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If you are in any doubt as to the course of action to be taken, you should consult your Stockbroker, Bank Manager, Solicitor, Accountant or other professional adviser immediately.

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D & O GREEN TECHNOLOGIES BERHAD

(Formerly Known as D & O VENTURES BERHAD)

(Company No.: 645371-V)

(Incorporated in Malaysia under the Companies Act, 1965)

CIRCULAR TO SHAREHOLDERS

In relation to

PROPOSED RENEWAL OF AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The resolution in respect of the above Proposal will be tabled as a Special Business at the Sixth Annual General Meeting ["AGM"] of the Company. Notice of the Sixth AGM together with the Form of Proxy are set out in the 2009 Annual Report of the Company dispatched together with this Circular.

Last date and time for lodgement of Form : 23 June 2010 at 3 p.m.
of Proxy

Date and time of the Sixth AGM : 25 June 2010 at 3 p.m.

Place of the Sixth AGM : Berjaya Hall, Bukit Kiara Equestrian &
Country Resort, Jalan Bukit Kiara,
Off Jalan Damansara,
60000 Kuala Lumpur

If you are unable to attend and vote at the Sixth AGM in person, you are requested to complete, sign and return the Form of Proxy enclosed in the 2009 Annual Report in accordance with the instructions contained therein as soon as possible so as to lodge it with 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 stipulated for holding the Sixth AGM. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

This Circular is dated 2 June 2010

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

Act	- Companies Act, 1965 and amended from time to time and re-enactment thereof
Aeopto	- Aeopto Technologies Co., Ltd.
AGM	- Annual General Meeting
Board of Directors	- The Board of Directors of D&O
Bursa Securities	- Bursa Malaysia Securities Berhad (635998-W)
CBS	- Chin Bee & Sons Sdn Berhad (17670-A)
Directors	- The Directors for the time being of D&O, and shall have the same meaning as in Section 4 of the Act and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director of D&O or any other company which is its subsidiary or holding company or a chief executive officer of D&O, its subsidiary or holding company
Dominant	- Dominant Opto Technologies Sdn Bhd (formerly known as Dominant Semiconductors Sdn Bhd) (533108-P)
D&O or Company	- D & O Green Technologies Berhad (formerly known as D & O Ventures Berhad) (645371-V)
D&O Group or Group	- D&O and its subsidiaries, collectively
Family	- (a) Spouse; (b) Parent; (c) Child including an adopted child and step-child; (d) Brother or sister; and (e) Spouse of the person referred to in subparagraphs (c) and (d) above
GA	- GA Technologies Sdn Bhd (588919-H)
HCL	- Hexachase Labels Sdn Bhd (397889-X)
HCP	- Hexachase Packaging Sdn Bhd (581767-V)
KD	- Kema Development Sendirian Berhad (7621-K)
KKC	KK Computer Sdn Bhd (442497-A)
LEDs	- Light Emitting Diodes
LPD	- 11 May 2010, being the latest practicable date prior to the printing of this Circular

DEFINITIONS

- Listing Requirements - Listing Requirements of Bursa Securities as amended from time to time and any re-enactment thereof
- Major Shareholders - Means a person who, is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, has or had, an interest or interests in one or more voting shares in the Company or any other company which is its subsidiary or holding company and the nominal amounts of that share, or the aggregate of the nominal amounts of those shares is: -
(a) equal to or more than 10% of the aggregate of the nominal amounts of all the voting shares in the Company, or
(b) equal to or more than 5% of the aggregate of the nominal amounts of all the voting shares in the company where such person is the largest shareholder of the Company
For the purpose of this definition, “interest in shares” shall have the meaning given in section 6A of the Act
- NA - Net Assets
- NEXUS - Nexus Electronics Sdn Bhd (262439-H)
- NEXUS SSL - Nexus Solid State Lighting Sdn Bhd (776730-H)
- Persons Connected - Such person, in relation to the Director or Major Shareholder, who falls under any one of the following categories :
(a) a member of the Director’s or Major Shareholder’s Family;
(b) a trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the Director, Major Shareholder or a member of the Director’s or Major Shareholder’s family is the sole beneficiary;
(c) a partner of the Director, Major Shareholder or a partner of a person connected with that Director or Major Shareholder;
(d) a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;
(e) a person in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;
(f) a body corporate or its directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder.

DEFINITIONS

- (g) a body corporate or its directors whose directions, instructions or wishes the Director or Major Shareholder is accustomed or under an obligation, whether formal or informal, to act;
 - (h) a body corporate in which the Director, Major Shareholder and/or persons connected with him are entitled to exercise, or control the exercise of, not less than 15% of the votes attached to voting shares in the body corporate; or
 - (i) a body corporate which is a related corporation
- ORSB - Omega Riang Sdn Bhd (506549-V)
- Omega - Omega Semiconductor Sdn Bhd (282621-V)
- Proposed Shareholders' Mandate/ Proposal - Proposed Renewal of and New Shareholders' Mandate in relation to the Recurrent Related Party Transactions
- Recurrent Related Party Transaction/Recurrent RPT - A transaction, which is a related party transaction of a revenue or trading nature, which is necessary for day-to-day operations of the Company or its subsidiaries and which had been made or will be made by D&O Group at least once in three (3) years in the course of its business
- Respective Proposed Shareholders' Mandate - Each of the proposed shareholders' mandate set out in Section 2.3
- Related Party - Director, Major Shareholder or Person Connected
- RM - Ringgit Malaysia
- TESB - Thames Electronics Sdn Bhd (605191-K)

(Words importing the singular shall, where applicable, include the plural and vice versa)

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D & O GREEN TECHNOLOGIES BERHAD

