



MICROLINK SOLUTIONS BERHAD

(Company No.: 620782-P)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of shareholders of Microlink Solutions Berhad ("Microlink" or "Company") will be held at Fairway Family Restaurant, The Royal Selangor Golf Club, Jalan Kelab Golf, Off Jalan Tun Razak, 55000 Kuala Lumpur on Friday, 17 October 2014 at 10.10 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Company's 1st EGM which will be held at 10.00 a.m. on the same day and at the same place, whichever shall be the later, or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITIONS BY THE COMPANY OF THE EQUITY INTERESTS HELD BY FORMIS HOLDINGS BHD, FORMIS RESOURCES BERHAD AND MAN YAU HOLDINGS BERHAD (COLLECTIVELY REFERRED TO AS THE "VENDORS") IN APPLIED BUSINESS SYSTEMS SDN BHD, FIRST SOLUTION SDN BHD, FORMIS ADVANCED SYSTEMS SDN BHD, FORMIS COMPUTER SERVICES SDN BHD, AND FORMIS SYSTEMS & TECHNOLOGY SDN BHD (COLLECTIVELY REFERRED TO AS THE "TARGET COMPANIES") FOR AN AGGREGATE PURCHASE CONSIDERATION OF RM50,000,000, TO BE SATISFIED VIA CASH AND THE ISSUANCE OF REDEEMABLE PREFERENCE SHARES OF RM0.01 EACH IN THE COMPANY ("RPS")

"THAT, subject to the passing of Ordinary Resolution 4 and Special Resolution 1, the approval of all the relevant authorities or parties being obtained (if required) and the conditions precedent in the Share Sale Agreement dated 12 June 2014 entered into between the Company and the Vendors ("SSA") being fulfilled or waived (as the case may be), approval be and is hereby given for the Company to acquire the entire equity interests in the Target Companies as set out in the SSA held by the Vendors for an aggregate purchase consideration of RM50,000,000 (which may be subject to further adjustments in accordance with the terms of the SSA), to be satisfied by way of cash and the issuance of RPS at 100% of their nominal value, upon the terms and subject to the conditions as stipulated in the SSA ("Proposed Acquisitions");

AND THAT the Board of Directors of the Company ("Board") be and is hereby authorised and empowered to take all such measures and do all acts, deeds and things as may be deemed fit, necessary, expedient and/or appropriate to complete and give full effect to the Proposed Acquisitions with full power to negotiate, approve, agree and/or assent to any conditions, modifications, variations and/or amendments in any manner as may be required, at their discretion and/or imposed or required by the relevant authorities and/or parties or deemed necessary by the Board, to deal with all matters incidental, ancillary to and/or relating thereto, to take all such steps and to execute, sign and deliver all such documents and/or agreements with any party or parties, and to take all such measures as it may deem fit, necessary, expedient, appropriate and/or in the best interests of the Company."

ORDINARY RESOLUTION 2

PROPOSED TERMINATION OF THE EXISTING EMPLOYEE'S SHARE OPTION SCHEME OF THE COMPANY

"THAT, subject to the approvals of all the relevant authorities (if required) and option holders being obtained, approval be and is hereby given for the Company to terminate the existing Employees' Share Option Scheme ("ESOS") of the Company which was implemented on 27 April 2006 with an initial term of five (5) years until 26 April 2011 (which had subsequently been extended to 26 April 2016) ("Proposed ESOS Termination");

AND THAT the Board be and is hereby authorised and empowered to take all such measures and do all acts, deeds and things as may be deemed fit, necessary, expedient and/or appropriate to procure and give full effect to the Proposed ESOS Termination with full power to negotiate, approve, agree and/or assent to any conditions, modifications, variations and/or amendments in any manner as may be required, at their discretion and/or imposed or required by the relevant authorities and/or parties or deemed necessary by the Board, to deal with all matters incidental, ancillary to and/or relating thereto, to take all such steps and to execute, sign and deliver all such documents and/or agreements with any party or parties, and to take all such measures as it may deem fit, necessary, expedient, appropriate and/or in the best interests of the Company."

