

**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, Malaysia, on Wednesday, 12 June 2019 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary resolutions, with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT OF TIME DURING THE DURATION OF THE SCHEME FOR ELIGIBLE EXECUTIVE DIRECTORS AND EMPLOYEES OF DUFU AND ITS SUBSIDIARY COMPANIES ("DUFU GROUP" OR "GROUP") (EXCLUDING SUBSIDIARY COMPANIES WHICH ARE DORMANT, IF ANY) ("PROPOSED ESOS" OR "SCHEME")

"THAT subject to the approvals of all relevant authorities (where applicable), and to the extent permitted by law and the Constitution of the Company, the Board of Directors of the Company ("Board") be and is hereby authorised and empowered to:

- (i) establish, implement and administer the Scheme of up to 10% of the total number of issued shares of the Company ("Dufu Shares" or "Shares") (excluding treasury shares, if any) of the Company at any point of time during the duration of the Scheme for the eligible executive Directors and employees of Dufu Group (excluding subsidiary companies which are dormant, if any) in accordance with the provisions of the by-laws governing the Scheme ("By-Laws"), a draft of which is set out in Appendix I of the circular to shareholders of the Company dated 23 May 2019 ("Circular"), and to give full effect to the Scheme with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities;
 - (ii) offer and grant option(s) to subscribe for the Share(s) under the Scheme ("ESOS Option(s)" or "Option(s)") and issue and/or transfer such number of Dufu Shares arising from the exercise of the ESOS Options that may be granted under the Scheme, provided that the maximum number of Dufu Shares which may be made available under the Scheme shall not in aggregate exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time during the duration of the Scheme;
- Any Shares to be issued and/or the transferred to the Grantee arising from the exercise of the Options will rank *pari passu* in all respects with the then existing Shares, save and except that the Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid, for which the entitlement date is prior to the date of issuance and/or transfer of the abovementioned Shares;
- (iii) add to, amend, modify and/or delete all or any part of the terms and conditions as set out in the By-Laws governing the Scheme from time to time provided that such additions, modifications or amendments or deletions are effected in accordance with the provisions of the By-Laws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed ESOS;
 - (iv) extend the duration of the Scheme for another period of up to a maximum of 5 years in aggregate, commencing from the day after the date of expiration of the original 5 years period provided always that such extension of the Scheme made in accordance with the provisions of the By-Laws shall not in aggregate exceed a duration of 10 years from the date the Scheme takes effect; and
 - (v) do all things necessary and make the necessary applications to Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new Shares that may, hereafter from time to time, be issued arising from the exercise of the ESOS Options;

AND THAT the Board be and is hereby authorised to give effect to the Proposed ESOS 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, deeds and things as they may consider necessary and/or expedient to implement, finalise and give full effect to the Proposed ESOS.

AND THAT the draft By-Laws, as set out in Appendix I of the Circular which is in compliance with the Main Market Listing Requirements of Bursa Securities ("Listing Requirements"), be and is hereby approved and adopted."

ORDINARY RESOLUTION 2**PROPOSED GRANTING OF ESOS OPTIONS TO WU, MAO-YUAN**

"THAT, subject to the passing of Ordinary Resolution 1 above and the approvals of the relevant authorities (where required) for the Proposed ESOS, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed ESOS, to offer and grant up to a maximum of 2,000,000 ESOS Options to Wu, Mao-Yuan, the Executive Director of Dufu, subject to the provisions of the By-Laws of the Proposed ESOS, provided always that:-

- (i) he must not participate in the deliberation or discussion of his own allocation, as well as that of the persons connected with him, under the Proposed ESOS; and
- (ii) not more than 10% of the total number of Shares to be issued under the Scheme shall be allocated to him, if he either singly or collectively through persons connected (as defined in the Listing Requirements) with him, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares, if any),

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

AND THAT, the Board be further authorised to issue and/or transfer such number of Shares arising from the exercise of the ESOS Options, from time to time, to the abovementioned person."

