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IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

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D & O GREEN TECHNOLOGIES BERHAD

Company No.: 200401006867 (645371-V)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The resolution in respect of the above Proposal will be tabled as a Special Business at the Sixteenth Annual General Meeting (“16th AGM”) of the Company. Due to the COVID-19 outbreak and as part of the safety measures, the 16th AGM will be conducted entirely through live streaming.

Last date and time for lodgement of Form of Proxy	: 14 June 2020 at 10 a.m.
Date and time of the 16 th AGM	: 16 June 2020 at 10 a.m.
Broadcast Venue of the 16 th AGM	: Conference Room A-12-01, Level 12, Block A, PJ8 23 Jalan Barat, Seksyen 8 46050 Petaling Jaya, Selangor Darul Ehsan

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and shareholders **WILL NOT BE ALLOWED** to attend the 16th AGM in person at the Broadcast Venue on the day of the meeting. For further information, please refer to the Notice of the 16th AGM and Information for Shareholders on 16th AGM.

The Notice of the 16th AGM and Proxy Form can be downloaded at http://do.com.my/ir_agm.asp.

The Proxy Form should be completed and returned in accordance with the instructions therein as soon as possible and deposited at the Registered Office of the Company at No. 15, Bukit Ledang, Off Jalan Duta, 50480 Kuala Lumpur on or before the date and time indicated above or any adjournment thereof. You also have the option to lodge the proxy appointment electronically via TIIH Online at <https://tiih.online> before the Proxy Form lodgement cut-off time stated above.

This Circular is dated 18 May 2020

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

Act	- Companies Act, 2016 and amended from time to time and any re-enactment thereof
AGM	- Annual General Meeting
Board of Directors or Directors or Board	- Shall have the same meaning as given in Section 2(1) of the CMSA; and for the purpose of the Proposed Renewal of Existing Shareholders' Mandate includes any person who is or was within the preceding six (6) months of the date on which the terms of the transactions were agreed upon, a Director of the Company, its subsidiary or holding company or a Chief Executive of the Company, its subsidiary or holding company
Bursa Securities	- Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
CMSA	- Capital Markets and Services Act 2007, as amended, supplemented or modified
DESB	Dominant Electronics Sdn Bhd (Registration No. 201801017626 (1279642-T))
Dominant	- Dominant Opto Technologies Sdn Bhd (Registration No. 200001030501 (533108-P))
D&O or Company	- D & O Green Technologies Berhad (Registration No. 200401006867 (645371-V))
D&O Group or Group	- D&O and its subsidiaries, collectively
Epistar	- Epistar Corporation and its subsidiaries, collectively
EPS	- Earnings per share
Family	- in relation to a person means such person who falls within any one of the following categories:- a) spouse; b) parent; c) child including an adopted child and step-child; d) brother or sister; or e) spouse of the person referred to in subparagraphs (c) and (d) above
ICPS	- Irredeemable convertible preference shares in our Company
LEDs	- Light Emitting Diodes
LPD	- 21 April 2020, being the latest practicable date prior to the circulation of this Circular

DEFINITIONS

- Listing Requirements - Listing Requirements of Bursa Securities including any amendments that may be made from time to time
- Major Shareholders - means a person who has an interest or interests in one or more voting shares in a corporation and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is:-
- a) 10% or more of the aggregate of the nominal amounts of all the voting shares in the corporation; or
 - b) 5% or more of the aggregate of the nominal amounts of all the voting shares in the corporation where such person is the largest shareholder of the corporation
- This includes any person who is or was within the preceding six (6) months of the date of which the terms of the transaction were agreed upon, a major shareholder of the Company or any other company which is its subsidiary or holding company (where applicable)
- For the purpose of this definition, “interest in shares” has the meaning given in section 8 of the Act
- NA - Net Assets
- Omega - Omega Semiconductor Sdn Bhd (Registration No. 199301027883 (282621-V))
- Persons Connected - In relation to a director, major shareholder or in relation to a SPAC, a member of the management team, means such person who falls under any one of the following categories:-
- a) a family member of the director, major shareholder or management team member;
 - b) a trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the director, major shareholder, management team member, or a family member of the director, major shareholder or management team member, is the sole beneficiary;
 - c) a partner of the director, major shareholder, management team member, or a partner of a person connected with that director, major shareholder or management team member;
 - d) a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the director, major shareholder or management team member;
 - e) a person in accordance with whose directions, instructions or wishes the director, major shareholder, or management team member is accustomed or is under an obligation, whether formal or informal, to act;
 - f) a body corporate or its directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the director, major shareholder or management team member;

