

D & O GREEN TECHNOLOGIES BERHAD
200401006867 (645371-V)

MINUTES OF THE 17TH ANNUAL GENERAL MEETING (“AGM”) OF D & O GREEN TECHNOLOGIES BERHAD (“D&O” OR “THE COMPANY”) HELD FULLY VIRTUAL AT CONFERENCE ROOM, A-12-01, LEVEL 12, BLOCK A, PJ8, 23 JALAN BARAT, SEKSYEN 8, 46050 PETALING JAYA, SELANGOR DARUL EHSAN AS THE BROADCAST VENUE AND VIA THE TIIH ONLINE WEBSITE AT <https://tiih.online> ON TUESDAY, 25 MAY 2021 AT 10.00 A.M.

PRESENT

Board of Directors

Present physically at the boardcast venue

Dato’ Mohammed Azlan bin Hashim

Chairman of the Board

Mr. Wong Meng Tak

Chairman of Audit Committee/Senior Independent Director

Mr. Yeow See Yuen

Independent Director

Attendance via video conferencing

Mr. Tay Kheng Chiong

Group Managing Director

Mr. Cheam Dau Peng

Executive Director

Mr. Goh Nan Yang

Non Executive Director

Mr. Goh Chin San

Non Executive Director

Mr. Jesper Bjoern Madsen

Independent Director

Ms. Tan Pei Choo

Company Secretary

(present physically at the broadcast venue)

Mr. Lee Han Yung

Group Financial Controller

(attendance via video conferencing)

There are total 180 Members and Proxies via TIIH Online website at <https://tiih.online> with Remote Participation and Voting (“RPV”) facilities at the commencement of the AGM.

CHAIRMAN OF THE MEETING

Dato’ Mohammed Azlan bin Hashim (“Dato Chairman”).

QUORUM

There being a quorum, the 17th AGM (“Meeting”) was duly convened.

NOTICE OF MEETING

The notice convening the Meeting was tabled and taken as read.

PRELIMINARY

As at 18 May 2021, the Company has 13,155 depositors and the total issued shares stood at 1,179, 312,654 ordinary shares. Based on report as at 10 am on 23 June 2021, 249 members have registered via RPV facilities. They represent 13,361,907 ordinary shares which constituted 1.13% of the total issued shares of the Company.

Dato Chairman informed the shareholders that this Meeting marked another unique event as this is the second year the AGM was held fully virtual via live streaming at the broadcast venue. The remote participation and voting facility was used as a precautionary measure in view of the covid-19 pandemic, as the well-being and safety of all shareholders and others are of utmost importance.

Dato Chairman introduced the full board (including himself) and the Group Financial Controller and external auditors who were present at the Broadcast Venue as well as in attendance via video conferencing.

The Company had appointed Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") as Poll Administrator to conduct the poll for the 17th AGM, and Asia Securities Sdn Bhd ("ASSB") as Scrutineers to verify the poll results.

Dato Chairman informed that in accordance with Paragraph 8.29A(1) of the Main Market Listing Requirements, all the resolutions were to be voted by way of poll. In the capacity of Chairman of the Meeting, he demanded a poll to be taken on all the resolutions pursuant to the Company's Constitution.

A short video by Tricor was played to demonstrate to the members, corporate representatives and proxies who were present at the 17th AGM on the process for online voting via TIIH Online. The voting session had commenced from the start of the Meeting at 10.00 a.m.

DIRECTORS' REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020 ("AFS")

Dato Chairman informed that the AFS were received and duly tabled at the Meeting in accordance with Section 340(1)(a) of the Companies Act 2016 and the AFS were for discussion only under Agenda 1, as it did not require shareholders' approval. Hence, it would not be put for voting.

RE-ELECTION OF DIRECTORS IN ACCORDANCE WITH ARTICLE 120 OF THE COMPANY'S CONSTITUTION

Dato Chairman informed that 2 Directors who retired by rotation in accordance with Article 120 of the Company's Constitution were eligible for re-election. The retiring Directors who offered themselves for re-election under Resolutions 1 and 2 respectively were as follows:-

- i) Mr. Cheam Dau Peng (Ordinary Resolution 1); and
- ii) Mr. Jesper Bjoern Madsen (Ordinary Resolution 2).

The profiles of the Directors standing for re-election were provided to Members on pages 15 and 17 of the Annual Report 2020.

RE-ELECTION OF DIRECTORS IN ACCORDANCE WITH ARTICLE 125 OF THE COMPANY'S CONSTITUTION

Dato Chairman informed that Mr. Goh Chin San, who retired by rotation in accordance with Article 125 of the Company's Constitution under Ordinary Resolution 3, was eligible for re-election. Mr. Goh offered himself for re-election.

