

NOTICE OF 21st ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-First Annual General Meeting ("21st AGM") of D & O Green Technologies Berhad ("D&O" or "the Company") will be held at Playhouse Theatre, The Campus Ampang, Lot 7706, Jalan Kolam Air Lama, Mukim, Hulu Kelang, 68000 Ampang, Selangor on Wednesday, 28 May 2025 at 10.00 a.m. for the following purposes: -

A G E N D A

1. To receive and consider the Directors' Report and Audited Financial Statements for the year ended 31 December 2024.

(Please refer to Note 1 below)
2. To re-elect Mr Tay Kheng Chiong, 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 Yeow See Yuen, 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 120 of the Constitution of the Company and being eligible, offers himself for re-election.

(Ordinary Resolution 3)
5. To approve the payment of Non-Executive Directors' fees in respect of the financial year ending 31 December 2025 and Non-Executive Directors' benefits from 21st AGM to the Twenty-Second Annual General Meeting ("22nd AGM") as follow and 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 :

Non-Executive Director	Fees	Benefits	
- Tan Sri Mohammed Azlan bin Hashim	59,700	5,000	(Ordinary Resolution 4)
- Goh Chin San	39,750	5,000	(Ordinary Resolution 5)
- Jesper Bjoern Madsen	55,950	10,000	(Ordinary Resolution 6)
- Yeow See Yuen	37,650	5,000	(Ordinary Resolution 7)
- Jennifer Chong Gaik Lan	51,850	10,000	(Ordinary Resolution 8)
- Goh Chin Loong	37,650	10,000	(Ordinary Resolution 9)
- Au Siew Loon	55,760	10,000	(Ordinary Resolution 10)
- Lui Soek Kuen	49,750	10,000	(Ordinary Resolution 11)
- Raja Ahmad Nazim Azlan Shah bin Raja Ashman Shah	37,650	5,000	(Ordinary Resolution 12)

6. 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)
7. Special Business
- By way of Special Business, to consider and if thought fit, to pass the following resolutions, with or without modification:-

- 7.1 **Retention of an Independent Director, Mr Jesper Bjoern Madsen**
- (Ordinary Resolution 14)
- "THAT approval be and is hereby given to Mr Jesper Bjoern Madsen, 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."

- 7.2 **Authority to issue shares pursuant to Section 75 and 76 of the Companies Act, 2016**
- (Ordinary Resolution 15)
- "THAT subject always to the Companies Act, 2016 ("Act"), the Company's Constitution, the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Malaysia") and approval of the relevant government/regulatory authorities, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act, to allot and issue the Company Shares at any time and 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 the Company Shares to be allotted pursuant to the said allotment does not exceed ten percent (10%) of the total number of issued shares of the Company as at the date of such allotment and that the Directors be and are hereby authorised to obtain all necessary approvals from the relevant authorities for the allotment, listing of and quotation for the additional shares so allotted on Bursa Malaysia and that such authority to allot the Company Shares shall continue to be in force until the conclusion of the next AGM of the Company.
- AND THAT pursuant to Section 85 of the Companies Act 2016, read together with Clause 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."

- 7.3 **Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders'Mandate")**
- (Ordinary Resolution 16)
- "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 2025 ("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 21st 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 19 May 2025. Only a depositor whose name appears on the Record of Depositors as at 19 May 2025 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 2025

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 of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.
- 2) For the purpose of determining who shall be entitled to attend the 21st AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the **Record of Depositors as at 19 May 2025**. Only a member whose name appears on this Record of Depositors shall be entitled to attend the 21st AGM.
- 3) A member who is entitled to attend the 21st AGM 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 attend instead of the member at the 21st AGM.
- 4) 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.
- 5) 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.
- 6) 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.
- 7) The appointment of a proxy may be made in a hard copy form and must be deposited at the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, deposited in the dropbox located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or by electronic means can be electronically lodged via TIH Online website at https://tihi.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 21st 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.
- 8) Last date and time for lodging the proxy form is **Monday, 26 May 2025 at 10.00 a.m.**
- 9) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, deposited in the dropbox located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the 21st 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.
- 10) 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 Dutra, 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.
- 11) 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.
- 12) **Abstention from Voting**
- 13) All those Directors of the Company who are shareholders of the Company will abstain from voting on the respective resolutions under Ordinary Resolutions 4, 5, 6, 7, 8, 9, 10, 11 and 12, as applicable, in respect of their direct and/or indirect shareholdings in D&O.
- 14) Any Director referred in Ordinary Resolution 1, 2 and 3 who is a shareholder of the Company will abstain from voting on the resolution in respect of his re-election at the 21st 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 Mr Tay Kheng Chiong as Group Managing Director.
The profile of Mr Tay Kheng Chiong is found on the "Profile of Directors" section of this Integrated Report 2024.
Mr Tay 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 Tay confirmed to his best knowledge, he has no conflict of interest or potential conflict of interest in any competing business with the Company and its Group.
Mr Tay has actively participated in the board meetings.
Mr Tay shows exemplary leadership in business expansion, sustainability management and value creation of the Group. He has contributed significantly to the Group by providing valuable inputs and steered the Group forward in the past years with notable achievements during his tenure as Group Managing Director
(2) Ordinary Resolution 2- Re-election of Mr Yeow See Yuen as Non-Executive Director
The profile of Mr Yeow See Yuen is found on the "Profile of Directors" section of this Integrated Report 2024.
Mr Yeow See Yuen 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 Yeow confirmed to his best knowledge, he has no conflict of interest or potential conflict of interest in any competing business with the Company and its Group.
Mr Yeow has actively participated in the board meetings.
(3) Ordinary Resolution 3 - Re-election of Mr Goh Chin Loong as Non-Executive Director
The profile of Mr Goh Chin Loong is found on the "Profile of Directors" section of this Integrated Report 2024.
Mr Goh Chin Loong 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 Goh confirmed to his best knowledge, he has no conflict of interest or potential conflict of interest in any competing business with the Company and its Group.
Mr Goh has actively participated in the board meetings.
- (b) Retention of Independent Director
Ordinary Resolution 14, if passed, will allow Mr Jesper Bjoern Madsen to continue in office as an Independent Director of the Company. Mr Jesper Bjoern Madsen was appointed as an Independent Director on 21 August 2014.
Mr 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 Nomination Committee as well as Board.
The Board has via the Nomination Committee conducted an annual performance evaluation and assessment of Mr Madsen, who has served the Company for more than nine years as at the date of the notice of this 21st AGM and recommended him to continue to act as Independent Director of the Company based on the following justifications:
i) he has met the independence guidelines set out in the MMLR;
ii) he continues to be independent as he has no circumstances and relationships that create threats to his independence;
iii) he has actively participated in board meetings and possesses the appropriate competencies to enable him to apply professional judgment; and
iv) 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 an Independent Director.
Pursuant to the Malaysian Code on Corporate Governance 2021, the Company would use two-tier voting process in seeking annual shareholders' approval to retain Mr Madsen, who served the Company as an Independent Director beyond nine years. The Board recommends you to support the resolution for the Director to continue in office.
Mr Madsen confirmed to his best knowledge, he has no conflict of interest or potential conflict of interest in any competing business with the Company and its Group.
- (c) Authority to issue shares pursuant to Section 75 and 76 of the Companies Act, 2016
Ordinary Resolution 15, if passed, will give authority to the Directors of the Company, from the date of the 21st 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.
- (d) Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature
Ordinary Resolution 16, 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 2025 that is circulated together with the Company's Notice of the 21st 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 21st 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 21st AGM.