



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixth Annual General Meeting of D & O Green Technologies Berhad (formerly known as D & O Ventures Berhad) (the "Company") will be held at Berjaya Hall, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Friday, 25 June 2010 at 3.00 p.m. for the following purposes:

AGENDA

1. To receive and adopt the audited Financial Statements for the financial year ended 31 December 2009 together with the Report of the Directors and Auditors thereon. **Ordinary Resolution 1**
 2. To re-elect the following Directors who are retiring in accordance with Article 129 of the Articles of Association of the Company: **Ordinary Resolution 2**
 - (i) Tay Kheng Chiong **Ordinary Resolution 3**
 - (ii) Goh Nan Yang **Ordinary Resolution 4**
 - (iii) Yeow See Yuen
 3. To approve the Directors' fee of RM122,904.11 in respect of the financial year ended 31 December 2009. **Ordinary Resolution 5**
 4. To re-appoint Messrs. Crowe Horwath (formerly known as Messrs. Horwath) as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**
 5. ***Special Business**
 To consider and if thought fit, to pass with or without modification, the following as ordinary resolutions and special resolution:
 - Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965** **Ordinary Resolution 7**
 "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 10 percent of the issued share capital of the Company for the time being, AND THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares to issue on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next annual general meeting."
 - Authority to Allot Shares Pursuant to the Employees' Share Option Scheme** **Ordinary Resolution 8**
 "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."
 - Proposed Renewal of Existing Shareholders' Mandate and Proposed Additional Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** **Ordinary Resolution 9**
 "THAT, approval be and is hereby given to the Company and its subsidiaries to enter into and give effect to specified recurrent related party transactions of a revenue or trading nature as stated in Section 2.3 of the Circular to Shareholders dated 2 June 2010 which is necessary for the Group's day-to-day operations subject further to the following:
 - (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and is not to the detriment of the minority shareholders and that such transactions are made on an arm's length basis and on normal commercial terms; and
 - (ii) disclosure is made in the Annual Report of the aggregate value of transactions concluded pursuant to the shareholders' mandate during the financial year; and
 - (iii) that such approval shall continue in force until:-
 - a) the conclusion of the next annual general meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
 - b) 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 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
 - c) revoked or varied by resolution passed by the shareholders in a general meeting.
 Whichever is the earlier;
 AND THAT the Directors of the Company and/or anyone of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."
 - Proposed Bonus Issue of up to 244,868,333 New Ordinary Shares of RM0.10 each ("Shares") in D&O ("Bonus Shares") to be credited as fully paid-up on the basis of One (1) Bonus Share for every Three (3) existing Shares held at an entitlement date to be determined later ("Proposed Bonus Issue")** **Ordinary Resolution 10**
 "THAT, subject to the approvals being obtained from all relevant authorities and the approval-in-principle of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for such new securities to be issued by the Company pursuant to the Proposed Bonus Issue on the Main Market of Bursa Securities, the Directors of the Company be and are hereby authorised to capitalise up to the sum of RM24,568,833 from the Company's share premium account for the Proposed Bonus Issue (which includes the estimated expenses of RM100,000 for the proposals set out in the Circular), for such Bonus Shares to be issued and credited as fully paid-up to all shareholders of the Company whose names appear in the Record of Depositors as at the close of business on an entitlement date to be determined and announced later by the Directors of the Company, on the basis of one (1) Bonus Share for every three (3) existing Shares held in the Company; AND THAT any fractional entitlements that may arise under the Proposed Bonus Issue shall be dealt with in such manner as the Directors shall in their absolute discretion think expedient and in the best interest of the Company; AND THAT such Bonus Shares shall, upon allotment and issue, rank *pari passu* in all respects with the then existing Shares of the Company except that they would not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment of the Bonus Shares. AND FURTHER THAT the Board be and is hereby authorised to give full effect to the Proposed Bonus Issue with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by the relevant regulatory authorities or as a consequence of any such requirement or as may be deemed necessary and/or expedient in the best interest of the Company."
