



# INSPIRING GROWTH

ANNUAL REPORT **2023**

CORPORATE REPORT &  
COMPLIANCE STATEMENTS



[www.microlink.com.my](http://www.microlink.com.my)

To read the Annual Report online,  
scan the QR Code or visit  
<https://www.microlink.com.my/reports/annual-report-2023/>



## VOLUME 1

## CORPORATE REPORT & COMPLIANCE STATEMENTS

# WHAT'S INSIDE

\ 1

Chairman's Statement

---

\ 4

Management Discussion & Analysis

---

\ 11

Sustainability Statement

---

\ 19

Corporate Information

---

\ 20

Profile of Group Chief Executive Officer

---

\ 21

Profile of Directors

---

\ 27

Key Management Personnel

---

\ 30

Business Structure by Segment

---

\ 31

Corporate Structure

---

\ 32

5-Year Financial Highlights  
2019-2023

---

\ 33

Corporate Governance  
Overview Statement

---

\ 43

Statement on Risk  
Management & Internal  
Control

---

\ 46

Audit & Risk Management  
Committee Report

---

\ 48

Statement on Directors'  
Responsibility for Preparing  
the Financial Statements

---

\ 49

Analysis of Shareholdings

---

\ 52

Other Compliance  
Information

---

\ 55

Notice of 20<sup>th</sup> Annual  
General Meeting

---

\ 60

Statement Accompanying  
Notice of 20<sup>th</sup> Annual  
General Meeting

---

\ 61

Privacy Notice [PDPA]

---

\ 63

Form of Proxy

---

\ 65

Contact Details of  
Subsidiaries

---

## BACKGROUND

For the past three years, the world has grappled with the challenges of managing a health crisis and its subsequent economic turmoil. As governments and organisations took action to protect lives and support livelihoods, Microlink Solutions Berhad (Microlink/Microlink Group), as a technology enabler, played a pivotal role in assisting businesses through these trying times. Today, as we witness the gradual recovery of the global economy, we are proud to report that Microlink's own business has experienced steady growth, paralleling Malaysia's economic resurgence.

# CHAIRMAN'S STATEMENT

Today, as we witness the gradual recovery of the global economy, we are proud to report that Microlink's own business has experienced steady growth, paralleling Malaysia's economic resurgence.



Malaysia's economy has recorded an encouraging performance, with the GDP growth for 2022 reaching 8.7%, exceeding the estimate of 6.5% to 7.0% made in October 2022. This growth performance also far exceeds the 3.1% rate of economic growth achieved in 2021, in fact this 8.7% figure is the highest annual growth recorded in 22 years, driven by improvements in all sectors (Department of Statistics Malaysia Official Portal).

The Information and Communication Technology (ICT) industry is one of the few sectors that has experienced exponential growth since the pandemic. In 2021, ICT contributed 23.2% to

Malaysia's GDP (Source: Department of Statistics Malaysia Official Portal). Malaysia is currently embracing country-wide digital transformation, recognizing the crucial role of digitalization in securing its position in the future global economy.

The Malaysian Government is also undergoing rapid digital transformation in an effort to improve service delivery and productivity. This positive move opens up numerous opportunities for Microlink to contribute and leverage its advanced digital capabilities, positioning us to actively participate in building the government's digital landscape.



### PERFORMANCE

On 27 February 2023, Microlink Solutions Berhad successfully transferred its share listing from the ACE Market to the Main Market of Bursa Malaysia Securities Berhad (Bursa Malaysia), marking an important milestone in the Group's history. Microlink has experienced solid growth over the last few years and is now one of the leading enterprise solutions delivery and systems integration partners in the ICT sector.

Microlink has remained steadfast in pursuing our strategic objectives. We have continued to foster valuable partnerships, expanded our offerings, and are focused on meeting the ever-changing needs of our clients. Our commitment to innovation and delivering comprehensive solutions has empowered our clients to adapt to the evolving digital landscape and thrive in the face of adversity.

The companies within the Microlink Group showcased continued dedication to achieving commendable performance. This performance garnered recognition from our industry partners, resulting in the following prestigious awards bestowed upon the Microlink Group during this period:

- The Edge Malaysia-Centurion Club Awards 2022: Highest Returns to Shareholders Over Three Years
- Nutanix Top Partner Sales
- Nutanix Top Commercial Partner
- IBM Top Distributor (IBM Power Server)
- IBM Top Distributor (IBM Storage)
- HPE Asia Pacific Financial Services Partner of the Year

In summary, we ended FY23 on a positive note, with Microlink Group achieving 13.81% growth and registering a

revenue of RM248.45 million, compared to RM218.31 million in the previous year. The profit after tax (PAT) of RM26.03 million showed a marginal growth of 2.24%, despite substantial investments in both the Middle East and in the strengthening of our core banking solutions. The strong financial performance reflects our ability to effectively implement dynamic strategies that account for market fluctuations and customer behaviours. We are committed to continuous improvement to meet the evolving needs of our customers and stakeholders, as well as expanding into new markets for sustainable growth.

Microlink Group's ability to deliver value for our clients stems from the pride-worthy qualities of our people. Our workforce, consisting of approximately 339 employees, represents a diverse blend of individuals with a wide range of technical and non-technical skill sets. This diverse composition creates a well-rounded team that is driven by results and dedicated to upholding the highest standards of excellence for the Group.

### OUTLOOK

The Group remains optimistic on the outlook of the ICT industry given the marked increase in the requirement for businesses to transform digitally and automate their operations. This is further reflected in the MyDIGITAL initiative which is included in the Malaysia Digital Economy Blueprint announced by the Government in 2021. Through this initiative, by 2025, the digital economy is expected to contribute to 25.5% of the country's GDP and create 500,000 job opportunities in the digital economy.



By staying close to our clients, understanding and anticipating their needs, and investing in solutions that help them grow, we are able to create tangible value for overall business. In today's environment, industries, markets, and companies are being affected differently and whatever the opportunity or challenge, all strategies lead to technology. Our strong ecosystem relationships are critical to the value we create with our clients.

This environment presents significant potential for Microlink Group to participate in, and take advantage of, the opportunities presented in both the public and private sectors in pursuit of Malaysia becoming a digitally driven, high-income nation and a regional leader in the digital economy.

The Group's partnerships with leading technical and industry experts globally have provided us with access to a considerable portfolio of technologies, expertise and networks, allowing us to expand our solution delivery capabilities further. This can be realised through the transfer of technologies and skill sets during the implementation of customised and localised solutions. These partnerships are expected to create new opportunities for Microlink Group to diversify into other sectors and have allowed us to expand into other geographies beyond Malaysia via the telecommunications and financial services sector.

Microlink Group will continue to take measures to ensure that we remain steadfast and strong in navigating the increasingly complex and uncertain landscape ahead. These include efforts to collaborate more effectively and adopting more agile ways of working. We strive to keep employees informed whilst continued efforts are made to strengthen our talent pool by upskilling existing staff and sourcing new talents to support our plans for growth and future-proof critical competencies.

## APPRECIATION & ACKNOWLEDGEMENT

On behalf of the Board, I would like to extend our sincere appreciation to our management and staff for their outstanding contributions in navigating us out of these challenging times. Their unwavering dedication and strategic decision-making have been instrumental in our ability to overcome obstacles and achieve strong results.

This financial year, we have achieved significant milestones, and we are proud of our accomplishments. However, our journey does not end here. We remain committed to evolving our business model dynamically and sustainably to ensure continued success in the future.

As we embark on a new chapter of digital transformation in this evolving operating environment, we are confident in our ability to thrive. We look forward to your continued support in the coming years as we chart a successful path forward.

Once again, we express our heartfelt gratitude to everyone who has played a role in our journey, and we remain committed to achieving excellence and delivering exceptional value to all our stakeholders.

Thank you.

**TUN ARIFIN BIN ZAKARIA**  
CHAIRMAN

# MANAGEMENT DISCUSSION & ANALYSIS

## INTRODUCTION

### YEAR OF GROWTH

In FY23, Microlink experienced steady growth, achieving significant milestones that propelled us forward on our journey of growth. Our successful share listing transfer from the ACE Market of Bursa Malaysia Securities Berhad (Bursa Malaysia) to the Main Market marked a significant moment. Moreover, our expansion into the Middle East and ASEAN regions established our commitment to becoming a global player in providing complex implementation solutions. Throughout the year, we remained focused on our strategic objectives, forged valuable partnerships, and expanded our offerings to meet the evolving needs of our clients. Looking ahead, we are poised to drive innovation, nurture strategic relationships, and seize opportunities, creating a sustainable and impactful presence in the digital solutions industry.



## REVIEW OF BUSINESS OPERATIONS



### SOLUTION INTEGRATOR, INNOVATOR & SOFTWARE DEVELOPER

With technology as a core component of its DNA, Microlink has emerged as a successful solution integrator, provider, and innovator, bridging the gap between business expectations and IT investments. Recognizing the significance of agility in the face of digital transformation, Microlink is dedicated to assisting clients in navigating complex IT initiatives. Leveraging our expertise in envisioning, building, deploying, and managing projects, Microlink ensures that our clients' digital transformation efforts are executed within agreed timelines and budgets. This allows clients to concentrate on their core business activities and respond swiftly to market shifts.

Microlink Group is focused on building excellence and capacity in various areas. As a solution integrator, we possess the necessary skills to design, build, deploy, and manage projects, ensuring the achievement of desired business outcomes through the implementation of cutting-edge technology. Additionally, Microlink is positioned as both a solutions provider and innovator, developing proprietary products and leveraging solutions from technology partners, with the ultimate goal of creating our own unique offerings. As a trading services distributor, we facilitate hardware and software trading for global companies, providing them with the necessary resources to meet their technological needs.

#### Driving Innovation: A focus on Research and Development

Innovation matters to us and Microlink Group takes pride in our significant investments in software and product

development. FY23 saw the Group focus our R&D in enhancing our core banking system and developing a provisioning platform specifically designed for telco core operations.

#### Empowering Banks with Digital Innovation

Our Shariah-compliant Digital Core Banking system stands as a testament to our capabilities and commitment to strengthening our core banking offerings. Developed in-house, Microlink's Core Banking System, has been widely adopted by local and regional financial institutions. Taking this solution to the next level is our latest cloud-native version of this Digital Core Banking Solution, representing our commitment and investment in digital innovation. This upgraded cloud-enabled solution offers a comprehensive platform that combines a stable core banking back-office operating environment with a seamless, secure, and integrated digital front, enabling direct and borderless digital engagement with customers across multiple online channels. This empowers banks with the necessary digital edge to thrive in the rapidly evolving business landscape. Furthermore, this cloud-ready system will provide flexibility and robustness to the banks' IT landscape and architecture while upholding the highest cybersecurity standards to safeguard the platform and the overall business integrity.

#### Cybersecurity: Fortifying our offerings

We understand that cybersecurity is an indispensable component for success in the digital landscape. Recognising the increasing threats and vulnerabilities present in today's interconnected landscape, we are highly invested in developing capabilities and enhancing our offerings by establishing a strategic partner ecosystem through collaboration with leading security providers. This enables us to enhance our collective expertise and provide comprehensive solutions to our clients. By focusing on cybersecurity, our aim is to ensure the integrity, confidentiality, and availability of our clients' digital assets, fostering a secure and trustworthy environment for their operations.

#### Data driven: Actionable Insights

We are also focused on developing and providing AI-driven data analytics within our solutions which empower our clients with data driven actionable insights. By harnessing the power of advanced algorithms and machine learning, we analyse large volumes of data to uncover patterns, trends, and correlations. With our tailored solutions and expertise, we help clients unlock the full value of their data, driving meaningful outcomes.





### FINANCIAL SERVICES INDUSTRY

Microlink has demonstrated resilience and progress through FY23 in both existing and new markets post-pandemic. Our key anchor clients have continued to show confidence in our partnership, as evidenced by the recent contract awards from Koperasi Co-opbank Pertama Malaysia Berhad (CBP) for the upgrade of their existing MiBS core banking platform and the Public Sector Home Financing Board (LPPSA) for a five-year provision of maintenance and support services for their Loan Management System (LMS). As of today, the majority of our clients have successfully upgraded to our next-generation core banking system, marking a significant milestone in our shared journey of growth. Furthermore, we have successfully onboarded new customers, including Edaran Otomobil Nasional (EON) and Vass Assurance Corporation (VASS), Vietnam.

Our next-generation core banking platform continues to gain prominence in the market, cementing our position as a formidable player in the financial services industry. This innovative system equips our clients with robust digital banking capabilities and presence. By enabling an end-to-end digital customer journey, our core banking system offers an integrated, seamless, and flexible platform that allows for faster speed-to-market and enhanced agility. By simplifying our clients' operations, we empower them to prioritise customer value and engagement, freeing them from unnecessary complexities.

To future-proof our position, we are strategically investing in the development of a cloud-native version of our core banking platform. This upgraded system is specifically designed to adapt to changing demands on a cloud-delivered platform, providing a comprehensive suite of services across the front, middle, and back office. By leveraging microservices and Application Programming Interfaces (APIs), our upgraded cloud-native core banking system enables our banking clients to open new channels and seamlessly connect with partners, regulators, and different parts of the bank itself. This future-proof solution empowers our clients to stay ahead in an ever-evolving digital landscape.

Looking ahead, our focus remains on cultivating a digital banking partner ecosystem as the key to long-term success. We have forged strong partnerships with regional industry players, introducing their solutions into the market and enhancing our Microlink core banking ecosystem. We persistently expand our solution portfolio, leveraging the strengths of each partner to establish a resilient, integrated, and agile digital banking ecosystem. As virtual and digital banking thrive, cybersecurity emerges as a crucial aspect of the ecosystem, and to fortify our solution portfolio, we collaborate with top industry players in this area.



### ENTERPRISE SOLUTIONS

#### Expanding presence in Telecommunications:

FY23 saw landmark growth to our Telecommunications sector with Microlink expanding its presence to the Middle East with a landmark project secured from Huawei Technologies in the Kingdom of Bahrain. The project involves management of IT operations (ITO) on behalf of a leading regional telecommunications service provider. The scope of work of the project encompasses the maintenance of existing applications, as well as the provision of managed services and helpdesk support. These existing applications include the Business Support System (BSS), ERP suite, office productivity tool and helpdesk. As with any large complex implementation, the project has been challenging, however we managed to execute the ITO successfully and are currently expanding our reach further in this sector.

On the local front, we witnessed successful implementation in FY23 of the Huawei Business System Support (BSS) for Customer Relationship Management (CRM) and Billing Solution for Telekom Malaysia Berhad (TM). The delivery teams from both TM and Microlink adapted swiftly and worked together using various technology and delivery options to ensure the project's success. Currently, Microlink is in the maintenance and support phase of this project.

As we look to the future, we are eager to capitalise on the successful implementation of these telco related projects which serve as a crucial first step in fostering more business within the telecommunications industry. Our goal is to leverage these accomplishments to unlock further growth opportunities in the telco segment, driving our success in the coming years.

## Public Sector

FY23 has been a dynamic year for Microlink's Public Sector segment, as it has achieved significant milestones in the delivery of the Automated Awareness Safety System (AwAS) which is part of the National Road Safety Roadmap to increase road safety. This new Open System Architecture replaces the existing proprietary Back Office Automated Enforcement System (AES) for Jabatan Pengangkutan Jalan (JPJ).

The development of AwAS has provided valuable experience for our solution delivery team, enhancing our internal capabilities in developing transport and enforcement-focused Optical Character Recognition (OCR) and related Artificial Intelligence (AI) expertise. This accomplishment has spurred Microlink to explore new projects related to enforcement-based solutions, not only within the Ministry of Transport (MOT) but also with other government agencies that require similar technologies.

The Malaysian Government is also undergoing rapid digital transformation in an effort to improve service delivery and productivity. In line with this transformation, there is a strong emphasis on promoting the adoption of Platform-as-a-Service (PaaS), Software-as-a-Service (SaaS), and Infrastructure-as-a-Service (IaaS) solutions across various industry sectors. The main objective is to advance the digital landscape of the government and empower organisations with advanced digital capabilities. This positive move opens up numerous opportunities for Microlink to contribute and leverage its advanced digital capabilities, positioning us to actively participate in building the government's digital landscape.



## DISTRIBUTION - Our Trading Services

In an era where digital transformation has become inevitable, the shift towards XaaS (Anything as a service) has significantly transformed the digital business landscape. Amidst these ever-changing trends, our trade services experienced consistent growth, showcasing our agility in adapting to evolving industry landscapes and delivering valuable trade solutions. This sustained growth further strengthened our position as a trusted market player, poised to meet the evolving needs of our clients in the years to come.

Moving forward from here, we are committed to adjusting our strategies to meet market demands and embracing the XaaS model. By staying innovative and nurturing partnerships, we aim to maintain our position as a trusted facilitator of technology procurement while exploring new growth opportunities in this dynamic landscape.

Throughout the review period, the Trading Services business garnered the following awards:

- IBM Top Distributor (IBM Power Server)
- IBM Top Distributor (IBM Storage)
- HPE Asia Pacific Financial Services Partner of the Year



**Extensive Product Portfolio**

As we progress in our focus areas, we proudly present an extensive product portfolio that encompasses a wide range of offerings. Our portfolio includes enterprise range servers, storage systems, engineered systems, and solutions sourced from esteemed industry partners. Additionally, we provide comprehensive technical and professional services to complement our product offerings.

To ensure broad accessibility and efficient distribution, our services extend through a network of over 200 business partners nationwide. This channel network includes System Integrators (SI), Independent Solution Vendors (ISV), Managed Services Providers (MSP), and Cloud Services Providers, enabling us to cater to diverse client requirements and deliver holistic solutions.

We have established partnerships with leading principals, through whom we source our diverse portfolio. These partnerships allow us to offer cutting-edge products and stay at the forefront of technological advancements in the industry.

Our diverse portfolio consists of products sourced from a wide range of industry-leading principals:

**Provided via Microlink subsidiary**

**ABS**  
Applied Business Systems

**Applied Business Systems Sdn Bhd**

<b>ORACLE Suite</b>	Server, Storage & Software
---------------------	----------------------------

**FIRST**  
solution

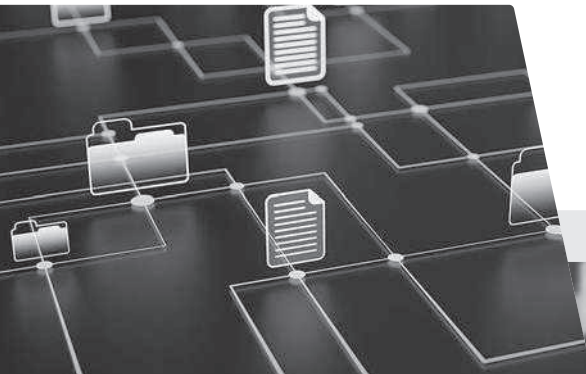
**First Solution Sdn Bhd**

<b>IBM</b>	Server & Storage
<b>Lenovo</b>	Server & Storage
<b>TMax Tiberio DB</b>	DB Software
<b>Group-IB</b>	Cyber Security Solution

**FST**  
FORMS Systems & Technology

**Formis Systems & Technology Sdn Bhd**

<b>HPE</b>	Server & Storage
<b>Stratus Technologies</b>	Fault Tolerant Solution



## STRATEGY, RISKS & MITIGATION



### STRATEGY

- Develop our position as a Global Solution Integrator by delivering complex implementations for clients across diverse industries.
- Focus on driving the adoption of Platform-as-a-Service (PaaS) solutions across industry sectors to empower organisations with advanced digital service platforms.
- Develop and expand our portfolio of digital solutions by partnering and developing comprehensive and innovative offerings that are tailored to the specific client needs.
- Strengthen partnerships for both solution development and delivery to further enhance our market presence and localization efforts.

In line with the pursuit of our objectives, we acknowledge the presence of potential risks and challenges. We maintain a proactive approach to continuously assess these risks and implement suitable mitigation measures.

### RISK

Staff turnover with the loss of highly skilled and competent professionals. There is also a requirement for resources with new skill sets to take on cloud, mobility, analytics and security projects.

The principal risk of having multiple large-scale pursuits is that conventional bidding and contracting processes result in a significant lead time between initial engagement and revenue, potentially leading to cash flow issues.

In the Trading Services business, one of the principal risks is potential loss of distributorships, as the regional presence of principals increases in the local space due to acquisition and partnerships built at the global level.

### MITIGATION

Continued focus on talent acquisition to hire professionals with the right skill sets and ensure a structured healthy development of the talent pipeline, as well as developing the technical skill sets of internal resources, equipping them for market-leading delivery.

To mitigate the risk associated with long lead times required for securing large-scale projects, the Group has adopted strategies such as focusing on smaller-scale quick-win projects that can be swiftly mobilised, deployed, and invoiced.

