



MCLEAN TECHNOLOGIES BERHAD
(Company No. 893631-T)
(Incorporated in Malaysia under the Companies Act 2016)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of MClean Technologies Berhad ("MClean" or the "Company") will be held at Jawsou Kaulu, Auditorium & Convention Center @ The Podium, Ground Floor, Menara Hap Seng, No. 1 & 3, Jalan P. Ramlee, 50250 Kuala Lumpur on Tuesday, 20 June 2017 at 10.30 a.m. or such time immediately after the conclusion or adjournment (as the case may be) of the Seventh Annual General Meeting to be held at the same venue on the same day at 10.00 a.m., whichever is later, for the purpose of considering and if thought fit to pass the following resolutions, with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN FOR THE ELIGIBLE EMPLOYEES, EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS OF THE COMPANY AND ITS NON-DORMANT SUBSIDIARIES ("PROPOSED LTIP")

"THAT, subject to the approvals of all relevant authorities being obtained for the Proposed LTIP, and to the extent permitted by law and the constitution of the Company, the Board of Directors of the Company ("Board") be and is hereby authorised to:

- establish and implement a long term incentive plan, comprising a share option scheme ("SOS") and a share award plan ("SAP"), for the benefit of the eligible employees, executive Directors and non-executive Directors ("Non-Executive Directors") (collectively, "Eligible Persons") of the Company and its non-dormant subsidiaries who fulfil the eligibility criteria for participation in the Proposed LTIP ("Eligible Persons"), under which awards ("Awards") comprising such number of SOS options ("Options" or "SOS Options") to subscribe for ordinary shares in MClean ("MClean Shares" or "Shares") and/or such number of MClean Shares without any consideration payable ("SAP Awards") shall be made, which shall be administered by a committee to be appointed by the Board ("LTIP Committee") in accordance with the by-laws of the Proposed LTIP ("By-Laws");
- allot and issue such number of new MClean Shares from time to time to the Eligible Persons upon the exercise of Options and/or vesting of MClean Shares comprised in the SAP Awards, and/or to transfer existing MClean Shares from time to time to the Eligible Persons upon vesting of MClean Shares comprised in the SAP Awards, provided that the aggregate number of MClean Shares which may be awarded under the Proposed LTIP and any other employee share schemes which may be implemented from time to time by MClean shall not exceed 30% of the total number of issued shares of the Company (excluding any treasury shares) at any one time, and that such new MClean Shares shall, upon allotment and issue, *rank pari passu* in all respects with the then existing MClean Shares, save and except that they will not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to shareholders of the Company, the entitlement date of which precedes the date of allotment of the new MClean Shares;
- modify and/or amend the Proposed LTIP, the By-Laws from time to time, provided that such modifications and/or amendments are permitted and are effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments; and
- do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreement, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate its power as may be necessary or expedient in order to give full effect to the Proposed LTIP and the terms of the By-Laws.

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed LTIP with full power to modify and/or amend the By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws relating to amendments and/or modifications and to assent to any condition, variation, modification and/or amendment as may be necessary or expedient and/or imposed by and/or agreed with the relevant authorities."

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF AWARDS TO YEO HOCK HUAT

"THAT, subject to the passing of Ordinary Resolution 1, approval be and is hereby given to the Board to authorise the LTIP Committee to award and to grant Yeo Hock Huat, being the Executive Chairman of the Company, from time to time throughout the duration of the Proposed LTIP, such number of SOS Options and/or MClean Shares under the Proposed LTIP.

PROVIDED ALWAYS THAT:

- not more than 10% of the MClean Shares made available under the Proposed LTIP and any other scheme involving issuance of new MClean Shares to Eligible Persons which may be implemented from time to time by the Company is allocated to Yeo Hock Huat, either singly or collectively through persons connected with him, if he holds 20% or more of the total number of issued shares of the Company (excluding any treasury shares);
- Yeo Hock Huat does not participate in the deliberation or discussion of his own allocation of the number of MClean Shares comprised in the SOS Options and SAP Awards to be offered to him as well as the persons connected with him within the meaning of the Listing Requirements under the Proposed LTIP; and
- the maximum number of MClean Shares to be allocated, in aggregate, to the Directors and senior management of the Company and its non-dormant subsidiaries as well as persons connected with them shall not exceed 80% of the total number of new MClean Shares to be issued under the Proposed LTIP;

and subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws and the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements"), or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of MClean Shares to Yeo Hock Huat, from time to time, pursuant to the exercise of SOS Options and/or vesting of MClean Shares comprised in SAP Awards under the Proposed LTIP."

