

GENERAL MEETINGS: Notice of Meeting

MICROLINK SOLUTIONS BERHAD

Type of Meeting	General
Indicator	Notice of Meeting
Description	MICROLINK SOLUTIONS BERHAD 20TH ANNUAL GENERAL MEETING
Date of Meeting	04 Sep 2023
Time	10:30 AM
Venue(s)	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, Malaysia
Date of General Meeting Record of Depositors	25 Aug 2023

Resolutions

1. For Information

Description	To receive the Audited Financial Statements for the financial year ended 31 March 2023 together with the Reports of the Directors and Auditors thereon.
Shareholder's Action	For Information Only

2. Resolution 1

Description	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.
Shareholder's Action	For Voting

3. Resolution 2

Description	To re-elect Tan Sri Jaganath Derek Steven Sabapathy who retires by rotation in accordance with Clause 95 of the Company's Constitution and being eligible, has offered himself for re-election.
Shareholder's Action	For Voting

4. Resolution 3

Description	To re-elect Monteiro Gerard Clair who retires by rotation in accordance with Clause 95 of the Company's Constitution and being eligible, has offered himself for re-election.
Shareholder's Action	For Voting

5. Resolution 4

Description	To re-elect Dato' Ahmad Najmi bin Abdul Razak who retires in accordance with Clause 100 of the Company's Constitution and being eligible, has offered himself for re-election.
Shareholder's Action	For Voting

6. Resolution 5

Description	To re-elect Noor Zaliza Yati binti Yahya who retires in accordance with Clause 100 of the Company's Constitution and being eligible, has offered herself for re-election.
Shareholder's Action	For Voting

7. Resolution 6

Description	To re-appoint BDO PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.
Shareholder's Action	For Voting

8. Resolution 7 (First Tier)

Description	Continuation in Office of Tai Keat Chai as Independent Non-Executive Director.
Shareholder's Action	For Voting

9. Resolution 7 (Second Tier)

Description	Continuation in Office of Tai Keat Chai as Independent Non-Executive Director.
Shareholder's Action	For Voting

10. Resolution 8 (First Tier)

Description	Continuation in Office of Martin Chu Leong Meng as Independent Non-Executive Director.
Shareholder's Action	For Voting

11. Resolution 8 (Second Tier)

Description	Continuation in Office of Martin Chu Leong Meng as Independent Non-Executive Director.
Shareholder's Action	For Voting

12. Resolution 9

Description	Authority to Allot and Issue Shares Pursuant to Section 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
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Companies Act 2016.

Shareholder's Action

For Voting

13. Resolution 10

Description

Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue of Trading Nature.

Shareholder's Action

For Voting

14. Resolution 11

Description

Proposed Allocation of ESOS Options to Dato' Ahmad Najmi bin Abdul Razak.

Shareholder's Action

For Voting

15. Resolution 12

Description

Proposed Allocation of ESOS Options to Noor Zaliza Yati binti Yahya.

Shareholder's Action

For Voting

16. Resolution 13

Description

Proposed Allocation of LTIP Awards to Dato' Sri Chee Hong Leong.

Shareholder's Action

For Voting

17. Resolution 14

Description

Proposed Allocation of LTIP Awards to Ramlee bin Abdullah.

Shareholder's Action

For Voting

Please refer attachment below.

Attachments

[Microlink - Notice of AGM.pdf](#)
60.5 kB

Announcement Info

Company Name	MICROLINK SOLUTIONS BERHAD
Stock Name	MICROLN
Date Announced	27 Jul 2023
Category	General Meeting
Reference Number	GMA-27072023-00004

Corporate Action ID

MY230727MEET0004

NOTICE OF 20TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 20th 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]
Resolution 1 |
| 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 2 |
| 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
(b) Monteiro Gerard Clair | Resolution 3
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
(b) Noor Zaliza Yati binti Yahya | Resolution 4
Resolution 5
Resolution 6 |
| 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 7
Resolution 8 |

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
(b) Martin Chu Leong Meng

Resolution 7

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

"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."

Resolution 9

8. ORDINARY RESOLUTION:

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

"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;

Resolution 10

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
(ii)	Noor Zaliza Yati binti Yahya	Independent Non-Executive Director	2,400,000

Resolution 11

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)

"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."

Resolution 13

11. ORDINARY RESOLUTION:

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

"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 Ramelee 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."

Resolution 14

By Order of the Board

LIM SHOOK NYEE

MAICA 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 20th 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 20th 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 20th AGM. The Board has endorsed the NRLTIPC recommendation subject to the shareholders' approval at the 20th 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 20th 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.

Resolutions 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 issue of securities and waiver of pre-emptive rights is set out in the Statement Accompanying Notice of 20th 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 Ramelee 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 20th AGM in person at the broadcast venue on the day of the 20th AGM. Therefore, shareholders are strongly advised to participate and vote remotely at the 20th 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 20th 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 appointor or of his attorney duly authorised in writing or, if the appointor 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 20th 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 osam@quadantbiz.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 20th AGM will be put to vote by poll in accordance with Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities.