

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting (“19th AGM”) of D & O Green Technologies Berhad (“D&O” or “the Company”) will be held virtually through live streaming from the broadcast venue at Conference Room, A-12-01, Level 12, Block A, PJ8, 23 Jalan Barat, Seksyen 8, 46050 Petaling Jaya, Selangor Darul Ehsan on Monday, 29 May 2023 at 10.00 a.m. for the following purposes:

AGENDA

1. To receive and consider the Directors' Report and Audited Financial Statements for the year ended 31 December 2022. (Please refer to Note 1 below)
 2. To re-elect Tan Sri Mohammed Azlan bin Hashim, a director who retires by rotation pursuant to Article 120 of the Constitution of the Company and being eligible, offers himself for re-election. (Ordinary Resolution 1)
 3. To re-elect Mr. Jesper Bjoern Madsen, a director who retires by rotation pursuant to Article 120 of the Constitution of the Company and being eligible, offers himself for re-election. (Ordinary Resolution 2)
 4. To re-elect Mr. Goh Chin Loong, a director who retires by rotation pursuant to Article 125 of the Constitution of the Company and being eligible, offers himself for re-election. (Ordinary Resolution 3)
 5. To re-elect Mr. Au Siew Loon, a director who retires by rotation pursuant to Article 125 of the Constitution of the Company and being eligible, offers himself for re-election. (Ordinary Resolution 4)
 6. To approve the payment of Non-Executive Directors' fees in respect of the financial year ending 31 December 2023 and Non-Executive Directors' benefits from 19th AGM to the Twentieth Annual General Meeting (“20th AGM”) as follow:
- | Non-Executive Director | Fees | Benefits | |
|-------------------------------------|----------|----------|--------------------------|
| - Tan Sri Mohammed Azlan bin Hashim | RM57,500 | RM5,000 | (Ordinary Resolution 5) |
| - Goh Chin San | RM39,218 | RM5,000 | (Ordinary Resolution 6) |
| - Jesper Bjoern Madsen | RM53,791 | RM10,000 | (Ordinary Resolution 7) |
| - Yeow See Yuen | RM44,082 | RM5,000 | (Ordinary Resolution 8) |
| - Jennifer Chong Gaik Lan | RM48,300 | RM10,000 | (Ordinary Resolution 9) |
| - Goh Chin Loong | RM47,747 | RM10,000 | (Ordinary Resolution 10) |
| - Au Siew Loon | RM51,849 | RM10,000 | (Ordinary Resolution 11) |
| - Wong Meng Tak | RM12,450 | - | (Ordinary Resolution 12) |

“AND THAT the Directors of the Company be authorised to do all such acts and things (including executing all such documents as may be required and define the payment terms), as they may consider expedient or necessary in the payment of Non-Executive Directors' fees.”

7. To re-appoint Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to determine their remuneration. (Ordinary Resolution 13)

8. Special Business

By way of Special Business, to consider and if thought fit, to pass the following resolutions, with or without modification:-

- 8.1 **Authority to issue shares pursuant to Section 75 and 76 of the Companies Act 2016** (Ordinary Resolution 14)

“THAT, subject always to the Companies Act 2016 (“the Act”) and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered and authorised, pursuant to Section 75 and 76 of the Act, to issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person/ persons or party/parties whomsoever the Directors may deem fit provided that the aggregate nominal value of shares to be issued during the preceding 12 months does not exceed ten (10) percent of the total number of shares in issue (excluding treasury shares) at the point of issuance of shares and that such authority shall continue in force until the conclusion of the next annual general meeting.

AND THAT pursuant to Section 85 of the Companies Act 2016, read together with Article 16 of the Constitution of the Company, 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 of the Company arising from any issuance of new shares pursuant to Section 75 and 76 of the Act.”

- 8.2 **Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (“Proposed Shareholders' Mandate”)** (Ordinary Resolution 15)

“THAT approval and authority be and are hereby given to the Company and/or its subsidiaries to enter into any of the transactions falling within the types of recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 4 of the Circular to Shareholders dated 28 April 2023 (“Circular”) provided that such transactions are undertaken in the ordinary course of business, at arm's length and based on commercial terms and on terms which are not, in the Company's opinion, detrimental to the minority shareholders,

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

- (i) the conclusion of the next AGM of the Company following this AGM at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (ii) the expiration of the period within which the next AGM after that date it 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
- (iii) revoked or varied by resolution passed by shareholders in general meeting, whichever is earlier.

AND THAT the Directors of the Company be 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.”

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the 19th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 75 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 22 May 2023. Only a depositor whose name appears on the Record of Depositors as at 22 May 2023 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board
TAN PEI CHOO
(MAICSA 7023284)
SSM PC NO: 202008001020
Company Secretary

Kuala Lumpur
28 April 2023

NOTES:-

- 1) Item 1 of the Agenda is meant for discussion only as provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval from the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

2) 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 the 19th AGM in person at the Broadcast Venue on the day of the meeting.

Shareholders are to attend, post questions to the Board via real time submission of typed texts and vote (collectively, “participate”) remotely at the 19th AGM via the Remote Participation and Voting (“RPV”) facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its **TIIH Online** website at <https://tiih.online>. **Please follow the Procedures for RPV in the Administrative Guide for the 19th AGM and take note of Notes (3) to (15) below in order to participate remotely via RPV.**

- 3) For the purpose of determining who shall be entitled to participate in the 19th 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 22 May 2023**. Only a member whose name appears on this Record of Depositors shall be entitled to participate in the 19th AGM via RPV.