(Formerly Known as D & O VENTURES BERHAD)

(Company No.: 645371-V)

(Incorporated in Malaysia)

Registered Office:
No. 15 Bukit Ledang,
Off Jalan Duta,
50480 Kuala Lumpur

2 June 2010

The Board of Directors

Dato' Mohammed Azlan bin Hashim
(Non-Independent Non-Executive Chairman)
Tay Kheng Chiong (Group Managing Director)
Cheam Dau Peng (Executive Director)
Goh Nam Seng (Executive Director)
Goh Nan Yang (Non-Independent Non-Executive Director)
Dr. Lim Thian Soo (Non-Independent Non-Executive Director)
Wong Meng Tak (Independent Non-Executive Director)
Lim Chong Puang (Independent Non-Executive Director)
Yeow See Yuen (Independent Non-Executive Director)
Lai Kin Shin (Alternate Director to Goh Nan Yang)
Low Tek Beng (Alternate Director to Cheam Dau Peng)

To: The Shareholders of D & O Green Technologies Berhad

Dear Sir/Madam

PROPOSED RENEWAL OF AND RENEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

At the Company's Fifth AGM convened on 23 June 2009, the shareholders of D&O had approved the then proposed shareholders' mandate for the Company and/or its subsidiaries, pursuant to paragraph 10.09 of the Listing Requirements in respect of Recurrent RPT. The existing Shareholders' Mandate shall expire at the conclusion of the forthcoming AGM of the Company unless authority for its renewal is obtained from the shareholders of the Company at the Sixth AGM.

Accordingly, D&O had on 18 May 2010 announced to Bursa Securities that it proposes to seek shareholders' approval for the Proposals at the forthcoming Sixth AGM of the Company.

The purpose of this Circular is to provide you with the details of the Proposal and to seek your approval for the ordinary resolution 9 pertaining thereto to be tabled at the forthcoming Sixth AGM of the Company.

The Notice of Sixth AGM is set out in the 2009 Annual Report of the Company.

SHAREHOLDERS OF D&O ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSAL AT THE SIXTH AGM

2. PROPOSED SHAREHOLDERS' MANDATE

2.1 Paragraph 10.09 and Practice Note 12/2001 of the Listing Requirements

Paragraph 10.08 of the Listing Requirements stipulates the obligation of a listed issuer to comply in relation to Related Party Transactions. However, pursuant to Paragraph 10.09 and Practice Note 12/2001 of the Listing Requirements, a listed company may seek a mandate from shareholders in respect of related party transactions involving recurrent transactions of revenue or trading nature which are necessary for its day-to-day operations subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where :
 - (i) the consideration, value of the assets, capital outlay or costs of the aggregated transactions is equal to or exceeds RM1 million; or
 - (ii) any one of the percentage ratios of such aggregated transactions is equal to or exceeds 1%,
whichever is the lower;
- (c) a circular to shareholders is issued by the listed issuer for the shareholders' mandate; and
- (d) in a meeting to obtain shareholders' mandate, the interested directors, interested major shareholder or interested persons connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder must not vote on the resolution approving the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions.

Where the Company has obtained shareholders' mandate in respect of the Proposal, the provisions under paragraph 10.08 of the Listing Requirements shall not apply during the validity period of the shareholders' mandate.

The Company proposes to seek its shareholders' approval for Renewal of and New Shareholders' Mandate as set out in Section 2.3 below, to enable the Company and/or its subsidiaries to enter into Recurrent RPT with the classes of Related Parties as set out in Section 2.3 below.

The Proposed Shareholders' Mandate will take effect from the passing of the ordinary resolution proposed at the forthcoming Sixth AGM and will continue to be in force until the earlier of the following:

- i. the conclusion of the next AGM of the Company following the AGM at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;

- ii. the expiration of the period within which the next AGM after the date it is required to be held pursuant to section 143(1) of the 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 in a general meeting.

2.2 Business of the D&O Group

The principal activities of D&O are investment holding and provision of management services to its subsidiaries. The details of D&O's subsidiaries as well as their principal activities as at 11 May 2010 are set out in the table below:

Name of Company	Country of Incorporation/ Registration	Group Equity Interest 2009	Principal Activities
Omega	Malaysia	100%	Provide "full turnkey" contract manufacturing of semiconductor components.
Omega Semiconductor Technology Sdn Bhd ("OSTSB")	Malaysia	100%	Manufacturing of Radio Frequency Identification Devices.
<u>Subsidiary of OSTSB</u>			
Omega Photonics Packaging Sdn Bhd ("OPPSB") ¹	Malaysia	51%	Dormant.
<u>Subsidiary of Omega</u>			
Equity Group Investments Limited	The British Virgin Islands	100%	An investment holding company.
Aeopto Technologies Co., Ltd	The People's Republic of China	51%	Research and development of semiconductor application technologies, manufacturing, selling and assembling of semiconductor electronic and electrical components, light emitting diode ("LED") lighting illumination and display application and module.
Aeopto Technologies (HK) Co., Ltd ² (Aeopto HK)	Hong Kong Special Administrative Region of the People's Republic of China	51%	An investment holding company that principally invests in semiconductor business in China.