ORDINARY RESOLUTION 3**PROPOSED GRANTING OF ESOS OPTIONS TO LEE, WEN-JUNG**

"THAT, subject to the passing of Ordinary Resolution 1 above and the approvals of the relevant authorities (where required) for the Proposed ESOS, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed ESOS, to offer and grant up to a maximum of 250,000 ESOS Options to Lee, Wen-Jung, the Sales Manager of Dufu Industries Sdn Bhd, a subsidiary company of Dufu, who is also a major shareholder of Dufu by virtue of his interest in Perfect Commerce Sdn Bhd, subject to the provisions of the By-Laws of the Proposed ESOS, provided always that:-

- (i) he must not participate in the deliberation or discussion of his own allocation, as well as that of the persons connected with him, under the Proposed ESOS; and
- (ii) not more than 10% of the total number of Shares to be issued under the Scheme shall be allocated to him, if he either singly or collectively through persons connected (as defined in the Listing Requirements) with him, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares, if any),

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

AND THAT, the Board be further authorised to issue and/or transfer such number of Shares arising from the exercise of the ESOS Options, from time to time, to the abovementioned person."

ORDINARY RESOLUTION 4**PROPOSED GRANTING OF ESOS OPTIONS TO YEOH BENG HOI**

"THAT, subject to the passing of Ordinary Resolution 1 above and the approvals of the relevant authorities (where required) for the Proposed ESOS, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed ESOS to offer and grant up to a maximum of 2,500,000 ESOS Options to Yeh Beng Hoi, the Chief Executive Officer of Dufu Group, subject to the provisions of the By-Laws of the Proposed ESOS, provided always that:-

- (i) he must not participate in the deliberation or discussion of his own allocation, as well as that of the persons connected with him, under the Proposed ESOS; and
- (ii) not more than 10% of the total number of Shares to be issued under the Scheme shall be allocated to him, if he either singly or collectively through persons connected (as defined in the Listing Requirements) with him, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares, if any),

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

AND THAT, the Board be further authorised to issue and/or transfer such number of Shares arising from the exercise of the ESOS Options, from time to time, to the abovementioned person."

ORDINARY RESOLUTION 5**PROPOSED GRANTING OF ESOS OPTIONS TO HSU, SUNG-HSIANG**

"THAT, subject to the passing of Ordinary Resolution 1 above and the approvals of the relevant authorities (where required) for the Proposed ESOS, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed ESOS to offer and grant up to a maximum of 500,000 ESOS Options to Hsu, Sung-Hsiang, the Senior Manager of Guangzhou Futron Technology Co Ltd, a subsidiary company of Dufu, who is also the wife of Wu, Mao-Yuan, subject to the provisions of the By-Laws of the Proposed ESOS, provided always that:-

- (i) she must not participate in the deliberation or discussion of her own allocation, as well as that of the persons connected with her under the Proposed ESOS; and
- (ii) not more than 10% of the total number of Shares to be issued under the Scheme shall be allocated to her, if she either singly or collectively through persons connected (as defined in the Listing Requirements) with her, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares, if any),

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

AND THAT, the Board be further authorised to issue and/or transfer such number of Shares arising from the exercise of the ESOS Options, from time to time, to the abovementioned person."

ORDINARY RESOLUTION 6**PROPOSED GRANTING OF ESOS OPTIONS TO WU, MING-HSIU**

"THAT, subject to the passing of Ordinary Resolution 1 above and the approvals of the relevant authorities (where required) for the Proposed ESOS, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed ESOS to offer and grant up to a maximum of 250,000 ESOS Options to Wu, Ming-Hsiu, the Director of Guangzhou Futron Precision Industries Co Ltd and Production Manager of Guangzhou Futron Technology Co Ltd, both are subsidiaries company of Dufu, who is also the son of Wu, Mao-Yuan, subject to the provisions of the By-Laws of the Proposed ESOS, provided always that:-

- (i) he must not participate in the deliberation or discussion of his own allocation, as well as that of the persons connected with him, under the Proposed ESOS; and
- (ii) not more than 10% of the total number of Shares to be issued under the Scheme shall be allocated to him, if he either singly or collectively through persons connected (as defined in the Listing Requirements) with him, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares, if any),

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

AND THAT, the Board be further authorised to issue and/or transfer such number of Shares arising from the exercise of the ESOS Options, from time to time, to the abovementioned person."

By order of the Board

How Wee Ling (MAICSA 7033850)
Ooi Ean Hoon (MAICSA 7057078)

Secretaries

Penang
23 May 2019

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 30 May 2019. Only a depositor whose name appears on the Record of Depositors as at 30 May 2019 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 2 proxies to attend and vote at the same meeting. Where a member appoints 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. Tuesday, 11 June 2019 at 10.00 a.m. or any adjournment thereof.