



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifteenth (“15th”) Annual General Meeting of McClean Technologies Berhad (“the Company” or “Mclean”) will be held at Synergy 1 Room, LG2, The Westin Kuala Lumpur, 199, Jalan Bukit Bintang, 55100 Kuala Lumpur, Malaysia on **Thursday, 29 May 2025 at 3.00 p.m.** or at any adjournment thereof to transact the following businesses:-

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon.

(Please refer to Explanatory Note)
2. To re-elect the following directors who retire in accordance with Clause 76(6) of the Company's Constitution and being eligible, have offered themselves for re-election.

(Ordinary Resolution 1)
(Ordinary Resolution 2)
(Ordinary Resolution 3)
(Ordinary Resolution 4)

a Datuk Dr Terence Tea Yeok Kian
b. Muhammad Radzi Bin Embong
c. Chuah Ai Wen
d. Lee Yee Wooli
3. To approve the payment of Directors' Fees amounting to RM138,000 for the financial year ending 31 December 2025.

(Ordinary Resolution 5)
4. To re-appoint Messrs. TGS TW PLT as Auditors for the financial year ending 31 December 2025 and to authorise the Directors to fix their remuneration.

(Ordinary Resolution 6)

SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions with or without modifications:

5. **AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

(Ordinary Resolution 7)
- "THAT pursuant to Sections 75 and 76 of the Act and subject to the approval of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to 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 total number of issued shares of the Company or such higher percentage as Bursa Malaysia Securities Berhad ("Bursa Securities") allowed for the time being and that the Directors be and are hereby also empowered to obtain approval from Bursa Securities for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next AGM of the Company."

THAT in connection with the above, pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 12(3) of the Company's Constitution, that approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to this mandate."

6. **PROPOSED RENEWAL OF THE EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE")**

(Ordinary Resolution 8)

"THAT, subject to the provisions of the ACE Market Listing Requirements of Bursa Securities, approval be and is hereby given for the Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate") for the Company and/or its subsidiary companies ("the Group") to enter into and to give effect to the category of Recurrent Related Party Transactions of a Revenue or Trading nature from time to time with the Related Parties as specified in Section 2.3 of the Circular to Shareholders dated 30 April 2025 provided that such transactions are:-

- (a) recurrent transactions of a revenue or trading nature;

(b) necessary for the day-to-day operations;

(c) 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

(d) are not prejudicial to the minority shareholders of the Company.

THAT such approval shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company following this AGM at which the Proposed Renewal of Shareholders' Mandate is passed, at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;

(b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

(c) is revoked or varied by resolution passed by shareholders in a general meeting, whichever is earlier.

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 of Shareholders' Mandate."

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

By Order of the Board
MCLEAN TECHNOLOGIES BERHAD

TAN TONG LANG (MAICSA 7045482 / SSM PC NO. 202208000250)
THIEN LEE MEE (LS0010621 / SSM PC NO. 201908002254)
Company Secretaries

Dated: 30 April 2025

NOTES:

1. For the purpose of determining who shall be entitled to participate in this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the **Record of Depositors as at 19 May 2025**. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM.

2. A member who is entitled to participate in this AGM 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.

3. 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.

4. 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.

5. 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 ("Central Depositories Act") which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.

6. 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.

7. A member who has appointed a proxy or attorney or authorised representative to participate at AGM must request his/her proxy or attorney or authorised representative to register himself/herself for AGM.

8. To be valid, the Proxy Form duly completed must be deposited at the office of the Share Registrar of our Company, Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan or email to admin@aldpro.com.my not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

9. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.

10. Last date and time for lodging this proxy form is **3.00 p.m. on Tuesday, 27 May 2025**.

11. 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 Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan 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 notariially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

12. For a corporate member who has appointed an authorised representative, must deposit the **ORIGINAL** certificate of appointment of authorised representative with the Share Registrar of the Company at Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan. The certificate of appointment of authorised representative should be executed in the following manner:

(i) 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.

