

DUFU TECHNOLOGY CORP. BERHAD
(Company No. 581612-A)
(Incorporated in Malaysia)

APPENDIX V

TERMS OF REFERENCE OF INVESTMENT COMMITTEE

1.0 MEMBERSHIP

The Investment Committee (the “IVC” or the “Committee”) of Dufu Technology Corp. Berhad (“DUFU” or “the Company”) shall be appointed by the Board of Directors of DUFU (“DUFU Board” or “the Board”) from amongst its members, and shall comprise of not fewer than 3 members, majority shall be the Independent Directors.

- 1.2 No Alternate Director shall be appointed as the Member of the Committee.
- 1.3 A Chairman whom must be Independent Director shall be elected by members of the RC. In the absence of the Chairman, the remaining members present shall elect one of their members to chair the meeting.
- 1.4 The Company Secretary shall be the Secretary of the IVC.
- 1.5 A member who wishes to retire or resign from the IVC shall notify DUFU Board in writing.
- 1.6 If a member, for any reason, ceases to be a member, DUFU Board shall appoint a new member so that the number of members does not fall below three.
- 1.7 The office of a member shall become vacant upon the member’s resignation/retirement/removal or disqualification as a Director of the Company.

2.0 DUTIES, POWERS AND RESPONSIBILITIES

- 2.1 The IVC shall review, deliberate and approve the acquisition or disposal of investments or assets of the Dufu Group subject to the terms and conditions as set out in the Standard Operating Procedures of DUFU, amongst others:-
 - 2.1.1 All Non-Operating Transactions
 - 2.1.2 All Operating Transactions that exceed RM2,000,000 or more.
 - 2.1.3 To review, deliberate all Transactions that exceed RM5 million or more or a minimum of 5% of Dufu NTA (based on the latest Quarterly Results announced to Bursa) whichever is lower. Thereafter, the Chairman of IVC shall propose to the Board to either reject or approve the said Transactions
 - 2.1.4 To decide on the necessary steps (eg. Open tender procedures, appointing approved professionals, etc) to be taken before deliberation and making its proposal to the Board for decision. Upon deciding on the steps to be taken, the IVC shall instruct the Finance Department to take the necessary actions as advised by the IVC.

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3.0 MEETINGS AND PROCEEDINGS

- 3.1 The meetings of the IVC may be conducted by means of telephone conferencing or other methods of simultaneous communication by electronic or telegraphic means and the minutes of such a meeting signed by the Chairman shall be conclusive of any meeting conducted as foresaid.
- 3.2 A resolution in writing signed or approved by letter, telex or facsimile by a majority of members (of whom at least one must be an independent Director) shall be effective for all purposes as if it were a resolution passed at a meeting of the Committee duly convened, held and constituted. Any such resolution may consist of a single document or several documents all in like form each signed by one or more members.
- 3.3 A meeting may be called, at any time when necessary, by the Chairman of the IVC or any member of the IVC. Meetings should be organized so that attendance is maximized. Any Director or management may be invited to the meetings.
- 3.4 The notice of each meeting of the IVC, confirming the venue, time and date and enclosing an agenda of items to be discussed, shall other than under exceptional circumstances, be forwarded to each member of the IVC not fewer than three (3) working days prior to the date of the meeting.
- 3.5 The quorum for decisions of the IVC shall be any two members majority independent Directors, present and voting on the matter for decision.
- 3.6 Each member present shall have one vote. All resolutions passed in the meeting shall be by majority votes. If the votes for and against a resolution are equal, the Chairman of the meeting shall have a casting vote.
- 3.7 The Company Secretary shall attend all meetings and minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance. The minutes shall be confirmed by the Chairman of the meeting and circulated to all members of the IVC. Subsequently, the said minutes shall be tabled to the Board for notation.

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4. GENERAL

- 4.1 The IVC in carrying out its tasks under these terms of reference may obtain such external or other independent professional advice as it considers necessary to carry out its duties.
- 4.2 DUFU Board will ensure that the IVC will have access to professional advice both internally and externally at the Company's expense in order for it to perform its duties.
- 4.3 These terms of reference may from time to time be amended as required, subject to the approval of DUFU Board.

This Term of Reference of IVC has been updated and adopted by the Board on 18 April 2016.