Additionally, the Group has pursued the development of re-usable or 'white label' solutions and made consistent investments in new technologies to expedite time-to-market, thereby reducing delivery risk.

Commercial proposals are structured to include smaller and more frequent payment milestones, as well as alternative financing options like principal leasing programs or funding from financial institutions specialising in hardware and software projects. These measures aim to regularise cash flow by ensuring consistent payment from partners.

Increased communication with business partners is crucial to maintain a strong presence, as it allows for the exchange of ideas and the creation of new revenue streams, especially in the rapidly transforming post-pandemic digital environment.

## REVIEW OF FINANCIAL PERFORMANCE

Microlink Solutions Berhad reports its financial performance along four business segments as follows:



### Financial Services



### Enterprise Solutions



### Distribution Services



### Solution Delivery

A snapshot of the 5-Year Financial Highlights is provided on Page 32 of this Annual Report.

## REVENUE

For FYE 31 March 2023, the Group registered a revenue of RM248.45 million, an increase of 13.81% from RM218.31 million registered a year ago.

Total revenue generated from the Financial Services segment increased by 183.48% to RM80.14 million in FYE 31 March 2023 as compared to RM28.27 million in FYE 31 March 2022. This was due mainly to higher orders and project fulfilments.

The Enterprise Solutions segment's revenue for the financial year increased by 7.90% from RM55.42 million to RM59.80 million, mainly due to higher orders and project fulfilments.

The Distribution Services segment recorded a decrease of 8.47% with total revenue registered at RM132.57 million, as compared to RM144.84 million recorded in the previous year. The decrease was due to lower orders and project fulfilments.

Total revenue generated from the Solution Delivery segment decreased by 68.72% to RM2.23 million in FYE 31 March 2023, as compared to RM7.13 million in FYE 31 March 2022, mainly due to lower orders and project fulfilments.

## PROFIT BEFORE TAX

The Group recorded profit before tax of RM31.92 million as compared to profit before tax of RM34.23 million in the preceding year. However, the operating profit was RM45.52 million, an increase of 2.59% a year ago mainly attributable to higher orders and project fulfilments.

## LIQUIDITY & CAPITAL RESOURCES

The Group's capital expenditure and working capital requirements have been financed by cash generated from operations as well as short-term and long-term borrowings provided by financial institutions.

Cash and bank balances decreased to RM33.68 million in FYE 31 March 2023, as compared to RM63.12 million in FYE 31 March 2022 due to higher cash used in investing and financing activities for funding working capital and capital expenditure in the current financial year.

The Group has total borrowings of RM28.00 million in FYE 31 March 2023. The borrowings were utilised for funding working capital and capital expenditure.

## OUTLOOK

Moving into FYE 31 March 2024, the world is emerging from the grip of the pandemic and transitioning into a period of economic growth. As a technology provider, Microlink is transitioning from its crucial role in empowering businesses through these challenging times to leveraging opportunities arising from the rapid growth in digital competency.

Malaysia's economy has demonstrated encouraging performance, with a GDP growth of 8.7% in 2022, surpassing the estimate of 6.5% to 7.0% made in October 2022. This growth is a significant improvement from the 3.1% achieved in 2021, marking the highest annual growth recorded in 22 years. The Information and Communication Technology (ICT) industry stands out as one of the few sectors experiencing exponential growth since the pandemic. In 2021, ICT contributed 23.2% to Malaysia's GDP, underscoring its vital role in the country's digital transformation and future global economic positioning.

Recent transformation initiatives by the Malaysian Government has further emphasised the significance of digital technology as a fundamental component of the government's strategy to modernise operations and enhance service delivery. Notably, the MyDIGITAL initiative, including the Malaysia Digital Economy Blueprint announced in 2021, aims to have the digital economy contribute 25.5% to the country's GDP by 2025, creating numerous job opportunities.

These developments create significant potential for Microlink Group to capitalise on opportunities within both the public and private sectors as Malaysia strives to become a digitally-driven, high-income nation and a regional leader in the digital economy. In alignment with Malaysia's economic resurgence and the optimistic outlook of the ICT industry, Microlink is actively participating in the increased demand for businesses to digitally transform and automate their operations. The company is confident in the growth of its business, both in Malaysia and beyond, actively expanding into other sectors and geographic regions, facilitated by collaborations within the telecommunications and financial services industries.

# SUSTAINABILITY STATEMENT

## SCOPE

This Sustainability Statement (“Statement”) illustrates sustainability matters (covering economic, environmental and social, or “EES”) that are considered material to the Group, also known as material sustainability matters (“MSMs”) and the related strategies, commitments, and management efforts for each of these matters for FY2023.

## SUSTAINABILITY STATEMENT

Microlink Group aspires to ensure sustainability for all areas of its business activities and the integration of sustainability into all our operations is a continuous process. In compliance with Main Market Listing Requirements, our activities are measured based on the criteria detailed in the Global Reporting Initiative (GRI). These criteria span environmental, economic, and social factors that impact our business and, in turn, the communities where we operate. This includes making a full assessment of any material factors that may affect the sustainability of the Group’s business and taking the necessary steps to mitigate those factors.

By assessing the impact of these key non-financial metrics on our business operations, we are able to highlight areas where our sustainability management and business processes can be strengthened. They also provide a basis on which we can continually improve our reporting to better meet the expectations of our stakeholders.

## GROUP SUSTAINABILITY GOVERNANCE

Microlink Group’s Board of Directors has oversight responsibility for the delivery of sustainable value to stakeholders, and this is achieved through implementation of the principles, policies, objectives and strategies of the Group and all its subsidiaries.

Sustainability at Microlink Group is governed through a three-tier structure that spans all levels of the Group, ensuring that all actual and potential sustainability issues are given full and fair consideration, and that appropriate action plans are developed and properly implemented.

## GOVERNANCE IN SUSTAINABILITY PROCESSES

<b>Board of Directors (Board)</b>	<ul style="list-style-type: none"><li>- Ultimately responsible for sustainability practices and performances.</li><li>- Reviews adequacy of sustainability initiatives and processes.</li><li>- Reviews the Group’s material sustainability matters and provide advice and direction where necessary.</li></ul>
<b>Sustainability Management Team (SMT)</b>	<ul style="list-style-type: none"><li>- Led by the Group CEO</li><li>- Comprises of key senior representatives of the functional departments/subsidiary representatives (Administration, Finance, Human Resources, Segment Leads).</li><li>- Monitors and reviews the performance of the Group’s sustainability initiatives in achieving the Group’s key sustainability objectives.</li></ul>
<b>Sustainability Management Working Team (SMWT)</b>	<ul style="list-style-type: none"><li>- Comprises of key representatives of the functional departments (Administration, Finance, Human Resources, Segment Leads).</li><li>- Overseeing the stakeholder engagements, coordinating the implementation of the materiality assessment process and the prioritisation of the Group’s sustainability matters for management.</li><li>- Responsible for the management and performance of sustainability related initiatives to address MSMs; and</li><li>- Reports to the SMT on the performance of the sustainability related initiatives and tasks implemented.</li></ul>

## STAKEHOLDER ENGAGEMENT

We engage with our stakeholders on a frequent basis in order to understand their evolving needs and how our business practices impact them. Through the insights we gain, we are better placed to identify material sustainability matters and develop strategies that serve both their needs and the needs of our business.

Our stakeholders are determined based on two factors:

**1** The degree to which they may be affected by or have the power to affect the Group's MSMs (material sustainability matters)

**2** The degree to which they have the power to impact the Group's reputation in the markets that we serve, which may enhance or diminish our ability to make a positive EES (economic, environmental and social) impact through our products and services.

## KEY STAKEHOLDERS

Key Stakeholders	Engagement Method	Frequency of Engagement	Key Focus Area
<b>Clients</b>	<ul style="list-style-type: none"> <li>- Meetings</li> <li>- Workshops</li> <li>- Customer Service</li> <li>- Events/Roadshows</li> <li>- Website updates</li> <li>- Social Media</li> </ul>	<ul style="list-style-type: none"> <li>- Annually</li> <li>- Daily</li> <li>- Regularly</li> <li>- Adhoc</li> </ul>	<ul style="list-style-type: none"> <li>- Brand Awareness</li> <li>- Product Quality</li> <li>- Service Quality</li> <li>- Product Scope</li> <li>- Brand Awareness</li> </ul>
<b>Employees</b>	<ul style="list-style-type: none"> <li>- Employee Surveys</li> <li>- Employee Engagement Activities</li> <li>- Townhall Meetings</li> <li>- Employee Development Trainings</li> <li>- Workshops</li> <li>- Performance Appraisals</li> </ul>	<ul style="list-style-type: none"> <li>- Biennially</li> <li>- Annually</li> <li>- Regularly</li> <li>- Adhoc</li> </ul>	<ul style="list-style-type: none"> <li>- Strategic direction and business growth</li> <li>- Human capital development</li> <li>- Employment benefits and welfare</li> <li>- Employee experience and engagement</li> <li>- Business ethics and governance</li> <li>- Health and safety at work</li> </ul>
<b>Shareholders and Investment Community</b>	<ul style="list-style-type: none"> <li>- Performance reports and disclosures</li> <li>- General Meetings</li> <li>- Bursa Announcements</li> <li>- Investor Relations engagements</li> <li>- Media Releases</li> <li>- Website Updates</li> <li>- Social Media</li> </ul>	<ul style="list-style-type: none"> <li>- Annually</li> <li>- Quarterly</li> <li>- Regularly</li> <li>- Ad-hoc</li> </ul>	<ul style="list-style-type: none"> <li>- Sustainable Financial Returns</li> <li>- Sustainable Performance</li> </ul>
<b>Business Partners &amp; Suppliers</b>	<ul style="list-style-type: none"> <li>- Formal Meetings/Virtual Meetings</li> <li>- Written Communications</li> <li>- Product Exhibitions</li> <li>- Anti-Bribery and Anti-Corruption Pledge</li> </ul>	<ul style="list-style-type: none"> <li>- Annually</li> <li>- Regularly</li> <li>- Ad-hoc</li> </ul>	<ul style="list-style-type: none"> <li>- Strategic direction and business growth</li> <li>- Regulatory compliance</li> <li>- Business ethics and governance</li> <li>- Product Innovation</li> <li>- High quality goods and services</li> <li>- Operational efficiency</li> <li>- Business resilience</li> <li>- Non-discriminatory policies</li> </ul>
<b>Community</b>	<ul style="list-style-type: none"> <li>- Corporate Social Responsibility Activities</li> <li>- Sponsorships and donations</li> <li>- Social Media postings</li> </ul>	<ul style="list-style-type: none"> <li>- Ad-hoc</li> </ul>	<ul style="list-style-type: none"> <li>- Contributions to Community</li> <li>- Responsible Corporate Citizen</li> </ul>
<b>Authorities/Regulators</b>	<ul style="list-style-type: none"> <li>- Formal Meetings/Virtual Meetings</li> <li>- Performance reports and disclosures</li> <li>- Events</li> </ul>	<ul style="list-style-type: none"> <li>- Regular</li> <li>- Ad-hoc</li> </ul>	<ul style="list-style-type: none"> <li>- Developing our Sustainability Framework</li> <li>- Closely monitoring our processes to ensure continued regulatory compliance</li> </ul>



# MATERIALITY

## MATERIALITY ASSESSMENT



Microlink Group’s materiality assessment process involves reviewing the Group’s operating context including factors that can influence the company’s sustainability performance, identifying sustainability issues and matters i.e. the risks and opportunities relevant to its operations, and prioritising sustainability matters in terms of their materiality level for management. In determining the materiality of the sustainability matters, the significance of their sustainability impacts on the Group’s business performance and value creation, and their respective influence on the Group’s key stakeholders are considered.

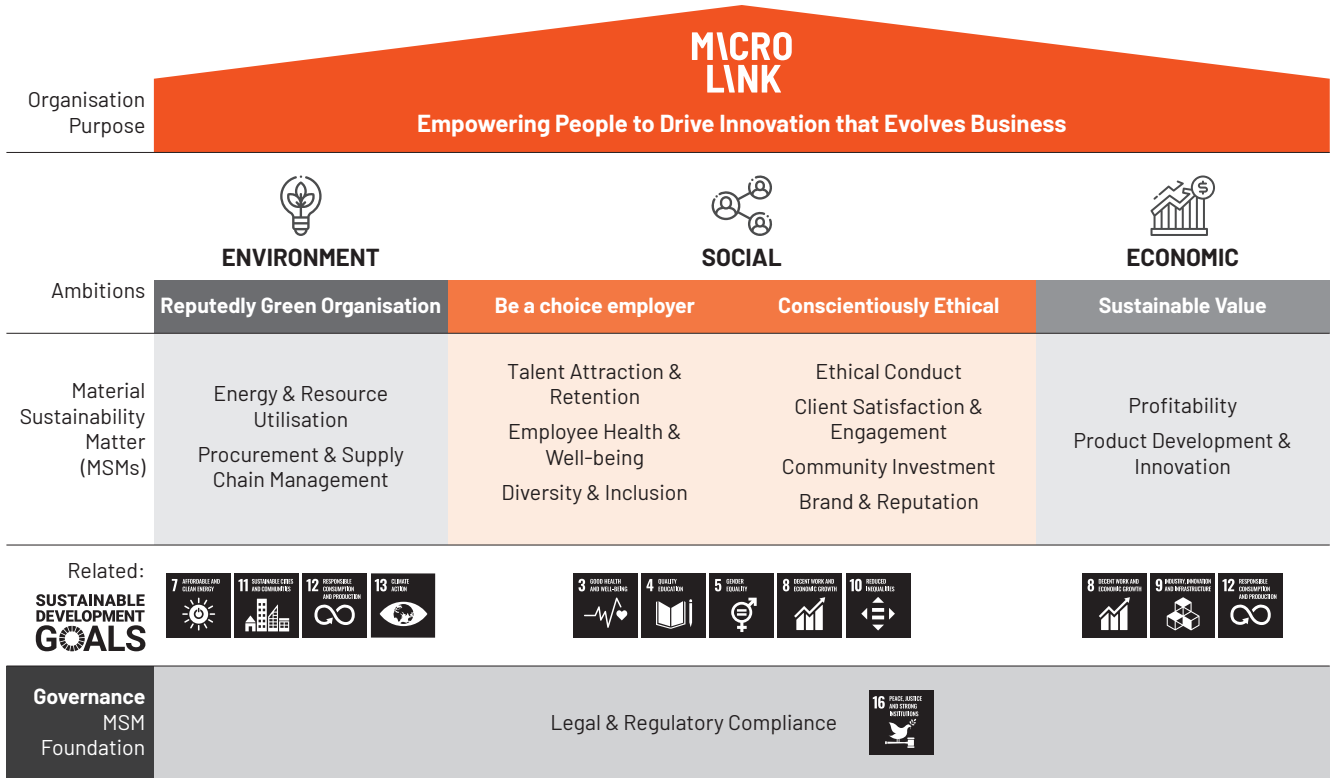
## MATERIALITY MATRIX

Key MSMs (Material Sustainability Matters) that are of the greatest significance for Microlink Group can be defined in the matrix shown below which was generated as a result of our materiality determination process, detailing the significance of each MSM to the Group and to our stakeholders.



## MICROLINK'S SUSTAINABILITY FRAMEWORK

The culmination of the materiality determination process led to the development of the Microlink Sustainability Framework. This framework effectively aligns our identified material issues with our long-term aspirations across three core sustainability themes. Each of these themes is aligned with specific United Nations Sustainable Development Goals (SDGs).





## ENVIRONMENT

### ENERGY & RESOURCE UTILISATION

As a Group, we are committed to minimizing our energy and resource consumption through responsible practices. The consolidation of our employees in one building, Aurora Place at Bukit Jalil, along with a significant number of our employees working remotely or at clients' offices, has resulted in a notable reduction in energy consumption during the period.

Additionally, the adoption of cloud technology for a substantial portion of our operations has led to a decreased need for server rooms, which reduces costs associated with space and energy consumption.

We place great emphasis on recycling throughout the Group, adhering to strict recycling practices. Furthermore, we organize campaigns to promote upcycling of preloved items, encouraging employees to donate them to underprivileged communities. These initiatives align with our commitment to sustainable practices and minimizing waste.

### PROCUREMENT & SUPPLY CHAIN MANAGEMENT

We are dedicated to reducing our environmental impact by actively minimizing our carbon footprint. Whenever feasible, we prioritize sourcing materials, supplies, and equipment from locations that have the least negative effect on the environment. Additionally, we streamline our purchasing processes to achieve economies of scale in terms of both costs and logistics. This commitment has been further strengthened during the recent period through restructuring and reorganizing certain aspects of our group's operations.

Microlink's phased approach to achieving our environmental targets:

#### SHORT-TERM

Communicate with our workforce to drive awareness on what our targets are and encourage them to participate in green efforts.

#### MID-TERM

Implement a waste management programme to increase our office recycling rate, reduce water usage, save on energy consumption.

#### LONG TERM

Develop a comprehensive framework to drive environmental action plans, which will include the following: Infrastructure, Logistics, Materials, Operations, Products.

#### Related policy:

Microlink Sustainability Policy (<https://www.microlink.com.my/app/uploads/2023/02/Sustainability-Policy.pdf>)





## SOCIAL

### TALENT ATTRACTION & RETENTION

One of the main sustainability challenges faced by industries in Malaysia today is the recruitment and retention of employees at all levels, who possess the necessary skills for the ever-evolving world of work, particularly among the graduate population,

To address this issue, we have adopted a proactive approach focused on fostering a safe and supportive work culture. Our goal is to create an environment that empowers talented individuals to reach their full potential. Given the diverse range of activities within our organization, employees have ample opportunities to expand their skill set and gain valuable experience.

Our organizational structure promotes agility and openness, allowing employees to interact freely with colleagues across all levels of the group. We prioritize providing relevant training and development opportunities to enhance both professional and technical skills. These initiatives are integrated into our employees' annual key performance metrics. Regardless of their division or discipline, employees receive training specific to their roles and technical requirements. We also ensure ongoing training on updated legal and regulatory requirements, such as the Employment Act, the Competition Act, the Malaysian Code on Corporate Governance, Anti-Corruption Practices, and taxation laws. Furthermore, leadership and coaching programs are periodically offered to strengthen their management skills.

### EMPLOYEE HEALTH & WELL-BEING

At our company, we highly value the contributions of our employees as they play a pivotal role in driving our success. We are deeply convinced that a motivated and enthusiastic workforce not only brings value to our organization but also benefits our stakeholders. Our primary emphasis lies in cultivating a positive mindset and inspiring our employees to delve into novel concepts and engage in diverse activities that expand their perspectives.

### ENSURING SAFER WORKING ENVIRONMENTS

Safety is of utmost importance to our company, and we prioritize the well-being of our employees and stakeholders. We are fully committed to upholding safety standards and complying with all relevant safety regulations. Our safety program includes risk assessments, and the implementation of robust safety protocols. We continuously monitor and review our safety practices to identify areas for improvement and ensure that all necessary precautions are in place to prevent accidents and promote a culture of safety throughout our organisation. By fostering a strong commitment to safety, we strive to create a secure and healthy work environment for all those involved in our operations.

### UPHOLDING LABOUR PRACTICES & EMPLOYEE RIGHTS

Microlink Group has a zero-tolerance policy against discrimination in any form and all employees have access to a grievance mechanism to raise concerns related to workplace practices. The Group is committed to treating its employees fairly and with dignity and respect.

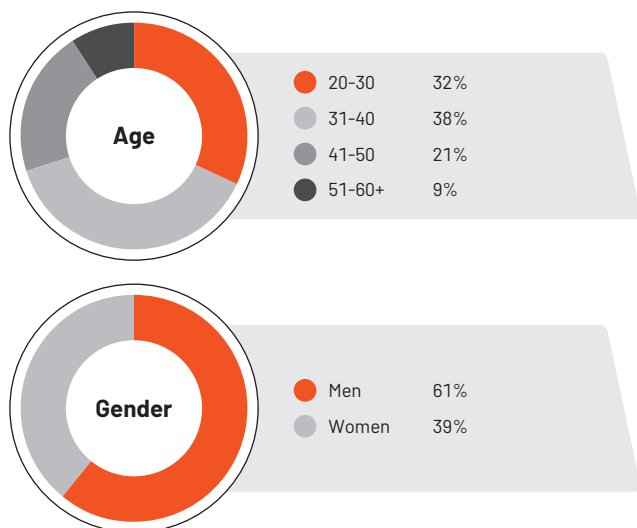
The Group complies with all applicable labour laws, rules and regulations where it operates, including the Malaysian Employment Act 1955, Industrial Relations Act and regulations governing key issues such as child labour and forced labour.

