

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting ("18th AGM") of D & O Green Technologies Berhad ("D&O" or "the Company") will be held virtually through live streaming from the broadcast venue at Conference Room, A-12-01, Level 12, Block A, PJ8, 23 Jalan Barat, Seksyen 8, 46050 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 8 June 2022 at 10.00 a.m. for the following purposes:

- AGENDA**
- To receive and consider the Directors' Report and Audited Financial Statements for the year ended 31 December 2021. (Please refer to Note 1 below)
 - To re-elect Mr. Tay Kheng Chiong, a director who retires by rotation pursuant to Article 120 of the Constitution of the Company and being eligible, offers himself for re-election. (Ordinary Resolution 1)
 Mr. Goh Nan Yang who also retires by rotation pursuant to Article 120 of the Constitution of the Company, has expressed his intention not to seek re-election. Hence, he will remain office until the close of this 18th AGM.
 - To re-elect Madam Jennifer Chong Gaik Lan, a director who retires by rotation pursuant to Article 125 of the Constitution of the Company and being eligible, offers herself for re-election. (Ordinary Resolution 2)
 - To approve the payment of Non-Executive Directors' fees in respect of the financial year ending 31 December 2022 and Non-Executive Directors' benefits from 18th AGM to the Nineteenth Annual General Meeting ("19th AGM") as follow:

Non-Executive Director	Fees	Benefits
- Tan Sri Mohamad Azlan bin Hashim	RM57,500	RM5,000
- Goh Nan Yang	RM17,250	-
- Goh Chin San	RM36,500	RM5,000
- Wong Meng Tak	RM54,750	RM10,000
- Jesper Bjoern Madsen	RM50,300	RM10,000
- Yeow See Yuen	RM52,300	RM10,000
- Jennifer Chong Gaik Lan	RM48,300	RM10,000

AND THAT the Directors of the Company be authorised to do all such acts and things (including executing all such documents as may be required and define the payment terms), as they may consider expedient or necessary in the payment of Non-Executive Directors' fees."

- To re-appoint Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to determine their remuneration. (Ordinary Resolution 10)
- Special Business**
 By way of Special Business, to consider and if thought fit, to pass the following resolutions, with or without modification:-

6.1 **Retention of an Independent Director, Mr. Wong Meng Tak** (Ordinary Resolution 11)
"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 nine (9) years, to continue to act as an Independent Director of the Company."

6.2 **Retention of an Independent Director, Mr. Yeow See Yuen** (Ordinary Resolution 12)
"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 nine (9) years, to continue to act as an Independent Director of the Company."

6.3 **Authority to Issue and Allot Shares** (Ordinary Resolution 13)
"THAT subject always to the Companies Act 2016 ("Act"), the Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") 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 Securities **AND THAT** such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM")."

6.4 **Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")** (Ordinary Resolution 14)
"THAT approval and authority be and is 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 Part A of the Circular to Shareholders dated 28 April 2022 ("Circular") 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, **AND THAT** such approval shall continue to be in force until:-

- 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
- 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 Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- 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."

6.5 **PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS" OR "SCHEME") OF UP TO 2% OF THE TOTAL NUMBER OF ISSUED SHARES (EXCLUDING TREASURY SHARES, IF ANY) OF D&O AT ANY POINT IN TIME DURING THE DURATION OF THE SCHEME ("PROPOSED ESOS")** (Ordinary Resolution 15)

"THAT subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board of Directors of D&O ("Board") to establish the ESOS involving up to 2% of the total number of issued shares (excluding treasury shares, if any) of the Company ("D&O Shares" or "Shares") from time to time for the benefit of eligible Executive Directors and employees of D&O and its subsidiaries ("D&O Group" or "Group") (excluding dormant subsidiaries, if any) who meet the criteria of eligibility for participation in the Proposed ESOS ("Eligible Persons"), and the Board be and is hereby authorised:-

