

MICROLINK SOLUTIONS BERHAD

(Company No: 620782-P)
(Incorporated in Malaysia)

Notice of 13th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 13th Annual General Meeting of the Company will be held at Banquet Hall, The Royal Selangor Golf Club, Jalan Kelab Golf, Off Jalan Tun Razak, 55000 Kuala Lumpur, on Thursday, 8 September 2016 at 10.00am for the following purposes:

AGENDA

AS ORDINARY BUSINESS:

- | | | |
|----|--|--|
| 1. | To receive the Audited Financial Statements for the financial year ended 31 March 2016 together with the Reports of the Directors and Auditors thereon. | [Please refer to Explanatory Note (i)] |
| 2. | To approve the payment of Directors' fees amounting to RM236,500 for the financial year ended 31 March 2016. | Resolution 1 |
| 3. | To re-elect Tai Keat Chai who retires pursuant to Article 70 of the Company's Articles of Association and being eligible, has offered himself for re-election. | Resolution 2 |
| 4. | To re-elect Mah Xian-Zhen who retires pursuant to Article 75 of the Company's Articles of Association and being eligible, has offered herself for re-election. | Resolution 3 |
| 5. | To re-appoint Messrs BDO as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | Resolution 4 |

AS SPECIAL BUSINESS:

6. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

Resolution 5

"THAT subject always to the Companies Act, 1965 and the approvals of the relevant authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965 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 issued capital 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 and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

7. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

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

Resolution 6

“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 29 July 2016 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 ACE Market Listing Requirements of Bursa Malaysia Securities Berhad;

THAT the mandate given by the shareholders of the Company shall only continue to be in force until the conclusion of the next Annual General Meeting of the Company or the expiry of the period within which the next Annual General Meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (the Act) [but shall not extend to such extension as may be allowed pursuant to Section 143(2) 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.”

8. To consider and if thought fit, to pass the following resolution as a Special Resolution :

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Resolution 7

“THAT the proposed amendments to the Articles of Association of the Company (Proposed Amendments) as set out in the Appendix attached hereto be and are hereby approved and adopted;

AND THAT the Directors and the Secretary of the Company be and are hereby authorised to carry out the necessary formalities in effecting the Proposed Amendments.”

9. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

PROPOSED ALLOCATION OF LONG TERM INCENTIVE PLAN (LTIP) OPTIONS TO THE ELIGIBLE NON-EXECUTIVE DIRECTOR OF THE COMPANY – MAH XIAN-ZHEN

Resolution 8

“THAT, pursuant to the LTIP as approved by the shareholders of the Company at the Extraordinary General Meeting (EGM) held on 17 October 2014, authority be and is hereby given to the Board of Directors of the Company (save for the respective director which the LTIP Options is to be granted to) at any time and from time to time subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws governing the LTIP, to offer and grant Mah Xian-Zhen, being the Non-Independent Non-Executive Director of the Company, the LTIP Options which gives the right to subscribe for new ordinary shares of RM0.10 each (Microlink Shares) at a prescribed subscription price upon the vesting of the LTIP Options under the LTIP of up to an aggregate of 600,000 new Microlink Shares (Proposed Allocation to Mah Xian-Zhen).

PROVIDED ALWAYS THAT, not more than 10% of the aggregate number of new Microlink Shares to be issued under the LTIP shall be allocated to any individual eligible employees including the Chief Executive Officer, Executive Directors and Non-Executive Directors of the Company and its non-dormant subsidiary companies who fulfill the criteria for eligibility for participation in the LTIP (Eligible Person) who, either singly or collectively through persons connected with the Eligible Person, holds 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 LTIP 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 LTIP.”

10. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

PROPOSED ALLOCATION OF LTIP AWARDS TO THE ELIGIBLE GROUP CHIEF EXECUTIVE OFFICER (GROUP CEO) OF THE COMPANY – CHIA YONG WEI

Resolution 9

“THAT, pursuant to the LTIP as approved by the shareholders of the Company at the EGM held on 17 October 2014, authority be and is hereby given to the Board of Directors of the Company (save for the respective director which the LTIP Awards is to be granted to) at any time and from time to time subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws governing the LTIP, to offer and grant Chia Yong Wei, being the Group CEO of the Company, 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 employee share grant plan (ESGP) awards under the LTIP of up to an aggregate of 4,000,000 new Microlink Shares (Proposed Allocation to Chia Yong Wei).

PROVIDED ALWAYS THAT, not more than 10% of the aggregate number of new Microlink Shares to be issued under the LTIP shall be allocated to any individual Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds 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 LTIP 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 LTIP.”

11. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

PROPOSED ALLOCATION OF LTIP AWARDS TO THE ELIGIBLE EXECUTIVE DIRECTOR OF THE COMPANY – MONTEIRO GERARD CLAIR

Resolution 10

“THAT, pursuant to the LTIP as approved by the shareholders of the Company at the EGM held on 17 October 2014, authority be and is hereby given to the Board of Directors of the Company (save for the respective director which the LTIP Awards is to be granted to) at any time and from time to time subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws governing the LTIP, to offer and grant Monteiro Gerard Clair, being the Executive Director of the Company, 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 LTIP of up to an aggregate of 3,000,000 new Microlink Shares (Proposed Allocation to Monteiro Gerard Clair).

PROVIDED ALWAYS THAT, not more than 10% of the aggregate number of new Microlink Shares to be issued under the LTIP shall be allocated to any individual Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds 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 LTIP 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 LTIP.”

12. To transact any other business of which due notice shall have been given.

By Order of the Board

LIM SHOOK NYEE [MAICSA No. 7007640]
Company Secretary

Kuala Lumpur
29 July 2016

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. 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.
- 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 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.
- 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 2 September 2016 shall be entitled to attend, speak and vote at the Annual General Meeting.
- vi) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially 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.
- vii) The resolutions set out in the Notice of 13th Annual General Meeting (AGM) will be put to vote by poll.

EXPLANATORY NOTES:

- i) **Audited Financial Statements for the Financial Year Ended 31 March 2016**
The audited financial statements are for discussion only under Agenda 1, as they do not require shareholders' approval under the provisions of Section 169(1) and (3) of the Companies Act, 1965. Hence, they will not be put for voting.
- ii) **Resolution pursuant to Section 132D of the Companies Act, 1965**
For Resolution 5, further information in relation to the general mandate for issue of securities is set out in the Statement Accompanying Notice of 13th AGM.
- iii) **Resolution pertaining to the Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
For Resolution 6, further information on the Recurrent Related Party Transactions is set out in the Circular to Shareholders dated 29 July 2016 which is dispatched together with the Company's Annual Report 2016.
- iv) **Proposed Amendments**
The proposed Resolution 7, if passed, will bring the Articles of Association of the Company in line with the amendments to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. Details of the Proposed Amendments are set out in the Appendix attached hereto.
- v) **Proposed Allocation of LTIP Options to the Eligible Non-Executive Director of the Company – Mah Xian-Zhen**
The establishment of the LTIP was approved by the shareholders of the Company at the EGM held on 17 October 2014. This LTIP was implemented on 27 October 2014. The Proposed Allocation to Mah Xian-Zhen of the above options of Microlink Shares is pursuant to her entitlement to participate in the LTIP by virtue of her position as Non-Independent Non-Executive Director of the Company. The proposed Resolution 8, if passed, will give authority to the Directors to allot and issue up to an aggregate of 600,000 new Microlink Shares to Mah Xian-Zhen pursuant to the LTIP Options in accordance with the By-Laws of the LTIP. The LTIP shall be subject to the terms and conditions of the By-Laws and therefore any terms as defined in the By-Laws which are mentioned in the Resolution 8 or this explanatory note shall have the same meaning herein. Mah Xian-Zhen has abstained and will continue to abstain from deliberating and voting on any subject matter pertaining to the LTIP and her entitlement under the LTIP at the Board Meetings and will continue to abstain from voting in respect of her direct and/or indirect shareholdings in the Company (if any), on the resolution pertaining to the proposed allocation to her under the LTIP to be tabled at the forthcoming AGM. Mah Xian-Zhen shall also ensure that persons connected to her will abstain from voting in respect of their direct and/or indirect shareholdings in the Company (if any) on the resolution approving the proposed allocation to her under the LTIP to be tabled at the forthcoming AGM.
- vi) **Proposed Allocation of LTIP Awards to the Eligible Group CEO of the Company – Chia Yong Wei**
The establishment of the LTIP was approved by the shareholders of the Company at the EGM held on 17 October 2014. This LTIP was implemented on 27 October 2014. The Proposed Allocation to Chia Yong Wei of the above awards of Microlink Shares is pursuant to his entitlement to participate in the LTIP by virtue of his position as Group CEO of the Company. The proposed Resolution 9, if passed, will give authority to the Directors to allot and issue up to an aggregate of 4,000,000 new Microlink Shares to Chia Yong Wei pursuant to the LTIP Awards in accordance with the By-Laws of the LTIP. The LTIP shall be subject to the terms and conditions of the By-Laws and therefore any terms as defined in the By-Laws which are mentioned in the Resolution 9 or this explanatory note shall have the same meaning herein. Chia Yong Wei will continue to abstain from voting in respect of his direct and/or indirect shareholdings in the Company (if any), on the resolution pertaining to the proposed allocation to him under the LTIP to be tabled at the forthcoming AGM. Chia Yong Wei shall also ensure that persons connected to him will abstain from voting in respect of their direct and/or indirect shareholdings in the Company (if any) on the resolution approving the proposed allocation to him under the LTIP to be tabled at the forthcoming AGM.
- vii) **Proposed Allocation of LTIP Awards to the Eligible Executive Director of the Company – Monteiro Gerard Clair**
The establishment of the LTIP was approved by the shareholders of the Company at the EGM held on 17 October 2014. This LTIP was implemented on 27 October 2014. The Proposed Allocation to Monteiro Gerard Clair of the above awards of Microlink Shares is pursuant to his entitlement to participate in the LTIP by virtue of his position as Executive Director of the Company. The proposed Resolution 10, if passed, will give authority to the Directors to