Name of Company	Country of Incorporation/ Registration	Group Equity Interest 2009	Principal Activities
Dominant ²	Malaysia	51.31%	Manufacturing semiconductor components and machineries.
<u>Subsidiaries of Dominant</u>			
Dominant Opto Technologies Sdn Bhd (formerly known as Dominant Semiconductors Sdn Bhd) Shanghai Representative Office	The People's Republic of China	51.31%	Introduction and sales coordination for products manufactured by Dominant.
Dominant Semiconductor ShenZhen Co. Ltd	The People's Republic of China	51.31%	Dormant.
Dominant Semiconductors (Europe GmbH)	Germany	43.61%	Merchandising semiconductor components.
Dominant Semiconductors Korea Inc	Korea	34.89%	Merchandising semiconductor components.
Domilight Technologies Sdn Bhd	Malaysia	27.71%	Dormant.
Dominant Semiconductors (Singapore) Pte Ltd	Singapore	51.31%	An investment holding company.
<u>Subsidiaries of Dominant Singapore</u>			
Dominant Semiconductors (Lao) Sole Co., Ltd	The Lao People's Democratic Republic	51.31%	Dormant.

Notes

¹ D&O had on 13 May 2010 made announcement to undertake the proposed acquisition of 51% equity interest in OPPSB from OSTSB, as part of D&O's rationalisation efforts to streamline the business within the D&O group of companies. The said proposal has been completed on 21 May 2010.

² D&O had on 13 May 2010 made announcement that a dividend in-specie of all the 25,400,000 Dominant Shares and all the 5,100 Aeopto HK Shares held by Omega, to D&O. D&O will make announcement in due course once the transactions have completed.

2.3 Details, Class and Nature of Recurrent RPT for the Proposed Shareholders' Mandate

All the Recurrent RPTs involved are for the day-to-day operations and in the ordinary course of business of the D&O Group. These transactions are long term relationships, some of which were in existence before D&O was listed. The Related Party and the respective Recurrent RPT identified for the purpose of the Proposal are as follow:-

a) *Class and Nature of Recurrent RPT subjected for shareholders' mandate*

No	Nature of Transactions	Companies within D&O Group (Recipient)	Related Parties @ (Provider)	Interested Directors and Persons Connected with them	Estimated aggregate value as disclosed in the Circular to Shareholder dated 25.5.2009 ("Estimated Value") RM'000	Actual value transacted from date of AGM on 23.6.09 up to the LPD ("Actual Value") RM'000	Estimated aggregate value from 25.6.2010 (Sixth AGM) to 30.6.2011 (expected date of next AGM) # RM'000
1	Purchase of production machinery and equipment, production and logistics software and fabricated tool and jig by Dominant	Dominant	GA (Note a)	Tay Kheng Chiong, Lai Kin Shin, Low Tek Beng	1,500	5,323 ^Δ	3,000
2	Rental of production place to Dominant ^{^ ζ}	Dominant	D&O (Note b)	Tay Kheng Chiong, Dr. Lim Thian Soo, Tay Kheng Seng, Low Tek Beng, Goh Nan Yang, Lim Thiam Cheok, Lim Yam Poh, Lim Yam Chiew, Kam Chooi Suan, Goh Nam Seng, Lee Hsing-Yi, Tay Beng Teng, Tan Soon Kheng and Lai Kin Shin	N/A	N/A	2,000
3	Sales of LED to NEXUS SSL [^]	NEXUS SSL (Note c)	Dominant	Tay Kheng Hwee, Tay Kheng Chiong, Ong Tiong Hin, Tan Soon Kheng and Tay Beng Teng	N/A	N/A	4,000

No	Nature of Transactions	Companies within D&O Group (Provider)	Related Parties @ (Recipient)	Interested Directors and Persons Connected with them	Estimated aggregate value as disclosed in the Circular to Shareholder dated 25.5.2009 ("Estimated Value") RM'000	Actual value transacted from date of AGM on 23.6.09 up to the LPD ("Actual Value") RM'000	Estimated aggregate value from 25.6.2010 (Sixth AGM) to 30.6.2011 (expected date of next AGM) # RM'000
4	Sales of LED in components level for Aeopto internal consumption and/or for Aeopto trading operation	Dominant	Aeopto (Note b)	Tay Kheng Chiong, Dr. Lim Thian Soo, Tay Kheng Seng, Low Tek Beng, Goh Nan Yang, Lim Thiam Cheok, Lim Yam Poh, Lim Yam Chiew, Kam Chooi Suan, Goh Nam Seng, Lee Hsing-Yi, Tay Beng Teng, Tan Soon Kheng and Lai Kin Shin	20,000	2,748	20,000
5	Rental of production equipment to Dominant ^	Omega	Dominant (Note b)	Tay Kheng Chiong, Dr. Lim Thian Soo, Tay Kheng Seng, Low Tek Beng, Goh Nan Yang, Lim Thiam Cheok, Lim Yam Poh, Lim Yam Chiew, Kam Chooi Suan, Goh Nam Seng, Lee Hsing-Yi, Tay Beng Teng, Tan Soon Kheng and Lai Kin Shin	N/A	N/A	6,000
6	Provision of operating support functions (Administrative, Logistic, purchasing and etc) management services^	D&O	Dominant (Note b)	Tay Kheng Chiong, Dr. Lim Thian Soo, Tay Kheng Seng, Low Tek Beng, Goh Nan Yang, Lim Thiam Cheok, Lim Yam Poh, Lim Yam Chiew, Kam Chooi Suan, Goh Nam Seng, Lee Hsing-Yi, Tay Beng Teng, Tan Soon Kheng and Lai Kin Shin	N/A	N/A	5,000

