

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 9th Annual General Meeting of MClean Technologies Berhad (“the Company” or “MClean”) will be held at Tawau Room, Auditorium & Convention Center @ The Podium, Ground Floor, Menara Hap Seng, No. 1 & 3, Jalan P. Ramlee, 50250 Kuala Lumpur on Friday, 24 May 2019 at 10.00 a.m. for the following purposes:-

### AGENDA

#### ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note)
- To re-elect the following Directors who retire pursuant to Article 70 of the Articles of Association of the Company, comprising part of the Constitution and being eligible, offer themselves for re-election: -
  - Datuk Wira Mark William Ling Lee Meng; and Ordinary Resolution 1
  - Ms. Yeo Seow Lai; Ordinary Resolution 2
- To approve the payment of Directors’ Fees amounting to RM274,000 for the financial year ending 31 December 2019. Ordinary Resolution 3
- To approve the payment of Directors’ remuneration (excluding Directors’ Fees) for the Board of the Company and its subsidiaries up to RM1,350,000 for the period from the close of Annual General Meeting (“AGM”) on 24 May 2019 until the next AGM in year 2020. Ordinary Resolution 4
- To re-appoint Messrs Grant Thornton Malaysia as Auditors for the financial year ending 31 December 2019 and to authorise the Directors to fix their remuneration. Ordinary Resolution 5

#### SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:

- ORDINARY RESOLUTION** Ordinary Resolution 6

#### AUTHORITY TO DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

“THAT pursuant to Section 75 and 76 of the Companies Act, 2016, and subject to the approval of the relevant governmental/regulatory authorities (if any), the Directors be and hereby authorised to allot shares in the Company, from time to time, at such price upon such terms and conditions and for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be allotted during the preceding 12 months does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so allotted from Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until conclusion of the next annual general meeting of the Company after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by a resolution of the Company at a general meeting.”

- ORDINARY RESOLUTION** Ordinary Resolution 7

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

“THAT, subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiary companies (“Group”) be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.3 of the Circular to Shareholders dated 25 April 2019 (“Related Parties”) provided that such transactions are:

- necessary for the day-to-day operations;
- undertaken in the ordinary course of business and at arm’s length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- are not prejudicial to the minority shareholders of the Company.

THAT such approval shall continue to be in force until:

- the conclusion of the next AGM of the Company following this AGM at which the Proposed Renewal Mandate is passed, at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;
- the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(1) and (2) of the Companies Act, 2016 (“Act”) (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by shareholders in a general meeting, whichever is the earliest;

AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal Mandate.”

- SPECIAL RESOLUTION** Special Resolution 1

#### PROPOSED ALTERATION OF THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION BY REPLACING WITH A NEW CONSTITUTION (“PROPOSED ALTERATION”)

“THAT the existing Memorandum and Articles of Association of the Company be hereby altered by replacing with a new Constitution attached hereto as “Annexure I” with effect from the date of passing this special resolution.

THAT the Directors of the Company be hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the Proposed Alteration with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities.”

- To transact any other ordinary business of which due Notice has been given.

By Order of the Board

YONG MAY LI (f) (LS0000295)  
WONG CHEE YIN (f) (MAICSA 7023530)  
Company Secretaries  
Johor Bahru  
25 April 2019

#### NOTES:

- A member may appoint up to two (2) proxies to attend and vote at the meeting. If a member appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportions of his/her shareholding to be represented by each proxy. A proxy need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
- Every member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote for him/her but his/her attendance will automatically revoke the proxy’s authority. However, where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than (2) two proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple 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.
- Where the Proxy Form is executed by a Corporation, it must be either under its common seal or under the hand of an officer or attorney duly authorized.
- The instrument appointing a proxy must be deposited at the Company Secretary at the Registered office situated at Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor at least forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company a Record of Depositors as at 16 May 2019 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting.

#### EXPLANATORY NOTE:

##### Ordinary Business:

- Item 1 of the Agenda: Audited Financial Statements for the year ended 31 December 2018

The Audited Financial Statements under this agenda item is meant for discussion only as the provision of Section 248(1) and Section 340(1)(a) of the Companies Act, 2016 (the “Act”) does not require a formal approval of the shareholders and hence this Agenda item is not put forward for voting.