allot and issue up to an aggregate of 3,000,000 new Microlink Shares to Monteiro Gerard Clair pursuant to the LTIP Awards in accordance with the By-Laws of the LTIP. The LTIP shall be subject to the terms and conditions of the By-Laws and therefore any terms as defined in the By-Laws which are mentioned in the Resolution 10 or this explanatory note shall have the same meaning herein. Monteiro Gerard Clair has abstained and will continue to abstain from deliberating and voting on any subject matter pertaining to the LTIP and his entitlement under the LTIP at the Board Meetings and will continue to abstain from voting in respect of his direct and/or indirect shareholdings in the Company (if any), on the resolution pertaining to the proposed allocation to him under the LTIP to be tabled at the forthcoming AGM. Monteiro Gerard Clair shall also ensure that persons connected to him will abstain from voting in respect of their direct and/or indirect shareholdings in the Company (if any) on the resolution approving the proposed allocation to him under the LTIP to be tabled at the forthcoming AGM.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Existing Articles	Proposed Amended Articles
<p><u>Article 57 – Poll to be taken</u></p> <p>If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meetings at which the poll was demanded, but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. If a poll is demanded before the declaration of the results of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.</p>	<p><u>Article 57 – Poll to be taken</u></p> <p>If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meetings at which the poll was demanded, but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. If a poll is demanded before the declaration of the results of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.</p> <p>The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices. Such votes shall be counted by the poll administrator, and verified by the scrutineers, as may be appointed by the Company for the purpose of determining the outcome of the resolution(s) to be decided on poll.</p>
<p><u>Article 119 – Presentation of accounts</u></p> <p>The Directors shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as may be necessary. <u>The interval between the close of a financial year of the Company and the issue of the annual report relating to it shall not exceed six (6) months. The annual audited accounts together with the auditors’ and directors’ reports shall, in any case, be given to the Exchange for public release, within a period not exceeding four (4) months from the close of the financial year of the Company unless the annual report is issued within a period of four (4) months from the close of the financial year of the Company.</u></p>	<p><u>Article 119 – Presentation of accounts</u></p> <p>The Directors shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as may be necessary.</p>
<p><u>Article 120 – Copies of accounts</u></p> <p>A copy of the annual report, either in printed form or in CD-ROM form or in such other form of electronic media, <u>shall not more than six (6) months after the close of the financial year and not less than twenty one (21) days before the date of meeting be sent to every Member of, and every holder of debenture of, the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these Articles.</u> Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware, but any Member to whom a copy of these documents has not been</p>	<p><u>Article 120 – Copies of accounts</u></p> <p>A copy of the annual report, either in printed form or in CD-ROM form or in such other form of electronic media (including other documents required by law to be annexed thereto) shall together with the notice of the annual general meeting be sent to all persons entitled to receive notice of such meeting as required by the Act. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware, but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application to the Office. The required number of copies of each of</p>

sent shall be entitled to receive a copy free of charge on application to the Office. The required number of copies of each of these documents shall at the same time be sent to the Exchange. In the event that these documents are sent in CD-ROM form or in such other form of electronic media and a Member requires a printed form of such documents, the Company shall send such documents to the Member within four (4) Market days from the date of receipt of the Member's request.

these documents shall at the same time be sent to the Exchange. In the event that these documents are sent in CD-ROM form or in such other form of electronic media and a Member requires a printed form of such documents, the Company shall send such documents to the Member within four (4) Market days from the date of receipt of the Member's request.