Data Union Capital International Holdings Group Limited
數盟資本國際控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8375)

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

(Adopted by the Company on 24 October 2017, and amended pursuant to a Board resolution passed on 25 November 2025)

I. CONSTITUTION

1. The board (the "**Board**") of directors (the "**Directors**") of Data Union Capital International Holdings Group Limited (the "**Company**" together with its subsidiaries, the "**Group**") has resolved to establish a committee of the Board known as the nomination committee (the "**Committee**") on 24 October 2017.

II. MEMBERSHIP

2. The members of the Committee shall be appointed by the Board from amongst the Directors of the Company and shall consist of not less than three members with at least one member of a different gender, a majority of whom shall be independent non-executive Directors (the "**INEDs**").

III. CHAIRMAN

3. The chairman of the Committee (the "**Chairman**") shall be appointed by the Board and shall be either the chairman of the Board or an INED.

4. The chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.

IV. SECRETARY

5. The company secretary (the "**Company Secretary**") of the Company shall be the secretary of the Committee. In the absence of the Company Secretary, his/her duly appointed delegate(s) or any person elected by the members present at the meeting of the Committee, shall attend the meeting of the Committee and take minutes.

V. ATTENDANCE AT MEETINGS

6. The quorum for meetings of the Committee shall be any two members (at least one of whom should be an INED).

VI. FREQUENCY OF MEETINGS

7. Meetings of the Committee shall be held not less than once a year and at such other times as the Chairman may require.

VII. RESOLUTIONS IN WRITING

8. A resolution in writing signed by all of the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee. Any such resolution may be contained in a single document or may consist of several documents all in like form.

VIII. ANNUAL GENERAL MEETINGS

9. The Chairman (or in his absence, his duly appointed delegate) shall attend the Company's annual general meetings and be prepared to respond to any shareholders' questions on the Committee's activities.

IX. AUTHORITY

10. The Committee is authorised by the Board to perform any activity within these terms. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with the Committee.

11. The Committee is authorised by the Board to obtain, at the Company's expense, external independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The Committee shall be provided with sufficient resources to perform its duties. The Committee shall be responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external party who advises the Committee.

X. DUTIES

12. The duties of the Committee shall be:

    (a) to review the structure, size and composition (including the skills, knowledge and experience, with due regard to the Board diversity policy) required of the Board at least annually, assist the Board in maintaining a board skills matrix, and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

    (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

(c) to identify and nominate for the approval of the Board, candidates to fill board vacancies as and when they arise;

(d) to assess the independence of INEDs;

(e) to make recommendations to the Board concerning the appointment or re-appointment of Directors and the plans for succession for both executive and non-executive Directors and for the roles of the chairman and the chief executive;

(f) to monitor the implementation of the Board diversity policy, review and discuss revisions that may be required, and recommend any such revisions to the Board for approval; and

(g) to support the Company's regular evaluation of the Board's performance.

XI. REPORTING PROCEDURES

13. Full minutes of the Committee's meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the Company Secretary or a duly appointed representative). The minutes shall be made available for inspection on reasonable notice by any Director. Minutes of meetings of the Committee shall record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by members or dissenting views expressed. Draft and final versions of minutes of such meetings should be sent to all members of the Committee for their comment and records within a reasonable time after such meetings.

14. Without prejudice to the generality of the duties of the Committee set out in these terms, the Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.

15. The Committee shall make a statement in the annual report about its activities, the process used and criteria adopted to make appointments and whether external advice and/or open advertising was used.

16. The Committee should evaluate its own performance, these terms, and its membership annually to ensure it is performing its duties effectively, and recommend to the Board any changes it considers necessary.

XII. PUBLICATION OF THE TERMS OF REFERENCE

17. The Committee shall make available these terms by publishing them on the websites of the Company and The Stock Exchange of Hong Kong Limited.

(If there is any inconsistency between the English version and the Chinese version, the English version shall prevail.)