

**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 Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 21 February 2018 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 ACQUISITION OF AN AGGREGATE OF 30,750,000 ORDINARY SHARES IN DOMINANT OPTO TECHNOLOGIES SDN BHD ("DOMINANT") ("DOMINANT SHARES"), REPRESENTING APPROXIMATELY 27.95% EQUITY INTEREST IN DOMINANT, FOR A TOTAL PURCHASE CONSIDERATION OF RM275,212,500 TO BE SATISFIED VIA THE ISSUANCE OF 451,168,029 NEW IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES IN THE COMPANY ("PROPOSED ACQUISITION")**

**"THAT** subject to the passing of Special Resolution 1 and approvals of all relevant authorities or parties being obtained (if required), approval be and are hereby given for the Company to give effect to all transaction contemplated by the conditional share purchase agreements ("**Acquisition SPAs**") and all relevant agreements entered into by the Company and the following vendors ("**Vendors**") pursuant to the Proposed Acquisition comprising:

- (i) the acquisition of 7,700,000 Dominant Shares, representing approximately 7.00% equity interest in Dominant, by the Company from Thames Electronics Sdn Bhd, for a purchase consideration of RM68,915,000;
- (ii) the acquisition of 6,000,000 Dominant Shares, representing approximately 5.45% equity interest in Dominant, by the Company from Cambrew Asia Limited for a purchase consideration of RM53,700,000;
- (iii) the acquisition of 1,000,000 Dominant Shares, representing approximately 0.91% equity interest in Dominant, by the Company from Lim Thiam Soo for a purchase consideration of RM8,950,000;
- (iv) the acquisition of 2,000,000 Dominant Shares, representing approximately 1.81% equity interest in Dominant, by the Company from Chin Bee & Sons Sdn Bhd for a purchase consideration of RM17,900,000;
- (v) the acquisition of 1,000,000 Dominant Shares, representing approximately 0.91% equity interest in Dominant, by the Company from Lim Thiam Cheok for a purchase consideration of RM8,950,000;
- (vi) the acquisition of 1,000,000 Dominant Shares, representing approximately 0.91% equity interest in Dominant, by the Company from Kam Chooi Suan for a purchase consideration of RM8,950,000;
- (vii) the acquisition of 50,000 Dominant Shares, representing approximately 0.05% equity interest in Dominant, by the Company from Lai Kin Shin for a purchase consideration of RM447,500; and
- (viii) the acquisition of 12,000,000 Dominant Shares, representing approximately 10.91% equity interest in Dominant, by the Company from Golden Horizon Resources Limited for a purchase consideration of RM107,400,000,

and the total purchase consideration of RM275,212,500 to be satisfied via the issuance of 451,168,029 ICPS to the Vendors at an issue price of RM0.61 per ICPS subject to the terms and conditions of the Acquisition SPAs;

**THAT** pursuant to the terms of the Acquisition SPAs, approval be and is hereby given for the Company to allot and issue the ICPS to the Vendors;

**THAT** approval be and is hereby given to the Directors of the Company to allot and issue such new ordinary shares in the Company arising from the conversion of the ICPS;

**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 Acquisition 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."

**SPECIAL RESOLUTION 1**

**PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY ("PROPOSED CONSTITUTION AMENDMENT")**

**"THAT** subject to the passing of Ordinary Resolution 1 and approvals of all relevant authorities or parties being obtained (if required), approval be and are hereby given for the Constitution of the Company to be amended in the manner set out in **Appendix VI** of the circular to shareholders of the Company dated 30 January 2018 ("**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 Constitution Amendment 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 GRANT OF OPTIONS TO SUBSCRIBE FOR NEW DOMINANT SHARES TO SELECTED EXECUTIVE EMPLOYEES OF DOMINANT ("PROPOSED GRANT")**

**"THAT** subject to the passing of Ordinary Resolution 3 and approvals of all relevant authorities or parties being obtained (if required), approval be and are hereby given to Dominant to grant up to 3,300,000 options to subscribe for 3,300,000 new Dominant Shares to the following executive employees of Dominant in the following proposed allocation:

- (i) Tay Kheng Chiong (up to 1,320,000 options)
- (ii) Low Tek Beng (up to 1,100,000 options)
- (iii) Siay Say Fei (up to 880,000 options)

(collectively, "**Grantees**")

**AND THAT** approval be and are hereby given to the Company to enter into the share option agreements with Dominant and each of the Grantees;

**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 Grant 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 AMENDMENT TO THE BY-LAWS OF THE COMPANY'S EMPLOYEES' SHARE OPTION SCHEME ("PROPOSED BY-LAWS AMENDMENT")**

**"THAT** subject to approvals of all relevant authorities or parties being obtained (if required), approval be and are hereby given for the Company to amend, modify and/or vary the existing by-laws of the Company's employees' share option scheme to allow for participation of the Grantees in the Proposed Grant;

**AND THAT** the amended by-laws as set out in Section 5 of the Circular, be and is hereby approved;

**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 By-Laws Amendment 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."

By Order of the Board

**D & O GREEN TECHNOLOGIES BERHAD**

**TAN PEI CHOO** (MAICSA 7023284)

Company Secretary

Kuala Lumpur  
30 January 2018

**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. There is no restriction as to the qualification of the proxy.
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 13 February 2018 shall be entitled to attend, speak or vote at this meeting or appoint proxy/proxies to attend and/or vote on his/her behalf.