### DIVERSITY

Microlink Group adheres to a policy of complete inclusion and diversity. This applies to all levels of the organization, including the Board, and is designed to ensure that the organization has access to the widest possible range of perspectives and experiences at all times. Appointments, promotions, and other decisions relating to employees are made solely based on the suitability of their skills, experience, and performance.

Our team comprises a diverse group of individuals with a wide range of technical and professional skills. They are dedicated to achieving results and maintaining the highest standards of excellence.

Our workforce numbers 339 employees, comprising 61% men and 39% women. In terms of age: 32% are 20 to 30 years old while 38% are aged 31 to 40. Some 21% are between 41 and 50 years old while 9% are aged between 51 and are over. In terms of ethnic mix, a person's racial background is of no significance to us and we are therefore colour-blind when recruiting employees.



**Related policy:**

Microlink Human Rights Policy  
<https://www.microlink.com.my/app/uploads/2023/02/Human-Rights-Policy.pdf>

**ETHICAL CONDUCT**

The Group is fully committed to conducting its businesses with the utmost integrity, transparency and accountability and in compliance with local laws and regulations. A code of conduct and ethics, which is included in our respective Group employee handbooks, sets out the standards of conduct and personal behaviours that all our Directors and employees are required to observe to ensure that the Group's commitment is upheld.

**Related policy:**

Microlink Code of Ethics and Conduct Policy  
<https://www.microlink.com.my/app/uploads/2022/07/MSB-Code-of-Ethics-and-Conduct.pdf>

**ANTI-BRIBERY & CORRUPTION**

The Group firmly believes in operating its businesses based on the highest standards of integrity, transparency, ethics and accountability and is against all forms of corruption. Our code of conduct and ethics sets out the Group's business values and practices by which all our Directors and employees are required to abide.

The Malaysian Anti-Corruption Commission (MACC) Act, Section 17A, also known as corporate liability, encourages business to be conducted with integrity and to promote good governance practices. Commercial organisations are also liable and can be punished if their employees or associates are involved in corruption. The Group's Anti-Bribery & Corruption (ABC) Policy sets out clear requirements in order to ensure strict compliance with the Microlink Anti- Bribery & Corruption Policy  
<https://www.microlink.com.my/app/uploads/2022/07/MSB-ABC-Policy-Upload-010622.pdf>.

Mandatory briefings and familiarisation training are conducted with the Directors, management and employees at all levels of the Group. The following key elements are rigorously emphasised:

- The need for all businesses in the Group to establish an anti-corruption compliance programme;
- The requirement to report audit results and reviews directly to the Board;
- The practice of conducting corruption risk assessments periodically, to identify opportunities for corruption including systems that are not sufficiently robust, high-risk business activities, and supply chain corruption;
- The requirement to conduct regular performance reviews to assess and strengthen the system; and
- The fact that there will be vigorous enforcement and sanctions for non-compliance.

The briefings also cover Money Laundering, highlighting the need to understand the business and background of counterparties and to avoid complex payment arrangements.

The Group also has in place a Group-wide whistleblowing policy with mechanisms to enable employees and external parties to confidentially report any breach, or suspected breach, of any law or of our policies and practices.

**Related policy:**

Microlink Whistleblowing Policy  
<https://www.microlink.com.my/app/uploads/2022/07/MSB-Whistleblowing-Policy-as-at-4.3.2022.pdf>

**CLIENT SATISFACTION & ENGAGEMENT**

The Group understands that client satisfaction and engagement are important material issues that have an impact on our reputation, brand and opportunity for repeat business. Given that many of our technology solutions are customised to meet specific client requirements, it is vital that we understand the market conditions where those clients operate. We therefore engage in regular communication with our clients, conducting product briefing sessions and seminars where applicable.

## COMMUNITY INVESTMENT

Microlink Group is dedicated to promoting educational opportunities for aspiring Malaysian talent. We support a community program which aims to inspire and empower people across all ages to enable them to reach their fullest potential. Initiatives under the programme focus on activities that provide underprivileged children with educational experiences that expose them to different perspectives and new ideas. Additionally, we make it a priority to organize corporate social responsibility (CSR) activities around the festive seasons, enabling the less privileged to partake in the joyous spirit of these occasions.

### **Related policy:**

Microlink Community Relations Policy  
(<https://www.microlink.com.my/app/uploads/2023/02/Community-Relations-Policy.pdf>)

## BRAND & REPUTATION

Microlink Group recognises the importance of its brand and reputation in the market place and the adverse impact on its ability to operate if that reputation is called into question. The Group therefore takes all feasible measures to protect these core elements of its licence to operate by ensuring that its business is conducted to the highest standards of integrity, professionalism and delivery excellence.



## ECONOMIC

The concept of the EES framework recognizes that economic sustainability is intricately linked to environmental and social sustainability. A strong economy can provide the resources and incentives necessary for the implementation of environmentally friendly practices and socially responsible initiatives. Balancing economic growth with environmental and social concerns is crucial for achieving sustainable development and ensuring a more equitable and resilient future.

## PRODUCT DEVELOPMENT & INNOVATION

As a technology-first organisation, we recognise the accelerated digital transformation taking place across industries. As a result, we have intensified our efforts to develop innovative digital solutions that cater to the changing market demands. Our focus remains on leveraging technology to drive efficiency, enhance customer experiences, and enable remote collaboration. By embracing these changes and investing in future-ready solutions, we are confident in our ability to navigate the post-COVID landscape successfully and emerge stronger than before.

Our team consists of skilled business analysts, solution architects, and developers who bring a wealth of experience and diverse technological expertise. This diverse skill set enables us to excel in delivering high-quality implementation of digital solutions.

## PROFITABILITY

By integrating sustainability considerations into their business strategies, companies can unlock several potential benefits that positively impact profitability. These include improved operational efficiency, reduced costs, enhanced brand reputation, increased customer loyalty, access to responsible investment capital, and reduced legal and regulatory risks. Moreover, a focus on long-term sustainability and responsible practices can help companies anticipate and adapt to emerging market trends and regulatory changes, thereby securing their competitive advantage and long-term profitability.

## GOVERNANCE

### LEGAL & REGULATORY COMPLIANCE

Microlink Group ensures that its operations are in strict compliance with all legal and regulatory requirements.

## CONCLUSION

During the coming financial year, the Group will continue to conduct a comprehensive materiality assessment via interface with its key internal and external stakeholders to ensure that all non-financial factors that pose a risk to the sustainability of the Group's business are understood and that measures are taken to mitigate any such risks.

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### INDEPENDENT NON-EXECUTIVE CHAIRMAN

Tun Arifin bin Zakaria

### NON-INDEPENDENT NON-EXECUTIVE DEPUTY CHAIRMAN

Tan Sri Jaganath Derek Steven Sabapathy

### EXECUTIVE DIRECTORS

Dato' Sri Chee Hong Leong  
Monteiro Gerard Clair

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Tai Keat Chai  
Martin Chu Leong Meng  
Wan Mai Gan  
Noor Zaliza Yati binti Yahya

### NON-INDEPENDENT NON-EXECUTIVE DIRECTOR

Dato' Ahmad Najmi bin Abdul Razak

## GROUP CHIEF EXECUTIVE OFFICER

Ramlee bin Abdullah

## BOARD COMMITTEES

### Executive Committee

Tan Sri Jaganath Derek Steven Sabapathy (Chairman)

Dato' Sri Chee Hong Leong

Monteiro Gerard Clair

### Audit & Risk Management Committee

Tai Keat Chai (Chairman)

Martin Chu Leong Meng

Wan Mai Gan

### Nominating, Remuneration and Long-Term Incentive Plan Committee

Martin Chu Leong Meng (Chairman)

Tan Sri Jaganath Derek Steven Sabapathy

Wan Mai Gan

## COMPANY SECRETARY

Lim Shook Nye  
[MAICSA No. 7007640]  
[SSM PC No. 201908003593]

## REGISTERED OFFICE

Ho Hup Tower - Aurora Place  
2-07-01 - Level 7  
Plaza Bukit Jalil  
No 1, Persiaran Jalil 1  
Bandar Bukit Jalil  
57000 Kuala Lumpur  
T +603 9779 1700  
F +603 9779 1701  
E osem@quadrantbiz.co

## HEAD OFFICE

Ho Hup Tower - Aurora Place  
2-08-01 - Level 8  
Plaza Bukit Jalil  
No 1, Persiaran Jalil 1  
Bandar Bukit Jalil  
57000 Kuala Lumpur  
T +603 9779 1700  
F +603 9779 1702

## AUDITORS

BDO PLT  
Level 8  
BDO @ Menara CenTARa  
360 Jalan Tuanku Abdul Rahman  
50100 Kuala Lumpur  
T +603 2616 2888  
F +603 2616 3190/3191

## PRINCIPAL BANKERS

Al Rajhi Banking & Investment Corporation (M) Berhad  
Ambank (M) Berhad  
CIMB Bank Berhad  
Malayan Banking Berhad

## SHARE REGISTRAR

Bina Management (M) Sdn Bhd  
Lot 10 The Highway Centre  
Jalan 51/205  
46050 Petaling Jaya  
Selangor Darul Ehsan  
T +603 7784 3922  
F +603 7784 1988  
E binawin@binamg168.com

## STOCK EXCHANGE LISTING

Main Market  
Bursa Malaysia Securities Berhad  
Stock Code: 0126  
Stock Name: MICROLN  
Sector: Technology

## WEBSITE

[www.microlink.com.my](http://www.microlink.com.my)

# PROFILE OF GROUP CHIEF EXECUTIVE OFFICER

## RAMLEE BIN ABDULLAH

### GROUP CHIEF EXECUTIVE OFFICER

- Age 58, Male, Malaysian
- Appointed as Group Chief Executive Officer on 5 September 2022

Ramlee originally joined the Microlink Group in February 2022 as Chief Executive Officer of the Public Sector, during this time he was instrumental in establishing a significant presence and raising the Group's profile with organisations in that sector. Following his appointment as Group Chief Executive Officer, Ramlee has been focussed on expanding that presence across all business segments and leading the Microlink business into the future.

Ramlee holds a track record of more than 22 years in the Banking & Financial Services sector in Asia, Middle East and Africa regions. He has held senior positions with top tier organisations that include Oracle Corporation, Sunline International, HSBC Bank Malaysia, Silverlake Systems and Temenos.

He holds 640,200 (0.06%) ordinary shares in the Company.

Ramlee holds a Diploma in Training & Development from the University of Leicester, United Kingdom.

He has no family relationship with any Directors and/or other major shareholders of the Company and has no conflict of interest with the Company. Other than traffic offences, he has not been convicted of any offence within the past five years and has no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.





# PROFILE OF DIRECTORS

## TUN ARIFIN BIN ZAKARIA

### INDEPENDENT NON-EXECUTIVE CHAIRMAN

- Age 72, Male, Malaysian
- Appointed to the Board on 6 June 2017

Tun Arifin graduated with LLB (Hons) from the University of Sheffield, UK in 1974 and LLM from the University College, London in 1979. He was called to the English Bar at Lincoln's Inn in 1979. Upon graduation, his distinguished legal career began when he joined the Malaysian Judicial and Legal Service before being posted as Federal Counsel in the Advisory Division of the Attorney General's Chambers and later as Magistrate, Sessions Court Judge and Senior Assistant Registrar.

He served in various capacities in the Government of Malaysia, both in the Judicial and Legal Departments before being appointed as a Judicial Commissioner on 1 March 1992, and Judge of the High Court of Malaya in 1994. In 2002, he was elevated as Judge of the Court of Appeal, in 2005 as Judge of the Federal Court and then in October 2008 as Chief Judge of the High Court of Malaya. On 14 September 2011, Tun Arifin was appointed as the 13th Chief Justice of Malaysia, where he served until his retirement on 31 March 2017. In 2013, he was made an Honorary Bencher of Lincoln's Inn.

In June 2012, he also served as Co-Chair of the United Nations Environment Programme (UNEP) World Congress on Justice, Governance and Law for Environmental Sustainability as part of his efforts to improve the status of environmental law in the region.

Tun Arifin is currently the Chancellor of Quest International University, Ipoh, Perak and President of the Inns of Court Malaysia. Tun Arifin also sits on the Board of Can-One Berhad as Senior Independent Non-Executive Chairman.



## TAN SRI JAGANATH DEREK STEVEN SABAPATHY

### NON-INDEPENDENT NON-EXECUTIVE DEPUTY CHAIRMAN

- Age 66, Male, Malaysian
- Appointed to the Board on 20 October 2017
- Appointed as Deputy Chairman of the Board on 4 August 2021
- Chairman of Executive Committee and Member of Nominating, Remuneration and Long-Term Incentive Plan Committee

Tan Sri Jaganath Sabapathy holds a Master of Arts from Edinburgh University, Scotland, majoring in Corporate Finance & International Trade. Upon graduation in 1981, he joined Price Waterhouse, a leading London firm of chartered accountants.

In 1984, he returned to Malaysia and joined KPMG Peat Marwick as a Manager, and was subsequently admitted as Partner in 1990. Whilst at KPMG Malaysia, he was involved in a wide range of assignments covering audit, investigations, management consultancy and corporate finance in Malaysia, the ASEAN countries, North America and Europe. He served on a variety of KPMG International Committees including Mergers & Acquisitions, Privatisation and Management Consultancy. He was also an examiner for the Malaysian Association of Certified Public Accountants (MACPA) professional examinations.

Tan Sri Jaganath left KPMG Malaysia in late 1994 to join Benta Plantation Berhad as an Executive Director. A year later, he was appointed as a Director of Austral Lao Power Co Ltd, a position he held until 1997. He then joined Prime Utilities Berhad and Indah Water Konsortium Sdn Bhd, Malaysia's privatised national wastewater utility, serving as Managing Director of both companies until 1999. From 1999 until his retirement in 2013, Tan Sri Jaganath served as Chief Executive Officer/ Director of Bandar Raya Developments Berhad Group.

He is the Founder and currently Chief Executive Officer/Director of Tribeca Real Estate Asset Management Sdn Bhd, a niche property development company. He is also a Non-Independent Non-Executive Director of Sime Darby Property Berhad and Independent Non-Executive Director of Principal Asset Management Berhad.



## DATO' SRI CHEE HONG LEONG

### EXECUTIVE DIRECTOR

- Age 59, Male, Malaysian
- Appointed to the Board on 15 February 2021 as Independent Non-Executive Director
- Re-Designated as Executive Director on 3 April 2023
- Member of Executive Committee

Dato' Sri Chee graduated with a Bachelor of Engineering (Computer) in 1987 and a Master of Business Administration in 1989, both from McMaster University, Hamilton, Ontario, Canada. He began his career in 1990, coordinating the development in corporate and annual strategic plans for Leisure Holidays Group of Companies.

From 1992 to 1998, Dato' Sri Chee ventured into the property development sector, serving as Chief Executive Officer at Canary Homes Sdn Bhd and Canary Infoport Sdn Bhd. He subsequently joined Tanco Resort Berhad where, from 1998 to 2002, he held various positions from General Manager rising to Executive Director and Chief Operating Officer.

In March 2003, he joined M & A Equity Holdings Berhad (formerly known as SYF Resources Bhd), initially as a member of the Board of Directors and was subsequently appointed as Executive Director in 2011. He also currently sits on the Board of Hextar Industries Berhad and Inari Amertron Berhad as Independent Non-Executive Director and an Executive Director of Ho Hup Construction Company Berhad.

Dato' Sri Chee had previously served as Independent Director on the Boards of various organisations in the Palm Oil, Timber and Building Materials business, as well as the Education and Healthcare sectors.

## MONTEIRO GERARD CLAIR

### EXECUTIVE DIRECTOR

- Age 51, Male, Malaysian
- Appointed to the Board on 16 October 2012 as Non-Independent Non-Executive Director
- Re-Designated as Executive Director on 1 April 2016
- Member of Executive Committee

A seasoned entrepreneur, Mr Monteiro began his career in 1992 as a sales agent for Riken Auto Sdn Bhd (Riken Auto) and was subsequently appointed as a Director. In 1998, he left Riken Auto and set up Optima Auto Sdn Bhd, where he served as Managing Director until 2005.

Since then, he has ventured into the property industry and various other investments via several privately held companies including H2O Holdings Sdn Bhd (H2O), an investment holding company. He serves as a Director of H2O and of various other private companies, including property development company Montprimo Sdn Bhd where he is Executive Vice Chairman. He also currently serves as a Non-Independent Non-Executive Director of Omesti Berhad and a Director of Divfex Berhad.

In his younger years, Mr Monteiro was an accomplished sportsman, representing Malaysia in squash at both junior and senior levels. Crowned National Junior Champion in 1988, he also captained the victorious National Junior Team in the East Asian Junior Squash Championships in 1999. He is currently serving as President of the Squash Racquets Association of Malaysia (SRAM).

### DATO' AHMAD NAJMI BIN ABDUL RAZAK

#### NON-INDEPENDENT NON-EXECUTIVE DIRECTOR

- Age 51, Male, Malaysian
- Appointed to the Board on 20 December 2022

Dato' Najmi graduated with a Bachelor of Science in Business with concentration in Marketing from Indiana University, United States of America. He currently serves as the Chief Executive Officer of Gading Sari Holdings Sdn Bhd, an investment holding company that holds a wide range of investments in mining, automobiles, property development, agriculture, telecommunications, real estate, hospitality and services.

He began his career at Asian Media Network Sdn Bhd, where he was responsible for managing several major projects providing media, infotainment and targeted advertising in Malaysia.

Over the past 27 years, Dato' Najmi has held various management roles and directorships with various private organisations from a cross-section of industries ranging from information technology, motorsports, real estate, hospitality, sports to investment activities.

In addition to his role as the Chief Executive Officer of Gading Sari Holdings Sdn Bhd, he also currently lends his expertise and experience to several subsidiaries under Gading Sari Holdings Sdn Bhd as a board member.

He also sits on the board of several other companies, including Prima Maju Auto Sdn Bhd, Prima Merdu Sdn Bhd, Pengurusan Pasir Pahang Berhad, Sime Darby Hyundai Sdn Bhd, Mahkota Golf & Country Club Bhd, Thinking Minds Sdn Bhd, Twenty Thirty Sdn Bhd, Touch Marvel Sdn Bhd, Pahangbif Holdings Sdn Bhd, Shahzan House (Plantation) Sdn Bhd and Tree Movement Malaysia Sdn Bhd.

He is the Vice President of the Malaysia Hockey Confederation (MHC) and holds the Chairmanship of the National Team Management Committee for MHC. He is the Deputy President for Pahang Hockey Association and the President for Kuantan Hockey Association.

### TAI KEAT CHAI

#### INDEPENDENT NON-EXECUTIVE DIRECTOR

- Age 69, Male, Malaysian
- Appointed to the Board on 28 August 2013
- Chairman of Audit & Risk Management Committee

Mr Tai brings many years of valuable experience and insight through his work at KPMG, London and PwC in Kuala Lumpur. In 1981, he joined Alliance Investment Bank Berhad where he worked in corporate finance for seven years before venturing into stockbroking, working with SJ Securities Sdn Bhd, AA Anthony Securities Sdn Bhd and Kenanga Investment Bank Berhad.

He is currently a Director of Rex Industry Berhad, Marine & General Berhad, MIDF Amanah Asset Management Berhad, HSS Engineers Berhad, Talam Transform Berhad and several other unlisted companies.

Mr Tai qualified as a Fellow of the Institute of Chartered Accountants in England & Wales and a member of the Malaysian Institute of Accountants.

## MARTIN CHU LEONG MENG

### INDEPENDENT NON-EXECUTIVE DIRECTOR

- Age 67, Male, Malaysian
- Appointed to the Board on 6 January 2014
- Member of Audit & Risk Management Committee and Chairman of Nominating, Remuneration and Long-Term Incentive Plan Committee

Martin Chu graduated with a BSc (Hons) in Mechanical Engineering and an MSc in Management Science from Imperial College, University of London. His early career was spent with Schlumberger Offshore Services Ltd, in the Netherlands and the UK, as a Senior Field Engineer in wireline logging and production services for offshore oil & gas exploration.

He later moved into banking where he obtained more than 25 years of experience in Financial Services, spanning multiple disciplines. Initially with Mitsubishi Bank Ltd in London, specialising in Corporate Finance, Treasury, Property Finance and Corporate Restructuring, he then joined EON Bank Bhd in Kuala Lumpur for 15 years, eventually rising to the position of Deputy Chief Executive Officer, Group Management Services.

During this time, he led various corporate exercises, including the acquisition of Oriental Bank and Malaysian International Merchant Bank Bhd. In 2000, he was appointed as Executive Director/Acting Chief Executive Officer of Oriental Bank, subsequently leading the merger integration of these two organisations into EON Bank.

From 2008 to 2011, he was Chief Operating Officer of ECM Libra Investment Bank. In 2011, he was reassigned to oversee Treasury & Wealth Management and in 2012, was appointed as Chief Risk Officer. While at ECM Libra, he also sat on the board of Asiasons WFG Ltd, Singapore, as Non-Independent Non-Executive Director from 2009 to 2011.

