

NOTICE IS HEREBY GIVEN THAT the Twentieth Annual General Meeting (“20th 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 Monday, 27 May 2024 at 10.00 a.m. for the following purposes: -

AGENDA

1.

To receive and consider the Directors' Report and Audited Financial Statements for the year ended 31 December 2023.

(Please refer to Note 1 below)
2.

To re-elect Mr. Goh Chin San, 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)
3.

To re-elect Madam Jennifer Chong Gaik Lan, a director who retires by rotation pursuant to Article 120 of the Constitution of the Company and being eligible, offers herself for re-election.

(Ordinary Resolution 2)
4.

To re-elect Mr. Raja Ahmad Nazim Azlan Shah bin Raja Ashman Shah, a director who retires by rotation pursuant to Article 125 of the Constitution of the Company and being eligible, offers himself for re-election.

(Ordinary Resolution 3)
5.

To re-elect Madam Lui Soek Kuen, 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 4)
6.

To approve the payment of Non-Executive Directors' fees in respect of the financial year ending 31 December 2024 and Non-Executive Directors' benefits from 20th AGM to the Twenty-first Annual General Meeting (“21st AGM”) as follow and 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:
- | Non-Executive Director | Fees | Benefits |
|--|--------|----------|
| - Tan Sri Mohammed Azlan bin Hashim | 57,500 | 5,000 |
| - Goh Chin San | 38,500 | 5,000 |
| - Jesper Bjoern Madsen | 54,897 | 10,000 |
| - Yeow See Yuen | 36,500 | 5,000 |
| - Jennifer Chong Gaik Lan | 51,489 | 10,000 |
| - Goh Chin Loong | 36,500 | 10,000 |
| - Au Siew Loon | 53,750 | 10,000 |
| - Lui Soek Kuen | 52,402 | 10,000 |
| - Raja Ahmad Nazim Azlan Shah bin Raja Ashman Shah | 39,600 | 10,000 |
7.

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 14)
8.

Special Business

- 8).

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.
- 9).

A member who has appointed a proxy or attorney or authorised representative to attend, participate, post questions and vote at this 20th AGM via RPV must request his/her proxy to register himself/herself for RPV via **SS e-Portal** website at <https://sshsb.net.my>. **Please follow the Procedures for RPV in the Administrative Guide for the 20th AGM.**
- 10).

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 Duta, 50480 Kuala Lumpur or by electronic means can be electronically lodged via **SS e-Portal** website at <https://sshsb.net.my>. Kindly refer to the Administrative Guide for further information on electronic lodgement 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 20th AGM or adjourned general meeting at which the person named in the appointment proposes to vote.
- 11).

Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- 12).

Last date and time for lodging the proxy form is **Saturday, 25 May 2024 at 10.00 a.m.**
- 13).

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 Duta, 50480 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the 20th 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.
- 14).

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 Duta, 50480 Kuala Lumpur. The certificate of appointment should be executed in the following manner:

(i)

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.

(ii)

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:

(a)

at least two (2) authorised officers, of whom one shall be a director; or

(b)

any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

15).

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 5, 6, 7, 8, 9, 10, 11, 12 and 13, as applicable, in respect of their direct and/or indirect shareholdings in D & O.

17).

Any Director referred in Ordinary Resolution 1, 2, 3 and 4 who is a shareholder of the Company will abstain from voting on the resolution in respect of his re-election at the 20th 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 Key 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:

1).

Ordinary Resolution 1 and 2 – Re-election of Mr. Goh Chin San as Non-Independent Non-Executive Director and Madam Jennifer Chong Gaik Lan as Independent Non-Executive Director.

Mr. Goh and Madam Jennifer has offered themselves for re-election as director and had abstained from the deliberation and decision on their eligibility for re-election in the Board.

Mr. Goh and Madam Jennifer confirmed to their best knowledge, they have no conflict of interest or potential conflict of interest in any competing business with the Company and its Group.