- the ESOS committee to implement and administer the ESOS for the benefit of the Eligible Persons, in accordance with the by-laws governing the Proposed ESOS ("By-Laws") as set out in Appendix I of Part B of the Circular;
- to issue and allot from time to time such number of new Shares as may be required to be issued pursuant to the exercise of options granted under the Proposed ESOS ("ESOS Options"), **PROVIDED THAT** the total number of new Shares to be issued under the Proposed ESOS shall not in aggregate exceed 2% of the total number of issued Shares (excluding treasury shares, if any) of D&O at any point in time during the duration of the Proposed ESOS **AND THAT** the new Shares to be issued and allotted upon the exercise of any ESOS Options will, upon issuance and allotment, rank equally in all respects with the existing D&O Shares, save and except that the new D&O Shares will not be entitled to any dividends, rights, allotments, and/or other forms of distribution where the entitlement date precedes the relevant date of issuance and allotment of the new D&O Shares;
- to do all necessary and make such applications as may be necessary at the appropriate time or times to Bursa Securities for the listing and quotation of the new Shares which may from time to time be issued and allotted arising from the exercise of the ESOS Options; and
- to modify, vary and/or amend the By-Laws from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board **PROVIDED THAT** such modifications, variations and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications, variations and/or amendments, deeds or undertakings, to deliver and/or impose such terms and conditions and/or delegate part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the Proposed ESOS.

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute all such documents and enter into all such arrangements, agreements, deeds and/or undertakings with any parties as they may deem fit necessary, expedient and/or appropriate in order to finalise, implement and/or give full effect to the Proposed ESOS and terms of the By-Laws with full power to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Board may deem fit or necessary or expedient in the best interest of the Company.

AND THAT the draft By-Laws, as set out in Appendix I of Part B of the Circular, be and is hereby approved and adopted."

6.6 **PROPOSED ALLOCATION OF ESOS OPTIONS UNDER THE PROPOSED ESOS** (Ordinary Resolution 16)
"THAT subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to the following persons, ESOS Options to subscribe for new Shares under the Proposed ESOS:

- Tay Kheng Chiong (Group Managing Director) (Ordinary Resolution 16)
- Cheam Dau Peng (Executive Director) (Ordinary Resolution 17)

Provided always that:

- the abovementioned persons must not participate in the deliberation and/or discussion of their own respective allocation;
- not more than 10% of the total number of new Shares to be issued under the Proposed ESOS would be allocated to any one of the abovementioned persons who, either singly or collectively through persons connected to them, holds 20% or more of the total number of issued shares of the Company; and
- the allocation of ESOS Options to the abovementioned persons shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements, or any prevailing guidelines issued by Bursa Securities, as amended from time to time.

THAT at any one time during the duration of the Proposed ESOS, not more than 60% of the total number of ESOS Options available under the Proposed ESOS could be allocated, in aggregate to the executive directors and senior management of D&O Group (excluding dormant subsidiaries, if any) pursuant to the Proposed ESOS.

AND THAT the Board is also authorised to issue and allot the corresponding number of new Shares arising from the exercise of the ESOS Options that may be granted to them under the Proposed ESOS."

6.7 **PROPOSED SHARE BUY-BACK OF UP TO 10% OF THE ISSUED SHARES OF D&O THROUGH BURSA SECURITIES IN ACCORDANCE WITH SECTION 127(1) OF THE COMPANIES ACT, 2016 ("PROPOSED SHARE BUY-BACK")** (Ordinary Resolution 18)

"THAT subject to the Act, rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution, Listing Requirements and any other relevant authority or approval for the time being in force or as may be amended from time to time, the Board be and is hereby authorised to purchase the Company's shares as may be determined by the Board from time to time through Bursa Securities upon such terms and conditions as the Board may deem fit, necessary and expedient in the interest of the Company, provided that:

- the maximum number of ordinary shares which may be purchased by the Company shall not exceed 10% of the total issued shares of the Company at any point in time;
- the maximum fund to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company; and
- the authority conferred by this resolution shall continue to be in force until:
 - the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed at which time the said authority shall lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
 - the expiration of the period within which the next AGM of the Company is required by law to be held; or
 - the authority is revoked or varied by ordinary resolution passed by the shareholders in a general meeting, whichever, occurs first,
 but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any).

THAT upon completion of the purchase by the Company of its own ordinary shares, the Board be and is hereby authorised to deal with the ordinary shares purchased in their absolute discretion in the following manner:

- cancel all the ordinary shares so purchased;
- retain the ordinary shares so purchased as treasury shares for distribution as share dividends to the shareholders of D&O and/or sell through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or to be transferred under employees' share scheme or as consideration and/or cancelled subsequently; and/or
- retain part thereof as treasury shares and cancel the remainder.