 - Proposed increase in the Authorised Share Capital of D&O from RM100,000,000 comprising 1,000,000,000 Shares to RM200,000,000 Comprising 2,000,000,000 Shares ("Proposed Increase In Authorised Share Capital")** **Ordinary Resolution 11**
 "THAT, subject to the passing of the Special Resolution 1, the authorised share capital of the Company be and is hereby increased from RM100,000,000 comprising 1,000,000,000 Shares to RM200,000,000 comprising 2,000,000,000 Shares by the creation of an additional 1,000,000,000 new Shares. AND THAT the Board be and is hereby authorised to do all such acts and things and to take such steps that are necessary to give full effect to the Proposed Increase In Authorised Share Capital."
 - Proposed amendments to the Memorandum and Articles of Association of the Company ("M&A") for the Proposed increase in Authorised Share Capital ("Proposed M&A Amendments")** **Special Resolution 1**
 "THAT, subject to the passing of Ordinary Resolution 11, Clause 5 of the Memorandum of Association of the Company, Article 11 of the Articles of Association of the Company and all other relevant documents be and are hereby amended accordingly to give full effect to the Proposed Increase In Authorised Share Capital. AND THAT the Board be and is hereby authorised to do all such acts and things and to take such steps that are necessary to give full effect to the Proposed M&A Amendments."
- By Order of the Board
TAN PEI CHOO (MAICSA 7023284)
Company Secretary
Kuala Lumpur
2 June 2010
- Notes:
- (1) A proxy may but need not be a member of the Company. 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. If the proxy is not a member, he needs not be an advocate, an approved company auditor or a person approved by the Registrar of Companies/Companies Commission of Malaysia.
 - (2) A member may appoint up to two (2) proxies to attend and vote at the same meeting and if 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) 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.
 - (4) 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 Leang, 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.
 - (5) *Explanatory notes on the Special Business
- Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965**
 The proposed Ordinary Resolution 7, if passed, will empower the Directors from the date of the Sixth Annual General Meeting, to allot and issue up to a maximum of 10 percent of the issued share capital of the Company for the time being for such purposes as they consider would be in the best interest of the Company without having to convene a separate general meeting. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next annual general meeting of the Company.
 Pursuant to mandate granted in the last Annual General Meeting the Company did not place out any shares except from the issuance of new shares via Employees' Share Option Scheme.
- Authority to Allot Shares Pursuant to the Employees' Share Option Scheme**
 The proposed Ordinary Resolution 8, if passed, will give authority to Directors of the Company from the date of the Sixth 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.
- Proposed Renewal of Existing Shareholders' Mandate and Proposed Additional Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
 The Proposed Ordinary Resolution 9, 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 2.3 of the Circular to Shareholders of the Company dated 2 June 2010 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.
- Proposed Bonus Issue of up to 244,868,333 New Ordinary Shares of RM0.10 each ("Shares") in D&O ("Bonus Shares") to be credited as fully paid-up on the basis of One (1) Bonus Share for every Three (3) existing Shares held at an entitlement date to be determined later ("Proposed Bonus Issue")**
 The Proposed Ordinary Resolution 10, if passed, will give approval to the Board to give full effect to the Proposed Bonus Issue with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by the relevant regulatory authorities or as a consequence of any such requirement or as may be deemed necessary and/or expedient in the best interest of the Company.
- Proposed increase in the Authorised Share Capital of D&O from RM100,000,000 comprising 1,000,000,000 Shares to RM200,000,000 Comprising 2,000,000,000 Shares ("Proposed Increase In Authorised Share Capital")**
 The proposed Ordinary Resolution 11, if passed, will give authority to the Board authorised to do all such acts and things and to take such steps that are necessary to give full effect to the Proposed Increase In Authorised Share Capital.
- Proposed amendments to the Memorandum and Articles of Association of the Company ("M&A") for the Proposed increase in Authorised Share Capital ("Proposed M&A Amendments")**
 The proposed Special Resolution 1, if passed, will give authority to the Board to do all such acts and things and to take such steps that are necessary to give full effect to the Proposed M&A Amendments.