No	Nature of Transactions	Companies within D&O Group (Provider)	Related Parties @ (Recipient)	Interested Directors and Persons Connected with them	Estimated aggregate value as disclosed in the Circular to Shareholder dated 25.5.2009 ("Estimated Value") RM'000	Actual value transacted from date of AGM on 23.6.09 up to the LPD ("Actual Value") RM'000	Estimated aggregate value from 25.6.2010 (Sixth AGM) to 30.6.2011 (expected date of next AGM) # RM'000
7	Provision of Original Equipment Manufacturing (OEM) assembly services for LED to Dominant	Omega	Dominant (Note b)	Tay Kheng Chiong, Dr. Lim Thian Soo, Tay Kheng Seng, Low Tek Beng, Goh Nan Yang, Lim Thiam Cheok, Lim Yam Poh, Lim Yam Chiew, Kam Chooi Suan, Goh Nam Seng, Lee Hsing-Yi, Tay Beng Teng, Tan Soon Kheng and Lai Kin Shin	10,000	601	5,000
8	Purchase of LED in semi-finished and/or finished module form, for internal consumption and/or for value added and selling purposes	Dominant	Aeopto (Note b)	Tay Kheng Chiong, Dr. Lim Thian Soo, Tay Kheng Seng, Low Tek Beng, Goh Nan Yang, Lim Thiam Cheok, Lim Yam Poh, Lim Yam Chiew, Kam Chooi Suan, Goh Nam Seng, Lee Hsing-Yi, Tay Beng Teng, Tan Soon Kheng and Lai Kin Shin	20,000	150	5,000

b) Class and Nature of Recurrent RPT incurred for which renewal shareholders' mandate is not being sought

No	Nature of Transactions	Companies within D&O Group (Recipient)	Related Parties @ (Provider)	Interested Directors and Persons Connected with them	Estimated aggregate value as disclosed in the Circular to Shareholder dated 25.5.2009 ("Estimated Value")	Actual value transacted from date of AGM on 23.6.09 up to the LPD ("Actual Value")
					RM'000	RM'000
1	Provision of die sorting services to Dominant	Dominant	Omega	Tay Kheng Chiong, Dr. Lim Thian Soo, Tay Kheng Seng, Low Tek Beng, Goh Nan Yang, Lim Thiam Cheok, Lim Yam Poh, Lim Yam Chiew, Kam Chooi Suan, Goh Nam Seng, Lee Hsing-Yi, Tay Beng Teng, Tan Soon Kheng and Lai Kin Shin	300	352 ^Ω
2	Purchase of Carton Boxes for packaging purposes by Omega	Omega	HCP	Cheam Dau Peng, Dr. Lim Thian Soo, Goh Nan Yang, Lim Thiam Cheok, Lim Yam Poh, Lim Yam Chiew, Kam Chooi Suan, Goh Nam Seng, Lee Hsing-Yi and Lim Moi Chu	600	190
3	Printing material, namely ribbon, stickers and labels for packaging purposes by Omega	Omega	HCL	Cheam Dau Peng, Dr. Lim Thian Soo, Goh Nan Yang, Lim Thiam Cheok, Lim Yam Poh, Lim Yam Chiew, Kam Chooi Suan, Goh Nam Seng, Lee Hsing-Yi and Lim Moi Chu	400	98
4	Purchase of production machinery and equipment, production and logistics software and fabricated tool and jig	Omega	GA	Tay Kheng Chiong, Lai Kin Shin and Low Tek Beng	500	50

No	Nature of Transactions	Companies within D&O Group (Recipient)	Related Parties @ (Provider)	Interested Directors and Persons Connected with them	Estimated aggregate value as disclosed in the Circular to Shareholder dated 25.5.2009 ("Estimated Value")	Actual value transacted from date of AGM on 23.6.09 up to the LPD ("Actual Value")
					RM'000	RM'000
5	Purchase of Carton Boxes for packaging purposes by Dominant	Dominant	HCP	Cheam Dau Peng, Dr. Lim Thian Soo, Goh Nan Yang, Lim Thiam Cheok, Lim Yam Poh, Lim Yam Chiew, Kam Chooi Suan, Goh Nam Seng, Lee Hsing-Yi and Lim Moi Chu	60	53
6	Purchase of Carton Boxes for packaging purposes by Dominant	Dominant	HCL	Cheam Dau Peng, Dr. Lim Thian Soo, Goh Nan Yang, Lim Thiam Cheok, Lim Yam Poh, Lim Yam Chiew, Kam Chooi Suan, Goh Nam Seng, Lee Hsing-Yi and Lim Moi Chu	55	53
7	Purchase of information technology software, hardware and services by Dominant	Dominant	KKC	Tay Kheng Chiong, Tay Kheng Seng, Bong Kok Choo and Tay Li Li	30	26
8	Sales of LED to NEXUS	Dominant	NEXUS	Tay Kheng Chiong, Tay Kheng Hwee, Tay Li Li, Tan Soon Kheng and Tay Beng Teng	2,000	606
9	Rental of Production place to Dominant	Dominant	Omega	Tay Kheng Chiong, Dr. Lim Thian Soo, Tay Kheng Seng, Low Tek Beng, Goh Nan Yang, Lim Thiam Cheok, Lim Yam Poh, Lim Yam Chiew, Kam Chooi Suan, Goh Nam Seng, Lee Hsing-Yi, Tay Beng Teng, Tan Soon Kheng and Lai Kin Shin	2,100	1760

Notes:

The estimated transaction value of the aforesaid transactions is arrived at based on the transactions value for the financial year ended 31 December 2009 and forecast sales/purchases for financial year ending 31 December 2010. The estimated value may vary and are subject to changes.

^ New Transactions.

ζ Monthly rental of RM160,000 received from Dominant for occupying a factory space approximately 90,000 sq ft at Lot 6, Batu Berendam Free Trade Zone III, Batu Berendam, 75350 Melaka for a tenancy period of 3 years commencing 1 June 2010.