## WAN MAI GAN

### INDEPENDENT NON-EXECUTIVE DIRECTOR

- Age 59, Female, Malaysian
- Appointed to the Board on 18 July 2022
- Member of Audit & Risk Management Committee and Nominating, Remuneration and Long-Term Incentive Plan Committee

A veteran in the electronic payments industry with 34 years of extensive experience, Ms Wan has solid local and international exposure in product development, project delivery, post-live support and pre-sales support of mission-critical software products.

She began her career with SunGard System Access Malaysia Sdn Bhd (SSAMSB) and held various key positions from 1988 to 2010, rising to become Vice President and Director. In July 2010, she joined NCR Payments and Services Malaysia Sdn Bhd (NCR) as General Manager, Operations and was subsequently appointed as Head of Professional Services for the Payments division, Financial Services, with responsibility for Asia, Africa & Middle East regions. Ms Wan retired from NCR in July 2017.

She is currently the Executive Director of Divfex Berhad.

Ms Wan holds a Bachelor of Economics (Accounting & Computer Science) degree from Monash University, Victoria, Australia.

### NOOR ZALIZA YATI BINTI YAHYA

#### INDEPENDENT NON-EXECUTIVE DIRECTOR

- Age 44, Female, Malaysian
- Appointed to the Board on 20 December 2022

Puan Noor Zaliza graduated with a Bachelor of Accountancy from Universiti Putra Malaysia in 2000. She is a Member of the Malaysian Institute of Certified Public Accountants (MICPA) since 2003 and a Chartered Accountant of the Malaysian Institute of Accountants (MIA) since 2018.

Puan Noor Zaliza began her career in 1999 at KPMG as an Audit Assistant. She left KPMG in the same year and joined Arthur Andersen & Co (later known as Ernst & Young subsequent to the merger of Malaysia's Arthur Andersen & Co and Malaysia's Ernst & Young in 2002) in 2000 as Staff Assistant, where she assisted in the documentation of audit projects and was subsequently promoted to a few higher positions until the position of Senior Associate 1 in 2002, where she was responsible for leading audit projects.

In 2003, Puan Noor Zaliza left Ernst & Young and thereafter held various finance, corporate services, treasury and audit roles in companies involved in the provision of dredging and marine services.

In 2010, she joined Petroliam Nasional Berhad and was seconded to Petronas Carigali Sdn Bhd as an Executive (Budget – International Consolidation), where she was responsible for facilitating the cost control and project accounting functions for upstream development projects. Her last secondment designation with Petronas Carigali Sdn Bhd was Head (Asset and Cost Allocation Management).

In 2016, Puan Noor Zaliza joined SapuraKencana Technology Sdn Bhd and was seconded to SapuraKencana GE Oil & Gas Services Sdn Bhd as Chief Financial Officer, where she oversaw and managed the overall finance functions of the company.

In 2017, she left SapuraKencana GE Oil & Gas Services Sdn Bhd. Since then, she has been promoting life insurance and takaful services under Prudential Assurance (Malaysia) Berhad and unit trust fund investments under Public Mutual Berhad.

In 2019, she incorporated Zanoor Synergy Services, a sole proprietorship, to undertake life insurance, takaful and unit trust investment business activities. She also provides training, consultation, and advisory services in the areas of accounting, investment and taxation.

Puan Noor Zaliza is currently an Independent Non-Executive Director of Flexidynamic Holdings Berhad, a company listed on the ACE Market of Bursa Malaysia Securities Berhad, being a directorship she has held since 2020.

#### Save where disclosed above, none of the Directors has:

- any family relationship with any Director and/or major shareholder of the Company;
- any conflict of interest with the Company;
- any conviction for offences within the past 5 years; and
- other than traffic offences, any public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

# KEY MANAGEMENT PERSONNEL

The following section provides details on the senior executives who hold responsibility for management of the principal operations of the businesses within the Microlink Group.

## WONG KWANG CHWEN

### Group Chief Operating Officer

Age 48, Male, Malaysian

Appointed on 1 March 2023

#### Qualifications

BSc (Second Upper) National University of Malaysia

#### Working Experience

23 years

#### Profile

As Group Chief Operating Officer, Kwang Chwen's responsibilities include optimising the cost of delivery, resources, quality of service, and compliance to ensure a healthy P&L. In addition to this, he is responsible for defining career paths for program management, quality assurance, solution architecture, and development. As part of the overall Microlink business expansion plan, KC also oversees the strategic execution of a new range of products and solutions, as well as building an extensive partner channel.

Kwang Chwen was previously Group Chief Commercial Officer before being appointed as Group COO with the core focus of not only in growing the business top and bottom line, but driving digital transformation across the Microlink range of products, especially in the core banking and fintech arena.

Prior to joining Microlink, KC was Country Manager for Avanade Malaysia, before pioneering Fusionex as Senior Vice President to become a regionally recognised Big Data Analytics player. After leaving Fusionex, KC led the transformation journey at IFCA MSC Berhad, joining as Executive Vice President and serving as Chief Executive Officer for one of its business divisions.

#### Any family relationship with any director and/or major shareholder of the listed issuer

Nil

## HONG WYE KEAN

### Group Chief Technology Officer

Age 45, Male, Malaysian

Appointed on 1 April 2023

#### Qualifications

BSc (Hons) Information Technology, (Major in Management) University of Malaya

#### Working Experience

22 years

#### Profile

Wye Kean, Group Chief Technology Officer at Microlink, leads the Solution Delivery development team, focusing on building and optimising the team's capability and capacity in supporting the business, aligning technology-related decisions with our organisational goals.

With 22 years of experience in the technology industry, Wye Kean has held various leadership positions. He previously served as the CRM Service Line Lead for Avanade Malaysia and Head of Solutions and Delivery in Fusionex. In 2017, he founded Kinexure, a business technology firm specializing in CRM.

Wye Kean is a certified Solution Architect for Microsoft Business Application platforms.

#### Any family relationship with any director and/or major shareholder of the listed issuer

Nil

### EDDIE THOO W'Y-KIT

#### Group Chief Financial Officer

Age 50, Male, Malaysian

Appointed on 1 January 2022

#### Qualifications

CIMA, MBA from University of Strathclyde, Scotland

#### Working Experience

26 years

#### Profile

Eddie is an experienced CFO, having helmed the finance and treasury divisions in several listed companies over the past 22 years across multiple business environments that combines strategic and tactical financial expertise. He possesses strong qualifications and experience in strategic planning, investor relations, corporate governance, general operations, and profit & loss management.

At Microlink Group, Eddie is responsible for ensuring timely and accurate financial reporting in compliance with regulatory requirements. He supports the Directors and Management team in achieving financial and non-financial targets, leveraging his strategic insights and meticulous approach.

#### Any family relationship with any director and/or major shareholder of the listed issuer

Nil

### NAVRITA KAUR

#### Group Chief Legal Officer

Age 40, Female, Malaysian

Appointed on 1 August 2022

#### Qualifications

LLB, University of London; Certificate in Legal Practice (CLP)

#### Working Experience

16 years

#### Profile

Navrita has been serving as Group Chief Legal Officer (GCLO) since 2022, providing expert and strategic legal advice to senior management on a wide range of matters. She is heavily involved in corporate exercises undertaken by the Group, responsible for the negotiation of commercial contracts as well as drafting key policies.

Navrita was first admitted to the Malaysian Bar in 2007 and was a practising Advocate & Solicitor before moving to an in-house legal role. Prior to joining Microlink, Navrita was the Group General Counsel and then subsequently GCLO of the Omesti Group. Her work has earned numerous honors, including Finalist in the Asian Legal Business (ALB) South East Asia Law Awards 2023 in both the Young Lawyer of the Year (In-house) and Woman Lawyer of the Year (In-house) categories as well as a Finalist in the Legal 500 Southeast Asia Awards 2023 for In-house lawyer of the Year. Navrita was also included in the Legal 500 GC Powerlist Southeast Asia 2022.

#### Any family relationship with any director and/or major shareholder of the listed issuer

Nil



# MAH CHON CHEANG

## Chief Executive Officer – Distribution

Age 54, Male, Malaysian

Appointed on 1 January 2015

### Qualifications

Bachelor of Business Administration, Western Michigan University

### Working Experience

29 years

### Profile

CC Mah is a seasoned professional with more than 21 years' track record in the IT sector. As CEO for Microlink's Distribution Business, he manages the provision of hardware and software on behalf of principals IBM, Lenovo, TMax Tiberio, Group-IB, HPE, Oracle, Stratus, as well as integration into clients' existing systems.

His career began with Bass Consulting in Business Development followed by a stint at KN Kenanga as a Dealer Representative. He subsequently spent more than six years with Hewlett-Packard Malaysia as Product Manager for Industry Standard Servers & Storage, spearheading volume servers and driving HP Intel servers to hold a leading position in market share for more than 24 consecutive quarters. He then joined TechD (Malaysia) Sdn Bhd as Product Manager before taking up his current role.

### Any family relationship with any director and/or major shareholder of the listed issuer

Nil

### Save where disclosed above, none of the Key Senior Management has:

- Any directorship in public companies and listed issuers;
- Any family relationship with any director and/or major shareholder of the Company;
- Any conflict of interests with the Company;
- Other than traffic offences, any convictions for offences within the past 5 years; and
- Any public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

# BUSINESS STRUCTURE BY SEGMENT

As at 30 June 2023



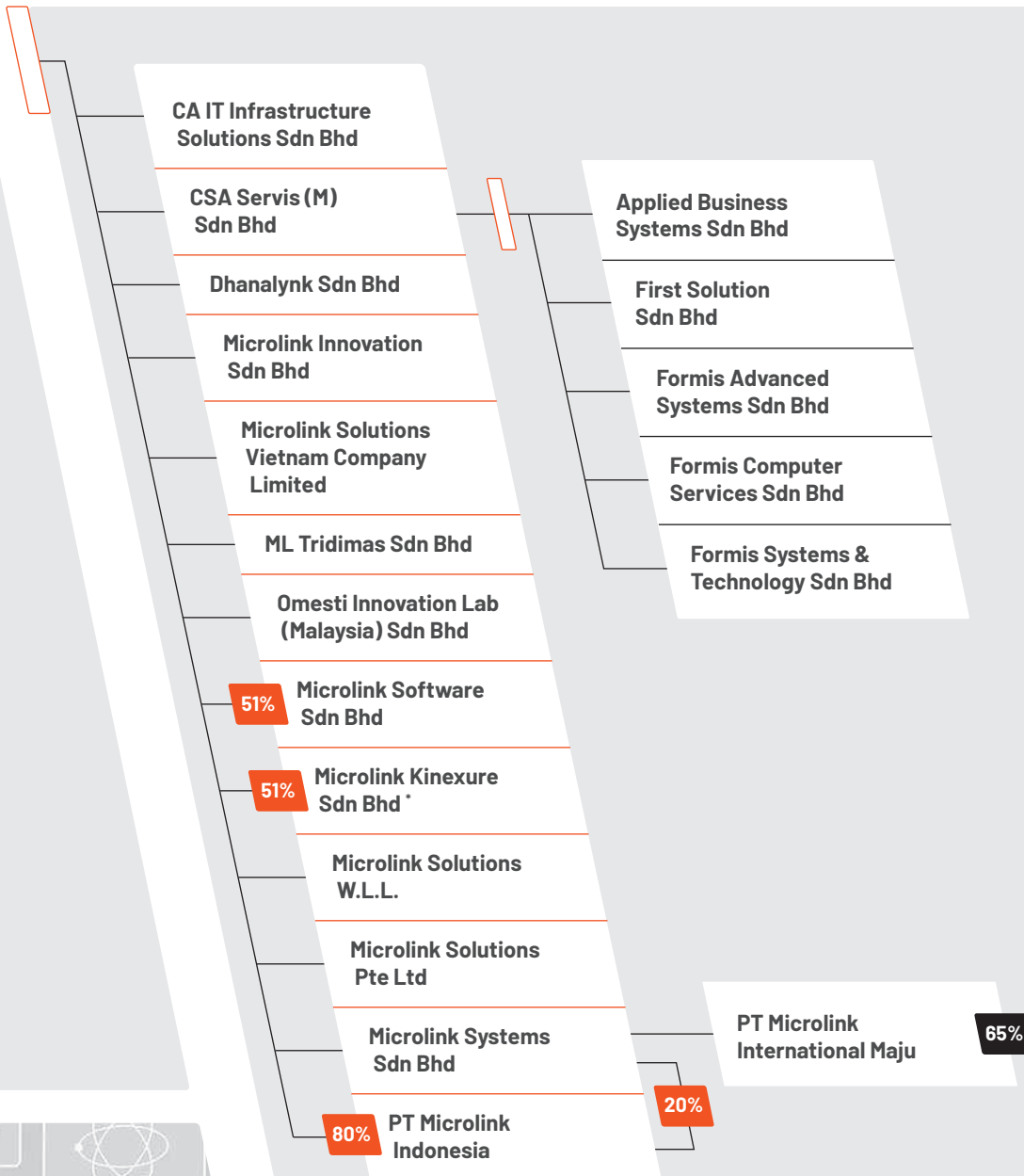
## Microlink Solutions Berhad

FINANCIAL SERVICES		PUBLIC SECTOR		ENTERPRISE SOLUTIONS		TELE-COMMUNICATIONS		DISTRIBUTION	
Microlink Systems Sdn Bhd						Applied Business Systems Sdn Bhd			
Omesti Innovation Lab (Malaysia) Sdn Bhd						First Solution Sdn Bhd			
Formis Computer Services Sdn Bhd				Microlink Kinexure Sdn Bhd		Formis Systems & Technology Sdn Bhd			
Microlink Innovation Sdn Bhd		ML Tridimas Sdn Bhd		CA IT Infrastructure Solutions Sdn Bhd		CSA Servis (M) Sdn Bhd			
Microlink Software Sdn Bhd		Dhanalynk Sdn Bhd		Formis Advanced Systems Sdn Bhd		Microlink Solutions W.L.L.			
PT Microlink International Maju									
PT Microlink Indonesia									
Microlink Solutions Pte Ltd									
Microlink Solutions Vietnam Company Limited									



# CORPORATE STRUCTURE

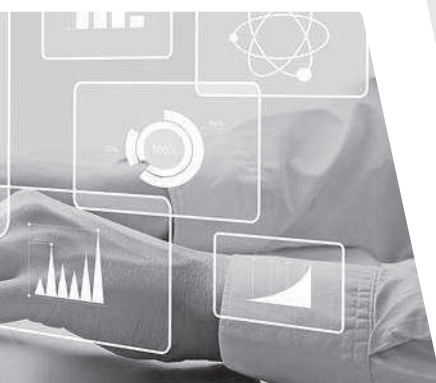
## Microlink Solutions Berhad



Shareholding is 100% unless otherwise stated

**Notes:**

\* Please refer to Note 22(e) in Volume 2 for further details.



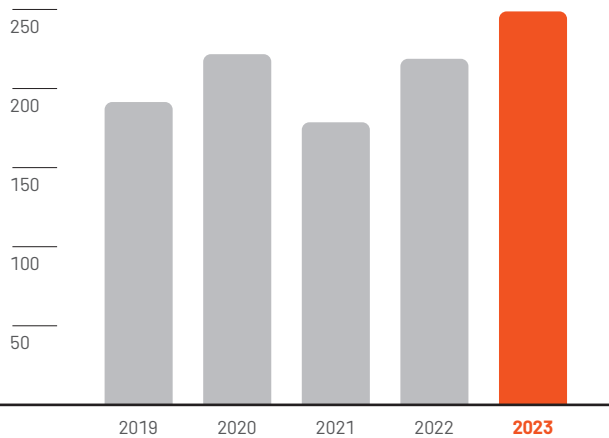
# 5-YEAR FINANCIAL HIGHLIGHTS

## 2019-2023

### REVENUE

(RM million)

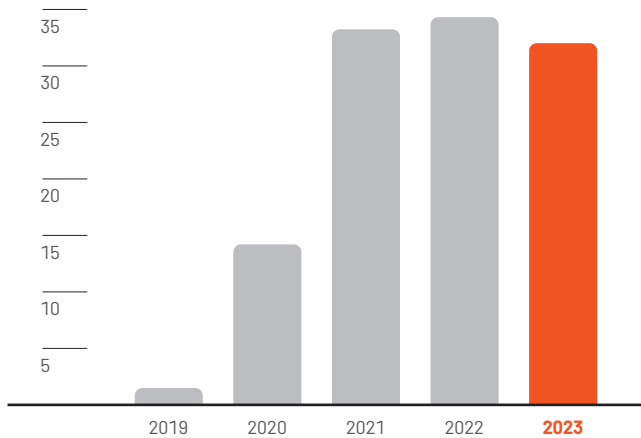
190.62 221.21 178.11 218.31 **248.45**



### PROFIT/(LOSS) BEFORE TAX

(RM million)

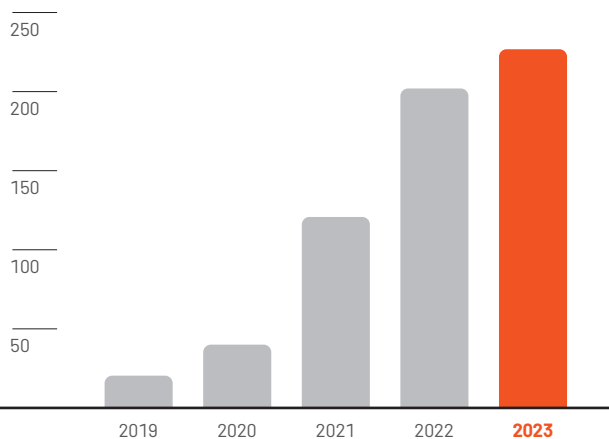
1.27 14.07 33.19 34.23 **31.92**



### SHAREHOLDERS' EQUITY

(RM million)

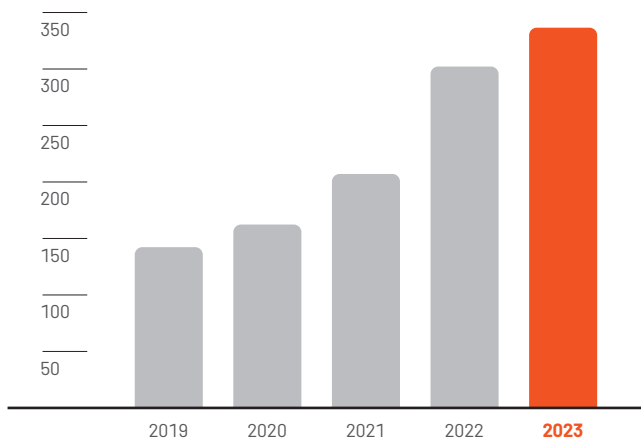
18.57 38.66 119.48 201.26 **226.11**



### TOTAL ASSETS

(RM million)

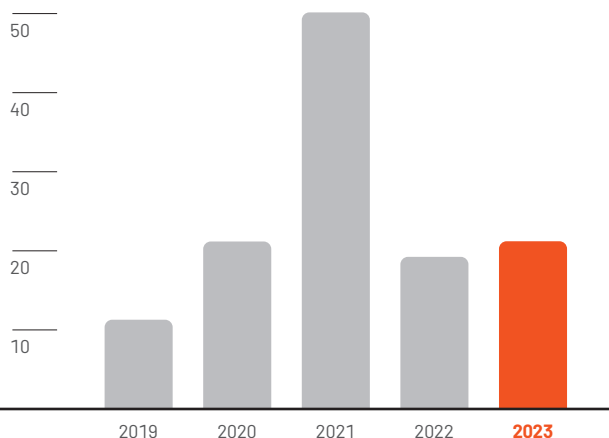
140.34 160.61 205.66 301.78 **335.67**



### NET ASSET/SHARE

(Sen)

11 21 50 19 **21**



# CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors (Board) of Microlink Solutions Berhad (Company) is pleased to provide an overview of the corporate governance practices of the Company. The Board strongly believes in the importance of having and adhering to a sound corporate governance framework in order to deliver sustainable value, enhance shareholders' confidence and achieve the corporate objectives and vision of the Company and its subsidiaries (Group).

This Corporate Governance Overview Statement (CG Overview Statement) seeks to provide investors with key insights into the corporate governance practices of the Company. In this Statement, the Board reports on the way in which the Group has, throughout the financial year ended (FYE) 31 March 2023, adopted and applied the statutory requirements, principles and best practices as set out in the Main Market Listing Requirements (Main LR) of Bursa Malaysia Securities Berhad (Bursa Securities), Companies Act 2016 (CA 2016) and the Malaysian Code on Corporate Governance 2021 (MCCG 2021). It also addresses future priorities of the Company.