ORDINARY RESOLUTION 3

PROPOSED ESTABLISHMENT AND IMPLEMENTATION OF A LONG TERM INCENTIVE PLAN OF UP TO TWENTY PERCENT (20%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY

"THAT, subject to the passing of Ordinary Resolution 2 and Special Resolution 1 and the approval of all the relevant authorities or parties being obtained (if required) and to the extent permitted by law and the Memorandum and Articles of Association of the Company, approval be and is hereby given for the Company –

- to establish, implement and administer a new long term incentive plan of up to twenty percent (20%) of the issued and paid-up share capital of the Company ("Proposed LTIP" or "Scheme"), which comprises the proposed employees' share option scheme ("Proposed ESOS") and the proposed employee share grant plan ("Proposed ESGP") for the benefit of the eligible employees including the Chief Executive Officer, Executive Directors and Non-Executive Directors of Microlink and its non-dormant subsidiary companies ("Microlink Group") who fulfil the criteria for eligibility for participation in the Scheme ("Eligible Persons") in accordance with the draft By-Laws which is set out in Appendix VI of the Circular to Shareholders dated 22 September 2014 ("By-Laws"). The Scheme will involve the granting of options to subscribe for ("LTIP Options") and/or the award ("ESGP Awards") of new ordinary shares of RM0.10 each in Microlink ("Microlink Shares") to such Eligible Persons and all new Microlink Shares to be allotted and issued upon the exercise of any LTIP Options granted or vesting of any ESGP Awards under the Scheme will, upon allotment and issuance, rank *pari passu* in all respects with the then existing issued and paid-up share capital of the Company, save and except that the new Microlink Shares so allotted and issued will not be entitled to any dividends, rights, allotments or other distributions which may be declared, made or paid, the entitlement date of which precedes the date of allotment and issuance of such new Microlink Shares and the new Microlink Shares will be subject to all the provisions of the Articles of Association of the Company relating to transfer, transmission and otherwise;
- to amend and/or modify all or part of the provisions of the By-Laws from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board or any committee of the Scheme established or appointed by it ("LTIP Committee") provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws relating to modifications and/or amendments and to do all acts, deeds and things as may be deemed fit, necessary, expedient and/or appropriate and to enter into all such transactions, arrangements and agreements as may be necessary, expedient and/or appropriate in order to give effect to such modifications and/or amendments;
- to allot and issue from time to time such number as may be required to be issued to the Eligible Persons who have accepted the offer of LTIP Options ("ESOS Offer") and/or award of ESGP Awards (collectively, "LTIP Awards") pursuant to their exercise of the vested LTIP Options and/or vesting of any ESGP Awards under the Scheme, provided always that the aggregate maximum number of new Microlink Shares which may be made available under the Scheme shall not in aggregate exceed twenty percent (20%) of the issued and paid-up share capital of the Company (excluding treasury shares) at any point in time during the duration of the Scheme;
- to establish a trust to be administered by a trustee to be appointed ("Trustee"), (if required to be appointed under the provisions of the By-Laws), to facilitate the implementation and administration of the Proposed LTIP and authorise the Trustee to, among other things, subscribe for new Microlink Shares for the purpose of the Proposed LTIP;
- to provide money or other assistance (financial or otherwise), and/or to authorise and/or procure any one or more of the subsidiaries of the Company, to provide money or other assistance (financial or otherwise) from time to time if required to enable the Trustee to subscribe for new Microlink Shares;
- to do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings (including but not limited to the trust deed with the Trustee) and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be deemed necessary, expedient and/or appropriate in order to give full effect to the Scheme and terms of the By-Laws;

AND THAT the Board be and is hereby authorised and empowered to give effect to the Proposed LTIP with full power to negotiate, approve, agree and/or assent to any conditions, modifications, variations and/or amendments in any manner as may be required, at their discretion and/or imposed or required by the relevant regulatory authorities;

AND FURTHER THAT the proposed By-Laws of the Scheme, as set out in Appendix VI of the Circular to Shareholders dated 22 September 2014, which is in compliance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, be and is hereby approved."