The profile of Mr. Goh standing for re-election was provided to Members on page 17 of the Annual Report 2020.

NON-EXECUTIVE DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2021

Dato Chairman declared that for Ordinary Resolutions 4 and 5, he had interest in it. He passed the chair to Mr. Tay for the Ordinary Resolutions 4 and 5.

The shareholders' approval was sought on the following Ordinary Resolution 4:-

"To approve the payment of Non-Executive Directors' fees up to RM350,000 in respect of the financial year ending 31 December 2021."

NON-EXECUTIVE DIRECTORS' BENEFITS FROM 17TH AGM TO 18TH AGM

The shareholders' approval was sought on the following Ordinary Resolution 5:-

"To approve the payment of Non-Executive Directors' benefits up to RM35,000 from 17th AGM to the Eighteenth Annual General Meeting ("18th AGM) in respect of the financial year ending 31 December 2021."

RE-APPOINTMENT OF AUDITORS

The shareholders' approval was sought on the following Ordinary Resolution 6:-

"To re-appoint Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to determine their remuneration."

SPECIAL BUSINESS

RETENTION OF AN INDEPENDENT DIRECTOR, MR. WONG MENG TAK

Dato Chairman informed shareholders that for Ordinary Resolutions 7 and 8, as both Mr. Wong Meng Tak and Mr. Yeow See Yuen have served on the board for more than twelve (12) years, their election requires two tier voting.

Dato Chairman put forth the motion to approve Mr. Wong Meng Tak, whom has served as an independent director for cumulative of more than twelve years, to continue to act as an independent director as per the following Ordinary Resolution 7 :-

"THAT approval be and is hereby given to Mr. Wong Meng Tak, who has served as an Independent Director of the Company for a cumulative of more than twelve (12) years, to continue to act as an Independent Director of the Company."

RETENTION OF AN INDEPENDENT DIRECTOR, MR. YEOW SEE YUEN

Dato Chairman put forth the motion to approve Mr. Yeow See Yuen whom has served as an independent director for cumulative of more than twelve (12) years, to continue to act as an independent director as per the following Ordinary Resolution 8 :

"THAT approval be and is hereby given to Mr. Yeow See Yuen, who has served as an Independent Director of the Company for a cumulative of more than twelve (12) years, to continue to act as an Independent Director of the Company."

AUTHORITY TO ISSUE AND ALLOT SHARES

The shareholders' approval was sought on the following Ordinary Resolution 9:-

"THAT subject always to the Companies Act 2016 ("Act"), the Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia Securities") ("MMLR") and the approvals of the relevant governmental/regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Sections 75(1) and 76(1) of the Act, to issue and allot shares in the Company to such persons, at any time, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities AND THAT such authority shall continue in force until the conclusion of the next AGM."

RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The shareholders' approval was sought on the following 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 2021 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 (“Proposed Shareholders' Mandate”)

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

- (i) the conclusion of the next 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 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by shareholders in general meeting,

whichever is earlier.

AND THAT the Directors of the Company be 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.”

ANY OTHER BUSINESS

Dato Chairman informed that the Company had not received any notice for transaction of any other business at the Meeting.

QUESTIONS AND ANSWERS (“Q&A”)

Dato Chairman invited Mr. Tay Kheng Chiong, Group Managing Director, to deliver a presentation on the Company.

Mr. Tay briefed the shareholders of the products of its subsidiary, Dominant Opto Technologies Sdn Bhd and the prospects of the Group.

Mr. Tay proceeded to address the questions received prior to the Meeting as per Appendix A.

Thereafter, Mr. Tay proceeded to answer questions received via query box from the members and proxies during the Meeting, and provided the responses for the same as per Appendix A.

POLLING PROCESS

Since there were no further questions received, Dato Chairman reminded Members to vote via TIIH Online website at <https://tjih.online> with RPV facilities as the voting session would continue for another 10 minutes.

After 10 minutes, Dato Chairman then announced that the voting session for the 17th AGM of the Company had ended and Members were shown a corporate video while waiting for the Meeting to resume after 20 minutes, for the declaration of results.

ANNOUNCEMENT OF POLL RESULTS

Dato Chairman called the Meeting to order for the declaration of results. He informed that he had received the poll results from Asia Securities Sdn Bhd, a copy of the same was attached as Appendix B.

Re-election of Mr. Cheam Dau Peng as Director in accordance with Article 120 of the Company's Constitution (Ordinary Resolution 1)

Dato Chairman announced the poll result in respect of Ordinary Resolution 1 which was carried as follows:-

| Resolution | FOR | | AGAINST | |
|-----------------------|------------------|---------|------------------|--------|
| | Number of Shares | % | Number of Shares | % |
| Ordinary Resolution 1 | 751,510,407 | 98.2118 | 13,682,830 | 1.7882 |

Dato Chairman declared that the Ordinary Resolution 1 was duly passed.