The Company has generally complied with the MCCG 2021 for the period under review. The status of the Company's application of the MCCG 2021 is disclosed in our Corporate Governance Report 2023 (CG Report) which is accessible to the public at the Company's website <https://www.microlink.com.my/reports/annual-report-2023/>. The CG Report provides details on how the Company has applied each Practice during FYE 31 March 2023, including details of any departures and alternative measures put in place within the Company. It also demonstrates the commitment of the Board and Management of the Group in applying and embracing the highest standards of Corporate Governance across the organisation.

This CG Overview Statement serves to show how our measures are aligned with the principles of good governance in accordance with the MCCG 2021. References are made to the following three (3) key Corporate Governance principles as contained in the MCCG 2021:

**A BOARD LEADERSHIP & EFFECTIVENESS;**

**B EFFECTIVE AUDIT & RISK MANAGEMENT; AND**

**C INTEGRITY IN CORPORATE REPORTING & MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS.**

This CG Overview Statement is to be read together with the CG Report, which was approved by the Board on even date.



## PRINCIPLE A: BOARD LEADERSHIP & EFFECTIVENESS

### A) BOARD RESPONSIBILITIES

#### Board Leadership

The Board has overall responsibility for corporate governance, strategic direction, corporate planning and overseeing the investment and business of the Group, the ultimate aim being to create and deliver sustainable value and long-term success.

#### Separation of Positions of Chairman & Executive Director

The positions of Chairman and Executive Director are held by separate individuals and their roles and responsibilities are distinct, as stated in the Board Charter.

#### Access to Information, Advice & Company Secretary

In carrying out its duties, the Board has full and unrestricted access to all information within the Company and the Group, as well as the advice and services of Senior Management and the Company Secretary. The roles and responsibilities of the Company Secretary are clearly specified in the Board Charter.

#### Board Charter

In discharging its duties and responsibilities effectively, the Board is guided by the Board Charter, which clearly defines its roles and responsibilities. The Board Charter is periodically reviewed and updated in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities.

#### Board Committees

The Board has established five Board Committees:

- Audit & Risk Management Committee (ARMC)
- Nominating Committee (NC)
- Remuneration Committee (RC)
- Long-Term Incentive Plan Committee (LTIPC) and
- Executive Committee (EXCO)

These Committees are each entrusted with specific oversight responsibilities for the Group's affairs and are granted the authority to act on the Board's behalf in accordance with their respective Terms of Reference (TOR). Nevertheless, the Board is ultimately accountable and responsible for the affairs and business of the Group.

The Board had on 3 April 2023 approved the merging of NC, RC and LTIPC into a single committee known as "Nominating, Remuneration and Long-Term Incentive Plan Committee" (NRLTIPC) with effect from 3 April 2023.

The Board Charter and the respective TOR of the ARMC and NRLTIPC are available for reference at the Company's website: <https://www.microlink.com.my/investor-relations/board-governance/>.

#### Board Meetings & Attendance

The Board holds at least four (4) scheduled quarterly meetings, with additional meetings being convened as and when necessary. Prior to each meeting, every Director is provided with the complete agenda and a set of Board papers well in advance in order to provide ample time to review matters to be deliberated at the meeting and so facilitate informed decision-making.

Senior Management members are also invited to attend these meetings, as and when required, to provide the Board with the necessary information and clarification on issues deliberated during the meetings.

A formal schedule of matters is adopted which includes strategy and policy issues, major investments, financial decisions and the annual business plan.

During FYE 31 March 2023, the Board met six (6) times during which it reviewed and approved various issues. These included the quarterly financial results of the Group for announcement to Bursa Securities, a fund-raising exercise, bonus issue, corporate exercise and strategic decisions, as well as the financial and operational performance of the Group. The Board also reviewed the adequacy of the Group's internal control system.

In view of the COVID-19 pandemic and subsequent Movement Control Orders imposed by the Malaysian Government, the Board has leveraged on technology to be able to continue to convene Board and Board Committee meetings. During FYE 31 March 2023, all these meetings were held as fully virtual and/or hybrid sessions.

The attendance record of the Directors at the Board meetings during the period under review is provided below:

Director	Total Meetings Attended
Tun Arifin bin Zakaria	6/6
Tan Sri Jaganath Derek Steven Sabapathy	6/6
Monteiro Gerard Clair	6/6
Dato' Sri Chee Hong Leong	6/6
Dato' Ahmad Najmi bin Abdul Razak (Appointed on 20 December 2022)	1/1
Tai Keat Chai	6/6
Martin Chu Leong Meng	6/6
Wan Mai Gan (Appointed on 18 July 2022)	3/3
Noor Zaliza Yati binti Yahya (Appointed on 20 December 2022)	1/1
Mah Xian-Zhen (Resigned on 18 July 2022)	3/3
Dato' Seri Mohd Khairi bin Dato' Mat Jahya (Resigned on 20 December 2022)	4/5
Tan Sri Datuk Seri (Dr) Mazlan bin Lazim (Resigned on 6 June 2023)	5/6

During FYE 31 March 2023, all Directors have complied with the minimum 50 percent attendance requirement at Board meetings as stipulated by the Main LR. As such, the Board is satisfied with the level of time commitment given by the Directors of the Company towards fulfilling their duties and responsibilities.

### Code of Ethics & Conduct

The Board has formulated and adopted a Code of Ethics & Conduct (Code of Ethics) which applies to all employees and Directors of the Group. The Code, together with other related policies, procedures and guidelines, sets out the principles to guide standards of behaviour and business conduct when employees and Directors deal with third-party individuals or external organisations. These principles are integrated into company-wide management practices. The Directors also observe the Company Directors' Code of Ethics, as established by the Companies Commission of Malaysia.

### Whistleblowing Policy

The Group's Whistleblowing Policy (WP) provides a transparent mechanism and avenue for all stakeholders to report or raise genuine concerns on any suspected misconduct, without fear of retribution or intimidation. Confidentiality and anonymity are assured to stakeholders who disclose their concerns in good faith and, in doing so, have followed the appropriate disclosure procedures. The WP sets out a clear procedural guide for stakeholders to follow in raising their concerns to ensure that issues are addressed in respect of the appropriate personnel and definitive action can be taken.

### Anti-Bribery & Corruption Policy

In line with the Guidelines on Adequate Procedures pursuant to Section 17A of the Malaysian Anti-Corruption Commission Act 2009, the Company has developed and adopted an Anti-Bribery & Corruption Policy (ABC). This policy sets out the proper practices to be adhered to in relation to improper solicitation, bribery and other corrupt activities and/or issues that may arise in the course of business. The policy is applicable to every employee and Director of the Group.

In addition, the Board has also formulated an Anti-Corruption Policy for Third Parties (ABC - Third Parties) which sets out guidelines to be complied with by third parties engaging with the Group.

The Code of Ethics, WP, ABC and ABC - Third Parties are available for reference at the Company's website <https://www.microlink.com.my/investor-relations/board-governance/>.

## PRINCIPLE A: BOARD LEADERSHIP & EFFECTIVENESS (CONT'D.)

### B) BOARD COMPOSITION

#### Board Balance & Composition

As at FYE 31 March 2023, the Board comprised ten (10) members:

7	Independent Non-Executive Directors (INED)
2	Non-Independent Non-Executive Directors (NINED)
1	Executive Director

During the year under review, the Board saw changes to its composition with the appointments of Dato' Ahmad Najmi bin Abdul Razak and Noor Zaliza Yati binti Yahya as NINED and INED respectively on 20 December 2022 and Wan Mai Gan on 18 July 2022. Both Dato' Seri Mohd Khairi bin Dato' Mat Jahya and Mah Xian-Zhen had resigned on 20 December 2022 and 18 July 2022 respectively. Subsequently on 6 June 2023, Tan Sri Datuk Seri (Dr) Mazlan bin Lazim resigned as an INED of the Company.

The Board's composition complies with the requirements mandated by the Main LR of Bursa Securities. In light of the annual review conducted by the NC, the Board is of the view that the current Board composition is appropriate in terms of its membership and size.

The Board is well-represented by individuals with diverse professional backgrounds and experience in the areas of finance, accounting, economics, law, business, systems implementation and software products. The diversity of skill, experience and knowledge of its members in these various disciplines and professions allows the Board to address and/or to resolve any related issues in an effective and efficient manner.

There is also a balance in the Board composition with the presence of INEDs of the necessary calibre and experience to carry sufficient weight in Board discussions and decisions. These individuals, together with the Non-Independent and Non-Executive Directors, are highly experienced. Their willingness to challenge the Management without apprehension with pertinent questions, and to debate constructively during Board meetings, helps to reinforce the checks and balances of the Board's decision-making process.

While all the Directors hold equal responsibility for the Group's operations, the role of the INED is particularly important in providing an independent view, advice and judgment that take into account the interests of the Group, shareholders, employees and communities in which the Group operates.

The Profiles of the Directors are presented on pages 21 to 26 of Volume 1 of this Annual Report.

#### Reinforce Independence

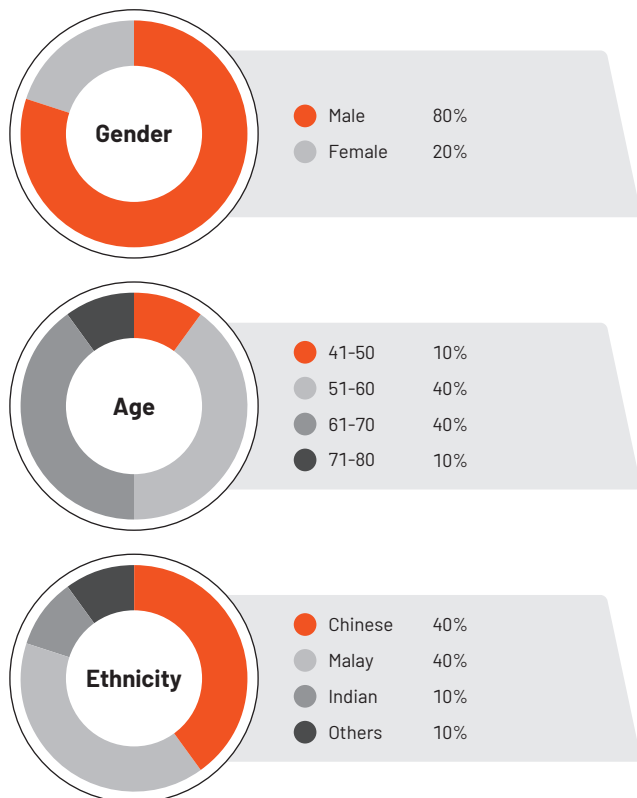
The NC is responsible for assessing the independence of the INED annually. This assessment is based on the independent and constructive views, deliberations and contributions put forward by the INED during the Board meetings. This process is conducted through the Assessment of Independence of INED as part of the annual Board Evaluation. The criteria for assessing independence, as developed by the NC, are applied upon admission, annually and when any new interest or relationship develops.

The NC and the Board have, upon their assessment, concluded that the INEDs continue to demonstrate conduct and behaviour that are essential indicators of independence and their ability to act in the best interests of the Company. It has determined that they continue to fulfil the definition of independence, as set out in the Main LR.

The Board acknowledges the vital need for diversity to ensure good governance practice and to enhance the efficient functioning of the Board. The Board believes the appointment of new members is guided by the skills, experience, competency and knowledge of the individual candidate(s). Any potential Board candidate will be assessed, wherever reasonably possible, in line with the Board Diversity Policy of the Company.



The Board's diversity breakdown as at FYE 31 March 2023 is depicted in the following matrix:



### Nominating Committee Report

The NC established by the Board is responsible for screening, evaluating and recommending suitable candidates to the Board for appointment as Directors, as well as filling the vacant seats of the Board Committees as and when they may arise.

The NC is comprised, in the majority, of INEDs with the Chairman being independent and able to contribute effectively to the NC. Meetings of the NC are held as and when required, and at least once a year.

The Board had on 3 April 2023 approved the merging of NC, RC and LTIPC into a single committee known as NRLTIPC with effect from 3 April 2023.

The current composition of the NRLTIPC is as set out on page 19 of Volume 1 of this Annual Report.

The TOR of the NRLTIPC are available for reference at the Company's website: <https://www.microlink.com.my/investor-relations/board-governance/>.

During FYE 31 March 2023, four (4) meetings were held. The NC carried out the following activities:

- Assessed the size, composition and effectiveness of the Board Committees and each of its members;
- Reviewed the overall composition of the Board in terms of appropriate size, required mix of skills, experience, core competencies and effectiveness, as well as adequacy of balance between Executive Director and INEDs;
- Evaluated each Director's performance and ensured no conflict of interest;
- Assessed and confirmed the independence of the INEDs;
- Reviewed the term of office and performance of the ARMC and each of its members;
- Reviewed and made recommendations to the Board with regard to Directors seeking re-election at the Company's 19th Annual General Meeting (AGM);
- Evaluated the training needs of the Board;
- Discussed the nomination and appointment of new candidates as Directors of the Company; and
- Discussed the nomination and appointment of Chief Executive Officer of the Company.

Details on the criteria used in the selection and election process of Directors, as well as the assessment undertaken by the NC, together with the criteria used for such assessment, are set out in the CG Report.

### Directors' Training

The Directors are mindful of the need for continuous training to keep abreast of new developments in the technology sector and regulatory environment. As such, they are encouraged to attend forums, seminars, workshops and conferences facilitated by external professionals in accordance with their respective needs in discharging their duties as Directors.

During the year under review, the NC reviewed and evaluated the training needs of the Directors and encouraged the individual Directors to identify and pursue their respective training needs. The Company Secretary has also periodically informed the Directors of the availability of appropriate courses, conferences and seminars. The Directors have been encouraged to attend such training at the Company's expense.

## PRINCIPLE A: BOARD LEADERSHIP & EFFECTIVENESS (CONT'D.)

All the Directors of the Company have attended and successfully completed the MAP prescribed under the Main LR. In addition, the training/courses attended by the Directors during FYE 31 March 2023 are as follows:

Director	Training/Courses Attended	Date
<b>Tun Arifin bin Zakaria</b>	• Civil Law E-Conference	1 & 2 July 2022
	• Judicial Management and Corporate Rescue	22 July 2022
	• International Directors' Summit	26 – 28 September 2022
	• Graduating from Law School. What's Next?	7 January 2023
	• Fact Finding and the Assessment of Evidence	8 February 2023
	• The Future of the Legal Profession and Legal Professional Ethics	16 February 2023
<b>Tan Sri Jaganath Derek Steven Sabapathy</b>	• Sime Training and Updates on Cybersecurity to Board of Directors	22 November 2022
<b>Monteiro Gerard Clair</b>	• WSF Conference & Annual General Meeting 2022	28 – 30 October 2022
	• Workshop – Humanize your core banking technology to offer the best customer experience	24 November 2022
<b>Dato' Ahmad Najmi bin Abdul Razak</b>	Mandatory Accreditation Program for Directors of Public Listed Companies	7 & 8 March 2023
<b>Tai Keat Chai</b>	SSM National Conference 2022 – Corporate Governance and Sustainability	26 & 27 July 2022
<b>Wan Mai Gan</b>	• Corporate Governance & Remuneration Practices for the ESG World	6 September 2022
	• Fraud Risk Management – Tools & Techniques	21 October 2022
	• Reserved Matters for Shareholders	16 March 2023
<b>Noor Zaliza Yati binti Yahya</b>	• Board of Directors ESG Awareness Training	22 February 2023
	• Sustainability Series – (Re)Building the Board for Innovation	28 February 2023
	• MIA Webinar Series: Board of Director Leadership – ESG Essentials	21 & 22 March 2023

Saved as disclosed above, other Directors of the Company were not able to attend any suitable training programmes during the financial year under review due to their respective work schedule. Nevertheless, these Directors continue to devote sufficient time to update their knowledge and enhance their skills through other channels, in line with the ever-changing commercial challenges and risks.

During the Board Committee and Board meetings, the Directors continuously receive briefings and updates from the Management, External Auditors, Company Secretary and Internal Auditors on a variety of topics. These include, but are not limited to, the Group's businesses and operations, risk management activities, corporate governance, finance, new developments in the business environment, new regulations and statutory requirements.

The Board will continue to evaluate and determine the training needs of its Directors to enhance their skills and knowledge.

#### **Re-election of Directors**

In accordance with the Company's Constitution, one third (1/3) of the Directors for the time being shall retire from office and be eligible for re-election at each AGM. This is provided always that all Directors shall retire from office once every three (3) years but shall be eligible for re-election. The Directors to retire every year shall be those who have been longest in office since their last election.

The Constitution of the Company further provides that Directors who are appointed by the Board to fill a casual vacancy, or as an addition to the existing Board, are subject to re-election by the shareholders at the next AGM following their appointment.

## **C) REMUNERATION**

### **Remuneration Committee (RC)**

The RC is comprised entirely of Non-Executive Directors. The RC is entrusted under its TOR to assist the Board, amongst others, to carry out an annual review of salaries, incentive arrangements and other employment conditions of the Executive Directors and Senior Management. Meetings of the RC are held as and when required, and at least once a year.

The Board had on 3 April 2023 approved the merging of NC, RC and LTIPC into a single committee known as NRLTIPC with effect from 3 April 2023.

The current composition of the NRLTIPC is as set out on page 19 of Volume 1 of this Annual Report.

During FYE 31 March 2023, three (3) RC meeting were held. The RC, in discharging its functions and duties, carried out the following activities:

- Reviewed and recommended the Group Annual Increment and Bonus Performance for FYE 31 March 2022;
- Reviewed and recommended the payment of Directors' Fees and benefits for the period from 3 September 2022 until the next AGM of the Company;
- Reviewed remuneration package for the Executive Director and Chief Executive Officer of the Company; and
- Reviewed and recommended the Proposed Shares Grant via Issuance of New MSB Shares under the ESGP pursuant to the LTIP.



**PRINCIPLE A: BOARD LEADERSHIP & EFFECTIVENESS****Directors' Remuneration**

The remuneration of the Executive and Non-Executive Directors paid/payable by the Group for the financial year under review is as set out in the accompanying table:

Category	Directors' Fees (RM)	Salaries (RM)	Defined Contribution Plan (RM)	Benefits-In-Kind (RM)	Equity Compensation Benefits (RM)	Other Emoluments (RM)	Total (RM)
<b>Executive Director</b>							
Monteiro Gerard Clair	-	540,968 <sup>(4)</sup>	87,317	79,413 <sup>(7)</sup>	126,695		834,393
<b>Non-Executive Directors</b>							
Tun Arifin bin Zakaria	190,800 <sup>(1)</sup>	-	-	21,250 <sup>(6)</sup>	-	7,420 <sup>(5)</sup>	219,470
Tan Sri Jaganath Derek Steven Sabapathy	128,790 <sup>(2)</sup>	-	-	-	-	10,600 <sup>(5)</sup>	101,500
Dato' Sri Chee Hong Leong	62,500 <sup>(3)</sup>	-	-	25,000 <sup>(8)</sup>	-	14,000 <sup>(5)</sup>	101,500
Dato' Ahmad Najmi bin Abdul Razak (Appointed on 20 December 2022)	16,775 <sup>(3)</sup>	-	-	-	-	1,000 <sup>(5)</sup>	17,775
Tai Keat Chai	85,000 <sup>(3)</sup>	-	-	-	-	15,000 <sup>(5)</sup>	100,000
Martin Chu Leong Meng	73,746 <sup>(3)</sup>	-	-	-	-	19,000 <sup>(5)</sup>	92,746
Wan Mai Gan (Appointed on 18 July 2022)	51,218 <sup>(3)</sup>	-	-	-	-	11,000 <sup>(5)</sup>	62,218
Noor Zaliza Yati binti Yahya (Appointed on 20 December 2022)	16,775 <sup>(3)</sup>	-	-	-	-	1,000 <sup>(5)</sup>	17,775
Mah Xian-Zhen (Resigned on 18 July 2022)	21,783 <sup>(3)</sup>	-	-	-	-	7,000 <sup>(5)</sup>	28,783
Dato' Seri Mohd Khairi bin Dato' Mat Jahya (Resigned on 20 December 2022)	43,548 <sup>(3)</sup>	-	-	-	-	3,000 <sup>(5)</sup>	46,548
Tan Sri Datuk Seri (Dr) Mazlan bin Lazim (Resigned on 6 June 2023)	61,754 <sup>(3)</sup>	-	-	-	-	9,000 <sup>(5)</sup>	70,754

(1) Fees paid/payable by the Company for acting as the Chairman of the Board

(2) Fees paid/payable by the Company for acting as a Non-Independent Non-Executive Deputy Chairman

(3) Fees paid/payable by the Company for acting as Independent Non-Executive Director/Non-Independent Non-Executive Director

(4) Salaries and other emoluments paid by the Company for acting as Executive Director

(5) Meeting Allowances paid by the Company

(6) Benefits-In-Kind paid by the Company for acting as the Chairman of the Board

(7) Benefits-In-Kind paid by the Company for acting as Executive Director

(8) Benefits-In-Kind paid by a subsidiary company

## **PRINCIPLE B: EFFECTIVE AUDIT & RISK MANAGEMENT**

### **A) AUDIT & RISK MANAGEMENT COMMITTEE (ARMC)**

As at FYE 31 March 2023, the ARMC comprises three (3) members, all of whom are INEDs. The current composition of the ARMC is as set out on page 46 of Volume 1 of this Annual Report.

