

MICROLINK SOLUTIONS BERHAD

[Registration No. 200301018362 (620782-P)]

(Incorporated in Malaysia)

MINUTES of the **21st Annual General Meeting** (“**21st AGM**” or “**Meeting**”) of Microlink Solutions Berhad (“**Microlink**” or “**the Company**”) held on Wednesday, 4 September 2024 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.

Present:

Directors

Present at Venue

- : YABhg. Tun Arifin bin Zakaria
Independent Non-Executive Chairman
YBhg. Dato’ Sri Chee Hong Leong
Non-Independent Non-Executive Director
YBhg. Dato’ Ahmad Najmi bin Abdul Razak
Non-Independent Non-Executive Director
Mr Thong Weng Sheng
Executive Director
Mr Wong Kwang Chwen
Executive Director
Mr Narayanasamy A/L N Chithambaram
Independent Non-Executive Director
Pn Noor Zaliza Yati binti Yahya
Independent Non-Executive Director
Mr Tan Wee Hoong
Non-Independent Non-Executive Director
Mr Danny Hoe Kam Thong
Non-Independent Non-Executive Director

Management

Ms Lor Poh Yin
Group Financial Controller

By Invitation

- : Mr Brendan Francis Lim Jern Zhen
Representing BDO PLT, the External Auditors
Mr Thanesh Kumar A/L Kalai Selvan
Representing BDO PLT, the External Auditors

Shareholders/Proxies/
Authorised Representative

As per Summary of Attendance List

In Attendance

- : Ms Lim Shook Nyee
Group Company Secretary

1. OPENING ADDRESS BY THE CHAIRMAN

YABhg. Tun Arifin bin Zakaria (“**Tun Chairman**”), the Chairman of the Company welcomed the shareholders, proxies and invitees for participating remotely from various locations through live streaming webcast to the Company’s 21st AGM.

Tun Chairman added that the 21st AGM was convened via live streaming and online voting in accordance with Section 327 of the Companies Act 2016, and the Guidance Notes on the Conduct of General Meetings issued by Securities Commission of Malaysia.

2. QUORUM & NOTICE OF MEETING

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

The Notice of 21st AGM dated 30 July 2024 as contained on pages 61 to 64 of Volume I of the Company’s Annual Report 2024, which had been sent to all shareholders of the Company, Bursa Malaysia Securities Berhad and the Auditors of the Company, was taken as read.

3. INTRODUCTION

Tun Chairman informed that all Directors of the Company were present at the Broadcast Venue except for Mr Martin Chu Leong Meng (“**Mr Martin**”).

Tun Chairman further informed that the Company Secretary, the Group Financial Controller and the Representatives from BDO PLT, the External Auditors were present at the Broadcast Venue.

4. VOTING PROCEDURES

Tun Chairman informed that the voting at the 21st AGM would be conducted by way of poll through electronic voting using Digital Ballot Form, i.e. e-polling, in line with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. He further informed that the shareholders and proxies could vote on all twelve (12) resolutions from the commencement of the activation of the voting platform until the closure of the voting session to be announced by the Chairman.

Tun Chairman highlighted that the Company had appointed Mega Corporate Services Sdn Bhd as the Poll Administrator, to conduct the e-polling process and Cygnus Technology Solutions Sdn Bhd as the Scrutineers to verify the poll results.

5. PRESENTATION ON QUESTIONS RAISED BY MINORITY SHAREHOLDERS WATCH GROUP

Tun Chairman informed that the Company had received several questions from the Minority Shareholders Watch Group (“**MSWG**”) via its letter dated 28 August 2024 and the Company’s responses to the same were displayed on the screen, for information of all the members at the Meeting.

A copy each of the said letter and the corresponding responses from the Company to MSWG are attached to this Minutes as Annexure A.

6. AGENDA 1
TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

Tun Chairman explained that the Audited Financial Statements for financial year ended 31 March 2024 (“AFS 2024”) together with the Reports of the Directors and Auditors thereon, were meant for discussion only. The AFS 2024 was not required to be approved by the shareholders under the provisions of Section 340(1)(a) of the Companies Act 2016.

Tun Chairman then declared that the AFS 2024 together with the Reports of the Directors and Auditors thereon, be received.

7. ORDINARY RESOLUTION 1
PAYMENT OF DIRECTORS’ FEES AND BENEFITS AMOUNTING TO RM959,400 FOR THE PERIOD FROM 5 SEPTEMBER 2024 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING

Tun Chairman proceeded with Ordinary Resolution 1 which was to seek shareholders’ approval on the payment of Directors’ fees and benefits to Non-Executive Directors of up to an amount of RM959,400 for the period from 5 September 2024 until the conclusion of the next Annual General Meeting of the Company.

