

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting ("16th AGM") of D & O Green Technologies Berhad ("D&O" or "the Company") will be conducted entirely through live streaming from 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 Tuesday, 16 June 2020 at 10.00 a.m. for the following purposes:-

- A G E N D A**
- To receive and consider the Directors' Report and Audited Financial Statements for the year ended 31 December 2019.
 - To re-elect the following Directors who are retiring by rotation pursuant to Article 120 of the Constitution of the Company and being eligible, offer themselves for re-election:-
 - Dato' Mohammed Azlan Hashim (Ordinary Resolution 1)
 - Mr. Goh Nan Yang (Ordinary Resolution 2)
 - To approve the payment of Non-Executive Directors' fees of RM225,000 in respect of the financial year ending 31 December 2020.
 - To approve the payment of Non-Executive Directors' benefits up to RM25,000 from 16th AGM to the Seventeenth Annual General Meeting ("17th AGM").
 - To re-appoint Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to determine their remuneration.

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

- Retention of an Independent Director, Mr. Wong Meng Tak** (Ordinary Resolution 6)
"THAT approval be and is hereby given to Mr. Wong Meng Tak, who has served as an Independent Director of the Company for a cumulative of more than twelve (12) years, to continue to act as an Independent Director of the Company."
- Retention of an Independent Director, Mr. Yeow See Yuen** (Ordinary Resolution 7)
"THAT approval be and is hereby given to Mr. Yeow See Yuen, who has served as an Independent Director of the Company for a cumulative of more than nine (9) years, to continue to act as an Independent Director of the Company."
- Authority to Directors pursuant to Section 75 and 76 of the Companies Act 2016** (Ordinary Resolution 8)
"THAT, subject always to the Companies Act, 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR") and the approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Section 75 and 76 of the Companies Act 2016 to:-
 - allot shares in the Company; and/or
 - grant rights to subscribe for shares in the Company; and/or
 - convert any security into shares in the Company; and/or
 - allot shares under an agreement or option or offer,
 at any time and 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 it does not exceed ten percent (10%) of the total number of issued shares of the Company as prescribed by the MMLR at the time of issuance of shares and such authority under this resolution shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company or when it is required by law to be held, whichever is earlier, and that:-
 - approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) in connection therewith; and
 - the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad."

- Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** (Ordinary Resolution 9)
"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 18 May 2020 provided that such transactions are undertaken in the ordinary course of business, at arms length and based on commercial terms and on terms which are not, in the Company's opinion, detrimental to the minority shareholders ("Proposed Shareholders' Mandate")

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

- 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
- 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 Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); or
- 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."

- Proposed granting of Dominant Electronics Sdn Bhd ("DESB") share options to Mr. Tay Kheng Chiong** (Ordinary Resolution 10)
"THAT approval be and is hereby given for the Company to offer and to grant to Mr. Tay Kheng Chiong, being Group Managing Director of D&O and Director of DESB, options to subscribe for such number of new DESB shares under the DESB Employee Share Option Scheme ("DESB ESOS") subject always to such terms and conditions of the DESB ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the Bylaws governing and constituting the DESB ESOS"
- Proposed granting of Dominant Technologies Sdn Bhd (formerly known as Dominant Integrated Circuits Sdn Bhd) ("DTSB") share options to Mr. Tay Kheng Chiong** (Ordinary Resolution 11)
"THAT approval be and is hereby given for the Company to offer and to grant to Mr. Tay Kheng Chiong, being Group Managing Director of D&O and Director of DTSB, options to subscribe for such number of new DTSB shares under the DTSB Employee Share Option Scheme ("DTSB ESOS") subject always to such terms and conditions of the DTSB ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the Bylaws governing and constituting the DTSB ESOS"

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to participate the 16th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 75 of the Company's Constitution and Section 341(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 9 June 2020. Only a depositor whose name appears on the Record of Depositors as at 9 June 2020 shall be entitled to participate the said meeting or appoint proxies to participate and/or vote on his/her behalf.

By Order of the Board

TAN PEI CHOU
(MAICSA 7023284)
SSM PC NO.: 202008001020
Company Secretary

Kuala Lumpur
18 May 2020

NOTES:-

- 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 of 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 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 via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its **TIH Online** website at <https://tjih.online>. **Please follow the Procedures for RPV in the Information for Shareholders on 16th AGM and take note of Notes (3) to (14) below in order to participate remotely via RPV.**

