



## DT CAPITAL LIMITED

### 鼎立資本有限公司

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 356)**

## NOMINATION COMMITTEE — TERMS OF REFERENCE

**(amended and adopted by the Board on 27 June 2025)**

The board of directors (the “**Board**”) of DT Capital Limited (the “**Company**”) has resolved to establish a nomination committee (the “**Nomination Committee**”) pursuant to the then Code on Corporate Governance Practices (currently known as “**Corporate Governance Code**”) on 16 March 2012 and approved the latest revision on 27 June 2025.

### 1. Membership

- 1.1 Members of the Nomination Committee (the “**Members**”) shall be appointed by the Board.
- 1.2 The Nomination Committee shall consist of not less than three Members. The majority of the Members shall be independent non-executive directors of the Company, with at least one Member of a different gender.
- 1.3 Chairman of the Nomination Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive director.

### 2. Secretary

- 2.1 The company secretary of the Company or any other person with appropriate qualification and experience as appointed by the Nomination Committee from time to time shall be the secretary of the Nomination Committee.

### 3. Meetings

- 3.1 The Nomination Committee shall meet at least once a year.
- 3.2 Quorum for the meetings of the Nomination Committee shall be two Members.
- 3.3 Meetings could be held in person or through other electronic means of communication, by which all persons participating in the meeting are capable of hearing each other.
- 3.4 Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the Members present.

- 3.5 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.
- 3.6 Minutes shall be kept by the secretary of the Nomination Committee. Draft and final versions of minutes of the meetings shall be circulated to all Members for their comment and records, within a reasonable time after the meeting. Such minutes shall be open for Members' inspection.
- 3.7 At the invitation of the Nomination Committee, the directors, external advisers and other persons may attend all or part of any meetings. However, only the Members are entitled to vote at the meetings.

#### **4. Authority**

- 4.1 The Nomination Committee shall be provided with sufficient resources to perform its duties.
- 4.2 The Nomination Committee is authorised by the Board to have access to independent professional advice, at the Company's expense, if necessary.

#### **5. Responsibility and Duty**

- 5.1 To review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a Board skill matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy.
- 5.2 To develop and maintain a policy for the nomination of Board members which includes the nomination procedures and the process and criteria adopted by the Committee or the Company to identify, select and recommend candidates for directorship during the year, and to review periodically and disclose the policy or a summary of the policy in the Company's corporate governance report and the progress made towards achieving the objectives as set out in the policy. The Nomination Committee should ensure that the selection process is transparent and fair, and that it considers a broad range of candidates who are outside the Board's circle of contacts and in accordance with the Company's diversity policy.
- 5.3 To develop and maintain a policy concerning diversity of Board members and to review periodically and disclose the policy on diversity or a summary of the policy in the Company's corporate governance report.
- 5.4 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.

- 5.5 To assess the independence of independent non-executive directors and any proposed independent non-executive Directors to determine their eligibility, the perspective, skills and experience that the proposed independent non-executive Director can bring to the Board, his/her contribution to diversity of the Board and ability to devote sufficient time to the Board and Board committees.
- 5.6 To make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman or chairlady of the Board and the chief executive.
- 5.7 To support Company's regular evaluation of the Board's performance, and the performance review should be conducted at least one every two years.
- 5.8 To review and assess regularly the time commitment and contribution to the Board by each Director as well as the Director's ability to discharge his or her responsibilities.
- 5.9 To do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board.

## **6. Reporting Procedures**

- 6.1 The Nomination Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Nomination Committee, the chairman of the Nomination Committee shall report to the Board on findings and recommendations of the Nomination Committee.

*(The English version shall always prevail in case of any inconsistency between English version and its Chinese translation.)*