Δ Announcement was made on 4 March 2010 as the Actual Value exceeded Estimated Value by more than 10%. The reason for the difference is mainly due to the faster than expected recovery of the semiconductor industry in 2nd half of 2009.

Ω Announcement was made on 11 March 2010 as the Actual Value exceeded Estimated Value by more than 10%. The reason for the difference is mainly due to the faster than expected recovery of the semiconductor industry in 2nd half of 2009.

@ Related Parties

Details of interest of directors, Dr. Lim Thian Soo, Goh Nan Yang, Tay Kheng Chiong, Lai Kin Shin and Low Tek Beng and persons connected to them in GA and NEXUS SSL are shown in Table A of the Circular.

a) *Tay Kheng Chiong, Low Tek Beng and Lai Kin Shin are Directors and shareholders of D&O and both Tay Kheng Chiong and Lai Kin Shin are also Directors and shareholders of GA, whereas Low Tek Beng is a shareholder of GA.*

b) *Tay Kheng Chiong, Dr. Lim Thian Soo, Lai Kin Shin and Low Tek Beng are Directors and shareholders of D&O and are also Directors and shareholders of Dominant. Dr. Lim Thian Soo is deemed interested in Dominant by virtue of his indirect shareholding in Omega and CBS, respectively. Lim Thiam Cheok and Lim Yam Poh, siblings of Dr. Lim Thian Soo, are deemed substantial shareholders of D&O, are deemed interested in Dominant by virtue of their indirect shareholding in Omega and CBS respectively. Lim Yam Chiew, sister of Dr. Lim Thian Soo and sister-in-law of Goh Nan Yang, is a deemed substantial shareholder of D&O by virtue of her indirect shareholding in ORSB and CBS. She is deemed to have interest in Dominant by virtue of her indirect shareholding in CBS and TESB. Goh Nan Yang being a Director and shareholder of D&O is deemed interested in Dominant by virtue of his indirect shareholding in TESB.*

c) *Tay Kheng Chiong is a director and shareholder of D&O. He is also a Director in NEXUS SSL. Tay Kheng Hwee, the director and shareholder of NEXUS SSL, is the brother of Tay Kheng Chiong. Ong Tiong Hin, brother-in-law of Tay Kheng Chiong is the director and shareholder of Nexus SSL.*

2.4 Disclosure and Review Procedures for the Recurrent RPT

Disclosure will be made in the Annual Report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year.

To ensure that the Recurrent RPT are undertaken on transaction prices and terms not more favourable to the related parties than those generally available to the public; are not to the detriment to the minority shareholders; are conducted at arm's length; and based on normal commercial terms consistent with the Group's usual business practices and policies and will not be prejudicial to shareholders, the Group has established the following review procedures:

- I. The identity of the Related Party is disclosed/circulated within the Group and at the same time, the Related Party is notified that all Recurrent Related Party Transactions are required to be taken on arms' length basis and on normal commercial terms not more favourable to the Related Party than those generally available to the public;
- II. All Recurrent Related Party Transactions will be reviewed by the Audit Committee and reported to the Board to ensure that the transactions are not more favourable to the Related Party and will not be detrimental to the minority shareholders;
- III. Records will be maintained by the Company to capture all Recurrent Related Party Transactions which are entered into pursuant to the shareholders' mandate;

- IV. The transactions prices are determined by the prevailing market rates/prices that are agreed upon under similar commercial terms for transactions with third parties, business practices and policies and on terms which are generally in line with industry norms;
- V. The Board and the Audit Committee will have overall responsibility for the determination of the review procedures, including addition of new review procedures, as and when necessary. The Board and the Audit Committee may also appoint individuals and committees to examine the Recurrent Related Party Transactions, as they deem appropriate. If a member of the Board or the Audit Committee has an interest, direct or indirect, in any particular transactions, he or she will abstain from any deliberation and voting on the matter at the Board or Audit Committee meetings in respect of such transactions; and
- VI. At least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as a comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined by the D&O Group based on the usual commercial terms, business practices and policies or otherwise in accordance with other applicable industry norms/considerations to ensure that the Recurrent Related Party Transactions are not detrimental to the D&O Group.

2.5 Statement by Audit Committee

The Audit Committee has reviewed the procedures described in Section 2.4 and is satisfied that the above procedures are sufficient to ensure that recurrent related party transactions are made at arm's length and are carried out on normal commercial terms of the Group not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders.

The Group has in place adequate procedures and processes to monitor, track and identify the Recurrent Related Party Transactions in a timely and orderly manner. This procedures and processes are reviewed every quarter with the review of quarterly results.

3. RATIONALE FOR AND BENEFIT OF THE PROPOSAL OF SHAREHOLDERS' MANDATE

The Recurrent Transactions which are to be entered into by the Group are in the ordinary course of business. The Recurrent Transactions are conducted at arm's length, on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders. It is envisaged that in the normal course of their business, transactions between companies in the Group and the Related Parties are likely to occur from time to time and it may be impractical to make the requisite announcement to the Bursa Securities or to seek shareholders' approval on a case-to-case basis before entering into such Related Party Transactions.

The following Recurrent Related Party Transaction are entered on terms which are beneficial to the Group :

1. Purchase of production machinery and equipment, production and logistic software and fabricated tool and jig (as per No. 1 of 2.3 above)

Prices from GA are generally lower or competitive for all products and services. All the purchases from GA are fully customised to the Group's production specification in order to

achieve cost advantages. GA also provides timely delivery and better pre and post sales technical support.

2. Rental income (as per No. 2 of 2.3 above)

D&O rents out its production space to Dominant at market rates.