DEFINITIONS

Persons Connected (con't)	<ul style="list-style-type: none">g) a body corporate or its directors whose directions, instructions or wishes the director, major shareholder or management team member is accustomed or under an obligation, whether formal or informal, to act;h) a body corporate in which the director, major shareholder, or management team member, or persons connected with him are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; ori) a body corporate which is a related corporation
Proposed Renewal Shareholders' Mandate / Proposal	<ul style="list-style-type: none">- Proposed Renewal of Existing Shareholders' Mandate in relation to the Recurrent Related Party Transactions of a Revenue or Trading Nature
Proposed Shareholders' Mandate	<ul style="list-style-type: none">- Proposed Shareholders' Mandate in relation to the Recurrent Related Party Transactions of a Revenue or Trading Nature approved at the Company's Fifteenth AGM held on 23 May 2019
Recurrent Related Party Transaction/Recurrent RPT/RRPT	<ul style="list-style-type: none">- A transaction, which is a related party transaction of a revenue or trading nature, which is necessary for day-to-day operations of the Company or its subsidiaries and which had been made or will be made by D&O Group at least once in three (3) years in the course of its business
Related Party(ies)	<ul style="list-style-type: none">- Director, Major Shareholder or Person Connected with such Director or Major Shareholder of the Company including any person who is or was within the preceding six (6) months of the date of which the terms of the transaction were agreed upon, a Director or a Major Shareholder of the Company and/or its subsidiary or holding company or Chief Executive Officer of the company and/or its subsidiary or holding company
RM	<ul style="list-style-type: none">- Ringgit Malaysia
SPAC	<ul style="list-style-type: none">- Special Purpose Acquisition Company A corporation which has no operations or income generating business at the point of initial public offering and has yet to complete a qualifying acquisition with the proceeds of such offering

Words importing the singular shall, where applicable, include the plural and vice versa

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D & O GREEN TECHNOLOGIES BERHAD
Company No.: 200401006867 (645371-V)
(Incorporated in Malaysia)

Registered Office:
No. 15 Bukit Ledang
Off Jalan Duta
50480 Kuala Lumpur

18 May 2020

The Board of Directors

Dato' Mohammed Azlan Hashim
(Non-Independent Non-Executive Chairman)
Tay Kheng Chiong (Group Managing Director)
Cheam Dau Peng (Executive Director)
Goh Nan Yang (Non-Independent Non-Executive Director)
Wong Meng Tak (Senior Independent Non-Executive Director)
Jesper Bjoern Madsen (Independent Non-Executive Director)
Yeow See Yuen (Independent Non-Executive Director)

To: The Shareholders of D & O Green Technologies Berhad

Dear Sir/Madam

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

At the Company's Fifteenth AGM held on 23 May 2019, the shareholders of D&O had approved the then Proposed Shareholders' Mandate for the Company and/or its subsidiaries, pursuant to paragraph 10.09 of the Listing Requirements in respect of Recurrent RPT. The existing Shareholders' Mandate shall expire at the conclusion of the forthcoming AGM of the Company unless authority for its renewal is obtained from the shareholders of the Company at the 16th AGM.

Accordingly, D&O had on 9 April 2020 and 15 May 2020, announced to Bursa Securities that it proposes to seek shareholders' approval for the Proposal at the 16th AGM of the Company.

The purpose of this Circular is to provide you with the relevant information on the Proposed Renewal Shareholders' Mandate and in relation thereto, to seek your approval for Ordinary Resolution 9 which are to be tabled as Special Business at the 16th AGM of the Company.

The Notice of 16th AGM is made available on the website of the Company at www.do.com.my, effective from 18 May 2020.