- Item 3 & 4 of the Agenda – Ordinary Resolutions 3 and 4

Section 230(1) of the Companies Act, 2016 provides amongst others, that “the fees” of the directors and “any benefits” payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders’ approval shall be sought at the 9th AGM on the Directors’ remuneration in two (2) separate resolutions as below:-

- Ordinary Resolution 3 on payment of Directors’ fees in respect of the current year 2019; and
- Ordinary Resolution 4 on payment of Directors’ remuneration (excluding Directors’ fees) for the period from the close of Annual General Meeting (“AGM”) on 24 May 2019 until the next AGM in year 2020 (“Relevant Period”)

The payment of the Directors’ Fees in respect of the financial period ending 31 December 2019 will only be made if the proposed Ordinary Resolution 3 has been passed at the 9th AGM pursuant to Section 50 of the Company’s Constitution and Section 230(1) of the Companies Act, 2016.

The Directors’ remuneration (excluding Directors’ Fees) comprises the allowances and other emoluments payable to the Board of the Company and its subsidiaries as follows:-

	*Total (RM)
Executive Directors	1,345,200
Independent Non-Executive Directors	3,600
Non-Independent Non-Executive Directors	1,200
<b>Total</b>	<b>1,350,000</b>

#### Notes:

- \* Inclusive of meeting fees, EPF contribution and benefit-in-kind.

The estimated total amount of remuneration (excluding Directors’ Fees) for the Relevant Period of RM1,350,000 were determined based on the various factors including the number of scheduled meetings for the Board and Board Committees as well as the extend of involvement of the respective Directors. It is also subject to the changes in the regulatory requirements (if any) and foreign exchange rates fluctuation (for overseas salaries) from time to time.

Payment of Directors’ Remuneration (excluding Directors’ Fees) will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred if the proposed Ordinary Resolution 4 has been passed at the 9th AGM. The Board is of the view that it is just and equitable for the Directors to be paid the Directors’ remuneration (excluding Directors’ Fees) on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company and its subsidiaries throughout the period from close of Annual General Meeting (“AGM”) on 24 May 2019 until the next AGM in year 2020.

#### Special Business:

- Item 6 of the Agenda: Ordinary Resolution 6

##### Authority to Directors to Issue and Allot Shares

This is the renewal of the mandate obtained from the members at the last Annual General Meeting held on 24 May 2018 (“the previous Mandate”). The previous Mandate was not utilized and accordingly no proceeds were raised therefrom. The Proposed Ordinary Resolution 6 is proposed for the purpose of granting a renewed general mandate (“General Mandate”) and empowering the Directors of the Company, pursuant to Section 75 and 76 of the Companies Act, 2016 to allot and issue up to a maximum of 10% of the issued and paid-up share capital of the Company for the time being (other than bonus or rights issue) for such purposes as they consider would be in the best interest of the Company. The General Mandate, unless revoked or varied by the Company in General Meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The renewal of the General Mandate is to provide flexibility to the Company to issue new shares without the need to convene a general meeting(s) to obtain shareholders’ approval as to avoid incurring additional cost and time. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placement of shares, for purposes of funding current and/or future investment project(s), working capital, repayment of borrowings and/or acquisition.

No shares have been issued and allotted by the Company since obtaining the said authority from its shareholders at the last Annual General Meeting held on 20 June 2017.

- Item 7 of the Agenda: Ordinary Resolution 7

##### Proposed Renewal of RRPT Mandate

The purpose of this Ordinary Resolution 7, if passed, will allow the Group to continue to enter into recurrent related party transactions made on an arm’s length basis and on normal commercial terms that are not more favorable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. Further information on this resolution is set out in the Circular to Shareholders dated 25 April 2019 that have been sent out together with the Company’s 2018 Annual Report.

- Item 8 of the Agenda – Special Resolution 1- Proposed Alteration of the existing Memorandum and Articles of Association by replacing with a new Constitution

This proposed Special Resolution, if passed, will enable the Company to alter its existing Memorandum and Articles of Association by replacing with a new Constitution which is drafted in accordance with the relevant provisions of the Companies Act, 2016, relevant amendments of Chapter 7 and other Chapters of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and other provisions of laws and regulations that are applicable to the Company. Further information on this resolution is set out in the “Annexure I” that has been sent out together with the Company’s 2018 Annual Report.