ORDINARY RESOLUTION 4

PROPOSED ALTERATION TO THE AUTHORISED SHARE CAPITAL OF THE COMPANY

"THAT, subject to the passing of Ordinary Resolution 1 and Special Resolution 1, the authorised share capital be altered by the creation of a new class of redeemable preference shares of RM0.01 each from RM25,000,000.00 divided into 250,000,000 ordinary shares of RM0.10 each to RM25,000,000.00 divided into 245,500,000 ordinary shares of RM0.10 each and 45,000,000 redeemable preference shares of RM0.01 each ("Proposed Alteration").

AND THAT the Board be and is hereby authorised to do all such acts, deeds and things as are necessary to give full effect to the aforesaid Proposed Alteration with full power to assent to any conditions, modifications, variations and/or amendments as may be required and/or as the Board deem fit, appropriate and in the best interest of the Company."

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF LTIP AWARDS TO THE ELIGIBLE EXECUTIVE DIRECTOR OF THE COMPANY – YONG KAR SENG PETER

"THAT, subject to the passing of Ordinary Resolutions 2 and 3 and Special Resolution 1 and the approval of all the relevant authorities for the Proposed LTIP, the Board (save for the respective director which the LTIP Award is to be awarded to) be and is hereby authorised to, 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 Scheme, to offer and grant Yong Kar Seng Peter, being the Chief Executive Officer and Executive Director of the Microlink Group, the LTIP Awards which gives the right to subscribe for new

Microlink Shares at a prescribed subscription price upon the vesting of the LTIP Options and/or the allotment of new Microlink Shares upon the vesting of the ESGP Awards under the Scheme ("Proposed Allocation to Yong Kar Seng Peter");

PROVIDED ALWAYS THAT, not more than ten percent (10%) of the aggregate number of new Microlink Shares to be issued under the Scheme shall be allocated to any individual Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds twenty percent (20%) or more of the issued and paid-up share capital of Microlink (excluding treasury shares), and subject always to such terms and conditions of the Scheme as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Scheme."

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF LTIP OPTIONS TO THE ELIGIBLE NON-EXECUTIVE DIRECTOR OF THE COMPANY – MONTEIRO GERARD CLAIR

"THAT, subject to the passing of Ordinary Resolutions 2 and 3 and Special Resolution 1 and the approval of all the relevant authorities for the Proposed LTIP, the Board (save for the respective director which the LTIP Options is to be granted to) be and is hereby authorised to, 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 Scheme, to offer and grant Monteiro Gerard Clair, being the Non-Independent Non-Executive Director of the Microlink Group, the LTIP Options of up to 3,043,230 new Microlink Shares which gives the right to subscribe for new Microlink Shares at a prescribed subscription price upon the vesting of the LTIP Options under the Scheme ("Proposed Allocation to Monteiro Gerard Clair");

PROVIDED ALWAYS THAT, not more than ten percent (10%) of the aggregate number of new Microlink Shares to be issued under the Scheme shall be allocated to any individual Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds twenty percent (20%) or more of the issued and paid-up share capital of Microlink (excluding treasury shares), and subject always to such terms and conditions of the Scheme as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Scheme."

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF LTIP OPTIONS TO THE ELIGIBLE NON-EXECUTIVE DIRECTOR OF THE COMPANY – TAI KEAT CHAI

"THAT, subject to the passing of Ordinary Resolutions 2 and 3 and Special Resolution 1 and the approval of all the relevant authorities for the Proposed LTIP, the Board (save for the respective director which the LTIP Options is to be granted to) be and is hereby authorised to, 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 Scheme, to offer and grant Tai Keat Chai, being the Independent Non-Executive Director of the Microlink Group, the LTIP Options which gives the right to subscribe for new Microlink Shares at a prescribed subscription price upon the vesting of the LTIP Options under the Scheme ("Proposed Allocation to Tai Keat Chai");

PROVIDED ALWAYS THAT, not more than ten percent (10%) of the aggregate number of new Microlink Shares to be issued under the Scheme shall be allocated to any individual Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds twenty percent (20%) or more of the issued and paid-up share capital of Microlink (excluding treasury shares), and subject always to such terms and conditions of the Scheme as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Scheme."