SHAREHOLDERS OF D&O ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSAL AT THE SIXTEENTH AGM

2. BUSINESS OF D&O GROUP

The principal activities of D&O are investment holding and the provision of management services (inclusive of manufacturing plant facility services). The details of D&O's subsidiaries as well as their principal activities as at LPD are set out in the table below:-

Name of Company	Country of Incorporation	Group Equity Interest as at LPD	Principal Activities
Omega	Malaysia	100.00%	Dormant
Dominant	Malaysia	89.79%	Manufacturing semiconductor components and machineries
<u>Subsidiaries of Dominant</u>			
Dominant Opto Technologies (Shanghai) Co., Ltd	The People's Republic of China	89.79%	Merchandising semiconductor components
Dominant Semiconductors Europe GmbH	Germany	89.79%	Merchandising semiconductor components
Dominant Opto Technologies Korea Inc	Korea	89.79%	Merchandising semiconductor components
Dominant Opto Technologies North America, Inc.	United States of America	89.79%	Merchandising semiconductor components and receiving sales commission of related products
Dominant Electronics Sdn. Bhd.	Malaysia	89.79%	Design, production and sales of printed circuit board assemblies and provision of engineering services.
Dominant Opto Technologies Japan K.K.	Japan	89.79%	Merchandising semiconductor components and receiving sales commission of related products
Dominant Technologies Sdn. Bhd. (formerly known as Dominant Integrated Circuits Sdn Bhd) ("Dominant Tech")	Malaysia	89.79%	An investment holding company
<u>Subsidiary of Dominant Tech</u>			
Dominant Technologies (Singapore) Pte Ltd (formerly known as Dominant Semiconductors (Singapore) Pte. Ltd.) ("Dominant Singapore")	Singapore	89.79%	An investment holding company

2. BUSINESS OF D&O GROUP (CONT'D)

Name of Company	Country of Incorporation	Group Equity Interest as at LPD	Principal Activities
<u>Subsidiary of Dominant Tech (Cont'd)</u>			
DOT Semiconductor Inc	United States of America	89.79%	Design, develop and sell of integrated circuit ("IC") chips for LED applications
Dominant Technologies (Taiwan) Co Ltd	Taiwan	89.79%	Design, develop and wholesales of IC chips for LED application and import and export of related products.
<u>Subsidiary of Dominant Singapore</u>			
Dominant Semiconductors (Lao) Sole Co., Ltd	The Lao People's Democratic Republic	89.79%	Dormant

3. PARAGRAPH 10.09 AND PRACTICE NOTE 12 OF THE LISTING REQUIREMENTS

Under Paragraph 10.09 and Practice Note 12 of the Listing Requirements, a listed company may seek a mandate from shareholders in respect of related party transactions involving recurrent transactions of revenue or trading nature which are necessary for its day-to-day operations subject to the following:-

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where:-
 - (i) the consideration, value of the assets, capital outlay or costs of the aggregated transactions is equal to or exceeds RM1 million; or
 - (ii) any one of the percentage ratios of such aggregated transactions is equal to or exceeds 1%, whichever is the higher;
- (c) a circular to shareholders is issued by the listed issuer for the shareholders' mandate;
- (d) in a meeting to obtain shareholders' mandate, the interested directors, interested major shareholder or interested persons connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder must not vote on the resolution approving the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (e) an immediate announcement shall be made to Bursa Securities when the actual value of a recurrent transaction exceeds the estimated value of the recurrent transaction disclose in the Circular by ten (10%) percent or more.

3. PARAGRAPH 10.09 AND PRACTICE NOTE 12 OF THE LISTING REQUIREMENTS (CONT'D)

In compliance with Paragraph 10.09(2) of the Listing Requirements, Practice Notes 12 and 14, and in view of the frequent nature of such transactions, the Company proposes to seek its shareholders' approval for the Proposal as set out in Section 4, to enable the Company and/or its subsidiaries to enter into RRPT with the classes of Related Parties as set out in Section 4.

Where the Company has obtained shareholders' mandate in respect of the Proposed Renewal Shareholders' Mandate, the provisions under paragraph 10.08 of the Listing Requirements shall not apply during the validity period of the shareholders' mandate.

The Proposed Renewal Shareholders' Mandate will take effect from the passing of the ordinary resolution proposed at the forthcoming 16th AGM and will continue to be in force until the earlier of the following:-

- i. the conclusion of the next AGM of the Company following the AGM at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- ii. the expiration of the period within which the next AGM after the 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 the shareholders in a general meeting.

whichever is the earlier.

