



Mclean Technologies Berhad(893631-T)

NOTICE IS HEREBY GIVEN that the First Annual General Meeting of the Company will be held at Bilik Seraya, Level 4, Seri Pacific Hotel, Jalan Putra, 50746 Kuala Lumpur, Malaysia on Thursday, 30 June 2011 at 10.00 a.m. for the following purposes:-

AGENDA

- To receive the Audited Financial Statements for the financial period from 17 March 2010 (date of incorporation) to 31 December 2010 together with the Reports of the Directors and Auditors thereon. (Please refer to Note A)
- To approve the payment of Directors' Fee for the financial period from 17 March 2010 (date of incorporation) to 31 December 2010. (Ordinary Resolution 1)
- To re-elect the following Directors who retiring pursuant to Article 70 of the Company's Articles of Association:
 - Mr Yeo Hock Huat (Ordinary Resolution 2)
 - Mr Chow Kok Meng, Bert (Ordinary Resolution 3)
 - Mr Loh Weng Yew (Ordinary Resolution 4)
 - Dato' Mark William Ling Lee Meng (Ordinary Resolution 5)
 - Mr Pang Kong Chek (Ordinary Resolution 6)
 - Madam Yeo Seow Lai (Ordinary Resolution 7)
- To re-appoint Messrs SJ Grant Thornton as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Ordinary Resolution 8)

As Special Business

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

- Authority to issue and Allot Shares pursuant to Section 132D of the Companies Act, 1965**

"THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approval of the relevant governmental/regulatory authorities (if any shall be required), the Directors be and are hereby authorised to issue and allot shares in the Company at any time and from time to time until the conclusion of the next Annual General Meeting of the Company 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 to be issued does not exceed ten per centum (10%) of the issued share capital of the Company for the time being. (Ordinary Resolution 9)
- Proposed Shareholders' Ratification for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Ratification")**

"THAT all the recurrent related party transactions entered into by the Company and its subsidiaries with the related parties, as set out in Section 2.1.2(I) of the Circular to Shareholders dated 7 June 2011, from the listing date of the Company on 10 May 2011, up to the date of the First Annual General Meeting, which were undertaken in the ordinary course of business, on arms length basis, on normal commercial terms which were not more favourable to the related party than those generally available to the public and were not detrimental to the minority shareholders of the Company, be hereby approved and ratified. (Ordinary Resolution 10)

AND THAT all the actions taken and the execution of all necessary documents by the Directors of the Company as they had considered expedient or deemed fit in the interest of the Company, be hereby approved and ratified."
- Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**

"THAT subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval is hereby given to the Company and/or its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.1.2(II) of the Circular to Shareholders dated 7 June 2011, provided that such transactions are necessary for the day-to-day operations; and undertaken in the ordinary course of business, on arms length basis, on normal commercial terms which are not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders of the Company. (Ordinary Resolution 11)

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

 - the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which the Proposed Shareholders' 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 143(1) of the Companies Act ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act);

or is revoked or varied by resolution passed by shareholders in a general meeting, whichever is earlier;

AND THAT the Directors of the Company are 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 Shareholders' Mandate."
- To transact any other ordinary business of which due Notice shall have been received.

By Order Of The Board

Lim Ming Toong (MAICSA 7000281)
Masharum Binti Abdul Wahab (MAICSA 7041619)

Company Secretaries

Kuala Lumpur
7 June 2011

Notes:

- This item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders and hence, is not put forward for voting.
- A proxy may but need not be a member of the Company. If the proxy is not a member, he need not be an advocate, an approved company auditor or a person approved by the Companies of Companies.
- To be valid, this form, duly completed must be deposited at the Registered Office of the Company not less than forty eight (48) hours before the time for holding the meeting PROVIDED THAT in the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/his/her proxy, PROVIDED ALWAYS that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).
- A member shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting provided that the provisions of Section 149(1)(c) of the Act are complied with.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- If the appointor is a corporation, this form must be executed under its common seal or under the hand of an attorney duly authorised.

Explanatory Notes on Special Business

Ordinary Resolution 9

- Proposed Authority to issue and allot shares pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution No. 9, if granted, will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding current and/or future investment project(s), working capital and/or acquisitions.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of share, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to any amount not exceeding in total ten (10) per centum of the issued share capital of the Company for the time being, for such purposes. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company. The general mandate sought for issue of securities is a new mandate which the Company wish to seek from its shareholders at this Annual General Meeting.

Ordinary Resolution 10

- Proposed Shareholders' Ratification

If passed, will ratify all the recurrent related party transactions entered/to be entered into by the Company and its subsidiaries from 10 May 2010, being the listing date of the Company on the ACE Market of Bursa Malaysia Securities Berhad, to the date of the First Annual General Meeting. The details of all these recurrent related party transactions are set out in the Circular to Shareholders dated 7 June 2011 which is dispatched together with the annual report.

Ordinary Resolution 11

- Proposed Shareholders' Mandate

If passed, will benefit the Company by facilitating entry by members of the Group into transactions with Related Party specified in Section 2.1.2(II) of the Circular to Shareholders dated 7 June 2011 in the ordinary course of the Group's business on commercial terms, in a timely manner and will enable the Group to continue to carry out recurrent related party transactions necessary for the Group's day-to-day operations and enhance the Group's ability to pursue business opportunities which are time-sensitive in nature in a more expeditious manner.