Re-election of Mr. Jesper Bjoern Madsen as Director in accordance with Article 120 of the Company's Constitution (Ordinary Resolution 2)

Dato Chairman announced the poll result in respect of Ordinary Resolution 2 which was carried as follows:-

| Resolution | FOR | | AGAINST | |
|-----------------------|------------------|---------|------------------|--------|
| | Number of Shares | % | Number of Shares | % |
| Ordinary Resolution 2 | 761,115,900 | 98.6476 | 10,434,613 | 1.3524 |

Dato Chairman declared that the Ordinary Resolution 2 was duly passed.

Dato Chairman announced the poll result in respect of Ordinary Resolution 3 which was carried as follows:-

| Resolution | FOR | | AGAINST | |
|-----------------------|------------------|---------|------------------|--------|
| | Number of Shares | % | Number of Shares | % |
| Ordinary Resolution 3 | 767,925,472 | 99.5783 | 3,252,341 | 0.4217 |

Dato Chairman declared that the Ordinary Resolution 3 was duly passed.

Dato Chairman announced the poll result in respect of Ordinary Resolution 4 which was carried as follows:-

| Resolution | FOR | | AGAINST | |
|-----------------------|------------------|---------|------------------|--------|
| | Number of Shares | % | Number of Shares | % |
| Ordinary Resolution 4 | 642,041,469 | 99.9973 | 17,613 | 0.0027 |

Dato Chairman declared that the Ordinary Resolution 4 was duly passed.

Dato Chairman announced the poll result in respect of Ordinary Resolution 5 which was carried as follows:-

| Resolution | FOR | | AGAINST | |
|-----------------------|------------------|---------|------------------|--------|
| | Number of Shares | % | Number of Shares | % |
| Ordinary Resolution 5 | 642,049,469 | 99.9969 | 19,613 | 0.0031 |

Dato Chairman declared that the Ordinary Resolution 5 was duly passed.

Dato Chairman announced the poll result in respect of Ordinary Resolution 6 which was carried as follows:-

| Resolution | FOR | | AGAINST | |
|-----------------------|------------------|---------|------------------|--------|
| | Number of Shares | % | Number of Shares | % |
| Ordinary Resolution 6 | 772,410,400 | 99.9963 | 28,913 | 0.0037 |

Dato Chairman declared that the Ordinary Resolution 6 was duly passed.

Dato Chairman announced the poll result in respect of Ordinary Resolution 7 which was carried as follows:-

| Resolution | FOR | | AGAINST | |
|-----------------------------------|------------------|----------|------------------|---------|
| | Number of Shares | % | Number of Shares | % |
| Ordinary Resolution 7 (Tier 1) | 490,622,738 | 100.0000 | Nil | Nil |
| Ordinary Resolution 7 (Tier 2) | 247,845,901 | 88.4853 | 32,252,341 | 11.5147 |

Dato Chairman declared that the Ordinary Resolution 7 was duly passed.

Dato Chairman announced the poll result in respect of Ordinary Resolution 8 which was carried as follows:-

| Resolution | FOR | | AGAINST | |
|-----------------------------------|------------------|----------|------------------|---------|
| | Number of Shares | % | Number of Shares | % |
| Ordinary Resolution 8 (Tier 1) | 490,622,738 | 100.0000 | Nil | Nil |
| Ordinary Resolution 8 (Tier 2) | 249,437,234 | 88.9085 | 31,117,841 | 11.0915 |

Dato Chairman declared that the Ordinary Resolution 8 was duly passed.

Dato Chairman announced the poll result in respect of Ordinary Resolution 9 which was carried as follows:-

| Resolution | FOR | | AGAINST | |
|-----------------------|------------------|---------|------------------|--------|
| | Number of Shares | % | Number of Shares | % |
| Ordinary Resolution 9 | 752,687,700 | 97.4428 | 19,752,713 | 2.5572 |

Dato Chairman declared that the Ordinary Resolution 9 was duly passed.

Dato Chairman announced the poll result in respect of Ordinary Resolution 10 which was carried as follows:-

| Resolution | FOR | | AGAINST | |
|------------------------|------------------|---------|------------------|--------|
| | Number of Shares | % | Number of Shares | % |
| Ordinary Resolution 10 | 772,441,000 | 99.9989 | 8,313 | 0.0011 |

Dato Chairman declared that the Ordinary Resolution 10 was duly passed.

CLOSE OF MEETING

There being no other business to be transacted, Dato Chairman declared that the 17th AGM of the Company as concluded at 12.00 noon.

Confirmed as correct

Chairman
Dato' Mohammed Azlan bin Hashim