Disclosure will be made in accordance with Section 3.1.5 of Practice Note 12 issued by Bursa Securities, which require the breakdown of the aggregate value of the Recurrent RPT entered into during the financial year based on, amongst others, the following information:-

- i. type of the RRPT entered into;
- ii. names of the Related Parties involved in each type of RRPT's entered into and their relationship with the Company

pursuant to the Proposed Renewal Shareholders' Mandate in the Company's Annual Report, and in the annual report for subsequent years that the Proposed Renewal Shareholders' Mandate continues to be in force.

4. DETAILS, CLASS AND NATURE OF RRPT FOR THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE

All the RRPTs involved are for the day-to-day operations and in the ordinary course of business of D&O Group.

The Related Party and the respective class and nature of RRPT identified for the purpose of the Proposal, is as follows:-

No	Nature of Transaction	Companies within D&O Group (Recipient)	Related Parties (Provider)	Interested Directors, Major Shareholders and Persons Connected with them	Estimated aggregate value as disclosed in the Circular to Shareholder dated 25.4.2019 ("Estimated Value") ^ RM'000	Actual value transacted from date of AGM on 23.5.2019 up to the LPD ("Actual Value")^ RM'000	Estimated aggregate value from 16.6.2020 (16 th AGM) to 15.6.2021 (expected date of next AGM)# RM'000
1	Supply of Chips or Dies manufactured by Epistar	Dominant	Epistar (Note a)	Epistar and Epistar Nominated Director (Tai Tzu Hsiang)	250,000	114,984	250,000

Notes:

The estimated transaction value of the aforesaid transactions is arrived at based on the transactions value for the financial year ended 31 December 2019 and forecast sales/purchases for financial year ending 31 December 2020 and 31 December 2021. The estimated value may vary and are subject to changes.

^ None of the Actual Value exceeds the Estimated Value by 10% or more.

a) *Epistar subscribed 11,000,000 new ordinary shares in Dominant on 9 November 2015 which is equivalent to 10% of Dominant's total share capital.*

5. OUTSTANDING RRPT RECEIVABLES

As at LPD, there was no amount due and owing to the Company which exceeded the credit term by its Related Parties pursuant to the RRPT.

6. DISCLOSURE AND REVIEW PROCEDURES FOR RRPT

Disclosure will be made in the Annual Report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year.

To ensure that the RRPT are undertaken on transaction prices and terms not more favourable to the related parties than those generally available to the public; are not to the detriment to the minority shareholders; are conducted at arm's length; and based on normal commercial terms consistent with the Group's usual business practices and policies and will not be prejudicial to shareholders, the Group has established the following review procedures:-

- I. The identity of the Related Party is disclosed/circulated within the Group and at the same time, the Related Party is notified that all Recurrent Related Party Transactions are required to be taken on arms' length basis and on normal commercial terms not more favourable to the Related Party than those generally available to the public;
- II. All Recurrent Related Party Transactions will be reviewed by the Audit Committee and reported to the Board to ensure that the transactions are not more favourable to the Related Party and will not be detrimental to the minority shareholders;
- III. There are no specific thresholds for approval of RRPT within D&O Group. D&O Group's major operating subsidiary having a standard operating procedure to ensure every transaction is undertaken on an arm's length basis and on normal commercial terms. This includes the Recurrent RPT under proposed mandate for the purchase of chips or dies from Epistar is subject to the approval of Material Planning Manager and Purchasing Manager according to the production need;
- IV. Records will be maintained by the Company to capture all Recurrent RPT which are entered into pursuant to the shareholders' mandate;
- V. The transactions prices are determined by the prevailing market rates/prices that are agreed upon under similar commercial terms for transactions with third parties, business practices and policies and on terms which are generally in line with industry norms;
- VI. The Board and the Audit Committee will have overall responsibility for the determination of the review procedures, including addition of new review procedures, as and when necessary. The Board and the Audit Committee may also appoint individuals and committees to examine the Recurrent Related Party Transactions, as they deem appropriate. If a member of the Board or the Audit Committee has an interest, direct or indirect, in any particular transactions, he or she will abstain from any deliberation and voting on the matter at the Board or Audit Committee meetings in respect of such transactions; and
- VII. At least 2 other transactions with unrelated third parties for similar products/services and/or quantities will be used as a comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined by the D&O Group based on the usual business practices and policies to ensure that the Recurrent Related Party Transactions are not detrimental to the D&O Group.