- For the purpose of determining who shall be entitled to participate in this 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 9 June 2020**. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM via RPV.
- A member who is entitled to participate in this 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.
- 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 AGM via RPV.
- 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.
- 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 securities account it holds in 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 (whichever 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.
- A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this Annual General Meeting via RPV must request his/her proxy to register himself/herself for RPV at **TIH Online** website at <https://tjih.online>. **Please follow the Procedures for RPV in the Information for Shareholders on 16th AGM.**
- 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 Dutta, 50480 Kuala Lumpur or by electronic means can be electronically lodged with the Share Registrar of the Company via TIH Online at <https://tjih.online> (applicable to individual shareholders only). Kindly refer to the Information for Shareholders on 16th AGM for the procedures for electronic lodgement of proxy form via TIH Online in the following manner and must be received by the Company 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.
- Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- Last date and time for lodging the proxy form is **Sunday, 14 June 2020 at 10.00 a.m.**
- 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 Dutta, 50480 Kuala Lumpur 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 notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- 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 Dutta, 50480 Kuala Lumpur. The certificate of appointment should be executed in the following manner:
 - 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.
 - 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:
 - at least two (2) authorised officers, of whom one shall be a director; or
 - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- Pursuant to Paragraph 8.29A(1) of the MMLR, all resolutions set out in this Notice will be put to vote by way of poll.

Abstention from Voting

- All those Directors of the Company who are shareholders of the Company will abstain from voting on the respective resolutions under Ordinary Resolutions 3, 4, 10 and 11, as applicable, in respect of their direct and/or indirect shareholdings in D&O.
- Any Director referred in Ordinary Resolution 1 and 2, who is a shareholder of the company will abstain from voting on the resolution in respect of his re-election at the 16th AGM.

Explanatory Notes on Special Business

- Retention of Independent Director
Ordinary Resolution 6, if passed, will allow Mr. Wong Meng Tak to continue in office as an Independent Director of the Company.

Mr. Wong Meng Tak was appointed as an Independent Director on 16 September 2004. The Board has via the Nomination Committee conducted an annual performance evaluation and assessment of Mr. Wong, who has served the Company for more than twelve years as at the date of the notice of this 16th AGM and recommended him to continue to act as Independent Director of the Company based on the following justifications:-

- he has met the independence guidelines set out in the MMLR,
- he continues to be independent as he has no circumstances and relationships that create threats to his independence,
- he has actively participated in board meetings and possesses the appropriate competencies to enable him to apply professional judgment, and
- he has contributed sufficient time and efforts and exercised due care in all undertakings of the Company and has acted and carried out his fiduciary duties in the interest of the Company during his tenure as Independent Directors.

Pursuant to the Malaysian Code on Corporate Governance 2017, the Company would use two-tier voting process in seeking annual shareholders' approval to retain Mr. Wong, who served the Company as an Independent Director beyond twelve years. The Board recommends you to support the resolution for the Director to continue in office.

Ordinary Resolution 7, if passed, will allow Mr. Yeow See Yuen to continue in office as an Independent Director of the Company.

The Nomination Committee and the Board have assessed the independence of Mr. Yeow See Yuen who served as an Independent Director of the Company for a cumulative term of more than nine years, and have recommended that he continues to act as an Independent Director of the Company based on the following justifications:-

- he has familiarized himself with the business and provides the element of objectivity to the Board of Directors,
- he has met the independence guidelines set out in the MMLR,
- he has actively participated in board meetings and possesses the appropriate competencies to enable him to apply professional judgment, and
- he has contributed sufficient time and efforts and exercised due care in all undertakings of the Company and has acted and carried out his fiduciary duties in the interest of the Company during his tenure as Independent Directors.

The proposed Ordinary Resolution 7 which is in line with Practice 4.2 of the Malaysian Code on Corporate Governance 2017, will enable Mr. Yeow See Yuen to hold office as Independent Non-Executive Director until the conclusion of the next annual general meeting of the Company.

- Authority to Allot Shares pursuant to Section 75 and 76 of the Companies Act, 2016
Ordinary Resolution 8, if passed, will give authority to the Directors of the Company, from the date of the 16th 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 Company has not issued any new shares under the general authority which was approved at the last AGM held on 23 May 2019 and which will lapse at the conclusion of the 16th AGM, except the allotment of new ordinary shares to those employees who have exercised their options under the Employee's Share Option Scheme. A renewal of this authority is being sought at the 16th AGM under the proposed Ordinary Resolution 8.

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.

- Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature
Ordinary Resolution 9, 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 18 May 2020 that is circulated together with the Company's Notice of the 16th AGM. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

- Proposed granting of subsidiaries options to Mr. Tay Kheng Chiong
Ordinary Resolution 10 and 11, if passed, approval be and is hereby given for DESB and DTSB to offer and to grant to Mr. Tay Kheng Chiong, being Group Managing Director of D&O and Director of DESB and DTSB, options to subscribe for such number of new DESB and DTSB Shares respectively in accordance with the Bylaws of the DESB and DTSB ESOS.