3. Sales of LED (as per No. 3 of 2.3 above)

It enables Dominant to maximise its excess capacity and help to increase the Group's revenue through the sales of LED to NEXUS SSL.

4. Sale of LED in components level (as per No. 4 of 2.3 above)

Sales of LED are generally based on competitive market prices. These LED are either used internally by Aeopto as components for their manufacturing activities or resold as finished goods to end-customers in China. This will help increase the Group's revenue.

5. Rental of Equipment (as per No. 5 of 2.3 above)

To enable Omega to free up the excess production capacity and reduce Dominant's capital investment for capacity expansion.

6. Provision of management services (as per No. 6 of 2.3 above)

To help the group to reduce its overhead by pulling support functions of the operating subsidiaries.

7. Original equipment manufacturing (OEM) assembly service (as per No. 7 of 2.3 above)

Omega provides assemble services to Dominant to increase Omega's capacity utilisation rate and avoid unnecessary capital investment by Dominant.

8. Purchase of LED in semi-finished and/or finished module form (as per No. 8 of 2.3 above)

Purchase of LED module from Aeopto are generally at competitive market prices. Dominant provides Aeopto access to the local LED module market and in the process increases the Group's revenue.

With the Proposed Shareholders' Mandate in place, the Company would not be required to make the requisite announcement to the Bursa Securities or to convene separate general meeting to seek shareholders' approval as and when Recurrent Transactions occur. This would substantially reduce administrative time, inconvenience and expenses associated with the release of such announcements or the convening of such meetings on an ad-hoc basis, and allow manpower resources and time to be channeled towards attaining corporate objectives.

4. CONDITION TO THE PROPOSAL

The Proposal is subject to the approval from the shareholders of the Company at the forthcoming Sixth AGM. The Proposal once being procured is subject to annual renewal.

5. EFFECTS OF THE PROPOSAL

The Proposal will not have any material effects on the issued and paid-up capital, NA or earnings of the D&O Group based on the latest Audited Financial Statements for the financial year ended 31 December 2009.

6. DIRECTOR'S AND MAJOR SHAREHOLDER'S INTERESTS

Save as disclosed below, none of the other Directors or Major Shareholders and Persons Connected to them has any direct or indirect interest in the Proposal.

The interested Directors, namely, Dr. Lim Thian Soo, Goh Nan Yang, Tay Kheng Chiong, Lai Kin Shin, Low Tek Beng and Goh Nam Seng have abstained and will continue to abstain from all deliberations and voting at the board meetings pertaining to the Proposal. They will also abstain from voting in respect of their direct and indirect shareholdings at the forthcoming AGM on the resolution pertaining to the Proposal.

The interested Directors, namely, Dr. Lim Thian Soo, Goh Nan Yang, Tay Kheng Chiong, Lai Kin Shin, Low Tek Beng and Goh Nam Seng and the interested Major Shareholder, namely Dr. Lim Tian Soo and Goh Nan Yang have undertaken to ensure that Persons Connected with them, namely, Lim Yam Chiew, Lim Thiam Cheok, Lim Yam Poh, Kam Chooi Suan, Tay Beng Teng, Tan Soon Kheng, Lee Hsing-Yi, Ong Tiong Hin, Tay Kheng Seng and Tay Khee Hwee will abstain from voting in respect of their direct and indirect shareholdings on the resolution pertaining to the Proposal at the forthcoming AGM.

Save as disclosed below, the direct and indirect shareholdings of the interested Directors and interested Major Shareholders and Persons Connected to them in the issued and paid-up share capital of the Company as at 11 May 2010 are as follows:-

	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Interested Director				
Dr. Lim Thian Soo*	23,740,232	3.24	49,656,470 ¹	6.79
Goh Nan Yang*	100,000	0.01	84,587,805 ²	11.56
Tay Kheng Chiong	4,147,439	0.57	-	-
Lai Kin Shin	100,000	0.01	-	-
Low Tek Beng	100,000	0.01	-	-
Goh Nam Seng ⁷	3,000,000	0.41	-	-
Persons Connected with Directors				
Lim Yam Chiew* ⁴	2,195,601	0.30	103,703,739 ³	14.17
Lim Thiam Cheok* ⁵	23,640,232	3.23	49,656,470 ¹	6.79
Lim Yam Poh* ⁵	2,200,601	0.30	49,656,470 ¹	6.79
Kam Chooi Suan ⁶	1,563,898	0.21	-	-
Tay Beng Teng ⁸	89,000	0.01	-	-
Tan Soon Kheng ⁹	121,000	0.02	-	-
Tay Kheng Hwee ¹⁰	-	-	-	-
Tay Kheng Seng ¹⁰	29,000	-	-	-
Lee Hsing-Yi ¹¹	1,379,400	0.19	-	-
Ong Tiong Hin ¹²	-	-	-	-

* Interested deemed Major Shareholders

1. Deemed interest by virtue of Section 6A(4) of the Act (shareholding held through KD, CBS, Geo-Mobile Asia Sdn Bhd, Lanai Etika Sdn Bhd and RCI Ventures Sdn Bhd)
2. Deemed interest by virtue of Section 6A(4) of the Act (shareholding held through ORSB)
3. Deemed interest by virtue of Section 6A(4) of the Act (shareholding held through ORSB and CBS)
4. Lim Yam Chiew is a sibling of Dr. Lim Thian Soo and sister-in-law of Goh Nan Yang and Goh Nam Seng
5. Lim Thiam Cheok and Lim Yam Poh are siblings of Dr. Lim Thian Soo
6. Kam Chooi Suan is the mother of Dr. Lim Thian Soo
7. Goh Nam Seng is the brother of Goh Nan Yang, Goh Nan Yang is a deemed major shareholder of D&O. Hence, Goh Nam Seng is a person connected to Goh Nan Yang
8. Tay Beng Teng is the father of Tay Kheng Chiong