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF AWARDS TO LIM HAN KIAU

"THAT, subject to the passing of Ordinary Resolution 1, approval be and is hereby given to the Board to authorise the LTIP Committee to award and to grant Lim Han Kiau, being the Chief Executive Officer/Executive Director of the Company, from time to time throughout the duration of the Proposed LTIP, such number of SOS Options and/or MClean Shares under the Proposed LTIP.

PROVIDED ALWAYS THAT:

- not more than 10% of the MClean Shares made available under the Proposed LTIP and any other scheme involving issuance of new MClean Shares to Eligible Persons which may be implemented from time to time by the Company is allocated to Lim Han Kiau, either singly or collectively through persons connected with him, if he holds 20% or more of the total number of issued shares of the Company (excluding any treasury shares);
- Lim Han Kiau does not participate in the deliberation or discussion of his own allocation of the number of MClean Shares comprised in the SOS Options and SAP Award to be offered to him as well as the persons connected with him within the meaning of the Listing Requirements under the Proposed LTIP; and
- the maximum number of MClean Shares to be allocated, in aggregate, to the Directors and senior management of the Company and its non-dormant subsidiaries as well as persons connected with them shall not exceed 80% of the total number of new MClean Shares to be issued under the Proposed LTIP;

and subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of MClean Shares to Lim Han Kiau, from time to time, pursuant to the exercise of SOS Options and/or vesting of MClean Shares comprised in SAP Awards under the Proposed LTIP."

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF AWARDS TO DATO' MARK WILLIAM LING LEE MENG

"THAT, subject to the passing of the Ordinary Resolution 1, approval be and is hereby given to the Board to authorise the LTIP Committee to award and to grant Dato' Mark William Ling Lee Meng, being the Senior Independent Non-Executive Director of the Company, from time to time throughout the duration of the Proposed LTIP, such number of MClean Shares under the Proposed LTIP.

PROVIDED ALWAYS THAT:

- not more than 10% of the MClean Shares made available under the Proposed LTIP and any other scheme involving issuance of new MClean Shares to Eligible Persons which may be implemented from time to time by the Company is allocated to Dato' Mark William Ling Lee Meng, either singly or collectively through persons connected with him, if he holds 20% or more of the total number of issued shares of the Company (excluding any treasury shares);
- Dato' Mark William Ling Lee Meng does not participate in the deliberation or discussion of his own allocation of the number of MClean Shares comprised in the Awards to be offered to him as well as the persons connected with him within the meaning of the Listing Requirements under the Proposed LTIP; and
- the maximum number of MClean Shares to be allocated, in aggregate, to the Directors and senior management of the Company and its non-dormant subsidiaries as well as persons connected with them shall not exceed 80% of the total number of new MClean Shares to be issued under the Proposed LTIP;

and subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of MClean Shares to Dato' Mark William Ling Lee Meng, from time to time, pursuant to the exercise of SOS Options and/or vesting of MClean Shares comprised in SAP Awards under the Proposed LTIP."

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF AWARDS TO DR HO CHOO HOU

"THAT, subject to the passing of the Ordinary Resolution 1, approval be and is hereby given to the Board to authorise the LTIP Committee to award and to grant Dr Ho Choon Hou, being the Independent Non-Executive Director of the Company, from time to time throughout the duration of the Proposed LTIP, such number of MClean Shares under the Proposed LTIP.

