

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

APPENDIX II

TERMS OF REFERENCE OF NOMINATING COMMITTEE

1.0 MEMBERSHIP

- 1.1 The Nominating Committee (the “NC” 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, exclusively Non-Executive Directors of whom 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 NC. 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 Committee..
- 1.5 A member who wishes to retire or resign from the NC 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 NC shall make recommendations to DUFU Board on the appointment of Directors, including making recommendations to the composition of the Board generally and the balance between Independent and Non-Independent Directors appointed to the Board. The NC shall keep under review the leadership needs of the organization with a view of ensuring the continued ability to compete effectively in the organization’s marketplace.
- 2.2 Without prejudice to the generality of the foregoing, the NC shall:-
- 2.2.1 review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually; and make recommendations to the Board with regards to any adjustment that are deemed necessary.
- 2.2.2 consider the election criteria and develop procedures for the sourcing and election of candidates to stand for election by DUFU’s shareholders (“Shareholders”) or to fill casual vacancies of Directors. In identifying suitable candidates, the Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the DUFU Board.
- 2.2.3 identify and nominate candidates to the Board for it to recommend to Shareholders for election as Directors. Sufficient biographical details of nominated candidates shall be provided to the Board and Shareholders (as the case may be) to enable them to make an informed decision.

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- 2.2.4 determine the suitability and eligibility of nominating candidates for the approval of the Board, to fill Board vacancies as and when they arise as well as put in place plans for succession, in particular for the Chairman and Chief Executive of DUFU. If the NC determines that a Director, who has one or more of the relationships that could interfere with his exercise of independent business relationship judgment, is in fact independent, it should disclose in full nature of the Director's relationship and bear responsibility for explaining why he should be considered independent.
- 2.2.5 shall decide whether or not a Director is able to and has been adequately carrying out his/her duties as a Director, particularly when he/she has multiple board representatives.
- 2.3 make recommendations to the Board for the continuation (or not) in services of any Director who has reached the age of 70 (seventy) and shall recommend Directors who are retiring by rotation under the Articles of Association to be put forward for re-election.
- 2.4 undertake an assessment of its Independent Directors annually and justify to the Board that an Independent Director who has served in that capacity for more than nine years to be retained as an independent director.
- 2.5 The NC shall review the training needs for the Directors regularly.
- 2.6 The NC shall have due regard to the principles of governance and code of best practice and shall liaise with DUFU Board in relation to the preparation of the NC's report to shareholders (in the annual report) as required.
- 2.7 The NC shall decide how the performance of the Board as a whole and Members of the Board may be evaluated and propose objective performance criteria, key areas for improvement and the requisite follow-up actions. The criteria for assessment of Directors shall include attendance record, intensity of participation at meetings, quality of interventions and special contributions.
- 2.8 The NC shall do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- 2.9 The NC conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's Articles of Association or imposed by legislation.
- 3.0 **MEETINGS AND PROCEEDINGS**
- 3.1 The meetings of the NC 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 majority must be independent Directors) 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 Meetings of the NC will be held as the NC deems to be appropriate; however, the NC should meet at least once each year. Meetings should be organized so that attendance is maximized. A meeting may be called, at any other time, by the Chairman of the NC or any member of the NC. Any Director or management may be invited to the meetings.

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- 3.4 The notice of each meeting of the NC, 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 NC not fewer than three (3) working days prior to the date of the meeting.
- 3.5 The quorum shall consists of two (2) members, where the majority of members present must be independent directors.
- 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 Chairman of the NC (or in his absence, any member of the NC) shall attend the Annual General Meeting and be prepared to answer questions concerning the appointment of executive and non-executive Directors and maintain contact as required with the Company's principal shareholders about the appointment of executive and non-executive Directors in the same way as for other matters.
- 3.8 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 NC. Subsequently, the said minutes shall be tabled to the Board for notation.

4. GENERAL

- 4.1 The NC 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 NC 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 NC has been updated and adopted by the Board on 18 April 2016.