9. *Tan Soon Kheng is the mother of Tay Kheng Chiong*
10. *Tay Kheng Hwe and, Tay Kheng Seng are siblings of Tay Kheng Chiong*
11. *Lee Hsing-Yi is the spouse of Goh Nam Seng and also sister-in-law of Goh Nan Yang*
12. *Ong Tiang Hin is the brother-in-law of Tay Kheng Chiong*

7. DIRECTORS' RECOMMENDATION

The Directors of D&O, save for Dr. Lim Thian Soo, Goh Nan Yang, Tay Kheng Chiong, Goh Nam Seng, Lai Kin Shin and Low Tek Beng who are interested in the Proposed Shareholders' Mandate, having considered all aspects of the Proposed Shareholders' Mandate, are of the opinion that the Proposed Shareholders' Mandate are in the best interest of the D&O Group.

Accordingly, the Directors of D&O, save for Dr. Lim Thian Soo, Goh Nan Yang, Tay Kheng Chiong, Goh Nam Seng, Lai Kin Shin and Low Tek Beng who have abstained from expressing any recommendation relating to the Proposed Shareholders' Mandate, recommend that you vote in favour of the resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming Sixth AGM.

8. AGM

For the purpose of considering and if thought fit, passing the resolution pertaining to the Proposal in the forthcoming AGM, the notice of which is set out in the Annual Report of D&O for year 2009, is to be held at Berjaya Hall, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur.

If you are unable to attend and vote in person at the AGM, you are requested to complete and return the Proxy Form enclosed in the financial year 2009 Annual Report in accordance with the instruction printed thereon as soon as possible so as to arrive at No.15, Bukit Ledang, Off Jalan Duta, 50480 Kuala Lumpur not later than forty-eight (48) hours before the time fixed for the AGM. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

9. FURTHER INFORMATION

Shareholders are requested to refer to the attached appendix for further information.

Yours faithfully
On behalf of the Board of Directors of
D & O GREEN TECHNOLOGIES BERHAD

Dato' Mohammed Azlan bin Hashim
Chairman

TABLE A

Details of interests of the Directors and Persons connected to them in GA, Dominant, Nexus SSL, and Aeopto as at 11 May 2010

Director	GA				Dominant				NEXUS SSL				Aeopto			
	Direct		Indirect		Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
Dr. Lim Thian Soo					1,000,000	2	5,400,000 ^(a)	12					-	-	5,100,000 ⁽ⁱ⁾	51
Goh Nan Yang					-	-	7,700,000 ^(b)	17					-	-	5,100,000 ⁽ⁱ⁾	51
Tay Kheng Chiong	12,000	10	-	-	100,000	0	-	-	-	-	-	-	-	-	-	-
Lai Kin Shin	14,000	12	-	-	50,000	0	-	-								
Low Tek Beng	3,000	3	-	-	50,000	0	-	-								
Goh Nam Seng ^(j)					-	-	-	-					-	-	-	-
Person connected to Directors																
Lim Yam Chiew					-	-	9,700,000 ^{(d)(f)}	22								
Lim Thiam Cheok					1,000,000 ^(c)	2	5,400,000 ^{(a)(c)}	12								
Kam Chooi Suan					1,000,000 ^(c)	2	-	-								
Lim Yam Poh					-	-	5,400,000 ^{(a)(c)}	12								
Ong Tiong Hin ^(h)	-	-	-	-	-	-	-	-	30,000	2	-	-				
Tay Kheng Hwee ^(g)	-	-	-	-	-	-	-	-	1,610,000	92	-	-				

Note:

Not applicable

a) Deemed interest in Dominant by virtue of his/her indirect shareholding in Omega and CBS

b) Deemed interest in Dominant by virtue of his indirect shareholding held through TESB

c) Sibling of Dr. Lim Thian Soo

d) Sibling of Dr. Lim Thian Soo and sister-in-law of Goh Nan Yang

e) Mother of Dr. Lim Thian Soo

f) Deemed interest in Dominant by virtue of her indirect shareholding held through TESB and CBS

g) Brother of Tay Kheng Chiong

h) Brother-in-law of Tay Kheng Chiong

i) Deemed interest in Aeopto by virtue of his shareholding in Omega

j) Brother of Goh Nan Yang. Goh Nan Yang is a deemed major shareholder of D&O. Hence, Goh Nam Seng is a person connected to Goh Nan Yang

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of D&O and that they individually and collectively accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no material facts, the omission of which would make any statement herein misleading.

2. MATERIAL LITIGATION

Save as disclosed below, D&O Group is not engaged in any material litigation, claims or arbitration either as plaintiff or defendant, and the Directors are not aware of any proceedings pending or threatened or of any fact likely to give rise to any proceedings which might materially and adversely affect the income from, title to, or possession of any of D&O Group's assets and/or businesses:-

a) **Osram Opto Semiconductors GmbH ("OOS" or "Plaintiff") vs Dominant Opto Technologies Sdn Bhd (formerly known as Dominant Semiconductors Sdn Bhd) ("DOT" or "Defendant")**

The Plaintiff has filed a patent infringement suit against DOT before the Regional Court of Mannheim in Germany on 22 July 2005. DOT contends that it has not infringed any patents as alleged and has engaged legal counsel to defend and nullify the patents involved. The value in dispute for the patent and utility model infringement is preliminarily estimated at approximately EUR500,000.00, being the court fees and legal fees incurred by OOS in the event OOS wins the issue in full. However, the compensation for the damages in question which is being claimed by OOS cannot be calculated at this stage.