PROVIDED ALWAYS THAT:

- not more than 10% of the MClean Shares made available under the Proposed LTIP and any other scheme involving issuance of new MClean Shares to Eligible Persons which may be implemented from time to time by the Company is allocated to Dr Ho Choon Hou, either singly or collectively through persons connected with him, if he holds 20% or more of the total number of issued shares of the Company (excluding any treasury shares);
- Dr Ho Choon Hou does not participate in the deliberation or discussion of his own allocation of the number of MClean Shares comprised in the Awards to be offered to him as well as the persons connected with him within the meaning of the Listing Requirements under the Proposed LTIP; and
- the maximum number of MClean Shares to be allocated, in aggregate, to the Directors and senior management of the Company and its non-dormant subsidiaries as well as persons connected with them shall not exceed 80% of the total number of new MClean Shares to be issued under the Proposed LTIP;

and subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of MClean Shares to Dr Ho Choon Hou, from time to time, pursuant to the exercise of SOS Options and/or vesting of MClean Shares comprised in SAP Awards under the Proposed LTIP."

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF AWARDS TO PANG KONG CHEK

"THAT, subject to the passing of the Ordinary Resolution 1, approval be and is hereby given to the Board to authorise the LTIP Committee to award and to grant Pang Kong Chek, being the Independent Non-Executive Director of the Company, from time to time throughout the duration of the Proposed LTIP, such number of MClean Shares under the Proposed LTIP.

PROVIDED ALWAYS THAT:

- not more than 10% of the MClean Shares made available under the Proposed LTIP and any other scheme involving issuance of new MClean Shares to Eligible Persons which may be implemented from time to time by the Company is allocated to Pang Kong Chek, either singly or collectively through persons connected with him, if he holds 20% or more of the total number of issued shares of the Company (excluding any treasury shares);
- Pang Kong Chek does not participate in the deliberation or discussion of his own allocation of the number of MClean Shares comprised in the Awards to be offered to him as well as the persons connected with him within the meaning of the Listing Requirements under the Proposed LTIP; and
- the maximum number of MClean Shares to be allocated, in aggregate, to the Directors and senior management of the Company and its non-dormant subsidiaries as well as persons connected with them shall not exceed 80% of the total number of new MClean Shares to be issued under the Proposed LTIP;

and subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of MClean Shares to Pang Kong Chek, from time to time, pursuant to the exercise of SOS Options and/or vesting of MClean Shares comprised in SAP Awards under the Proposed LTIP."

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF AWARDS TO YEO SEOW LAI

"THAT, subject to the passing of the Ordinary Resolution 1, approval be and is hereby given to the Board to authorise the LTIP Committee to award and to grant Yeo Seow Lai, being the Non-Independent Non-Executive Director of the Company, from time to time throughout the duration of the Proposed LTIP, such number of MClean Shares under the Proposed LTIP.

PROVIDED ALWAYS THAT:

- not more than 10% of the MClean Shares made available under the Proposed LTIP and any other scheme involving issuance of new MClean Shares to Eligible Persons which may be implemented from time to time by the Company is allocated to Yeo Seow Lai, either singly or collectively through persons connected with her, if she holds 20% or more of the total number of issued shares of the Company (excluding any treasury shares);
- Yeo Seow Lai does not participate in the deliberation or discussion of her own allocation of the number of MClean Shares comprised in the Awards to be offered to her as well as the persons connected with her within the meaning of the Listing Requirements under the Proposed LTIP; and
- the maximum number of MClean Shares to be allocated, in aggregate, to the Directors and senior management of the Company and its non-dormant subsidiaries as well as persons connected with them shall not exceed 80% of the total number of new MClean Shares to be issued under the Proposed LTIP;

and subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of MClean Shares to Yeo Seow Lai, from time to time, pursuant to the exercise of SOS Options and/or vesting of MClean Shares comprised in SAP Awards under the Proposed LTIP."

ORDINARY RESOLUTION 8

PROPOSED ALLOCATION OF AWARDS TO YEO LIAN CHENG

"THAT, subject to the passing of the Ordinary Resolution 1, approval be and is hereby given to the Board to authorise the LTIP Committee to award and to grant Yeo Lian Cheng, being the Group Human Resource/Administration cum Data Protection Officer of MClean Precision Pte Ltd (formerly known as Magnetronics Technology Pte Ltd), a wholly-owned subsidiary of MClean, who are also person connected with the director of the Company, from time to time throughout the duration of the Proposed LTIP, such number of MClean Shares under the Proposed LTIP.

