

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eleventh Annual General Meeting of D & O Green Technologies Berhad ("D&O" or "the Company") will be held at Berjaya Hall, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 27 May 2015 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 2014 (Please refer to Note 7 below)
2. To re-elect the following Directors who are retiring by rotation pursuant to Article 129 of the Articles of Association of the Company:-
 - (i) Dato' Mohammed Azlan Hashim (Ordinary Resolution 1)
 - (ii) Goh Nan Yang (Ordinary Resolution 2)
3. To re-elect Jesper Bjoern Madsen who is retiring in accordance with Article 134 of the Articles of Association of the Company (Ordinary Resolution 3)
4. Retention of an Independent Director
That approval be and is hereby given to Wong Meng Tak, who has served as an Independent Non-Executive Director of the Company for a cumulative of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012 (Ordinary Resolution 4)
5. To approve the payment of Directors' fees of RM125,786 in respect of the financial year ended 31 December 2014 (Ordinary Resolution 5)
6. To approve the aggregate fees payable to Directors of the Company of an amount not exceeding RM160,000 per annum for the financial year ending 31 December 2015 and for each financial year thereafter (Ordinary Resolution 6)
7. To re-appoint Messrs. Crowe Horwath as Auditors of the Company for the ensuing year and to authorise the Directors to determine their remuneration (Ordinary Resolution 7)
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 Allot Shares pursuant to Section 132D of the Companies Act, 1965 (Ordinary Resolution 8)
"THAT, subject always to the Companies Act, 1965 and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered and authorised, pursuant to Section 132D of the Companies Act, 1965, 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 number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the issued share capital of the Company for the time being, and that such authority shall continue in force until the conclusion of the next annual general meeting."
 - 8.2 Authority to Allot Shares pursuant to the Employees' Share Option Scheme (Ordinary Resolution 9)
"THAT, pursuant to the Employees' Share Option Scheme of the Company ("the Scheme"), the Directors of the Company be and are hereby empowered and authorised, in accordance with Section 132D of the Companies Act, 1965, to allot and issue shares in the Company from time to time in accordance with the Scheme."
 - 8.3 Proposed Renewal of Existing and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (Ordinary Resolution 10)
"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 2015 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 the breakdown of the aggregate value of the recurrent related party transactions conducted or to be conducted during the financial year, including the types of recurrent related party transactions made and the names of the related parties, will be disclosed in the annual report of the Company pursuant to the requirements of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
AND THAT such approval shall continue to be in force until:-
 - (i) the conclusion of the next annual general meeting ("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 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
 - (iii) revoked or varied by resolution passed by shareholders in general meeting, whichever is earlier.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this Eleventh Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 79 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 21 May 2015. Only a depositor whose name appears on the Record of Depositors as at 21 May 2015 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)
Company Secretary

Kuala Lumpur
28 April 2015

NOTES:-

- 1) A member shall be entitled to appoint a person, whether a member or not, as his proxy to attend and vote at a meeting of the Company. A proxy need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 are not applicable to the Company.
- 2) Subject to Paragraph (3) below, a member shall not appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his holdings to be represented by each proxy.
- 3) Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. In such instance, the member shall specify the securities account number for each appointment.
- 4) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- 5) The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited the original form 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 meeting or any adjourned meeting as the case may be.
- 6) Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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.
- 7) Item 1 of the Agenda is meant for discussion only as provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

Abstention from Voting

- 8) All those Directors of the Company who are shareholders of the Company will abstain from voting on Ordinary Resolutions 5 and 6 above concerning payment of fees to Directors.

Explanatory Notes on Special Business

- (a) Continuation in office as an Independent Non-Executive Director pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012:-

The Nomination Committee and the Board have assessed the independence of Wong Meng Tak who served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and have recommend that he continues to act as an Independent Non-Executive Director of the Company based on the following justifications:-

- i) He has familiarised himself with the business and provide element of objectivity to the Board of Directors.
- ii) He continues to be independent as he has no circumstances and relationships that create threats to his independence.
- iii) He actively participated in board meetings and possess the appropriate competencies to enable him to apply professional judgment.

- (b) Authority to Allot Shares pursuant to Section 132D of the Companies Act, 1965

Ordinary Resolution 8, if passed, will give authority to the Directors of the Company, from the date of the Eleventh Annual General Meeting, 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 annual general meeting of the Company.

The Company has not issued any new shares under the general authority which was approved at the last annual general meeting held on 28 May 2014 and which will lapse at the conclusion of the Eleventh Annual General Meeting. A renewal of this authority is being sought at the Eleventh Annual General Meeting 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 purpose of funding future investment, working capital and/or acquisitions.

- (c) Authority to Allot Shares pursuant to the Employees' Share Option Scheme

Ordinary Resolution 9, if passed, will give authority to Directors of the Company from the date of the Eleventh Annual General Meeting, to issue and allot ordinary shares in the Company to those employees who have exercised their options under the Employees' Share Option Scheme. This authority, unless revoked or varied at a general meeting, will expire at the next annual general meeting of the Company.

The Company has allotted 1,917,700 of RM0.10 each to those employees who have exercised their options under the Employees' Share Option Scheme during the financial year ended 2014.

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

Ordinary Resolution 10, 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 as set out in Section 4 of the Circular to Shareholders of the Company dated 28 April 2015 despatched together with the Annual Report. This authority, unless revoked or varied at a general meeting, will expire at the next annual general meeting of the Company.