The solicitors are of the opinion that the defendant has a good arguable case.

b) **Ipoh High Court Civil Suit No. M2-22-229-2006 DOT ("Plaintiff") vs Osram GmbH, OOS and Osram Opto Semiconductors (Malaysia) Sdn Bhd (collectively the "Defendants")**

In the case of Ipoh High Court Civil Suit No.M2-22-229-2006 which commenced in 2006, DOT sued the Defendants for damages for issuing and publishing statements about the Plaintiff which the Plaintiff claimed were untrue and were calculated to cause damage to the Plaintiff's reputation and business. Hence, the grounds for the Plaintiff's suit against the Defendants were on the basis of malicious or injurious falsehood. The Plaintiff also applied for an injunction to restrain the Defendants from making further disparaging remarks. As at LPD, there are several applications pending appeal.

The solicitors are of the view that the Plaintiff has a good arguable case and that the maximum exposure to liability is estimated to be confined to legal costs which may range between RM0.5million to RM1.0million if the Plaintiff's claims are unsuccessful.

3. MATERIAL CONTRACTS

As at 11 May 2009, there are no other contracts which are or may be material (not being contracts entered into in the ordinary course of business) have been entered into by the Company and its subsidiaries within two (2) years immediately preceding the date of this Circular.

4. MATERIAL AGREEMENTS

Save as disclosed below, there are no agreements subsisting as at 12 May 2010 which are material and have been entered into by the Company and its subsidiaries in the ordinary course of business:

- (a) Fire material damage policy with MSIG Insurance (Malaysia) Berhad by Omega for the period from 1 February 2010 to 31 December 2010 to cover the factory building and structure of various construction situated at Lot 6, Batu Berendam Free Trade Zone, Phase III, Melaka, including all outside and inside appurtenances, improvement, renovations, signboard, plant and machinery including electrical installation, production equipment including equipment held in trust and the like, office furniture and electronic equipment and the like, stock in trade consisting of raw materials, work in process and other stocks directly related to Omega's business. The total amount insured under this policy is RM48,892,315.
- (b) Fire consequential loss policy with MSIG Insurance (Malaysia) Berhad by Omega for the period from 1 February 2010 to 31 December 2010 to cover gross profit, auditors' fees and wages of Omega for its business operation at Lot 6, Batu Berendam Free Trade Zone, Phase III, Melaka. The total amount insured under this policy is RM6,555,114.
- (c) Fire material damage policy with Lonpac Insurance Berhad by Omega for the period from 1 February 2010 to 31 December 2010 to cover the factory building and structure of various construction situated at Lot 3,4,7 and 8, Batu Berendam Free Trade Zone, Phase III, Melaka, including all outside and inside appurtenances, improvement, renovations, signboard, plant and machinery including electrical installation, production equipment including equipment held in trust and the like, office furniture and electronic equipment and the like, stock in trade consisting of raw materials, work in process and other stocks directly related to Omega's business. The total amount insured under this policy is RM87,950,000.
- (d) Fire consequential loss policy with Lonpac Insurance Berhad by Omega for the period from 1 February 2010 to 31 December 2010 to cover gross profit, auditors' fees, wages and salaries of Omega for its business operation at Lot 3,4,7 and 8, Batu Berendam Free Trade Zone, Phase III, Melaka. The total amount insured under this policy is RM14,562,500.
- (e) Fire material damage policy with MSIG Insurance (Malaysia) Berhad by Dominant for the period from 1 February 2010 to 31 December 2010 to cover the structure of various construction situated at Lot 6, Batu Berendam Free Trade Zone, Phase III, Melaka, including all outside and inside appurtenances, improvement, renovations, signboard, plant and machinery including electrical installation, production equipment including equipment held in trust and the like, office furniture and electronic equipment and the like, stock in trade consisting of raw materials, work in process and other stocks directly related to Dominant's business. The total amount insured under this policy is RM174,608,850.

- (f) Fire material damage policy with HSBC Amanah Takaful (Malaysia) Sdn. Bhd. by Dominant for the period from 1 February 2010 to 31 December 2010 to cover the plant and machinery including electrical installation that charged to HSBC Bank Malaysia Berhad to secure the Amanah Term Financing-i which directly related to Dominant's business. The total amount insured under this policy is RM15,480,293.
- (g) Fire consequential loss policy with MSIG Insurance (Malaysia) Berhad by Dominant for the period from 1 February 2010 to 31 December 2010 to cover gross profit, auditors' fees and wages of Dominant for its business operation at Lot 6, Batu Berendam Free Trade Zone, Phase III, Melaka. The total amount insured under this policy is RM39,749,250.
- (h) Product liability policy with MSIG Insurance (Malaysia) Berhad by Dominant for the period from 1 February 2010 to 31 December 2010 to cover all legal obligation on damages in respect of bodily injury or property damage happening in connection with our products. The total amount insured under this policy is RM24,000,000.

5. DIRECTORS' SERVICE AGREEMENT

As at 11 May 2010, none of the Directors of D&O has entered into any service agreement with the Group.

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at No.15, Bukit Ledang, Off Jalan Duta, 50480 Kuala Lumpur from the date of this Circular up to and including the date of the forthcoming AGM:

- (a) Memorandum and Articles of Association of D&O;
- (b) The Audited Consolidated Financial Statements of D&O each for the past 2 financial years ended 31 December 2008 and 31 December 2009;
- (c) Unaudited quarterly results for the period ended 31 March 2010;
- (d) Material Litigation referred to in paragraph 2 above; and
- (e) Material Agreements referred to in paragraph 4 above.