The Nomination Committee (“NC”) has assessed the performance and contribution of the retiring Directors, as well as the performance of the Independent Director seeking for re-election at the 20th AGM inclusive of their skills, experience, character, integrity, competency, commitment and contribution. Based on the findings of the Board and Board Committee for the financial year ended 2023, the performance and contribution of the retiring Directors were found to be satisfactory and they are competent and able to discharge their fiduciary duties as Directors of the Company. The retiring Independent Non-Executive Director also complied and satisfied the independence criteria as required by the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad. NC is satisfied that the retiring Directors meet the fit and proper criteria as set out in the Fit and Proper Policy.

Based on the above, the Board had endorsed the recommendation of the NC to seek the shareholders' approval for the re-election of the retiring Directors.

All Directors standing for re-election have abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board Meetings. They will continue to abstain from voting on their own reelection at the 20th AGM.

2).

Ordinary Resolutions 3 and 4 - Re-election of the following directors :

(i)

Mr. Raja Ahmad Nazim Azlan Shah Bin Raja Ashman Shah (Independent Non-Executive Director); and

(ii)

Madam Lui Soek Kuen (Independent Non-Executive Director)

The abovementioned directors were appointed by the Board since the last AGM and shall hold office until the conclusion of 20th AGM of the Company and shall be eligible for re-election. All of them have consented to be re-elected as Directors of the Company. They have attended and successfully completed the Mandatory Accreditation Programme 1 as required by the Listing Requirements.

Both Mr. Raja Ahmad Nazim and Madam Lui confirmed to their best knowledge, they have no conflict of interest or potential conflict of interest in any competing business with the Company and its Group.

Their profiles are found on the “Profile of Directors” section of the Integrated Report 2023.

(b)

Retention of Independent Director

Ordinary Resolution 15, if passed, will allow Mr. Jesper Bjoern Madsen to continue in office as an Independent Director of the Company. Mr. Jesper Bjoern Madsen was appointed as an Independent Director on 21 August 2014.

Mr. Madsen has offered himself for re-election as director and had abstained from the deliberation and decision on his eligibility for re-election in the Nomination Committee as well as Board.

The Board has via the Nomination Committee conducted an annual performance evaluation and assessment of Mr. Madsen, who has served the Company for more than nice years as at the date of the notice of this 20th AGM and recommended him to continue to act as Independent Director of the Company based on the following justifications:

i)

he has met the independence guidelines set out in the MMLR;

ii)

he continues to be independent as he has no circumstances and relationships that create threats to his independence;

iii)

he has actively participated in board meetings and possesses the appropriate competencies to enable him to apply professional judgment; and

iv)

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 2017, the Company would use two-tier voting process in seeking annual shareholders' approval to retain Mr. Madsen, 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.

Mr. Madsen confirmed to his best knowledge, he has no conflict of interest or potential conflict of interest in any competing business with the Company and its Group.

The profile of Mr. Madsen is found on the “Profile of Directors” section of the Integrated Report 2023.

(c)

Authority to issue shares pursuant to Section 75 and 76 of the Companies Act, 2016

Ordinary Resolution 16, if passed, will give authority to the Directors of the Company, from the date of the 20th 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 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 17, 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 the Circular to Shareholders of the Company dated 26 April 2024 that is circulated together with the Company's Notice of the 20th AGM. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the 20th 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 17 May 2024. Only a depositor whose name appears on the Record of Depositors as at 17 May 2024 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
(MAICSA 7023284)
SSM PC NO: 202008001020
Company Secretary

Kuala Lumpur
26 April 2024

NOTES:-

1)

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.

2)

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 20th 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 20th AGM via the Remote Participation and Voting (“RPV”) facilities provided by SS E Solutions Sdn. Bhd. Via its **SS e-Portal** website at <https://sshsb.net.my>. **Please follow the Procedures for RPV in the Administrative Guide for the 20th AGM and take note of Notes (3) to (15) below in order to participate remotely via RPV.**

3)

For the purpose of determining who shall be entitled to participate in the 20th 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 17 May 2024**. Only a member whose name appears on this Record of Depositors shall be entitled to participate in the 20th AGM via RPV.

4)

A member who is entitled to participate in the 20th 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.

5)

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 20th AGM via RPV.

6)

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.

7)

Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING
Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad There is no person seeking election as Director of the Company at the 20th AGM.
Details of the general mandate to issue securities in the Company pursuant to Section 75 and 76 of the Companies Act 2016 are set out in Explanatory Note (c) of the Notice of the 20th AGM.