(ii) 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:

(a) at least two (2) authorised officers, of whom one shall be a director; or

(b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

13. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice will be put to vote by way of poll.
- EXPLANATORY NOTES - ORDINARY BUSINESS:
1. **ITEM 1 OF THE AGENDA**
AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024
- 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 by shareholders of the Company.
2. **ITEM 2 OF THE AGENDA – ORDINARY RESOLUTIONS 1 TO 4 RE-ELECTION OF DIRECTORS**
- Datuk Dr. Terence Tea Yeok Kian, Muhammad Radzi Bin Embong, Chuah Ai Wen, and Lee Yee Wooli are standing for re-election as Directors of the Company and, being eligible, have offered themselves for re-election in accordance with Clause 76(6) of the Company's Constitution at the 15th Annual General Meeting (AGM).
- Datuk Dr. Terence Tea Yeok Kian, Muhammad Radzi Bin Embong, and Chuah Ai Wen were appointed as Directors on 9 July 2025, while Lee Yee Wooli was appointed on 1 October 2024. In accordance with Clause 76(6) of the Company's Constitution, all four are subject to re-election at the forthcoming 15th AGM.
- The Board, through the Nominating Committee, has considered and assessed the retiring Directors and has confirmed that they meet the qualifications prescribed under Rule 2.20A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. Furthermore, they possess the character, experience, integrity, competence, and time required to effectively fulfill their roles as Directors.
3. **ITEM 3 OF THE AGENDA - ORDINARY RESOLUTION 5: PAYMENT OF DIRECTORS' FEES**
- 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 15th AGM on the payment of Directors' fees of an amount up to RM138,000 to the Non-Executive Directors for the financial year ending 31 December 2025. If the proposed Ordinary Resolution 5 has been passed at the 15th AGM pursuant to Clause 50 of the Company's Constitution and Section 230(1) of the Companies Act 2016.
4. **ITEM 5 OF THE AGENDA - ORDINARY RESOLUTION 6: RE-APPOINTMENT OF AUDITORS**
- The Board has through the Audit Committee, considered the re-appointment of Messrs. TGS TW PLT as the Auditors of the Company. The factors considered by the Audit Committee in making the recommendation to the Board to table their re-appointment at the 15th Annual General Meeting are disclosed in the Audit Committee Report of the 2024 Annual Report.
- SPECIAL BUSINESS:
5. **ITEM 6 OF THE AGENDA - ORDINARY RESOLUTION 7: 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 30 May 2024 ("the previous Mandate"). The previous Mandate was not utilized and accordingly no proceeds were raised therefrom. The Proposed Ordinary Resolution 7 is proposed for the purpose of granting the renewed general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to Sections 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 tike being (other than bonus or rights issue) for such purpose as they consider would be in the best interest of the Company. The authority for the Proposed 10% General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next Annual General Meeting ("AGM") or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.
- This proposed Resolution is a new mandate. The mandate is to provide flexibility for the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time.
- The purpose of this general mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company.
- As at the date of this notice, the Company did not implement its proposal for new allotment of shares under the general mandate pursuant to Sections 75 and 76 of the Companies Act 2016 which was approved by the shareholders at the 14th AGM held on 30 May 2024 and will lapse at the conclusion of the 15th AGM to be held on 29 May 2025. As at the date of this notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the general mandate is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.
- Section 85(1) of the Companies Act 2016 provides as follows:
- "85. Pre-emptive rights to new shares
- 1) Subject to the Constitution, where a company issue shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."
- Clause 12(3) of the Company's Constitution provides as follows:
- Subject to the Act, the Listing Requirements and any direction to the contrary that may be given by the Company in General Meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled.
- By voting in favour of the proposed ordinary resolution 7, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85(1) of the Companies Act, 2016 and Clause 12(3) of the Company's Constitution to be first offered any new shares ranking equally to the existing issued shares of the Company which will result in a dilution of their shareholding percentage in the Company.
6. **ITEM 7 OF THE AGENDA**
ORDINARY RESOLUTION 8: PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE
- The purpose of this Ordinary Resolution 8 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 30 April 2025 for further information.