Tun Chairman being the Interested Director for Ordinary Resolution 1, had abstained from deliberation and voting in respect of his shareholdings on Ordinary Resolution 1.

Tun Chairman proceeded to the next Agenda, Ordinary Resolutions 2, 3, 4, 5, 6, 7 and 8 in respect of the re-election of Directors pursuant to Clause 95 and Clause 100 of the Company’s Constitution. The Meeting noted that each re-election of Director would be voted on individually.

8. ORDINARY RESOLUTION 2
RE-ELECTION OF MARTIN CHU LEONG MENG AS A DIRECTOR PURSUANT TO CLAUSE 95 OF THE COMPANY’S COSNTITUTION (WITHDRAWAL OF RESOLUTION)

Tun Chairman continued with Ordinary Resolution 2 in relation to the re-election of Mr Martin who retired in accordance with Clause 95 of the Company’s Constitution. Tun Chairman informed that Mr Martin had on the same day informed that he wished to withdraw his offer for re-election as a Director of the Company. Accordingly, Mr Martin would retire as a Director of the Company at the conclusion of the 21st AGM. In this respect, the Ordinary Resolutions 2 and 10 would therefore be withdrawn and would not be put forward for voting at the 21st AGM. On behalf of the Board and the Management team, Tun Chairman expressed sincere gratitude to Mr Martin for his invaluable insights and contribution during his tenure as an Independent Non-Executive Director of the Company.

9. ORDINARY RESOLUTION 3

RE-ELECTION OF DATO' SRI CHEE HONG LEONG AS A DIRECTOR PURSUANT TO CLAUSE 95 OF THE COMPANY'S CONSTITUTION

Tun Chairman proceeded with Ordinary Resolution 3 in relation to the re-election of Dato' Sri Chee Hong Leong who retired in accordance with Clause 95 of the Company's Constitution and being eligible, had offered himself for re-election.

10. ORDINARY RESOLUTION 4

RE-ELECTION OF THONG WENG SHENG AS A DIRECTOR PURSUANT TO CLAUSE 100 OF THE COMPANY'S CONSTITUTION

Tun Chairman continued with Ordinary Resolution 4 in relation to the re-election of Mr Thong Weng Sheng, who retired in accordance with Clause 100 of the Company's Constitution and being eligible, had offered himself for re-election.

11. ORDINARY RESOLUTION 5

RE-ELECTION OF NARAYANASAMY A/L N CHITHAMBARAM AS A DIRECTOR PURSUANT TO CLAUSE 100 OF THE COMPANY'S CONSTITUTION

Tun Chairman proceeded with Ordinary Resolution 5 in relation to the re-election of Mr Narayanasamy A/L N Chithambaram, who retired in accordance with Clause 100 of the Company's Constitution and being eligible, had offered himself for re-election.

12. ORDINARY RESOLUTION 6

RE-ELECTION OF WONG KWANG CHWEN AS A DIRECTOR PURSUANT TO CLAUSE 100 OF THE COMPANY'S CONSTITUTION

Tun Chairman proceeded with Ordinary Resolution 6 in relation to the re-election of Mr Wong Kwang Chwen, who retired in accordance with Clause 100 of the Company's Constitution and being eligible, had offered himself for re-election.

13. ORDINARY RESOLUTION 7

RE-ELECTION OF TAN WEE HOONG AS A DIRECTOR PURSUANT TO CLAUSE 100 OF THE COMPANY'S CONSTITUTION

Tun Chairman proceeded with Ordinary Resolution 7 in relation to the re-election of Mr Tan Wee Hoong, who retired in accordance with Clause 100 of the Company's Constitution and being eligible, had offered himself for re-election.

14. ORDINARY RESOLUTION 8

RE-ELECTION OF DANNY HOE KAM THONG AS A DIRECTOR PURSUANT TO CLAUSE 100 OF THE COMPANY'S CONSTITUTION

Tun Chairman proceeded with Ordinary Resolution 8 in relation to the re-election of Mr Danny Hoe Kam Thong, who retired in accordance with Clause 100 of the Company's Constitution and being eligible, had offered himself for re-election.

15. ORDINARY RESOLUTION 9

RE-APPOINTMENT OF BDO PLT AS AUDITORS OF THE COMPANY

Tun Chairman continued with Ordinary Resolution 9 on the re-appointment of BDO PLT, who have indicated their willingness to continue in office, as Auditors of the Company for the ensuing year until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

16. SPECIAL BUSINESS - ORDINARY RESOLUTION 10

CONTINUATION OF MARTIN CHU LEONG MENG AS INDEPENDENT NON-EXECUTIVE DIRECTOR

Tun Chairman continued with next item under special business on Ordinary Resolution 10 on the continuation in office as Independent Directors who have served for a cumulative term of more than nine (9) years in the Company. As informed earlier, this Resolution would be withdrawn and would not be put forward for voting.