The ARMC undertakes an annual assessment of the suitability and independence of the External Auditors in accordance with the External Auditor Independence Policy. Having satisfied itself with their performance and fulfilment of criteria as set out in the policy, the ARMC will recommend their re-appointment to the Board, after which the shareholders' approval will be sought at the subsequent AGM.

Assurance is sought from the External Auditors throughout the conduct of the audit engagement in confirming their independence in accordance with the terms of all relevant professional and regulatory requirements.

The ARMC Report is presented on pages 46 to 47 of Volume 1 of this Annual Report.

### **B) RISK MANAGEMENT FRAMEWORK**

Details on the key features of the risk management framework are set out in the Statement on Risk Management & Internal Control on pages 43 to 45 of Volume 1 of this Annual Report.

### **C) INTERNAL AUDIT FUNCTION**

Details of the Group's internal control systems and the state of internal controls are further elaborated under the Statement on Risk Management & Internal Control. This Statement has been reviewed by the Company's External Auditors, and is provided separately on pages 43 to 45 of Volume 1 of this Annual Report.

## **PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING & MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS**

### **A) COMMUNICATION WITH STAKEHOLDERS**

The Board recognises the importance of communication and proper dissemination of information to its shareholders and investors. Through extensive disclosures of appropriate and relevant information, the Company aims to effectively provide shareholders and investors with information to maintain transparency and accountability. In this respect, the Company keeps shareholders informed via announcements and timely release of quarterly financial reports, press releases, annual reports and circulars to shareholders.

Shareholders and members of the public may obtain information on the Group's operations and activities, as well as press releases, announcements and financial information, etc. from the Company's website: [www.microlink.com.my](http://www.microlink.com.my).

In line with this, a Shareholders' Communication Policy has been adopted by the Company which sets out the framework that it has put in place to promote effective communication with the shareholders. This enables the shareholders to engage actively with the Company and exercise their rights as shareholders in an informed manner. The Shareholders' Communication Policy is available for reference at the Company's website: <https://www.microlink.com.my/investor-relations/board-governance/>.

## PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING & MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS (CONT'D.)

### B) CONDUCT OF GENERAL MEETINGS

The Annual General Meeting (AGM) and other meetings of the shareholders, including any Extraordinary General Meeting (EGM) of the Company, are the principal forums for dialogue and interaction with shareholders. At such meetings, individual shareholders may raise questions or concerns with regard to the Company as a whole. Shareholders are also encouraged to participate in question and answer sessions. The Board, Senior Management and relevant advisors are on hand to answer questions raised and provide clarifications as required.

Following the outbreak of the COVID-19 pandemic in 2020, the Company leveraged on technology by conducting its 19th AGM as virtual session. This was conducted via a secure digital platform. All Directors including the Chairman were in attendance at the designated broadcast venue.

The notice for the 19th AGM was provided more than 28 days in advance to enable shareholders to make adequate preparation. Shareholders attending the 19th AGM were able to participate, speak (in the form of real-time submission of typed texts) and cast their votes in real time via the electronic voting facilities provided by the virtual meeting platform. The remote poll voting results were validated by an independent scrutineer and made available immediately following the broadcast.

### COMPLIANCE STATEMENT

This Statement on the Company's corporate governance practices is made in compliance with the Main LR. Having reviewed and deliberated this Statement, the Board is satisfied that, to the best of its knowledge, for the financial year under review the Company is substantially in compliance with the principles and practices set out in the MCCG 2021, as well as the relevant paragraphs under the Main LR. This statement has been presented and approved by the Board at its meeting held on 10 July 2023.



# STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROL

## INTRODUCTION

The Board of Directors of Microlink Solutions Berhad (Board) acknowledges its stewardship responsibility for the risk management and internal control system throughout Microlink Solutions Berhad and its subsidiaries (the Group) as well as for reviewing its adequacy and effectiveness.

This Statement on Risk Management & Internal Control is prepared in accordance with Paragraph 15.26(b) of the Main Market Listing Requirements (MMLR) and Guidance Note 9 of Bursa Malaysia Securities Berhad (Bursa Securities).

## BOARD RESPONSIBILITIES

The Board recognises that a sound system of risk management and internal control is an integral part of good corporate governance. The Board is committed and affirms its overall responsibility to maintain both a sound system of risk management and internal control and the proper management of risks throughout the operations of the Group to ensure that shareholders' interests and the Group's assets are safeguarded.

Due to limitations inherent in any system of internal control and risk management, such system put in place by management is only designed to manage rather than eliminate risks of failure in the course of achieving business and corporate objectives. Accordingly, the system can only provide reasonable but not absolute assurance against material misstatements, losses or fraud. Due to the ever-changing business environment and conditions, the effectiveness of an internal control and risk management system may vary over time.

## ENTERPRISE RISK MANAGEMENT FRAMEWORK

The Board acknowledges that all areas of the Group's activities involve a certain degree of risk and recognises that effective risk management is part of good business management practice for the successful achievement of the Group's business objectives. The oversight of this critical area is carried out by the Audit & Risk Management Committee (ARMC) comprising the Board Members.

The Group has in place a Risk Management Framework to proactively identify, assess, evaluate and manage key risks to an optimal level. The Group has updated the risk register with key potential risks identified, along with the implementation of appropriate risk response strategies and controls in managing these risks.

As part of the risk assessment (RA) process, focus group sessions were conducted to gain an understanding of changes in business models, strategies, and business operations, to evaluate the current key risks and controls in place as well as to note management concerns or issues. The RA has been conducted as part of a continued



activity to create awareness of, understand and evaluate the current key risks vis-a-vis the enterprise risks. Risk implications due to any changes in business models, strategies and business operations were identified, assessed and documented. This assessment serves as a basis for management to take stock of the risks faced by the Group and put in place action plans to manage those risks. The results of the RA are incorporated in the reporting to the ARMC.

The Board's primary objective and direction in managing the Group's risks are focused on the achievement of the Group's business objectives. From time to time, the framework is reviewed to ensure that risks and controls are updated to reflect current situations and to ensure relevance at any given time.

Internal audits are carried out to ensure mitigating measures are continuously implemented.

### INTERNAL AUDIT

The internal audit (IA) function of the Group was outsourced to Quadrant Biz Solutions Sdn Bhd, an independent professional firm for FYE 31 March 2023. The cost incurred by the Group on the internal audit function in carrying out its duties in respect of FYE 31 March 2023 amounted to RM80,000.

The Group's internal control systems are continually being reviewed and enhanced to ensure changes in the Group's business and operating environment are adequately managed. The Board, through the ARMC, currently obtains regular assurance on the adequacy and effectiveness of the internal control system through independent reviews performed by an outsourced professional internal audit function services firm. The Internal Auditors report directly to the ARMC with the principal responsibility of performing regular and systematic reviews of the internal control system.

During the year under review, the internal audit function conducted reviews in accordance with the risk-based internal audit plan approved by the ARMC. Based on the internal audit reviews carried out, the results, including findings of the internal audit and recommended corrective actions, were presented to the ARMC at the scheduled meetings. In addition, follow-up reviews were conducted to ensure recommendations for improvement on the internal control system are being satisfactorily implemented.

Based on the internal audit review conducted, none of the weaknesses have resulted in any material losses, contingencies or uncertainties that would require separate disclosure in this Annual Report.





## COMMENTARY ON ADEQUACY & EFFECTIVENESS

The Board is of the view that the systems of risk management and internal controls described above have been in place for the year under review and up to the approval of this statement for inclusion in the Annual Report.

In making this statement, the Board has received assurance from the Group Chief Executive Officer and Group Chief Financial Officer that the risk management and internal control systems are operating adequately and effectively in all material aspects for reporting.

The Board is committed towards operating a sound system of internal control with effective risk management practices implemented throughout the Group and is of the view that there were no significant weaknesses in the risk management and internal control systems of the Group which had resulted in material losses, contingencies or uncertainties requiring disclosure in the Annual Report.

Nevertheless, the Board is cognisant of the fact that the Group's system of internal control and risk management practices must continuously evolve to meet the changing and challenging business environment. Therefore, the Board will, when necessary, develop appropriate action plans to further enhance the Group's system of internal control and risk management.

## REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

As required by Paragraph 15.23 of the MMLR of Bursa Securities, the External Auditors have reviewed this Statement on Risk Management & Internal Control, and reported to the Board that nothing has come to their attention that causes them to believe that the Statement on Risk Management & Internal Control intended to be included in the Annual Report for the financial year ended 31 March 2023 has not been prepared, in all material aspects, in accordance with the disclosures required by paragraphs 41 and 42 of the Statement on Risk Management & Internal Control: Guidelines for Directors of Listed Issuers, nor is the Statement on Risk Management & Internal Control factually inaccurate.

The limited assurance review was performed in accordance with Malaysian Approved Standard on Assurance Engagement, ISAE 3000 (Revised) *Assurance Engagements Other than Audits or Reviews of Historical Financial Information and AAPG3 Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control Included in the Audited Report* issued by the Malaysian Institute of Accountants which does not require the external auditors to form an opinion on the adequacy and effectiveness of the risk management and internal control systems of the Group.

## CONCLUSION

There was no major internal control weakness identified that may result in any material loss or uncertainty that requires disclosure in the Annual Report. The Group continually evaluates and takes measures to strengthen the internal control and risk management environment.

This statement is made in accordance with approval from the Board of Directors dated 10 July 2023.



# AUDIT & RISK MANAGEMENT COMMITTEE REPORT

The Audit & Risk Management Committee (ARMC) comprises the following three (3) Directors:

**Tai Keat Chai (Chairman)**  
- Independent Non-Executive Director

**Martin Chu Leong Meng**  
- Independent Non-Executive Director

**Wan Mai Gan**  
- Independent Non-Executive Director

## TERMS OF REFERENCE

In performing its duties and discharging its responsibilities, the ARMC is guided by its Terms of Reference, which are available to view at the Company's website <https://www.microlink.com.my/investors-relations/board-governance/>.

## MEETINGS AND ATTENDANCE

The ARMC held a total of seven (7) meetings during the financial year ended (FYE) 31 March 2023. The attendance record of the respective members is as follows:

Committee Member	Total Meetings Attended
Tai Keat Chai	7/7
Martin Chu Leong Meng	7/7
Wan Mai Gan (Appointed on 18 July 2023)	4/4
Mah Xian-Zhen (Resigned on 18 July 2023)	3/3

## SUMMARY OF ACTIVITIES

During FYE 31 March 2023, the ARMC carried out the following activities:



### Financial Results

- Reviewed the quarterly financial results and the annual audited financial statements of the Company and the Group and recommended to the Board for their consideration and approval prior to release to Bursa Malaysia Securities Berhad (Bursa Securities).



### Related Party Transactions

- Reviewed related party transactions within the Company and/or the Group, including any transaction, mandate, procedure or course of conduct that raises questions of Management integrity.



### Internal Audit

- Reviewed the updates on the Internal Audit for FYE 31 March 2023; and
- Reviewed the proposed Internal Audit Plan for financial year ending 2024 and 2025.



### External Audit

- Reviewed the Audit completion of the Group for FYE 31 March 2022;
- Reviewed the Company's Audited Financial Statements for FYE 31 March 2022 and recommended to the Board for their approval and release to Bursa Securities;
- Reviewed and recommended to the Board on the re-appointment of the External Auditors;
- Reviewed and assessed the performance and independence of the External Auditors;
- Reviewed the Audit Planning Memorandum for FYE 31 March 2023 of the Company;

- Discussed any pertinent points/reservations on issues arising from the audit of the Company's accounts which the External Auditors may have to raise to the ARMC, in the absence of the executive Board members and Management; and
- Reviewed with the External Auditors any issues affecting the operations of the Group, as well as the necessary remedial actions, and thereafter reported the same to the Board.



### Other Matters

- Reviewed and approved the Statement by the ARMC for inclusion into the Circular to Shareholders in relation to the Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature;
- Reviewed the Statement on Risk Management & Internal Control and the ARMC Report for inclusion in the Company's Annual Report;
- Reviewed and verified the allocation of share options pursuant to the Long-Term Incentive Plan (LTIP) for the FYE 31 March 2022; and
- Reviewed and recommended to the Board for their consideration and approval for the Proposed Transfer of the Listing and Quotation for the Entire Issued Share Capital from the ACE Market to the Main Market of Bursa Malaysia Securities Berhad.

## INTERNAL AUDIT FUNCTION

The Board recognises the importance of a sound system of internal control to safeguard shareholders' investments and the Company's assets. The Internal Audit (IA) function in the Company is outsourced to an independent professional firm of internal auditors to assist in identifying, evaluating, monitoring and managing the significant risks. This ensures proper risk management, adequacy and integrity of the internal control systems in line with the requirements of the Statement on Internal Control - Guidance for Directors of Public Listed Companies. The Internal Auditors report directly to the ARMC.

A summary of work of the IA function during FYE 31 March 2023 is as follows:

- Conducted scheduled IA engagements, focusing primarily on the effectiveness of internal controls and recommended improvements where necessary;
- Reviewed the system of internal controls and business processes based on the approved Group IA Plan by adopting a risk-based approach, and recommended improvements to the existing system of controls;
- Presented the IA Report, which included audit findings, audit recommendations and management's response and also recommended corrective measures proposed by the Internal Auditors to the ARMC; and
- Conducted follow-up reviews to assess if appropriate action had been taken to address issues highlighted in previous audit reports.

The total cost incurred in respect of the Company's internal audit function for FYE 31 March 2023 was RM80,000 (FYE 2022: RM100,000).



# STATEMENT ON DIRECTORS' RESPONSIBILITY FOR PREPARING THE FINANCIAL STATEMENTS

The Directors are responsible for ensuring that the annual audited financial statements of the Group and of the Company are drawn up in accordance with the provisions of the Companies Act 2016, the Main Market Listing Requirements (Main LR) and the requirements of the applicable approved Financial Reporting Standards issued by the Malaysian Accounting Standards Board (MASB).

The Directors are also responsible for ensuring that the annual audited financial statements of the Group and the Company present a true and fair view of the state of affairs of the Group and the Company as at the financial year end and their financial performance and cash flows for the financial year then ended.

In preparing the audited financial statements of the Group and of the Company for the financial year ended 31 March 2023, the Directors have ensured that appropriate and relevant accounting policies have been adopted and consistently applied, reasonable and prudent judgments and estimates have been exercised and going concern basis adopted.

The Directors are responsible for ensuring that the Group and the Company keep accounting records which disclose with reasonable accuracy the financial position of the Group and the Company and enable them to ensure that the financial statements comply with the Companies Act 2016, the Main LR and the requirements of the applicable approved Financial Reporting Standards issued by the MASB.

The Directors have overall responsibility for taking such steps that are reasonably available to them to safeguard the assets of the Group and the Company to prevent and detect fraud and other irregularities.



# ANALYSIS OF SHAREHOLDINGS

As at 30 June 2023

## ORDINARY SHARES

Total number of issued shares	:	1,072,396,160 ordinary shares
Class of Shares	:	Ordinary Shares
Voting Rights	:	One (1) vote per ordinary share on a poll
Number of Shareholders	:	4,822

## DISTRIBUTION OF ORDINARY SHAREHOLDERS

according to statistical summary of the Record of Depositors as at 30 June 2023

Size of Holdings	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Issued Capital
Less than 100 issued shares	2,922	60.60	49,842	0.00
100 to 1,000 issued shares	662	13.73	263,002	0.02
1,001 to 10,000 issued shares	676	14.02	3,203,552	0.30
10,001 to 100,000 issued shares	370	7.67	13,032,296	1.22
100,001 to less than 5% of issued shares	186	3.86	441,857,196	41.20
5% and above of issued shares	6	0.12	613,990,272	57.25
<b>Total</b>	<b>4,822</b>	<b>100.00</b>	<b>1,072,396,160</b>	<b>100.00</b>

## LIST OF THIRTY LARGEST ORDINARY SHAREHOLDERS

according to the Record of Depositors as at 30 June 2023

Name	No. of Shares Held	%
1. Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account – AmBank (M) Berhad for Omesti Holdings Berhad	184,000,000	17.16
2. Citigroup Nominees (Tempatan) Sdn Bhd Kenanga Investors Berhad for Gading Sari Ventures Sdn Bhd	115,000,000	10.72
3. Cartaban Nominees (Tempatan) Sdn Bhd RHB Trustees Berhad for Kenanga Islamic Absolute Return Fund	100,058,000	9.33
4. Omesti Holdings Berhad	84,374,272	7.87
5. RHB Nominees (Tempatan) Sdn Bhd OSK Capital Sdn Bhd for Omesti Holdings Berhad	72,000,000	6.71
6. Cartaban Nominees (Tempatan) Sdn Bhd RHB Trustees Berhad for Kenanga Absolute Return Fund	58,558,000	5.46
7. Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account – AmBank (M) Berhad for Omesti Holdings Berhad (SMART)	46,275,000	4.32
8. Citigroup Nominees (Tempatan) Sdn Bhd Urusharta Jamaah Sdn Bhd	46,000,000	4.29
9. Citigroup Nominees (Tempatan) Sdn Bhd Exempt an for Kenanga Investors Bhd	39,000,000	3.64

## ANALYSIS OF SHAREHOLDINGS (CONT'D.)

As at 30 June 2023

Name	No. of Shares Held	%
10. Jaganath Derek Steven Sabapathy	16,868,000	1.57
11. Kenanga Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Mary Anne Woon Lai Kheng	16,500,160	1.54
12. Cimsec Nominees (Tempatan) Sdn Bhd CIMB for Mohamed Nizam bin Abdul Razak (PB)	12,408,300	1.16
13. Chan Kong Yew	10,330,500	0.96
14. Alliancegroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Koh Kin Lip (8058900)	9,770,800	0.91
15. Maybank Nominees (Tempatan) Sdn Bhd Maybank Private Wealth Management for Mohamed Nazim bin Abdul Razak (PW-M00363) (408782)	9,200,000	0.86
16. RHB Nominees (Tempatan) Sdn Bhd OSK Capital Sdn Bhd for Low Choon Chong	9,200,000	0.86
17. CIMB Group Nominees (Tempatan) Sdn Bhd CIMB Commerce Trustee Berhad for Kenanga Yield Enhancement Fund	9,170,000	0.86
18. Citigroup Nominees (Asing) Sdn Bhd Exempt an for Citibank New York (Norges Bank 14)	8,802,300	0.82
19. Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Monteiro Gerard Clair	8,441,400	0.79
20. Lim Tien Li	7,780,000	0.73
21. Monteiro Gerard Clair	7,632,888	0.71
22. Chor Wan Yoke	7,554,000	0.70
23. Newfields Capital Sdn Bhd	6,650,000	0.62
24. Yee Kok Leong	5,600,000	0.52
25. Maybank Nominees (Tempatan) Sdn Bhd National Trust Fund (IFM KAF) (446190)	5,500,000	0.51
26. Maybank Nominees (Tempatan) Sdn Bhd Maybank Private Wealth Management for Foong Kuok Jian (PW-M00088) (197120)	5,280,000	0.49
27. Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Mah Siew Kwok	5,178,900	0.48
28. Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Tiza Global Sdn Bhd	5,000,000	0.47
29. Jacqueline A/P Earthayanathan	4,447,200	0.41
30. RHB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Chee Chan Yau @ Cheah Chan Yau	4,300,000	0.40
<b>Total</b>	<b>920,879,720</b>	<b>85.87</b>

## SUBSTANTIAL ORDINARY SHAREHOLDERS

according to the Register of Substantial Shareholders as at 30 June 2023

Name	No. of Shares Held			
	Direct Interest	%	Deemed Interest	%
1. Omesti Holdings Berhad (OHB)	390,594,972	36.42	-	-
2. Omesti Berhad (Omesti)	-	-	390,594,972 <sup>(1)</sup>	36.42
3. RHB Trustees Berhad - Kenanga Absolute Return Fund	58,558,000	5.46	-	-
4. RHB Trustees Berhad - Kenanga Islamic Absolute Return Fund	100,058,000	9.33	-	-
5. Gading Sari Ventures Sdn Bhd	115,000,000	10.72	-	-
6. Gading Sari Holdings Sdn Bhd	-	-	115,000,000 <sup>(2)</sup>	10.72
7. KDYMM Al-Sultan Abdullah Ibni Sultan Haji Ahmad Shah	-	-	115,000,000 <sup>(3)</sup>	10.72

## DIRECTORS' INTERESTS IN ORDINARY SHARES IN THE COMPANY

according to the Register of Directors' Shareholdings as at 30 June 2023

MICROLINK SOLUTIONS BERHAD	No. of Shares Held				
	Direct Interest	%	Deemed Interest	%	
<b>Director</b>					
1. Tun Arifin bin Zakaria	1,600,000	0.15	-	-	
2. Tan Sri Jaganath Derek Steven Sabapathy	17,868,000	1.66	-	-	
3. Dato' Sri Chee Hong Leong	-	-	-	-	
4. Dato' Ahmad Najmi bin Abdul Razak	-	-	-	-	
5. Monteiro Gerard Clair	37,205,296	3.50	31,464 <sup>(4)</sup>	0.00	
6. Tai Keat Chai	-	-	-	-	
7. Martin Chu Leong Meng	-	-	-	-	
8. Wan Mai Gan	-	-	-	-	
9. Noor Zaliza Yati binti Yahya	-	-	-	-	
<b>Group Chief Executive Officer</b>					
1. Ramlee bin Abdullah	640,200	0.06	-	-	

<sup>(1)</sup> Deemed interest by virtue of OHB being a wholly-owned subsidiary of Omesti pursuant to Section 8(4) of the Companies Act 2016 (the Act).