AND THAT the Board be and is hereby authorised to take all such steps as necessary (including the opening and maintaining of depository accounts) under the Securities Industry (Central Depositories) Act, 1991 and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time or as the Board may in their discretion deem necessary and to do all such acts and things the Board may deem fit and expedient in the best interest of the Company.

6.8 **PROPOSED ISSUANCE AND ALLOTMENT OF A TOTAL OF 583,691 NEW ORDINARY SHARES IN DOMINANT ELECTRONICS SDN BHD ("DESB"), REPRESENTING 6.80% OF THE ENLARGED EQUITY INTEREST IN DESB TO TAY KHENG CHIONG AND LOW TEK BENG AND PROPOSED ISSUANCE AND ALLOTMENT OF A TOTAL OF 841,092 NEW ORDINARY SHARES IN DOMINANT TECHNOLOGIES SDN BHD ("DTSB"), REPRESENTING 6.55% OF THE ENLARGED EQUITY INTEREST IN DTSB TO TAY KHENG CHIONG AND LOW TEK BENG ("PROPOSED ALLOTMENT OF SHARES")** (Ordinary Resolution 19)

"THAT, subject to the approvals being obtained from all relevant authorities and parties, approval be and is hereby given to DESB, being a wholly-owned subsidiary of the Company, to allot and issue a total of 583,691 new ordinary shares in DESB ("DESB Shares" or "DESB Subscription Shares"), representing an equity interest of 6.80% of the enlarged equity interest in DESB, at an issue price of RM0.38 per DESB Share to Tay Kheng Chiong and Low Tek Beng upon the terms stipulated in the subscription agreement entered into between DESB, Tay Kheng Chiong and Low Tek Beng dated 31 March 2022.

THAT, subject to the approvals being obtained from all relevant authorities and parties, approval be and is hereby given to DTSB, being a wholly-owned subsidiary of the Company, to allot and issue a total of 841,092 new ordinary shares in DTSB ("DTSB Shares" or "DTSB Subscription Shares"), representing an equity interest of 6.55% of the enlarged equity interest in DTSB, at an issue price of RM0.38 per DTSB Share to Tay Kheng Chiong and Low Tek Beng upon the terms stipulated in the subscription agreement entered into between DTSB, Tay Kheng Chiong and Low Tek Beng dated 31 March 2022.

THAT the DESB Subscription Shares and DTSB Subscription Shares shall, upon issuance and allotment, rank pari passu in all respects with the existing shares in DESB and DTSB, respectively save and except that the DESB Subscription Shares and DTSB Subscription Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid for which the entitlement date falls before the date of allotment of such DESB Subscription Shares and DTSB Subscription Shares.

AND THAT any 1 of the Director of the Company be and is hereby authorised to sign, execute and deliver on behalf of the Company all necessary documents and do all acts and things as may be required for or in connection with and to give full effect to the Proposed Allotment of Shares to Tay Kheng Chiong and Low Tek Beng, with full and discretionary power to assent or make any conditions, variations, revisions, modifications and/or amendments as they may consider to be in the best interest of the Company, or that may be required by any relevant authorities and to take all such steps as well as to execute all such documents as they may deem necessary or expedient in order to implement, complete and do all such acts and things to finalise and give full effect to the Proposed Allotment of Shares to Tay Kheng Chiong and Low Tek Beng."

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the 18th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 75 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 1 June 2022. Only a depositor whose name appears on the Record of Depositors as at 1 June 2022 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board
TAN PEI CHOO
 (MA/CSA 7023284)
 SSM PC NO: 202008001020
 Company Secretary

Kuala Lumpur
 28 April 2022

NOTES:-

- Item 1 of the Agenda is meant for discussion only as provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.
- IMPORTANT NOTICE**
 The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Shareholders **WILL NOT BE ALLOWED** to attend the 18th AGM in person at the Broadcast Venue on the day of the meeting. Shareholders are to attend, post questions to the Board via real time submission of typed texts and vote (collectively, "participate") remotely at the 18th AGM via the Remote Participation and Voting ("RPV") facilities provided by SS E Solutions Sdn. Bhd. ("SSESB") via its SS e-Portal at <https://sshsb.net.my/>. **Please follow the Procedures for RPV in the Administrative Guide for the 18th AGM and take note of Notes (3) to (15) below in order to participate remotely via RPV.**
- For the purpose of determining who shall be entitled to participate in the 18th AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the **Record of Depositors as at 1 June 2022**. Only a member whose name appears on this Record of Depositors shall be entitled to participate in the 18th AGM via RPV.
- A member who is entitled to participate in the 18th AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.

