

NOTICE IS HEREBY GIVEN THAT the 18th Annual General Meeting of the Company will be held on Wednesday, 29 September 2021 at 10.30 a.m. as a fully virtual meeting via the online platform at <https://agm.omesti.com> provided by Red Ape Solutions Sdn Bhd in Malaysia, for the following purposes:

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 March 2021 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 RM829,500 for the period from 30 September 2021 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 pursuant to Clause 95 of the Company's Constitution and being eligible, have offered themselves for re-election: Resolution 3
 - (a) Mr Martin Chu Leong Meng
 - (b) Ms Mah Xian-Zhen
4. To re-elect the following Directors retiring pursuant to Clause 100 of the Company's Constitution and being eligible, have offered themselves for re-election: Resolution 4
 - (a) Dato' Seri Mohd Khairi bin Dato' Mat Jahya
 - (b) Dato' Sri Chee Hong Leong
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: AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** Resolution 7

"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 20% 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 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 AGM of the Company."

7. **ORDINARY RESOLUTION: PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** Resolution 8

"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 August 2021, 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 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."

8. **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-Independent/Independent 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:

	Name	Designation	No. of MicroLink Shares	
(i)	Tun Arifin bin Zakaria	Chairman/ Independent Non-Executive Director	3,200,000	Resolution 9
(ii)	Dato' Jaganath Derek Steven Sabapathy	Deputy Chairman, Non-Independent Non-Executive Director	2,400,000	Resolution 10
(iii)	Dato' Seri Mohd Khairi bin Dato' Mat Jahya	Non-Independent Non-Executive Director	2,400,000	Resolution 11
(iv)	Dato' Sri Chee Hong Leong	Independent Non-Executive Director	2,400,000	Resolution 12
(v)	Mah Xian-Zhen	Non-Independent Non-Executive Director	2,400,000	Resolution 13
(vi)	Tai Keat Chai	Independent Non-Executive Director	2,400,000	Resolution 14
(vii)	Martin Chu Leong Meng	Independent Non-Executive Director	2,400,000"	Resolution 15

9. **ORDINARY RESOLUTION: PROPOSED ALLOCATION OF OPTIONS TO THE ELIGIBLE EXECUTIVE DIRECTOR OF THE COMPANY UNDER THE LTIP OF THE COMPANY (LTIP AWARDS)** Resolution 16

"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 Monteiro Gerard Clair, being the Executive Director of the Company, the LTIP Awards of up to 4,000,000 new ordinary shares in the Company (MicroLink Shares) 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."

10. **ORDINARY RESOLUTION: PROPOSED ALLOCATION OF OPTIONS TO THE ELIGIBLE GROUP CHIEF EXECUTIVE OFFICER OF THE COMPANY UNDER THE LTIP OF THE COMPANY (LTIP AWARDS)** Resolution 17

"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, 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 Chia Yong Wei, being the Group Chief Executive Officer of the

Company, the LTIP Awards of up to 16,000,000 new ordinary shares in the Company (MicroLink Shares) 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. **SPECIAL RESOLUTION 1 PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY** Resolution 18

"THAT the proposed amendments to the Constitution of the Company as set out in Appendix I of the Annual Report 2021 (Proposed Amendments) be and are hereby approved and adopted by the Company AND THAT the Board of Directors of the Company be and is hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all such acts and things and take all such steps deemed necessary to give full effect to the Proposed Amendments, for and on behalf of the Company."
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
 SSM PC No. 201908003593
 Company Secretary

Kuala Lumpur
 30 August 2021

EXPLANATORY NOTES:

Agenda 1 Audited Financial Statements for the financial year ended 31 March 2021
 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 30 September 2021 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 an additional Non-Executive Director.

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. Mr Martin Chu Leong Meng and Ms Mah Xian-Zhen 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 18th AGM.

Clause 100 of the Company's Constitution provides that any Director appointed within the period under review shall hold office only until the next AGM and shall be eligible for re-election. Dato' Seri Mohd Khairi bin Dato' Mat Jahya and Dato' Sri Chee Hong Leong who were appointed on 15 February 2021, are standing for re-election as Directors and being eligible, have offered themselves for re-election at the 18th AGM.

The NC 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 ACE LR of Bursa Securities. Their profiles are presented on pages 22 to 24 of Volume 1 of the Annual Report 2021. 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 NC Meetings and will continue to abstain from deliberations and decisions on their own eligibility to stand for re-election at this 18th AGM. The Board has endorsed the NC's recommendation subject to the shareholders' approval at the 18th 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 2021, 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 18th 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 Authority to Allot Shares
 Further information in relation to the general mandate for issue of securities is set out in the Statement Accompanying Notice of 18th AGM.

Resolution 8 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 30 August 2021 which is dispatched together with the Company's Annual Report 2021.

Resolutions 9 to 15 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 9 to 15 if passed, will allow the Board of Directors to offer and grant the ESOS Options pursuant to the LTIP to the following Directors:

- Tun Arifin bin Zakaria
- Dato' Jaganath Derek Steven Sabapathy
- Dato' Seri Mohd Khairi bin Dato' Mat Jahya
- Dato' Sri Chee Hong Leong
- Mah Xian-Zhen
- Tai Keat Chai
- Martin Chu Leong Meng

Resolution 16 Proposed Allocation of Options to the Eligible Executive Director of the Company under the LTIP of the Company (LTIP Awards)
 The proposed Resolution 16 if passed, will allow the Board of Directors to offer and grant the LTIP Awards pursuant to the LTIP to Monteiro Gerard Clair.

Resolution 17 Proposed Allocation of Options to the Eligible Group Chief Executive Officer of the Company under the LTIP of the Company (LTIP Awards)
 The proposed Resolution 17 if passed, will allow the Board of Directors to offer and grant the LTIP Awards pursuant to the LTIP to Chia Yong Wei.

Resolution 18 Proposed Amendments to the Constitution of the Company
 The proposed Resolution 18, if passed, will align the Company's Constitution with ACE Market Listing Requirements and to enhance administrative efficiency.

Notes:

(i) As part of the safety measures to curb the spread of the COVID-19, our Company will conduct the 18th AGM as a fully virtual general meeting via Remote Participation and Electronic Voting (RPEV) facilities provided by Red Ape Solutions Sdn Bhd at its Portal at <https://agm.omesti.com>.

The main venue of the 18th AGM for the purpose of complying with Section 327(2) of the Companies Act 2016, which requires the Chairman of the Meeting to be at the main venue, is the online meeting platform provided by Red Ape Solutions Sdn Bhd at its Portal at <https://agm.omesti.com> in Malaysia.

Shareholders/proxies are strongly advised to participate and vote remotely at the 18th 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 18th AGM in order to participate remotely.

(ii) 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.

(iii) 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.

(iv) 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.

(v) 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.

(vi) Only members whose names appear in the Record of Depositors on 22 September 2021 shall be entitled to attend, speak (in the form of real time submission of typed texts) and vote at the 18th AGM or appoint proxy/proxies to attend and/or vote on his/her behalf via RPEV facilities.

(vii) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notariarily 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 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.

(viii) The resolution set out in the Notice of 18th AGM will be put to vote by poll in accordance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Securities.