7. STATEMENT BY AUDIT COMMITTEE

The Audit Committee has reviewed the procedures described in Section 6 and is satisfied that the above procedures are sufficient to ensure that Recurrent Related Party Transactions are made at arm's length and are carried out on normal commercial terms of the Group not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders.

The Audit Committee is also of the view that the Group has in place adequate procedures and processes to monitor, track and identify the Recurrent Related Party Transactions in a timely and orderly manner. This procedures and processes are reviewed every quarter with the review of quarterly results.

8. RATIONALE FOR AND BENEFIT OF THE PROPOSAL

The Recurrent RPT which is to be entered into by the Group is in the ordinary course of business. The Recurrent RPTs are conducted at arm's length, on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders. It is envisaged that in the normal course of their business, transactions between companies in the Group and the Related Parties are likely to occur from time to time and it may be impractical to make the requisite announcement to the Bursa Securities or to seek shareholders' approval on a case-to-case basis before entering into such Related Party Transactions.

The Recurrent Related Party Transaction is entered on terms which are beneficial to the Group:

Supply of Chips or Dies manufactured by Epistar (as per No. 1 of Section 4 above)

Prices from Epistar are generally lower or more competitive. Epistar provides fast and priority responds to Dominant's orders.

With the Proposed Renewal Shareholders' Mandate in place, the Company would not be required to make the requisite announcement to the Bursa Securities or to convene separate general meeting to seek shareholders' approval as and when RRPT occur. This would substantially reduce administrative time, inconvenience and expenses associated with the release of such announcements or the convening of such meetings on an ad-hoc basis, and allow manpower resources and time to be channelled towards attaining corporate objectives.

9. CONDITION TO THE PROPOSED RENEWAL SHAREHOLDERS' MANDATE

The Proposed Renewal Shareholders' Mandate is subject to the approval from the shareholders of the Company at the 16th AGM. The Proposal once being procured is subject to annual renewal.

10. EFFECTS OF THE PROPOSAL

The Proposed Renewal Shareholders' Mandate will not have any effect on the earnings per share, NA per share, share capital and major shareholders of the D&O Group for the financial year ending 31 December 2020.

11. APPROVALS REQUIRED

The Proposed Shareholders' Mandate is subject to your approval at our forthcoming 16th AGM.

12. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND THEIR CONNECTED PERSONS

Apart from Epistar as a major shareholder of Dominant, none of the other directors, major shareholders and/or person connect to them have any interest, direct or indirect, in the Proposal.

13. DIRECTORS' RECOMMENDATION

The Directors of D&O having considered the rational for and benefit of the Proposed Renewal Shareholders' Mandate are of the opinion that the Proposal is in the best interest of D&O Group.

Accordingly, the Directors of D&O recommend that you vote in favour of the resolution pertaining to the Proposal to be tabled at the 16th AGM.

14. AGM

In view of the COVID-19 outbreak and as part of our safety measures, the 16th AGM will be conducted entirely 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 ("Broadcast Venue") on Tuesday, 16 June 2020 at 10.00 a.m., to consider and if thought fit, pass the resolution to give effect to the Proposed Renewal of Shareholders' Mandate, amongst others.

The Broadcast Venue is **strictly for the purpose of complying with Section 327(2) of the Act**. Shareholders **WILL NOT BE ALLOWED** to attend the 16th 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 the 16th AGM using the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its TIIH Online website at <https://tiih.online>. For further information, please refer to the Notice of the 16th AGM and Information for Shareholders on 16th AGM.

The Notice of 16th AGM and Information for Shareholders on 16th AGM are made available on the website of the Company at www.do.com.my, effective from 18 May 2020.

The Proxy Form should be completed and returned in accordance with the instructions therein as soon as possible and deposited at the Registered Office of the Company at No. 15, Bukit Ledang, Off Jalan Duta, 50480 Kuala Lumpur on or before the date and time indicated on the cover of this Circular or any adjournment thereof. You also have the option to lodge the proxy appointment electronically via TIIH Online at <https://tiih.online> before the Proxy Form lodgement cut-off time on the cover of this Circular.

15. FURTHER INFORMATION

Shareholders are requested to refer to the attached appendix for further information.