PROVIDED ALWAYS THAT:

- not more than 10% of the MClean Shares made available under the Proposed LTIP and any other scheme involving issuance of new MClean Shares to Eligible Persons which may be implemented from time to time by the Company is allocated to Yeo Lian Cheng, either singly or collectively through persons connected with her, if she holds 20% or more of the total number of issued shares of the Company (excluding any treasury shares);
- Yeo Lian Cheng does not participate in the deliberation or discussion of her own allocation of the number of MClean Shares comprised in the SOS Options and SAP Awards to be offered to her as well as the persons connected with her within the meaning of the Listing Requirements under the Proposed LTIP; and
- the maximum number of MClean Shares to be allocated, in aggregate, to the Directors and senior management of the Company and its non-dormant subsidiaries as well as persons connected with them shall not exceed 80% of the total number of new MClean Shares to be issued under the Proposed LTIP;

and subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of MClean Shares to Yeo Lian Cheng, from time to time, pursuant to the exercise of SOS Options and/or vesting of MClean Shares comprised in SAP Awards under the Proposed LTIP."

ORDINARY RESOLUTION 9

PROPOSED ALLOCATION OF AWARDS TO LIM CHOO GEOK

"THAT, subject to the passing of the Ordinary Resolution 1, approval be and is hereby given to the Board to authorise the LTIP Committee to award and to grant Lim Choon Geok, being the Head of Finance/Administration of MClean Precision Pte Ltd (formerly known as Magnetronics Technology Pte Ltd), a wholly-owned subsidiary of MClean, who are also person connected with the director of the Company, from time to time throughout the duration of the Proposed LTIP, such number of MClean Shares under the Proposed LTIP.

PROVIDED ALWAYS THAT:

- not more than 10% of the MClean Shares made available under the Proposed LTIP and any other scheme involving issuance of new MClean Shares to Eligible Persons which may be implemented from time to time by the Company is allocated to Lim Choon Geok, either singly or collectively through persons connected with her, if she holds 20% or more of the total number of issued shares of the Company (excluding any treasury shares);
- Lim Choon Geok does not participate in the deliberation or discussion of her own allocation of the number of MClean Shares comprised in the SOS Options and SAP Awards to be offered to her as well as the persons connected with her within the meaning of the Listing Requirements under the Proposed LTIP; and
- the maximum number of MClean Shares to be allocated, in aggregate, to the Directors and senior management of the Company and its non-dormant subsidiaries as well as persons connected with them shall not exceed 80% of the total number of new MClean Shares to be issued under the Proposed LTIP;

and subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of MClean Shares to Lim Choon Geok, from time to time, pursuant to the exercise of SOS Options and/or vesting of MClean Shares comprised in SAP Awards under the Proposed LTIP."

ORDINARY RESOLUTION 10

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 party as set out in Section 2.3 of the Circular to Shareholders dated 5 June 2017 ("Related Party") 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 Party 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 Eighth Annual General Meeting ("AGM") of the Company following this EGM 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 Eighth AGM;
- the expiration of the period within which the Eighth 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."

ORDINARY RESOLUTION 11

PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW MANDATE")

"THAT, subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the 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 party as set out in Section 2.4 of Part B of the Circular to Shareholders dated 5 June 2017 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 Party 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 Eighth AGM of the Company following this EGM at which the Proposed New Mandate is passed, at which time it will lapse unless the authority is renewed by a resolution passed at the Eighth AGM;
- the expiration of the period within which the Eighth AGM after that date is required to be held pursuant to Section 340(1) and (2) of the 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 New Mandate."

By Order of the Board

Ng Sally (MAICSA 7060343)
Teo Mee Hui (MAICSA 7050642)
Company Secretaries
Kuala Lumpur
5 June 2017

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 may but need not be a member of the Company. If the proxy is not a member, the proxy need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies. 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 at least one (1) proxy 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 beneficial owners in one (1) 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.
- The instrument appointing a proxy shall be in writing (in common or usual form) under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Symphony Share Registrars Sdn Bhd at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan at least 48 hours before the time for holding the meeting or any adjournment thereof.
- The Date of Record of Depositors for the purpose of determining members' entitlement to attend, vote and speak at the meeting is 14 June 2017.