

MCLEAN TECHNOLOGIES BERHAD

Registration No. 201001009003 (893631-T)

Incorporated in Malaysia

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 10th Annual General Meeting of McLean Technologies Berhad ("the Company" or "McLean") will be conducted entirely through live streaming from the broadcast venue at **Leadership Room, Level 32, Tower A, Vertical Business Suite Avenue 3, Bangsar South, No. 8 Jalan Kerinchi 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur** ("Broadcast Venue") on **Thursday, 18 June 2020 at 10.00 a.m.** to transact the following businesses:-

- AGENDA**
- ORDINARY BUSINESS**
- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note)*
 - To re-elect the following Directors who retire by rotation in accordance with Clause 76(3) of the Company's Constitution and being eligible, offer themselves for re-election:
 - Dr. Ho Chou Hon; and
 - Mr. Pang Kong Chek;
 - To approve the payment of Directors' Fees amounting to RM274,000 for the financial year ending 31 December 2020. *(Resolution 1)*
 - To approve the payment of Directors' remuneration (excluding Directors' Fees) for the Board of the Company and its subsidiaries up to RM1,150,000 for the period from the close of Annual General Meeting ("AGM") on 18 June 2020 until the next AGM in year 2021. *(Resolution 2)*
 - To re-appoint Messrs Grant Thornton Malaysia PLT as Auditors for the financial year ending 31 December 2020 and to authorise the Directors to fix their remuneration. *(Resolution 3)*

- SPECIAL BUSINESS**
- To consider and if thought fit, to pass the following resolutions with or without modifications:
- ORDINARY RESOLUTION I** *(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 per cent (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 II** *(Resolution 7)*
CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR – DATUK WIRA MARK WILLIAM LING LEE MENG
 THAT the approval be and is hereby given to Datuk Wira Mark William Ling Lee Meng who has served as the Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company and hold the office until the conclusion of the next Annual General Meeting.

- ORDINARY RESOLUTION III** *(Resolution 8)*
CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR – MR. PANG KONG CHEK
 THAT subject to passing of Ordinary Resolution 2 above, the approval be and is hereby given to Mr. Pang Kong Chek, who has served as the Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company and hold the office until the conclusion of the next Annual General Meeting.

- ORDINARY RESOLUTION IV** *(Resolution 9)*
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 22 May 2020 ("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."
- To transact any other ordinary business of which due Notice has been given.

By Order of the Board
MCLEAN TECHNOLOGIES BERHAD
MS. YONG MAY LI (LS0000295) (SSM Practising Certificate No. 202008000285)
MS. WONG CHEE YIN (MAICSA 7023530) (SSM Practising Certificate No. 202008001953)
 Company Secretaries
 Johor Bahru
 22 May 2020

- NOTES:**
- IMPORTANT NOTICE**
 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 present at the main venue of the meeting. Shareholders will not be allowed to attend this 10th Annual General Meeting ("AGM") in person at the Broadcast Venue on the day of the meeting. Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at this AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIH Online website at <https://tih.online>. Please read these Notes carefully and follow the procedures in the Administrative Guide for the AGM in order to participate remotely via RPV.
 - For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 11 June 2020. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM via RPV.
 - A member who is entitled to participate in this AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
 - A member of the Company who is entitled to attend and vote at an Annual General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the Annual General Meeting.
 - If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
 - Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds in 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 beneficial owners in one securities account ("omibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
 - Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

- A member who has appointed a proxy or attorney or authorised representative to participate at AGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV via TIH Online website at <https://tih.online>. Procedures for RPV can be found in the Administrative Guide for the AGM.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:

In hard copy form

 In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

By electronic means

 The proxy form can be electronically lodged with the Share Registrar of the Company via TIH Online at <https://tih.online>. Kindly refer to the Administrative Guide for the AGM on the procedures for electronic lodgement of proxy form via TIH Online.
- Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
- Last date and time for lodging this proxy form is 10 a.m., 16 June 2020 (Tuesday).
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL certificate of appointment of authorised representative with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
 - If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - at least two (2) authorised officers, of whom one shall be a director; or
 - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

EXPLANATORY NOTES:

- ORDINARY BUSINESSES:**
- Item 1 of the Agenda: Audited Financial Statements for the year ended 31 December 2019**
 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: 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 10th AGM on the Directors' remuneration in two (2) separate resolutions as below:

- Resolution 3 on payment of Directors' fees in respect of the current year 2020; and
- Resolution 4 on payment of Directors' remuneration (excluding Directors' fees) for the period from the close of Annual General Meeting ("AGM") on 18 June 2020 until the next AGM in year 2021 ("Relevant Period")

The payment of the Directors' Fees in respect of the financial period ending 31 December 2020 will only be made if the proposed Resolution 3 has been passed at the 10th 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	1,145,200
Independent Non-Executive Directors	3,600
Non-Independent Non-Executive Directors	1,200
Total	1,150,000

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 RM1,150,000 were determined based on the various factors including the number of scheduled meetings for the Board and Board Committees as well as the extent 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 Resolution 4 has been passed at the 10th 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 18 June 2020 until the next AGM in year 2021.

SPECIAL BUSINESSES:

- Ordinary Resolution I - Item 6 of the Agenda: 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 2019 ("the previous Mandate"). The previous Mandate was not utilized and accordingly no proceeds were raised therefrom. The Proposed 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.
- Ordinary Resolution II & III - Item 7 & 8 of the Agenda: Continuing in Office as Independent Non-Executive Directors**
 Pursuant to the Malaysian Code on Corporate Governance, it is recommended that approval of shareholders be sought in the event the Company intends to retain an Independent Director who has served in that capacity for more than nine (9) years.
 Datuk Wira Mark William Ling Lee Meng and Mr. Pang Kong Chek were appointed to the Board on 16 June 2010. These Directors have therefore served as the Independent Directors of the Company for a cumulative term of more than nine (9) years.
 The Board has via the Nominating Committee assessed the independence of Datuk Wira Mark William Ling Lee Meng ("Datuk Wira Mark") and Mr. Pang Kong Chek ("Mr. Pang") considered them to be independent and recommended that they continue to act as the Independent Non-Executive Directors of the Company based on the following justifications:-
 - These Directors fulfilled the criteria as an Independent Director pursuant to ACE Market Listing Requirements of Bursa Securities; and
 - Their long tenures with the Company have neither impaired nor compromised their independent judgment. They continue to remain objective and are able to exercise their independent judgment in expressing their views and in participating deliberations and decision making of the Board and Board Committees in the best interest of the Company.
 Therefore, the Board has recommended and supported both of them to continue to act as the Independent Non-Executive Directors of the Company for shareholder's approval at the forthcoming 10th AGM via single tier voting.
 The Ordinary Resolutions proposed under Resolution 7 and Resolution 8, if passed, will enable Datuk Wira Mark William Ling Lee Meng and Mr. Pang Kong Chek to continue serving as Independent Non-Executive Directors of the Company.
- Ordinary Resolution II - Item 9 of the Agenda: Proposed Renewal of RRP Mandate**
 The purpose of this Ordinary Resolution IV, 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.
 Please refer to the Circular to Shareholders dated 22 May 2020 for further information.