17. SPECIAL BUSINESS - ORDINARY RESOLUTION 11

AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (THE “ACT”)

Tun Chairman informed that the next item on the Agenda was a special business on Ordinary Resolution 11 to authorise the Directors of the Company to allot and issue an aggregate number of shares of up to ten per centum (10%) of the total number of issued shares of the Company pursuant to Sections 75 and 76 of the Act.

18. SPECIAL BUSINESS - ORDINARY RESOLUTION 12

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“RRPT”) (“PROPOSED MANDATE”)

Tun Chairman informed that the next item under special business on Ordinary Resolution 12 was pertaining to the Proposed Mandate.

Tun Chairman explained that the Proposed Mandate would enable Microlink Group to enter into the RRPT which are necessary for the day-to-day operations of Microlink Group as detailed in the Circular to Shareholders dated 30 July 2024.

Tun Chairman informed that the interested Major Shareholders, namely Omesti Berhad and Omesti Holdings Berhad as detailed in the Circular to Shareholders dated 30 July 2024, would abstain from voting in respect of their direct and indirect shareholdings on the Proposed Mandate.

19. ANY OTHER BUSINESS

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

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

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

Tun Chairman informed that the Company had received several questions from the shareholders during the 21st AGM. The questions raised were then responded and addressed by Mr Wong Kwang Chwen (“**Mr KC**”), an Executive Director of the Company as follows:-

1. Question submitted by Lau Chuan Hooi

- a. May I know what is the Company’s future outlook?
 - b. Will the Board consider giving door gift such as e-voucher or e-wallets for those participating in this AGM as a token of appreciation?
- a. Mr KC responded that the Management remained optimistic on the Group’s future outlook and anticipated continued growth in Financial Services and Distribution segments. He added that Microlink is also exploring into provision of services to the oil and gas industry, overall the business would continue to grow in the coming financial years.*
- b. The Company would not be providing any e-vouchers / e-wallets to shareholders or proxyholders participating in this AGM. The Board took note and would consider this request in the future.*

2. Question submitted by Nur Amirah

Is Martin Chu Leong attended this meeting? Please provide reason for his absence, if he did not attend this meeting despite his re-election.

Mr KC replied that Mr Martin was not attending the 21st AGM, as Mr Martin had on the same day informed that he wished to withdraw his offer for re-election as a Director of the Company, and thus he would retire as a Director of the Company at the conclusion of 21st AGM.

3. Question submitted by Nur Amirah

How many shareholders attend this virtual meeting?

Mr KC responded that a total of 35 shareholders and/or proxyholders attended this 21st AGM.

4. Question submitted by Teh Peng Tin

How much does the company spend on this virtual AGM? I would like to request a printed hard copy of the company annual report.

Mr KC stated that the cost of organizing a virtual AGM was lower as compared to physical AGM, and the Company would arrange to send him a copy of the printed annual report.

5. Question submitted by Tan Yook Mooi

Dear Directors, when will back to physical AGM?

Mr KC stated that based on the joint Media Release by both Securities Commission Malaysia and Bursa Malaysia Berhad, all public companies listed on Bursa Malaysia must hold hybrid or physical general meetings from 1 March 2025 onwards. Thus, the Company would hold hybrid or physical general meetings in next year to comply with this requirement.

21. E-POLLING PROCESS

Tun Chairman informed that the Meeting would proceed with the electronic poll voting i.e e-polling for all the proposed Resolutions 1 to 12, except for Resolution 2 and 10 which have been withdrawn. He then briefed the Meeting on the procedures on the electronic polling process.

The Meeting was adjourned at 11.00 a.m. for shareholders and proxies to cast their votes.

22. ANNOUNCEMENT OF POLL RESULTS

The Chairman resumed the Meeting at 11.14 a.m. to announce the polling results in respect of the 12 resolutions (except for Resolution 2 and 10 which have been withdrawn) which had been tabled at the 21st AGM. He highlighted that the polling results had been verified by the Scrutineers, Cygnus Technology Solutions Sdn Bhd. The results were displayed on the screen and based on the polling results, the Chairman declared that all the 12 resolutions (except for Resolution 2 and 10 which have been withdrawn) as set out in the Notice of the 21st AGM dated 30 July 2024 were **CARRIED** as follows, and a copy of the polling results presented at the Meeting was attached to this Minutes as Annexure B:-

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

Voted	For	Against
No. of Shareholders	37	21
No. of Shares	364,545,308	34,760,923
% of Voted Shares	91.2947%	8.7053%

“THAT the payment of Directors' Fees and benefits to Non-Executive Directors of up to an amount of RM959,400 for the period from 5 September 2024 until the conclusion of the next Annual General Meeting (AGM) of the Company be and is hereby approved.”