- A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint one (1) or more proxies to participate instead of the member at the 18th AGM via RPV.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holding(s) to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint more than one (1) proxy in respect of each security account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- A member who has appointed a proxy or attorney or authorised representative to attend, participate, post questions and vote at this 18th AGM via RPV must request his/her proxy to register himself/herself for RPV via SS e-Portal at <https://sshsb.net.my/>. **Please follow the Procedures for RPV in the Administrative Guide for the 18th AGM.**
- The appointment of a proxy may be made in a hard copy form and must be deposited at the Registered Office of the Company at No. 15, Bukit Ledang, Off Jalan Dutra, 50480 Kuala Lumpur or by electronic means can be electronically lodged via the SS e-Portal at <https://sshsb.net.my/>. Kindly refer to the Administrative Guide for further information on electronic lodging of proxy form. All proxy forms submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the 18th AGM or adjourned general meeting at which the person named in the appointment proposes to vote.
- Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- Last date and time for lodging the proxy form is **Monday, 6 June 2022 at 10.00 a.m.**
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Registered Office of the Company at No. 15, Bukit Ledang, Off Jalan Dutra, 50480 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the 18th AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- For a corporate member who has appointed a representative, please deposit the **ORIGINAL** certificate of appointment at the Registered Office of the Company at No. 15, Bukit Ledang, Off Jalan Dutra, 50480 Kuala Lumpur. The certificate of appointment should be executed in the following manner:
 - If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
 - If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - at least two (2) authorised officers, of whom one shall be a director; or
 - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all resolutions set out in this Notice will be put to vote by way of poll.

Abstention from Voting

16) All those Directors of the Company who are shareholders of the Company will abstain from voting on the respective resolutions under Ordinary Resolutions 3, 4, 5, 6, 7, 8 and 9, as applicable, in respect of their direct and/or indirect shareholdings in D&O.

17) Any Director referred in Ordinary Resolution 1, 2, 11 and 12 who is a shareholder of the Company will abstain from voting on the resolution in respect of his re-election at the 18th AGM.

18) Any Director referred in Ordinary Resolutions 16 and 17 who is a shareholder of the Company will abstain from voting on the resolution in respect of his Proposed ESOS allocation at the 18th AGM.

19) Mr. Tay Kheng Chiong will abstain from voting on Ordinary Resolution 19 in respect of the Proposed Allotment of Shares to him at the 18th AGM.

Explanatory Notes

(a) Re-election of Directors
 Based on the recommendation of the Nomination Committee according to *Policy and Procedures on Nomination and Appointment of Director and Senior Management and Re-Appointment of Director and Fit and Proper Policy*, the Board is satisfied with the performance and contributions of the following Directors and supports the re-election based on the following justifications:

- Ordinary Resolution 1- Re-election of Mr. Tay Kheng Chiong as Group Managing Director (Executive Director)
 Mr. Tay shows exemplary leadership in business expansion, sustainability management and value creation of the Group. He has contributed significantly to the Group by providing valuable inputs and steered the Group forward in the past years with notable achievements during his tenure as Group Managing Director.
- Ordinary Resolution 2- Re-election of Madam Jennifer Chong Gaik Lan as Independent Non-Executive Director
 Madam Chiong fulfills the requirement of independence set out in the MMLR of Bursa Securities as well as the prescribed criteria under the MCOG 2021. She has demonstrated her independence through her engagement in the meetings by proactively giving valuable insights to the Management in developing the Group's internal control and risk management. She also exercised her due care and carried out her professional duties proficiently during her tenure as an Independent Non-Executive Director of the Company.

Their profiles are set out on page 23 to 27 of the Annual Report 2021.

(b) Retention of Independent Director
 Ordinary Resolution 11, if passed, will allow Mr. Wong Meng Tak to continue in office as an Independent Director of the Company.

