



**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting of Dufu Technology Corp. Berhad (“**Dufu**” or “**Company**”) will be held at Function Room 10, Spice Convention Centre, SPICE, No. 108, Jalan Tun Dr. Awang, 11900 Penang on Friday, 9 November 2018 at 9.30 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary resolution, with or without any modifications:

**ORDINARY RESOLUTION**

**PROPOSED BONUS ISSUE OF UP TO 87,735,185 NEW ORDINARY SHARES IN DUFU (“DUFU SHARE(S)”) (“BONUS SHARE(S)”) ON THE BASIS OF 1 BONUS SHARE FOR EVERY 2 EXISTING DUFU SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE”)**

“**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 Dufu (“**Board**”) to issue up to 87,735,185 Bonus Shares in the share capital of the Company credited to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later on the basis of 1 Bonus Share for every 2 existing Dufu Shares held by such shareholders on that date;

**THAT** fractional entitlements arising from the Proposed Bonus Issue, if any, shall be disregarded and shall be dealt with in such manner as the Board shall in its absolute discretion deem fit or expedient and in the best interest of the Company;

**THAT** the Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing Dufu Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid where the entitlement date is before the date of allotment and issuance of the Bonus Shares;

**AND THAT** the Board be and is hereby authorised to give effect to the Proposed Bonus Issue with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue.”

By order of the Board

**How Wee Ling** (MAICSA 7033850)

**Ooi Ean Hoon** (MAICSA 7057078)

Secretaries

Penang

16 October 2018

**Notes:**

- A. *For the purpose of determining a member who shall be entitled to attend and vote at this Extraordinary General Meeting, the Company shall be requesting the Record of Depositors as at 31 October 2018. Only a depositor whose name appears on the Record of Depositors as at 31 October 2018 shall be entitled to attend, speak and vote at the said meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.*
1. *A member of the Company (except an Exempt Authorised Nominee) shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) or more proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
2. *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.*
3. *The instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.*
4. *The instrument appointing a proxy must be deposited at the Registered Office of the Company at 57-G Persiaran Bayan Indah, Bayan Bay, Sungai Nibong, 11900 Penang not less than 24 hours before the time for holding the Meeting, i.e. Thursday, 8 November 2018 at 9.30 a.m. or any adjournment thereof.*