Ordinary Resolution 2 - Re-Election of Martin Chu Leong Meng as a Director (Withdrawn)

Ordinary Resolution 3**Re-Election of Dato' Sri Chee Hong Leong as a Director**

Voted	For	Against
No. of Shareholders	53	6
No. of Shares	401,311,036	894,095
% of Voted Shares	99.7777	0.2223

“THAT Dato' Sri Chee Hong Leong who retired by rotation pursuant to Clause 95 of the Company's Constitution and being eligible, be and is hereby re-elected as a Director of the Company.”

Ordinary Resolution 4**Re-Election of Thong Weng Sheng as a Director**

Voted	For	Against
No. of Shareholders	53	6
No. of Shares	401,311,036	894,095
% of Voted Shares	99.7777	0.2223

“THAT Thong Weng Sheng who retired pursuant to Clause 100 of the Company's Constitution and being eligible, be and is hereby re-elected as a Director of the Company.”

Ordinary Resolution 5**Re-Election of Narayanasamy A/L N Chithambaram as Director**

Voted	For	Against
No. of Shareholders	52	7
No. of Shares	401,311,028	894,103
% of Voted Shares	99.7777	0.2223

“THAT Mr Narayanasamy A/L N Chithambaram who retired pursuant to Clause 100 of the Company's Constitution and being eligible, be and is hereby re-elected as a Director of the Company.”

Ordinary Resolution 6**Re-Election of Wong Kwang Chwen as Director**

Voted	For	Against
No. of Shareholders	53	6
No. of Shares	401,311,036	894,095
% of Voted Shares	99.7777	0.2223

“THAT Mr Wong Kwang Chwen who retired pursuant to Clause 100 of the Company's Constitution and being eligible, be and is hereby re-elected as a Director of the Company.”

Ordinary Resolution 7**Re-Election of Tan Wee Hoong as Director**

Voted	For	Against
No. of Shareholders	57	4
No. of Shares	438,711,296	35
% of Voted Shares	100	0

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

Ordinary Resolution 8**Re-Election of Danny Hoe Kam Thong as Director**

Voted	For	Against
No. of Shareholders	57	5
No. of Shares	438,711,296	7,135
% of Voted Shares	99.9984	0.0016

“THAT Mr Danny Hoe Kam Thong who retired pursuant to Clause 100 of the Company’s Constitution and being eligible, be and is hereby re-elected as a Director of the Company.”

Ordinary Resolution 9**Re-Appointment of BDO PLT as Auditors**

Voted	For	Against
No. of Shareholders	60	2
No. of Shares	438,718,408	23
% of Voted Shares	100	0

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

Ordinary Resolution 10 - Continuation of Mr Martin Chu Leong Meng as Independent Non-Executive Director (Withdrawn)**Ordinary Resolution 11****Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**

Voted	For	Against
No. of Shareholders	55	7
No. of Shares	403,965,648	34,752,783
% of Voted Shares	92.0786	7.9214

“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.”

Ordinary Resolution 12

Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Voted	For	Against
No. of Shareholders	52	6
No. of Shares	124,320,446	83
% of Voted Shares	99.9999	0.0001

“THAT the Company and/or its subsidiaries be and is/are hereby authorised to enter into recurrent related party transactions from time to time with Related Parties who may be a Director, a major shareholder of the Company and/or its subsidiaries or a person connected with such a Director or major shareholder, as specified in Section 2.3 of the Circular to Shareholders dated 30 July 2024, 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;*

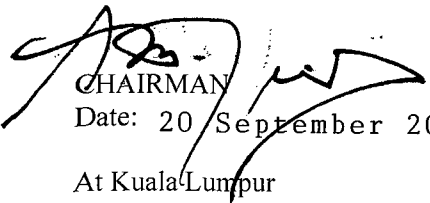
THAT the mandate given by the shareholders of the Company shall only continue to be in force until the conclusion of the next AGM of the Company or the expiry of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (the Act) (but shall not extend 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.”

25. CLOSURE

There being no other business to be transacted, the Meeting ended at 11.15 a.m. with a vote of thanks to the Chairman.

Confirmed as a correct record of proceedings,


CHAIRMAN
Date: 20 September 2024
At Kuala Lumpur