Mr. Wong Meng Tak was appointed as an Independent Director on 16 September 2004. The Board has conducted an annual performance evaluation and assessment of Mr. Wong, who has served the Company for more than nine years as at the date of this 18th AGM and recommended him to continue to act as Independent Director of the Company based on the following justifications:-

- he has met the independence guidelines set out in the Listing Requirements,
- he continues to be independent as he has no circumstances and relationships that create threats to his independence,
- he has actively participated in board meetings and possesses the appropriate competencies to enable him to apply professional judgment, and
- he has contributed sufficient time and efforts and exercised due care in all undertakings of the Company and has acted and carried out his fiduciary duties in the interest of the Company during his tenure as an Independent Director.

Pursuant to the Malaysian Code on Corporate Governance 2021, the Company would use two-tier voting process in seeking annual shareholders' approval to retain Mr. Wong, who served the Company as an Independent Director beyond nine years. The Board recommends you to support the resolution for the Director to continue in office.

Ordinary Resolution 12, if passed, will allow Mr. Yeow See Yuen to continue in office as an Independent Director of the Company.

The Board has assessed the independence of Mr. Yeow See Yuen who served as an Independent Director of the Company for a cumulative term of more than nine years, and have recommended that he continues to act as an Independent Director of the Company based on the following justifications:-

- he has familiarised himself with the business and provides the element of objectivity to the Board of Directors,
- he has met the independence guidelines set out in the Listing Requirements,
- he has actively participated in board meetings and possesses the appropriate competencies to enable him to apply professional judgment, and
- he has contributed sufficient time and efforts and exercised due care in all undertakings of the Company and has acted and carried out his fiduciary duties in the interest of the Company during his tenure as an Independent Director.

Pursuant to the Malaysian Code on Corporate Governance 2021, the Company would use two-tier voting process in seeking annual shareholders' approval to retain Mr. Yeow, who served the Company as an Independent Director beyond nine years. The Board recommends you to support the resolution for the Director to continue in office.

(c) Authority to Issue and Allot Shares
 Ordinary Resolution 13, if passed, will give authority to the Directors of the Company, from the date of the 18th AGM, to issue and allot ordinary shares in the Company up to and not exceeding in total ten percent (10%) of the issued share capital of the Company for the time being, for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

The Company had issued 38,500,000 via private placement on 1 December 2021 and allotment of new ordinary shares to those employees who have exercised their options under the then Employees' Share Option Scheme which was authorized under the general authority which was approved at the last AGM held on 25 May 2021 and which will lapse at the conclusion of the 18th AGM. A renewal of this authority is being sought at the 18th AGM under the proposed Ordinary Resolution 13.

The renewed mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment, working capital and/or acquisitions.

(d) Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature
 Ordinary Resolution 14, 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 set out in Section 4 of Part A of the Circular to Shareholders of the Company dated 28 April 2022 that is circulated together with the Company's Notice of the 18th AGM. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

(e) Establishment of ESOS and allocation of ESOS Options
 Subject to the passing of the Ordinary Resolution 15, Ordinary Resolutions 16 and 17, if pass, will give authority to the Board to authorise the ESOS Committee, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to the Eligible Persons including to the following Directors, ESOS Options to subscribe for the Company shares under the Proposed ESOS:-

- Tay Kheng Chiong (Group Managing Director) - Ordinary Resolution 16
- Cheam Dau Peng (Executive Director) - Ordinary Resolution 17

Details of the Proposed ESOS is set out in Part B of the Circular, which is circulated together with the Company's 2021 Annual Report.

(f) Proposed Adoption of the Share Buyback Mandate
 The Ordinary Resolution proposed under item 18, if passed, will empower the Directors to purchase the Company's shares through Bursa Securities of up to 10% of the issued shares of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. Details of the Proposed Share Buyback is set out in Part B of the Circular, which is circulated together with the Company's 2021 Annual Report.

(g) Allotment of new ordinary shares in DESB and DTSB
 Ordinary Resolution 19, if passed, will give authority to both DESB and DTSB to issue new ordinary shares to Tay Kheng Chiong and Low Tek Beng. Details of the Proposed Allotment of Shares is set out in Part B of the Circular, which is circulated together with the Company's 2021 Annual Report.