<sup>(2)</sup> Deemed interest by virtue of Gading Sari Ventures Sdn Bhd being a wholly-owned subsidiary of Gading Sari Holdings Sdn Bhd pursuant to Section 8(4) of the Act.

<sup>(3)</sup> Deemed interest by virtue of his substantial interest in Gading Sari Holdings Sdn Bhd pursuant to Section 8(4) of the Act.

<sup>(4)</sup> Deemed interest by virtue of his substantial interest in H2O Holdings Sdn Bhd pursuant to Section 8(4) of the Act.

# OTHER COMPLIANCE INFORMATION

## LONG-TERM INCENTIVE PLAN

During the financial year ended (FYE) 31 March 2023 the Company had made a total award of 4,998,700 new ordinary shares (Award Shares) under the Restricted Share Plan (RSP) under the Employees' Share Grant Plan (ESGP) pursuant to the Long-Term Incentive Plan (LTIP). The LTIP is the only scheme that is in existence during FYE 31 March 2023. The Award Shares were vested on 26 May 2022, 28 July 2022, 21 December 2022 and 20 January 2023 respectively.

Further information on the LTIP is set out in the Directors' Report and Note 40 of Volume 2 of this Annual Report.

Brief details on the number of shares granted, vested and outstanding during FYE 31 March 2023 are set out below:

1 April 2022 to 31 March 2023	Total	Directors	Chief Executive Officer	Senior Management	Other Entitled Employees
RSP under the ESGP pursuant to the LTIP	-	-	-	-	-
Number of Shares outstanding as at 1 April 2022	-	-	-	-	-
Number of Shares granted	4,998,700	135,300	-	210,000	4,653,400
Number of Shares vested	4,998,700	(135,300)	-	(210,000)	(4,653,400)
Number of Shares lapsed	-	-	-	-	-
Number of Shares outstanding as at 31 March 2023	-	-	-	-	-

Since the commencement of the LTIP, the actual percentage of ESOS (which had lapsed) granted to the Directors and Senior Management of the Group was 100% of the total ESOS. No ESOS was granted to the Executive Director, the Senior Management of the Group or the Non-Executive Directors of the Company during FYE 31 March 2023.

RSP awards under ESGP pursuant to the LTIP granted to the Executive Director and Senior Management of the Group during FYE 31 March 2023 and since the commencement of the LTIP was 6.91% and 28.62% respectively.

## AUDIT & NON-STATUTORY AUDIT FEES

The amounts of audit and non-audit fees paid or payable by the Company and the Group to the External Auditors for the FYE 31 March 2023 are as follows:

	Company (RM)	Group (RM)
Audit fees	53,750	215,750
Non-audit fees	4,000	4,000

## MATERIAL CONTRACTS

There were no material contracts (not being contracts entered into in the ordinary course of business) entered into by the Company and its subsidiaries involving the interest of its Directors, Chief Executive Officer, who is not a director, or Major Shareholders of the Group and of the Company which were still subsisting as at the end of the financial year under review or which were entered into since the end of the previous financial year.



## RECURRENT RELATED PARTY TRANSACTIONS

At the Annual General Meeting (AGM) of MSB held on 2 September 2022, the Company had obtained the approval of the shareholders for the shareholders' mandate to allow the Company and its subsidiaries (MSB Group) to enter into recurrent related party transactions of a revenue or trading nature, which are necessary for its day-to-day operations and in the ordinary course of its business, with related parties (Recurrent Transactions).

The said mandate is effective from 3 September 2022 until the conclusion of the forthcoming AGM of the Company.

In accordance with Paragraph 3.1.5 of the Practice Note 12 of the Main Market Listing Requirements, details of the Recurrent Transactions conducted during FYE 31 March 2023 pursuant to the said shareholders' mandate are as follows:

Companies within MSB Group transacting with Related Parties	Nature of Transactions	Related Party	Interested Directors / Major Shareholders	Aggregate Value of Transactions during FYE 31 March 2023 (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 and its subsidiary companies (Omesti Group) <sup>(3)</sup>	<b>Interested Directors</b> - Monteiro Gerard Clair (MGC) <sup>(5)</sup>  <b>Interested Major Shareholders</b> - Omesti Holdings Berhad (OHB) <sup>(1)</sup> - Omesti <sup>(3)</sup>	3,265,217
	Supply of network infrastructure and related services, computer hardware and software, provision of hardware and software related services, maintenance services and application related services by MSB Group to Omesti Group			27,769,312
MSB Group	Provision of administrative and management support, training and other related services by Omesti Group to MSB Group	Omesti and Omesti Group		662,795
	Provision of administrative and management support, training and other related services by MSB Group to Omesti Group			239,520

## OTHER COMPLIANCE INFORMATION (CONT'D.)

Companies within MSB Group transacting with Related Parties	Nature of Transactions	Related Party	Interested Directors / Major Shareholders	Aggregate Value of Transactions during FYE 31 March 2023 (RM)
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) <sup>(2)</sup>	<b>Interested Directors</b> - MGC  <b>Interested Major Shareholders</b> - OHB <sup>(1)</sup> - Omesti <sup>(3)</sup>	109,163
MSB Group	Renting of office spaces and procurement of other related services such as general maintenance services from Ho Hup Group	Ho Hup Group <sup>(4)</sup>	<b>Interested Major Shareholders</b> - OHB <sup>(1)</sup> - Omesti <sup>(3)</sup>	743,173

### Notes:

- <sup>(1)</sup> OHB is a wholly-owned subsidiary of Omesti.
- <sup>(2)</sup> MIHCM Asia is a 33.33% associated company of Continuous Network Advisers Sdn Bhd, which in turn is an indirect 33.33% associated company of Omesti. MIHCM Asia is principally engaged in the distribution, marketing, implementation and maintenance of human capital management software solutions and services in Asia.
- <sup>(3)</sup> Omesti is the holding company of OHB as at 31 March 2023. Omesti is principally engaged in investment holding activities, the provision of management services and the provision of information technology services in terms of hardware, software, consultancy and maintenance to the telecommunication, oil and gas and government sectors
- <sup>(4)</sup> Ho Hup Group is a related party to MSB Group through a common ultimate Major Shareholder, Omesti. As at 31 March 2023, Ho Hup is a 10.89% associated company of OHB. Ho Hup is principally engaged in investment holding, foundation engineering, civil engineering, building contracting works and provision of management services for subsidiary companies, while its subsidiaries are principally involved in property investment, property development, construction and retail.
- <sup>(5)</sup> MGC is a Non-Independent Non-Executive Director and Executive Director of Omesti and MSB respectively. His direct and indirect interests in Omesti and MSB as at 31 March 2023 are as set out below:

Name of Company	% of Interest	
	Direct	Indirect
Omesti	7.24	12.27
MSB	3.47	0.00

# NOTICE OF 20<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 20<sup>th</sup> Annual General Meeting of the Company will be held 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, on Monday, 4 September 2023 at 10.30 a.m. for the following purposes:

## AGENDA

### AS ORDINARY BUSINESS:

- |   |                                    |
|---|------------------------------------|
| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2023 together with the Reports of the Directors and Auditors thereon.  | [Please refer to Explanatory Note] |
| 2. To approve the payment of Directors' fees and benefits to Non-Executive Directors of up to an amount of RM923,560 for the period from 5 September 2023 until the conclusion of the next Annual General Meeting (AGM) of the Company. | Resolution 1                       |
| 3. To re-elect the following Directors retiring by rotation in accordance with Clause 95 of the Company's Constitution and being eligible, have offered themselves for re-election:   |                                    |
| (a) Tan Sri Jaganath Derek Steven Sabapathy   | Resolution 2                       |
| (b) Monteiro Gerard Clair   | Resolution 3                       |
| 4. To re-elect the following Directors retiring in accordance with Clause 100 of the Company's Constitution and being eligible, have offered themselves for re-election:  |                                    |
| (a) Dato' Ahmad Najmi bin Abdul Razak   | Resolution 4                       |
| (b) Noor Zaliza Yati binti Yahya  | Resolution 5                       |
| 5. To re-appoint BDO PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.  | Resolution 6                       |

### AS SPECIAL BUSINESS:

To consider, and if thought fit, to pass the following resolutions:

#### 6. ORDINARY RESOLUTION:

##### CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS

"THAT approval be and is hereby given to the following Directors who have served as an Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Directors of the Company:

- |                           |              |
|---------------------------|--------------|
| (a) Tai Keat Chai         | Resolution 7 |
| (b) Martin Chu Leong Meng | Resolution 8 |

## 7. ORDINARY RESOLUTION:

### **AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 AND WAIVER OF THE PRE-EMPTIVE RIGHTS OVER NEW ORDINARY SHARES IN THE COMPANY UNDER SECTION 85 OF THE COMPANIES ACT 2016**

Resolution 9

“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 10% 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 (“Bursa Securities”) and that such authority shall continue to be in force until the conclusion of the next AGM of the Company.

AND THAT pursuant to Section 85 of the Act to be read together with Clause 13 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act.”

## 8. ORDINARY RESOLUTION:

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

Resolution 10

“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 28 July 2023, 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 Main Market Listing Requirements of Bursa Securities;

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.”

9. **ORDINARY RESOLUTION:**

**PROPOSED ALLOCATION OF OPTIONS TO THE ELIGIBLE NON-EXECUTIVE DIRECTORS OF THE COMPANY UNDER THE EMPLOYEES' SHARE OPTION SCHEME (ESOS) PURSUANT TO THE LONG-TERM INCENTIVE PLAN (LTIP) OF THE COMPANY (ESOS OPTIONS)**

"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 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) Dato' Ahmad Najmi bin Abdul Razak	Non-Independent Non-Executive Director	2,400,000	Resolution 11
(ii) Noor Zaliza Yati binti Yahya	Independent Non-Executive Director	2,400,000	Resolution 12

10. **ORDINARY RESOLUTION:**

**PROPOSED ALLOCATION OF OPTIONS TO THE ELIGIBLE EXECUTIVE DIRECTOR OF THE COMPANY UNDER THE LTIP OF THE COMPANY (LTIP AWARDS)**

Resolution 13

"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 LTIP Awards 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 Dato' Sri Chee Hong Leong, being the Executive Director of the Company, the LTIP Awards of up to 4,000,000 new ordinary shares in the Company (Microlink Shares) each which gives him the right to subscribe for Microlink Shares at a prescribed subscription price upon the vesting of the options under the Employees' Share Option Scheme award 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."

11. **ORDINARY RESOLUTION:**

**PROPOSED ALLOCATION OF OPTIONS TO THE ELIGIBLE CHIEF EXECUTIVE OFFICER OF THE COMPANY UNDER THE LTIP OF THE COMPANY (LTIP AWARD)**

Resolution 14

"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 LTIP Awards 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 Ramlee bin Abdullah, being the Chief Executive Officer of the Company, the LTIP Awards of up to 16,000,000 new ordinary shares in the Company (Microlink Shares) each which gives him the right to subscribe for Microlink Shares at a prescribed subscription price upon the vesting of the options under the Employees' Share Option Scheme award 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."

# NOTICE OF 20<sup>TH</sup> ANNUAL GENERAL MEETING (CONT'D.)

By Order of the Board

## LIM SHOOK NYEE

MAICSA No. 7007640

SSM PC No. 201908003593

Company Secretary

Kuala Lumpur

28 July 2023

### EXPLANATORY NOTES:

#### Agenda 1

#### **Audited Financial Statements for the financial year ended 31 March 2023**

The audited financial statements are for discussion only under Agenda 1, as they do not require shareholders' approval under the provisions of Section 340(1)(a) of the Companies Act 2016. Hence, they will not be put for voting.

#### Resolution 1

#### **Directors' Fees & Benefits**

Section 230 of the Companies Act 2016 provides amongst others, that the fee of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

The proposed Resolution 1, if passed, will authorise the payment of Directors' fees and benefits (being meeting attendance allowance) payable to the Non-Executive Directors for the period from 5 September 2023 until the conclusion of the next AGM of the Company. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the Company.

The total estimated amount of benefits payable is calculated based on the assumption of the projected number of Board and Board Committee meetings and the appointment of additional Non-Executive Directors.

#### Resolutions 2, 3, 4 & 5

#### **Re-election of Directors**

Clause 95 of the Company's Constitution provides that at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office. Each Director shall retire from office once at least in each three years but shall be eligible for re-election. Tan Sri Jaganath Derek Steven Sabapathy and Monteiro Gerard Clair who are retiring by rotation in accordance with Clause 95 of the Company's Constitution and being eligible, have offered themselves for re-election at the 20<sup>th</sup> AGM.

Clause 100 of the Company's Constitution provides that any Directors appointed within the period under review shall hold office only until the next AGM and shall be eligible for re-election. Dato' Ahmad Najmi bin Abdul Razak and Noor Zaliza Yati binti Yahya who both were appointed on 20 December 2022, are standing for re-election as Director and being eligible, have offered themselves for re-election at the 20<sup>th</sup> AGM.

The Nominating, Remuneration and Long-Term Incentive Plan Committee (NRLTIPC) has conducted an assessment of these Directors as well as the independence of the Independent Director, as applicable, and is satisfied that they comply and meet the independence criteria as required by the Main Market LR of Bursa Securities. Their profiles are presented on Pages 21 to 26 of Volume 1 of the Annual Report 2023. These four (4) retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board and NRLTIPC Meetings on their own eligibility to stand for re-election at this 20<sup>th</sup> AGM. The Board has endorsed the NRLTIPC's recommendation subject to the shareholders' approval at the 20<sup>th</sup> AGM.

#### Resolution 6

#### **Re-appointment of BDO PLT as Auditors of the Company for the ensuing year**

Based on the results of the External Auditors Evaluation for the financial year ended 31 March 2023, the Audit & Risk Management Committee and Board are satisfied with the quality of service, adequacy of resources provided, communication, independence, objectivity and professionalism demonstrated by the External Auditors, BDO PLT, in carrying out their duties. Being satisfied with BDO PLT's performance, the Board recommends their re-appointment for shareholders' approval at the 20<sup>th</sup> AGM of the Company and who have expressed their willingness to continue in office, to hold office as Auditors of the Company for the ensuing year until the conclusion of the next Annual General Meeting at a fee to be determined by the Board of Directors of the Company.

#### Resolution 7 & 8

#### **Continuation in office as Independent Non-Executive Directors**

The proposed resolutions, if passed, will allow Tai Keat Chai ("Mr Tai") and Martin Chu Leong Meng ("Mr Martin") to be retained and to continue in office as Independent Non- Executive Directors of the Company, via a two-tier voting process as recommended under the Malaysian Code on Corporate Governance 2021.

Mr Tai and Mr Martin who were appointed as an Independent Non-Executive Director of the Company on 28 August 2013 and 6 January 2014 respectively, have exceeded a cumulative term of more than nine (9) years.

The NRLTIPC and Board of Directors of the Company, have assessed the independence of Mr Tai and Mr Martin and recommended that they continue to act as Independent Non-Executive Directors of the Company based on the following justifications:

- (a) They fulfill the criteria of the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and had expressed their willingness to continue in office as an Independent Non-Executive Directors of the Company;

- (b) Their vast experience would enable them to provide the Board with a diverse range of knowledge, expertise and independent judgment to better manage and run the Group.
- (c) Notwithstanding that they have served the Company as an Independent Non-Executive Directors for a cumulative term of more than nine (9) years, during which they had at all times acted in good faith and in the best interests of the Company, exercising their independent judgment during deliberations and decision-making during the Company's Board Meetings and Board Committee Meetings and were familiar with the Company's business operations.
- (d) Mr Tai and Mr Martin had proven to be a reliable Independent Non-Executive Directors with their professional attitude and outlook of business perspective, had devoted sufficient time and attention to their professional obligations for informed and balanced decision-making and had also exercised due care during their tenure in the best interests of the Company and the shareholders.

**Resolution 9 Authority to Allot Shares and Waiver of Pre-Emptive Rights**

Further information in relation to the general mandate for issue of securities and waiver of pre-emptive rights is set out in the Statement Accompanying Notice of 20<sup>th</sup> AGM.

**Resolution 10 Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

Further information on the Recurrent Related Party Transactions is set out in the Circular to Shareholders dated 28 July 2023 which is dispatched together with the Company's Annual Report 2023.

**Resolutions 11 & 12 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)**

The proposed Resolutions 11 & 12, if passed, will allow the Board of Directors to offer and grant the ESOS Options pursuant to the LTIP to Dato' Ahmad Najmi bin Abdul Razak and Noor Zaliza Yati binti Yahya.

**Resolution 13 Proposed Allocation of Options to the Eligible Executive Director of the Company under the LTIP of the Company (LTIP Awards)**

The proposed Resolution 13, if passed, will allow the Board of Directors to offer and grant the LTIP Awards pursuant to the LTIP to Dato' Sri Chee Hong Leong.

**Resolution 14 Proposed Allocation of Options to the Eligible Chief Executive Officer of the Company under the LTIP of the Company (LTIP Awards)**

The proposed Resolution 14, if passed, will allow the Board of Directors to offer and grant the LTIP Awards pursuant to the LTIP to Ramlee bin Abdullah.

**NOTES:**

The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016, which requires the Chairman of the meeting to be physically present at the main venue of the meeting.

Shareholders/proxies **WILL NOT BE ALLOWED** to attend this 20<sup>th</sup> AGM in person at the broadcast venue on the day of the 20<sup>th</sup> AGM. Therefore, shareholders are strongly advised to participate and vote remotely at the 20<sup>th</sup> AGM through live streaming and online remote voting using the Remote Participation and Electronic Voting (RPEV) facilities.

**Please read these Notes carefully and follow the Procedures in the Administrative Guide for the 20<sup>th</sup> AGM in order to participate remotely.**

- (i) A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead via RPEV facilities. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a General Meeting of the Company shall have the same rights as the member to speak (in the form of real time submission of typed texts) at the General Meeting via RPEV facilities.
- (ii) Where a member of the Company is an exempt authorised 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 authorised nominee may appoint in respect of each Omnibus Account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 (SICDA) which is exempted from compliance with provisions of subsection 25A(1) of SICDA.
- (iii) A member may appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the member shall specify the proportion of his shareholding to be represented by each proxy.
- (iv) The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- (v) Only members whose names appear in the Record of Depositors on 25 August 2023 shall be entitled to attend, speak (in the form of real time submission of typed texts) and vote at the 20<sup>th</sup> AGM or appoint proxy/proxies to attend and/or vote on his/her behalf via RPEV facilities.
- (vi) 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 that power or authority, shall be deposited at the Registered Office Address at Ho Hup Tower – Aurora Place, 2-07-01 – Level 7, Plaza Bukit Jalil, No. 1, Persiaran Jalil 1, Bandar Bukit Jalil, 57000 Kuala Lumpur not less than 48 hours before the time fixed for holding the Meeting or adjourned Meeting at which the person named in the instrument proposed 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. The Form of Proxy may be submitted electronically via the Portal at <https://agm.omesti.com> (please refer to Step 3 of the Administrative Guide for more details) or by email to [osem@quadrantbiz.co](mailto:osem@quadrantbiz.co) or by fax to +603 9779 1701/02 or by post to the above Registered Office address no later than **Sunday, 3 September 2023** at 10.30 a.m.
- (vii) The resolutions set out in the Notice of the 20<sup>th</sup> AGM will be put to vote by poll in accordance with Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities.

