

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of D & O Green Technologies Berhad ("D&O" or "Company") will be held at Board Room 3, Level 3, Eastin Hotel, Petaling Jaya, 13 Jalan 16/11, Pusat Dagangan Seksyen 16, 46350 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Friday, 30 October 2015 at 10.00 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED SUBSCRIPTION OF 11,000,000 NEW ORDINARY SHARES OF RM1.00 EACH IN DOMINANT OPTO TECHNOLOGIES SDN BHD ("DOT") ("SUBSCRIPTION SHARES"), A 68.71%-OWNED SUBSIDIARY OF D & O GREEN TECHNOLOGIES BERHAD ("D&O") BY EPISTAR CORPORATION ("EPISTAR"), FOR A CASH CONSIDERATION OF RM64.845 MILLION ("PROPOSED SUBSCRIPTION")

"THAT the approvals of all relevant authorities or parties being obtained (if required), approval be and are hereby given for the Company to give effect to the transaction contemplated by the conditional share subscription agreement entered into by our Company and DOT on 28 September 2015 with Epistar and all relevant agreements pursuant to the Proposed Subscription;

AND THAT the Directors be and are hereby authorised and empowered to do such acts to implement the allotment and issuance of 11,000,000 Subscription Shares to Epistar at an issue price of RM5.895 per DOT Share;

AND THAT the approval be and are hereby given for the utilisation of the proceeds to be raised from the Proposed Subscription in the manner as set out in Section 7 of Part A of the circular to shareholders of D&O dated 16 October 2015 ("**Circular**");

AND THAT the Directors be and are hereby authorised and empowered to do all such acts, deeds and things, and to execute all necessary documents as they may deem fit, necessary, expedient and/or appropriate in order to implement and/or give full effect to the Proposed Subscription with full powers to give effect or assent to any condition, variation, modification and/or amendment in such manner as may be required or permitted by the relevant authorities or deemed necessary by the Directors in the best interest of the Company.

ORDINARY RESOLUTION 2

PROPOSED POTENTIAL BUY BACK OF THE SUBSCRIPTION SHARES BY D & O GREEN TECHNOLOGIES BERHAD ("D&O") FROM EPISTAR CORPORATION ("EPISTAR") FOR A SUM EQUIVALENT TO THE SUBSCRIPTION CONSIDERATION TO BE RECEIVED BY DOMINANT OPTO TECHNOLOGIES SDN BHD FOR THE PROPOSED SUBSCRIPTION PURSUANT TO THE TERMS AND CONDITIONS OF THE SIDE LETTER AGREEMENT ("PROPOSED BUY BACK")

"THAT the approvals of all relevant authorities or parties being obtained (if required), approval be and are hereby given for the Company to give effect to the side letter agreement dated 2 October 2015 entered into between the Company and Epistar which sets out certain terms and conditions governing, among others, the Proposed Buy Back in the event that the proposed recurrent related party transactions with Epistar subsequent to the completion of the Proposed Subscription, is not approved by the shareholders of the Company at any future annual general meetings after the date of the side letter agreement.

AND THAT the Directors be and are hereby authorised and empowered to do all such acts, deeds and things, and to execute all necessary documents as they may deem fit, necessary, expedient and/or appropriate in order to implement and/or give full effect to the Proposed Buy Back with full powers to give effect or assent to any condition, variation, modification and/or amendment in such manner as may be required or permitted by the relevant authorities or deemed necessary by the Directors in the best interest of the Company.

ORDINARY RESOLUTION 3

PROPOSED ADDITIONAL NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiaries ("**Group**") be and are hereby authorised to enter into and give effect to the new recurrent related party transactions of a revenue or trading nature with the related party as set out in Section 2.3 of Part B of the Circular ("**Related Party**") provided that such transactions and/or arrangements are:

- (i) necessary for the day-to-day operations;
- (ii) are undertaken in the ordinary course of business in arm's length commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (iii) are not detrimental to the minority shareholders of the Company.

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

- (i) the conclusion of the next Annual General Meeting ("**AGM**") of the Company, at which time it will lapse, unless by a resolution passed at such AGM, the authority is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("**Act**") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in general meeting whichever is earlier.

AND THAT the Directors be and are hereby 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.

By Order of the Board

D & O GREEN TECHNOLOGIES BERHAD

TAN PEI CHOO (MAICSA 7023284)

Company Secretary

Kuala Lumpur

16 October 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 provision of Section 149(1)(b) of the Act 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) or more proxies, the appointments shall be invalid unless the member specifies the proportions of his shareholdings to be represented by each proxy.
3. Where a member 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 hands 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 at the Registered Office of the Company at No. 15, Bukit Ledang, Off Jalan Duta, 50480 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment meeting as the case may be.
6. Only members whose names appears in the Record of Depositors on 26 October 2015 shall be entitled to attend, speak or vote at this meeting or appoint proxy/proxies to attend and/or vote on his/her behalf.