suspension of) the rights in respect of any ESOS Offers and/or ESGP Awards of an Eligible Person who has accepted the LTIP Award ("Grantee") in the event of the commencement of Disciplinary Proceedings (whether or not such Disciplinary Proceedings will give rise to a dismissal or termination of service) against such Grantee or determine any reduction in the number of shares comprised in the ESOS Offers and ESGP Awards held by that Grantee which are unexercised at the time or determine whether or not the Grantee may continue to exercise his ESOS Offers and ESGP Awards and to impose any limits, terms and conditions as it deems appropriate in respect of such exercise.
- In the event of an alteration in the capital structure of the Company in the manner as prescribed in the By-Laws, to make any alterations to the number of shares comprised in an ESOS Offers and ESGP Awards, so far as they are unexercised, the price and/or manner of the exercise of the ESOS Offers and ESGP Awards.
- To determine with regard to the ESOS Offers and/or ESGP Awards, in the event of the cessation of the employment of a Grantee if cessation occurs by reason of the events set out in the By-Laws or in the event of the death of any Grantee before any expiry, any acceleration of exercise, as yet unexercised and the times and period at or within such accelerated ESOS Offers and ESGP Awards may be exercised.
- To process and approve the LTIP application forms (i.e. acceptance forms and notice of exercise) which have been completed and submitted in accordance with the terms of the By-Laws.
- To review the manner in which ESOS Offers and/or ESGP Awards are granted to and subsequently exercised by Eligible Persons from time to time to ensure compliance with the By-Laws and regulatory requirements;
- To perform such other duties and functions as may be requested by the Board.

Reserved Matters

The following matters shall be matters reserved for the Board:

- The determination of the Group's performance measures and targets associated to the ESGP Awards.
- The determination of the exercise price per share comprised in the ESOS Offers upon recommendation of the Committee.

- The determination of all other matters relating to or in connection with the LTIP as the Board may in its discretion consider to be necessary or desirable for giving full effect to this LTIP.

NOTES:

Paragraph (e)

“Nominee” as used in paragraph (e) means a person who has been designated to act for another in his or her place. It denotes a person who is accustomed, or is under an obligation, whether formal or informal to act in accordance with the directions, instructions or wishes of another person.

A nominee or representative of major shareholders who fulfils all requirements of the definition of “independent director” except for the said paragraph (e), may nevertheless be considered as an “independent director” if –

- (a) *the major shareholder’s aggregate shareholding in the said Corporation, directly or indirectly, is not more than 15% of the total number of issued shares (excluding treasury shares) of the said Corporation;*
- (b) *the major shareholder is not deemed to be a specified shareholder of the said Corporation; and*
- (c) *the major shareholder is either –*
 - (i) *a statutory institution who is managing funds belonging to the general public; or*
 - (ii) *an entity established as a collective investment scheme, such as closed-end funds, unit trusts or investment funds (but excluding investment holding companies).*

Paragraph (f)

In relation to paragraph (f), a person who is proposed to be or is an independent director (“said Director”) is disqualified from being an independent director if he –

- (a) *had personally provided professional advisory services to the said Corporation within the last 3 years; or*
- (b) *is presently a partner, director (except as an independent director) or major shareholder, of a firm or corporation (“Entity”) which has provided professional advisory services to the said Corporation within the last 3 years,*

and the consideration in aggregate is more than 5% of the gross revenue on a consolidated basis (where applicable) of the said Director or the Entity or RM1 million, whichever is the higher.

For the purposes of the above, the following applies:

- (a) *where the Entity is a corporation, the computation of the gross revenue of the Entity must be based on its annual audited financial statements for the last 3 financial years; and*
- (b) *where the service is rendered by the said Director personally or by an Entity other than a corporation, the computation of the gross revenue must be based on the income tax returns of the said Director or the Entity, as the case may be, submitted to the Inland Revenue Board for the last 3 years.*

Paragraph (g)

In relation to paragraph (g), the said Director is disqualified from being an independent director if he –

- (a) *had engaged personally in transactions with the said Corporation (other than for board service as an independent director) within the last 3 years; or*

- (b) is presently a partner, director, a major shareholder, of an Entity (other than subsidiaries of MSB) which has engaged in transactions with the said Corporation within the last 3 years,

and the consideration in aggregate exceeds 5% of the gross revenue on a consolidated basis (where applicable) of the said Director or the Entity or RM1 million, whichever is the higher.

However, “**transactions**” in paragraph above excludes transactions –

- (a) on normal commercial terms entered into between the said Corporation and the said Director or between the said Corporation and an Entity where the said Director is also a director, major shareholder or partner –
- (i) for personal use of the said Director; or
- (ii) for personal investment of the said Director but not for the purpose of carrying on a trade or business;
- (b) on normal commercial terms entered into between the said Corporation and an Entity where the said Director is also a director (and not a major shareholder) but is not involved in the said transactions;
- (c) for the following goods and services, provided that they are sold or rendered based on a non-negotiable fixed price or rate, which is published or publicly quoted and the material terms including the prices or charges are applied consistently to all customers or classes of customers:
- (i) provision or usage of public utility services such as water, electricity and telecommunications and data, postal or courier services, services by licensed institutions as defined under the Financial Services Act, 2013 (other than professional advisory services which are subject to paragraph (f) above), insurance, unit trusts, stockbroking services, public transport, education, medical services, provision or usage of tolled highways, hotel facilities and recreational services, provision or consumption of fuel on retail or food and beverage at eateries, provision or purchase of goods at retail outlets such as supermarkets, hypermarkets or departmental stores; and
- (ii) such other types of goods or services that may be prescribed by the Exchange from time to time.

For the purposes of paragraph above, the following applies:

- (a) where the Entity is a corporation, the computation of the gross revenue of the Entity must be based on its annual audited financial statements for the last 3 financial years; and
- (b) where the transaction is entered into by the said Director personally or by an Entity other than a corporation, the computation of the gross revenue must be based on the income tax returns of the said Director or the Entity, as the case may be, submitted to the Inland Revenue Board for the last 3 years.