DIT GROUP LIMITED
築友智造科技集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 726)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1. Constitution

The board of directors (the "**Board**") of DIT Group Limited (the "**Company**") has resolved to set up a nomination committee (the "**Nomination Committee**").

2. Membership

2.1 The Nomination Committee shall consist of not less than three (3) directors of the Company with at least one member of a different gender appointed by the Board from time to time. The majority of the Nomination Committee members should be independent non-executive directors.

2.2 The Board should appoint one of the Nomination Committee members as the chairman of the Nomination Committee (the "**Committee Chairman**"), who must be the chairman of the Board or an independent non-executive director. All the Nomination Committee members, including the Committee Chairman, will hold office only so long as they serve as directors of the Company.

2.3 The company secretary of the Company shall act as the secretary of the Nomination Committee (the "**Secretary**").

3. Frequency and proceedings of meetings

3.1 The Nomination Committee shall meet at least once a year. Additional meetings shall be convened as and when necessary.

3.2 The quorum for a meeting shall be two (2) members of the Nomination Committee and one of them must be an independent non-executive director. A duly convened meeting of the Nomination Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Nomination Committee.

3.3 The Nomination Committee may invite any director and/or senior management and/or officer and/or any member of staff of the Company to attend meetings from time to time in order to answer specific points or concerns.

3.4 The Nomination Committee may also invite advisors or outsiders with relevant experience, including without limitation external professional advisors or consultants, to attend meetings to advise its members if necessary.

3.5 Meetings of the Nomination Committee shall be summoned by the Secretary at the request of any member thereof.

3.6 Unless otherwise agreed, notice confirming the venue, date and time together with an agenda of items to be discussed in a meeting shall be forwarded to each member of the Nomination Committee and any other person required to attend, at least two (2) business days prior to the date of the meeting.

3.7 The chairman of the Board shall have the right to attend and speak at meetings of the Nomination Committee; other Board members shall also have the right of attendance or shall be able to speak by prior arrangement with the Committee Chairman.

3.8 The Secretary shall record the proceedings and resolutions of each Nomination Committee meeting, including the names of those present and in attendance, and maintain full minutes of all Nomination Committee meetings.

3.9 Minutes of Nomination Committee meetings shall be circulated to all members of the Nomination Committee and to all members of the Board.

4. Role, authority and duties

The Nomination Committee should be provided with sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

The duties and powers of the Nomination Committee shall include those as stipulated in the Corporate Governance Code (the "**CG Code**") as contained in Appendix C1 of the Rule Governing the Listing of Securities on the Stock Exchange of Hong Kong (the "**Stock Exchange**") (the "**Listing Rules**") (as amended from time to time) and without prejudice to the CG Code, include follows:–

(a) to review the structure, size and composition and diversity (including the skills, knowledge and experience) of the Board at least annually and 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 assess the independence of independent non-executive directors;

(d) to assist the Board in maintaining a broad skills matrix;

(e) to support the Company's regular evaluation of the Board's performance; and

(f) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive.

The terms of reference of the Nomination Committee was adopted by the Board on 2 July 2025.

The English text of these terms of reference shall prevail over the Chinese text in case of discrepancies or inconsistencies.