Yours faithfully

On behalf of the Board of Directors of
D & O GREEN TECHNOLOGIES BERHAD

Dato' Mohammed Azlan Hashim
Chairman

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of D&O and that they individually and collectively accept full responsibility for the accuracy of the information given and confirmed that after making all reasonable enquiries and to the best of their knowledge and belief, there are no material facts, the omission of which would make any statement herein misleading.

2. MATERIAL LITIGATION

D&O Group is not engaged in any material litigation, claims or arbitration either as plaintiff or defendant, and the Directors are not aware of any proceedings pending or threatened or of any fact likely to give rise to any proceedings which might materially and adversely affect the income from, title to, or possession of any of D&O Group's assets and/or businesses.

3. MATERIAL CONTRACTS

Save as disclosed below, D&O Group has not entered into any material contracts (not being contracts entered into the ordinary course of business) within two years immediately preceding the date of this Circular.

- a. On 8 August 2018, the Company and its subsidiary, Dominant, entered into share options agreements to grant the following Directors and Senior Management ("Grantees") the options to subscribe for new ordinary share in Dominant ("Dominant Options"):-

Grantee	Options
Tay Kheng Chiong	1,320,000
Low Tek Beng	1,100,000
Siay Say Fei	880,000

Pursuant to the share options agreements, the Grantees are entitled to subscribe for one (1) ordinary share in Dominant at the exercise price of RM5.95 per Dominant Options held by the Grantees. The Dominant Options shall vest from the date of grant of the Dominant Options, which shall be a date to be determined by the Dominant's Board and stated in the notice of grant issued to the Grantees from time to time. The Dominant Options shall be in force for a period of 10 years from 8 August 2018, being the date of the share options agreement.

4. MATERIAL AGREEMENTS

Save as disclosed below, there are no agreements subsisting as at 21 April 2020 which are material and have been entered into by the Company and its subsidiaries in the ordinary course of business:-

- a. Industrial all risks policy with MPI Generali Insurans Berhad by D&O, Dominant and DESB for the period from 1st July 2019 to 30th June 2020 to cover material & property damage for its property located at Lot 6, Batu Berendam Free Trade Zone, Phase III, 75350, Melaka including among others, land, building, building improvement and facilitisation, electrical installations, plant, machinery, tools, office equipment, production equipment on lease, electronic equipment and the like, renovation, stock in trade consisting of raw material, work

in progress, finished goods, other goods and stocks which are related to Dominant and D&O business. The total amount insured under this policy is RM393,620,000;

- b. Industrial all risks policy with MPI Generali Insurans Berhad by Dominant for the period from 5th Jan 2020 to 30th June 2020 to cover material damage for its property located at Lot 7, Batu Berendam Free Trade Zone, Phase III, 75350, Melaka including building but not limited to outbuilding, furniture, fixtures and fittings, outdoor structures on the land, the property of the insured or hold by them in trust or on commission (including hired, or leased or rent), owned by insured and/or in the care, custody or control of the Insured for which the Insured has received instruction to insured and/or property kept in the open. The total amount insured under this policy is RM42,500,000;
- c. Industrial all risks policy with MPI Generali Insurans Berhad by Dominant for the period from 1st July 2019 to 30th June 2020 to cover the loss of profits of Dominant for its business operations at Lot 6, Batu Berendam Free Trade Zone, Phase III, 75350, Melaka. The total amount insured under this policy is RM209,412,440;
- d. Product liability policy with MPI Generali Insurans Berhad by Dominant for the period from 1st June 2019 to 31st May 2020 to cover products liability and product recall expenses for the business of the Dominant Group. The total amount insured under this policy is RM24,000,000 for product liability and RM1,500,000 for product recall expenses respectively; and

5. DIRECTORS' SERVICE AGREEMENT

Except employment contract for Directors, none of the Directors of D&O has entered into any service agreement with the Group as at 21 April 2020.

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal office hours (except for public holidays) at No.15, Bukit Ledang, Off Jalan Duta, 50480 Kuala Lumpur from the date of this Circular up to and including the date of the forthcoming 16th AGM:-

- (a) The Constitution of D&O;
- (b) The Audited Consolidated Financial Statements of D&O each for the past 2 financial years ended 31 December 2018 and 31 December 2019;
- (c) Material Agreements referred to in paragraph 4 above.

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