# STATEMENT ACCOMPANYING NOTICE OF 20<sup>TH</sup> ANNUAL GENERAL MEETING

(PURSUANT TO PARAGRAPH 8.27(2) OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD)

**A**

## **DETAILS OF THE INDIVIDUALS WHO ARE STANDING FOR ELECTION AS DIRECTORS (EXCLUDING DIRECTORS STANDING FOR RE-ELECTION)**

No individual is standing for election as a Director (excluding Directors standing for re-election) at the 20<sup>th</sup> Annual General Meeting (AGM) of the Company.

**B**

## **STATEMENT RELATING TO GENERAL MANDATE FOR ISSUE OF SECURITIES IN ACCORDANCE WITH PARAGRAPH 6.03(3) OF THE MAIN MARKET LISTING REQUIREMENTS**

The resolution in relation to the authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016, is a renewal of the general mandate for the issue of new ordinary shares in the Company which was approved at the last AGM of the Company held on 2 September 2022.

As at the date of the Notice of the 20<sup>th</sup> AGM, no new shares were issued pursuant to the mandate granted to the Directors at the 19<sup>th</sup> AGM held on 2 September 2022 and which will lapse at the conclusion of the 20<sup>th</sup> AGM.

The resolution, if passed, would provide flexibility to the Directors to undertake fund-raising activities, including but not limited to placement of shares for the funding of the Company's future investment projects, working capital and/or acquisitions, by the issuance of shares in the Company to such persons at any time, as the Directors consider it to be in the best interests of the Company. Any delay arising from and cost involved in convening a general meeting to approve such issuance of shares should be eliminated.

The waiver of the statutory pre-emptive rights of the shareholders of the Company pursuant to Section 85 of the Companies Act 2016 will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.

This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.



## DEAR SIR/MADAMS,

This privacy notice for personal data ("**Privacy Notice**") is issued to all shareholders of Microlink Solutions Berhad ("**Company**", "**we**", "**us**" or "**our**"), pursuant to the statutory requirements of the Personal Data Protection Act 2010 ("**PDPA**").

During the course of your dealings with us, we will collect and process your personal data (including any personal data previously collected from you) for purposes, including, to communicate with you, provide administrative assistance to you in the course of you being our shareholder, respond to your enquiries or input, invite you to meetings and events, provide you with notices, documents, information and/or updates relating to us and any matters relating to your involvement in the Board of Directors, for publication and dissemination of your personal data in any circulars, reports, minutes, websites, newsletters, bulletins, brochures, pamphlets or any other materials which may be published and circulated internally or to the general public, to comply with our legal and regulatory obligations (including monitor and where necessary make disclosure of matters relating to your involvement in any shares, debentures, participatory interests, rights, options, transactions and contracts) and other purposes required to operate and maintain our business as set out in our Privacy Policy (collectively referred to as "**Purposes**")

We will not disclose any of your personal data to any third party without your consent except to the Company's group of companies (including the Company's subsidiaries, related and/or associated companies), our professional advisers, vendors, suppliers, agents, contractors, service providers, business partners, insurance companies, banks and financial institutions, any governmental agencies, regulatory authorities and/or statutory bodies, within or outside Malaysia, where necessary, for the Purposes mentioned above, to any party who undertakes to keep your personal data confidential, to any person as set out in our Privacy Policy, or to whom we are compelled or required under the law to disclose to. A copy of our Privacy Policy is available on our website at <http://www.microlink.com.my/privacy-policy/>.

It is necessary for us to collect and process your personal data. If you do not provide us with your personal data, or do not consent to this Privacy Notice, we will not be able to effectively provide services to you in connection with or incidental to your role as our shareholder or process your personal data for any of the Purposes, if at all.

We are committed to ensuring that your personal data is stored securely. You have the right to request for access to, request for a copy of and request to update or correct, your personal data held by us. You also have the right at any time to request us to limit the processing and use of your personal data, subject to our right to rely on any statutory exemptions and/or exceptions to collect, use and disclose your personal data.

Your written requests or queries should be addressed to:

### Personal Data Protection Officer

Address: Ho Hup Tower – Aurora Place, 2-07-01 – Level 7, Plaza Bukit Jalil, No. 1 Persiaran Jalil 1, Bandar Bukit Jalil, 57000 Kuala Lumpur  
Tel : +603 9779 1700  
Fax : +603 9779 1701  
Email : [pdpa@microlink.com.my](mailto:pdpa@microlink.com.my)

By providing your personal data to us, you consent to us processing your personal data in accordance with this Privacy Notice, and you confirm that all personal data provided by you is accurate and complete, and that none of it is misleading or out of date. You will promptly update us in the event of any change to your personal data.

To the extent that you have provided (or will provide) personal data about your family members, spouse, other dependents (if you are an individual), directors, shareholders, employees, representatives, agents (if you are a corporate entity/an organisation) and/or other individuals, you confirm that you have explained (or will explain) to them that their personal data will be provided to, and processed by, us and you represent and warrant that you have obtained their consent to the processing (including disclosure and transfer) of their personal data in accordance with this Privacy Notice.

In respect of minors (i.e. individuals under 18 years of age) or individuals not legally competent to give consent, you confirm that you are the parent or guardian or person who has parental responsibility over them or the person appointed by court to manage their affairs or that they have appointed you to act for them, to consent on their behalf to the processing (including disclosure and transfer) of their personal data in accordance with this Privacy Notice.

We reserve the right to update and amend this Privacy Notice or our Privacy Policy from time to time. We will notify you of any amendments to this Privacy Notice or our Privacy Policy via announcements on our website or other appropriate means. If we amend this Privacy Notice or our Privacy Policy, the amendment will only apply to personal data collected after we have posted the revised Privacy Notice or Privacy Policy. In accordance with Section 7(3) of the PDPA, this Privacy Notice is issued in both English and Bahasa Malaysia. In the event of any inconsistencies or discrepancies between the English version and the Bahasa Malaysia version, the English version shall prevail.

# NOTIS PRIVASI

## KEPADA TUAN-TUAN DAN PUAN-PUAN,

Notis privasi untuk data peribadi ini ("**Notis Privasi**") diberikan kepada semua pemegang saham Microlink Solutions Berhad ("**Syarikat**", "**kita**" atau "**kami**"), selaras dengan obligasi statutori di bawah Akta Perlindungan Data Peribadi 2010 ("**PDPA**").

Sepanjang masa urusan anda dengan kami, kami akan mengumpul dan memproses data peribadi anda (termasuk data peribadi yang telah dikumpulkan sebelum ini) untuk tujuan berkomunikasi dengan anda, memberi bantuan pentadbiran kepada anda, memberi maklum balas terhadap pertanyaan atau input anda, menjemput anda ke mesyuarat dan acara kami, memberi anda notis, dokumen, maklumat dan/atau isu-isu terkini berkaitan dengan kami dan perkara-perkara berhubungan dengan penglibatan anda di Lembaga Pengarah, untuk penerbitan dan pendedahan data peribadi anda di pekeliling, laporan, minit, laman web, surat berita, buletin, brosur, risalah atau media lain yang mungkin diterbitkan dan diedarkan di dalam organisasi kami atau kepada orang awam, untuk memenuhi kewajiban kami dalam mematuhi undang-undang dan peraturan-peraturan (termasuk memantau dan membuat pendedahan tentang perkara-perkara yang berkaitan dengan penglibatan anda dalam apa-apa saham, debentur, kepentingan penyertaan, hak, opsyen, urus niaga dan kontrak), serta tujuan-tujuan lain yang kami perlukan untuk mengendalikan dan mengekalkan perniagaan kami sepertimana yang tertera dalam Polisi Privasi kami (secara kolektifnya dirujuk sebagai "**Tujuan-Tujuan**").

Kami tidak akan mendedahkan apa-apa data peribadi anda kepada mana-mana pihak ketiga tanpa kebenaran anda kecuali kepada syarikat-syarikat di dalam kumpulan Syarikat (termasuk subsidiari, syarikat berkaitan dan/atau syarikat bersekutu kami), penasihat profesional, ejen, vendor, pembekal, kontraktor, pembekal perkhidmatan, rakan kongsi perniagaan, syarikat insurans, bank dan institusi kewangan, agensi kerajaan, pihak berkuasa dan/atau badan berkanun, di dalam atau di luar Malaysia, jikalau perlu, bagi Tujuan-Tujuan yang disebut di atas, kepada mana-mana pihak yang berjanji untuk menyimpan data peribadi anda secara sulit, kepada mana-mana pihak sepertimana yang tertera dalam Polisi Privasi kami, atau sekiranya diperlukan di bawah undang-undang. Sesalinan Polisi Privasi kami boleh didapati di laman web kami di <http://www.microlink.com.my/privacy-policy/>

Kami perlu mengumpul dan menyimpan data peribadi anda. Sekiranya anda tidak memberikan data peribadi anda kepada kami, atau tidak bersetuju dengan Notis Privasi ini, kami mungkin tidak dapat memberikan perkhidmatan secara efektif kepada anda berkaitan atau bersampingan dengan peranan anda sebagai pemegang saham kami atau memproses data peribadi anda bagi Tujuan-Tujuan yang disebut di atas.

Kami akan memastikan data peribadi anda disimpan dengan selamat. Anda mempunyai hak untuk meminta akses kepada, mendapat salinan, mengemaskini atau memperbetulkan data peribadi anda yang disimpan oleh kami. Anda juga mempunyai hak untuk meminta kami menghadkan pemrosesan dan penggunaan data peribadi anda pada bila-bila masa. Walaubagaimana pun, kami mempunyai hak untuk bergantung kepada mana-mana pengecualian dalam mengumpul, mengguna dan mendedah data peribadi anda.

Permintaan atau pertanyaan bertulis anda perlu disampaikan ke alamat di bawah:

### Pegawai Perlindungan Data Peribadi

Alamat: Ho Hup Tower – Aurora Place, 2-07-01 – Level 7, Plaza Bukit Jalil, No. 1 Persiaran Jalil 1, Bandar Bukit Jalil, 57000 Kuala Lumpur  
No. Telefon : +603 9779 1700  
No. Faks : +603 9779 1701  
Emel : [pdpa@microlink.com.my](mailto:pdpa@microlink.com.my)

Dengan memberikan data peribadi anda kepada kami, anda bersetuju untuk kami memproses data peribadi anda sepertimana yang tertera dalam Notis Privasi ini, dan anda mengesahkan bahawa semua data peribadi yang diberikan oleh anda adalah betul dan lengkap, dan tiada data peribadi yang mengelirukan atau yang belum dikemaskinikan. Anda mesti, dengan segera, mengemaskini data peribadi anda sekiranya terdapat apa-apa perubahan kepada data peribadi yang anda beri kepada kami.

Setakat mana yang anda telah memberikan (atau akan memberikan) data peribadi tentang ahli keluarga, pasangan, tanggungan anda (jikalau anda ialah seorang individu), pengarah, pemegang saham, wakil, ejen (jikalau anda ialah sebuah entiti korporat/organisasi) dan/atau individu lain, anda mengesahkan bahawa anda telah menjelaskan (atau akan menjelaskan) kepada mereka bahawa data peribadi mereka akan didedahkan kepada, dan akan diproses oleh, kami dan anda menyata dan menjamin bahawa anda telah diberi kuasa untuk mendedahkan data peribadi mereka kepada kami dan anda telah memperolehi persetujuan daripada mereka berkenaan dengan pemrosesan (termasuk pendedahan dan pemindahan) data peribadi mereka sepertimana yang tertera dalam Notis Privasi ini.

Berkenaan dengan individu yang belum mencapai usia dewasa (iaitu individu di bawah umur 18 tahun) atau individu yang tidak mempunyai kompeten untuk memberi persetujuan, anda mengesahkan bahawa anda ialah ibu bapa atau penjaga atau orang yang mempunyai kewajiban terhadap mereka atau orang yang dilantik oleh mahkamah untuk menguruskan urusan mereka atau mereka telah melantik anda untuk mewakili mereka, untuk memberi persetujuan bagi pihak mereka berkenaan dengan pemrosesan (termasuk pendedahan dan pemindahan) data peribadi mereka sepertimana yang tertera dalam Notis Privasi ini.

Kami berhak untuk mengemaskini dan meminda Notis Privasi ini atau Polisi Privasi kami dari semasa ke semasa. Sebarang perubahan atau pemindahan kepada Notis Privasi ini atau Polisi Privasi kami akan dimaklumkan melalui pengumuman di laman web kami atau melalui cara yang bersesuaian. Jika kami meminda Notis Privasi ini atau Polisi Privasi kami, pindaan itu hanya akan berkuat-kuasa untuk data peribadi yang dikumpul selepas kami memaparkan Notis Privasi atau Polisi Privasi kami yang terpinda.

Mengikut Seksyen 7(3) PDPA, Notis Privasi ini diterbitkan dalam Bahasa Inggeris dan Bahasa Malaysia. Sekiranya terdapat sebarang ketidakseragaman atau percanggahan di antara versi Bahasa Inggeris dan Bahasa Malaysia, versi Bahasa Inggeris akan digunapakai.

# FORM OF PROXY

**MICROLINK SOLUTIONS BERHAD**

[Registration No. 200301018362 (620782-P)]

(Incorporated in Malaysia)

# MICROLINK

CDS Account No.

No. of Shares Held

I/We \_\_\_\_\_ Tel: \_\_\_\_\_  
[Full name in block, as per NRIC/Passport/Company No.]

of \_\_\_\_\_ Email: \_\_\_\_\_

being member(s) of Microlink Solutions Berhad, hereby appoint:

Full Name (in Block and as per NRIC/Passport)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and

Full Name (in Block and as per NRIC/Passport)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him/her, the Chairperson of the Meeting, as my/our proxy to vote for me/us and on my/our behalf at the 20<sup>th</sup> Annual General Meeting of our Company held on Monday, 4 September 2023 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 and at any adjournment thereof in the manner as indicated below:

No.	Resolutions	FOR	AGAINST
1	To approve the payment of Directors' fees and benefits to Non-Executive Directors of up to an amount of RM923,560 for the period from 5 September 2023 until the conclusion of the next Annual General Meeting (AGM) of the Company.		
2	To re-elect Tan Sri Jaganath Derek Steven Sabapathy who retires by rotation in accordance with Clause 95 of the Company's Constitution.		
3	To re-elect Monteiro Gerard Clair who retires by rotation in accordance with Clause 95 of the Company's Constitution.		
4	To re-elect Dato' Ahmad Najmi bin Abdul Razak who retires in accordance with Clause 100 of the Company's Constitution.		
5	To re-elect Noor Zaliza Yati binti Yahya who retires in accordance with Clause 100 of the Company's Constitution.		
6	To re-appoint BDO PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.		
7	Continuation of Tai Keat Chai as Independent Non-Executive Director.		
8	Continuation of Martin Chu Leong Meng as Independent Non-Executive Director.		
9	Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 and waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016.		
10	Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.		
11	Proposed allocation of ESOS Options to Dato' Ahmad Najmi bin Abdul Razak.		
12	Proposed allocation of ESOS Options to Noor Zaliza Yati binti Yahya.		
13	Proposed allocation of LTIP Awards to Dato' Sri Chee Hong Leong.		
14	Proposed allocation of LTIP Awards to Ramlee bin Abdullah.		

Please indicate with an "X" in the space provided whether you wish your votes to be cast for or against the resolutions. In the absence of specific direction, your proxy will vote or abstain as he/she thinks fit.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2023 \_\_\_\_\_

Signature\*  
Member

**NOTES:**

- (i) A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead via RPEV facilities. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a General Meeting of the Company shall have the same rights as the member to speak (in the form of real time submission of typed texts) at the General Meeting via RPEV facilities.
- (ii) Where a member of the Company is an exempt authorised 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 authorised nominee may appoint in respect of each Omnibus Account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 (SICDA) which is exempted from compliance with provisions of subsection 25A(1) of SICDA.
- (iii) A member may appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the member shall specify the proportion of his shareholding to be represented by each proxy.
- (iv) The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- (v) Only members whose names appear in the Record of Depositors on 25 August 2023 shall be entitled to attend, speak (in the form of real time submission of typed texts) and vote at the 20<sup>th</sup> AGM or appoint proxy/proxies to attend and/or vote on his/her behalf via RPEV facilities.

*Fold this flap for sealing*



To: The COMPANY SECRETARY

**MICROLINK SOLUTIONS BERHAD**

Ho Hup Tower - Aurora Place

2-07-01 - Level 7

Plaza Bukit Jalil

No 1, Persiaran Jalil 1

Bandar Bukit Jalil

57000 Kuala Lumpur

*Fold this flap for sealing*

- (vi) 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 that power or authority, shall be deposited at Ho Hup Tower - Aurora Place, 2-07-01 - Level 7, Plaza Bukit Jalil, No. 1, Persiaran Jalil 1, Bandar Bukit Jalil, 57000 Kuala Lumpur not less than 48 hours before the time fixed for holding the Meeting or adjourned Meeting at which the person named in the instrument proposed 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. The Form of Proxy may be submitted electronically via the Portal at <https://agm.omesti.com> (please refer to Step 3 of the Administrative Guide for more details) or by email to [osem@quadrantbiz.co](mailto:osem@quadrantbiz.co) or by fax to +603 9779 1701/02 or by post to the above Registered Office address no later than **Sunday, 3 September 2023** at 10.30 a.m.
- (vii) The resolutions set out in the Notice of 20<sup>th</sup> AGM will be put to vote by poll in accordance with Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities.

# CONTACT DETAILS OF SUBSIDIARIES

## APPLIED BUSINESS SYSTEMS SDN BHD

[Reg. No. 198901010967 (188269-D)]

## CA IT INFRASTRUCTURE SOLUTIONS SDN BHD

[Reg. No. 201101043921 (972041-X)]

## CSA SERVIS (M) SDN BHD

[Reg. No. 199201001228 (232732-T)]

## DHANALYNK SDN BHD

[Reg. No. 202101015160 (1415460-M)]

## FIRST SOLUTION SDN BHD

[Reg. No. 199601025665 (398017-P)]

## FORMIS COMPUTER SERVICES SDN BHD

[Reg. No. 198301016935 (112344-P)]

## FORMIS SYSTEMS & TECHNOLOGY SDN BHD

[Reg. No. 199401026577 (312258-W)]

## MICROLINK INNOVATION SDN BHD

[Reg. No. 200801038491 (839837-A)]

## MICROLINK KINEXURE SDN BHD

[Reg. No. 202201047186 (1492883-X)]

## MICROLINK SOFTWARE SDN BHD

[Reg. No. 200801023058 (824378-V)]

## MICROLINK SYSTEMS SDN BHD

[Reg. No. 199401023450 (309131-H)]

## ML TRIDIMAS SDN BHD

[Reg. No. 202001042912 (1399233-X)]

## OMESTI INNOVATION LAB (MALAYSIA) SDN BHD

[Reg. No. 199901011709 (486609-V)]

Ho Hup Tower - Aurora Place

2-08-01 - Level 8

Plaza Bukit Jalil

No 1, Persiaran Jalil 1

Bandar Bukit Jalil

57000 Kuala Lumpur

T +603 9779 1700

F +603 9779 1702

## FORMIS ADVANCED SYSTEMS SDN BHD

[Reg. No. 199501019393 (348596-K)]

No. 20-2, Jalan Molek 1/31

Taman Molek

81100 Johor Bharu

Johor

T +607 3517 786

## MICROLINK SOLUTIONS BERHAD

[Reg. No. 200301018362 (620782-P)]

Ho Hup Tower - Aurora Place

2-08-01 - Level 8

Plaza Bukit Jalil

No 1, Persiaran Jalil 1

Bandar Bukit Jalil

57000 Kuala Lumpur

T +603 9779 1700

F +603 9779 1702

### Branch Office:

No 12, Pusat Pedada, Jalan Pedada

96000 Sibul, Sarawak, Malaysia

T +6084 344 801/333 921/333 929

F +6084 333 950

## PT MICROLINK INDONESIA

The City Tower, Level 12 Unit 1-N

JL. M H Thamrin No. 81

Jakarta Pusat 10310, Indonesia

T +6221 3049 9589

F +6221 3049 9590

## MICROLINK SOLUTIONS W.L.L

Regus Almoayyed Tower, 20 & 21 Floor

Building 2504, Road 2832, Block 428

Al Seef District

Kingdom of Bahrain

T +973 17 567976

## MICROLINK SOLUTIONS PTE LTD

[Reg. No. 201329307W]

38 Jalan Pemimpin

#07-09 M38

Singapore 577178









# MICRO LINK

## MICROLINK SOLUTIONS BERHAD

[Registration No. 200301018362 (620782-P)]

Ho Hup Tower – Aurora Place, 2-08-01 – Level 8,  
Plaza Bukit Jalil,  
No. 1, Persiaran Jalil 1, Bandar Bukit Jalil, 57000  
Kuala Lumpur.



+603 9779 1700



+603 9779 1702



[www.microlink.com.my](http://www.microlink.com.my)