- 4) A member who is entitled to participate in the 19th 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.

- 5) A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint one (1) or more proxies to participate instead of the member at the 19th AGM via RPV.

- 6) Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holding(s) to be represented by each proxy.

- 7) Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“Central Depositories Act”), it may appoint more than one (1) proxy in respect of each security account it holds in ordinary shares of the Company standing to the credit of the said securities account.

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

- 9) A member who has appointed a proxy or attorney or authorised representative to attend, participate, post questions and vote at this 19th AGM via RPV must request his/her proxy to register himself/ herself for RPV via **TIIH Online** website at <https://tiih.online>. **Please follow the Procedures for RPV in the Administrative Guide for the 19th AGM.**

- 10) The appointment of a proxy may be made in a hard copy form and must be deposited at the Registered Office of the Company at No. 15, Bukit Ledang, Off Jalan Duta, 50480 Kuala Lumpur or by electronic means can be electronically lodged via **TIIH Online** website at <https://tiih.online>. Kindly refer to the Administrative Guide for further information on electronic lodgement of proxy form. All proxy forms submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the 19th AGM or adjourned general meeting at which the person named in the appointment proposes to vote.

- 11) Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.

- 12) Last date and time for lodging the proxy form is **Saturday, 27 May 2023 at 10.00 a.m.**

- 13) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Registered Office of the Company at No. 15, Bukit Ledang, Off Jalan Duta, 50480 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the 19th 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 notariarily and/ or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

- 14) For a corporate member who has appointed a representative, please deposit the **ORIGINAL** certificate of appointment at the Registered Office of the Company at No. 15, Bukit Ledang, Off Jalan Duta, 50480 Kuala Lumpur. The certificate of appointment should be executed in the following manner:

- (i) If the corporate member has a common seal, the certificate of appointment 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 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.

- 15) Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all resolutions set out in this Notice will be put to vote by way of poll.

Abstention from Voting

- 16) All those Directors of the Company who are shareholders of the Company will abstain from voting on the respective resolutions under Ordinary Resolutions 5, 6, 7, 8, 9, 10, 11 and 12, as applicable, in respect of their direct and/or indirect shareholdings in D&O.

- 17) Any Director referred in Ordinary Resolution 1, 2, 3 and 4 who is a shareholder of the Company will abstain from voting on the resolution in respect of his re-election at the 19th AGM.

Explanatory Notes

- (a) Re-election of Directors

Based on the recommendation of the Nomination Committee according to *Policy and Procedures on Nomination and Appointment of Director and Key Senior Management and Re-Appointment of Director and Fit and Proper Policy*, the Board is satisfied with the performance and contributions of the following Directors and supports the re-election based on the following justifications:

- (1) Ordinary Resolution 1 - Re-election of Tan Sri Mohammed Azlan bin Hashim as Non-Independent Non-Executive Chairman

Tan Sri Mohammed Azlan bin Hashim has offered himself for re-election as director and had abstained from the deliberation and decision on his eligibility for re-election in the Board.

Tan Sri Mohammed Azlan had demonstrated an exemplary leadership and value creation of the Group. During his tenure as Non-Independent Non-Executive Chairman, he led and facilitated Board discussions, provide guidance and mentorship to other Board members, and ensured the Board operated effectively, that the Group's objectives are aligned with shareholder interests, and that the Board fulfills its fiduciary duties to shareholders.

Tan Sri Mohammed Azlan play an essential role in the Group's governance structure, and his presence is important for providing leadership, guidance, and oversight to the Board and ensuring that the Group operates in the best interests of its stakeholders.

- (2) Ordinary Resolution 2 - Re-election of Jesper Bjoern Madsen as Independent Non-Executive Director

Mr. Jesper Bjoern Madsen has offered himself for re-election as director and had abstained from the deliberation and decision on his eligibility for re-election in the Board.

Mr. Madsen has met the independence guidelines as set out in the Listing Requirements and has familiarised himself with the business and provide the element of objectivity to the Board. He has acted and carried out his fiduciary duties in the interest of the Company during the year.

- (3) Ordinary Resolutions 3 and 4 - Re-election of the following directors:

- (i) Mr Goh Chin Loong (Non-Independent Non-Executive Director); and

- (ii) Mr Au Siew Loon (Independent Non-Executive Director)

The abovementioned Directors were appointed by the Board since the last AGM and shall hold office until the conclusion of 19th AGM of the Company and shall be eligible for re-election. All of them have consented to be re-elected as Directors of the Company. They have attended and successfully completed the Mandatory Accreditation Programme as required by the Listing Requirements.

Their profiles are set out on page 25 to 29 of the Integrated Report 2022.

- (b) Authority to issue shares pursuant to Section 75 and 76 of the Companies Act 2016

Ordinary Resolution 14, if passed, will give authority to the Directors of the Company, from the date of the 19th AGM, to issue and allot ordinary shares in the Company up to and not exceeding in total ten percent (10%) of the issued share capital of the Company for the time being, for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

The renewed mandate 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 future investment, working capital and/or acquisitions.

- (c) Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Ordinary Resolution 15, if passed, will provide a new mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, particulars of which are set out in Section 4 of the Circular to Shareholders of the Company dated 28 April 2023 that is circulated together with the Company's Notice of the 19th AGM. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

There is no person seeking election as Director of the Company at the 19th AGM.

Details of the general mandate to issue securities in the Company pursuant to Section 75 and 76 of the Companies Act 2016 are set out in Explanatory Note (b) of the Notice of the 19th AGM.