ORDINARY RESOLUTION 8

PROPOSED ALLOCATION OF LTIP OPTIONS TO THE ELIGIBLE NON-EXECUTIVE DIRECTOR OF THE COMPANY – CHAN HIOK KHIANG

"THAT, subject to the passing of Ordinary Resolutions 2 and 3 and Special Resolution 1 and the approval of all the relevant authorities for the Proposed LTIP, the Board (save for the respective director which the LTIP Options is to be granted to) be and is hereby authorised to, 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 Scheme, to offer and grant Chan HioK Kiang, being the Independent Non-Executive Director of the Microlink Group, the LTIP Options which gives the right to subscribe for new Microlink Shares at a prescribed subscription price upon the vesting of the LTIP Options under the Scheme ("Proposed Allocation to Chan HioK Kiang");

PROVIDED ALWAYS THAT, not more than ten percent (10%) of the aggregate number of new Microlink Shares to be issued under the Scheme shall be allocated to any individual Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds twenty percent (20%) or more of the issued and paid-up share capital of Microlink (excluding treasury shares), and subject always to such terms and conditions of the Scheme as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Scheme."

ORDINARY RESOLUTION 9

PROPOSED ALLOCATION OF LTIP OPTIONS TO THE ELIGIBLE NON-EXECUTIVE DIRECTOR OF THE COMPANY – MARTIN CHU LEONG MENG

"THAT, subject to the passing of Ordinary Resolutions 2 and 3 and Special Resolution 1 and the approval of all the relevant authorities for the Proposed LTIP, the Board (save for the respective director which the LTIP Option is to be granted to) be and is hereby authorised to, 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 Scheme, to offer and grant Martin Chu Leong Meng, being the Independent Non-Executive Director of the Microlink Group, the LTIP Options which gives the right to subscribe for new Microlink Shares at a prescribed subscription price upon the vesting of the LTIP Options under the Scheme ("Proposed Allocation to Martin Chu Leong Meng");

PROVIDED ALWAYS THAT, not more than ten percent (10%) of the aggregate number of new Microlink Shares to be issued under the Scheme shall be allocated to any individual Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds twenty percent (20%) or more of the issued and paid-up share capital of Microlink (excluding treasury shares), and subject always to such terms and conditions of the Scheme as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Scheme."

SPECIAL RESOLUTION 1

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

"THAT, subject to the passing of Ordinary Resolutions 1, 3 and 4, the proposed amendments to the Memorandum and Articles of Association ("Proposed Amendments") as set out in Section 6 of the Circular to Shareholders dated 22 September 2014, be and are hereby approved."

AND THAT the Board and Secretaries of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary to give full effect to the aforesaid Proposed Amendments with full power to assent to any conditions, modifications, variations and/or amendments as may be required and/or as the Board deem fit, appropriate and in the best interest of the Company."

By Order of the Board

**LIM SHOOK NYEE [MAICSA No. 7007640]
NG KAM MAY [MAICSA No. 7020575]**
Company Secretaries

Kuala Lumpur

22 September 2014

Notes:

- A member of the Company entitled to attend and vote at this EGM is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy may but need not be a Member of the Company. If the proxy is not a Member of the Company, Section 149(1)(b) of the Companies Act, 1965 shall not be applicable. 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 at the General Meeting.
- 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.
- A Member may appoint more than two (2) proxies to attend at the same meeting. Where a Member appoints two (2) or more proxies, the Member shall specify the proportion of his shareholding to be represented by each proxy.
- 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.
- Only members whose names appear in the Record of Depositors on 13 October 2014 shall be entitled to attend, speak and vote at the EGM.
- 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 16th Floor, KH Tower, 8 Lorong P. Ramlee, 50250 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 Ordinary Resolution 1 will be put to vote by poll.