



**DIT GROUP LIMITED**  
**築友智造科技集團有限公司**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 726)**

**ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE —  
TERMS OF REFERENCE**

The board of directors (the “**Board**”) of **DIT Group Limited** (the “**Company**”, which together with its subsidiaries, the “**Group**”) has established a committee of the Board known as the Environmental, Social and Governance Committee (the “**ESG Committee**”) with its constitution and particular duties set out below:—

**1. MEMBERSHIP**

- 1.1 Members of the ESG Committee shall be appointed by the Board. They need not be directors of the Company.
- 1.2 The chairman (the “**Chairman**”) of the ESG Committee shall be appointed by the Board.
- 1.3 The secretary of the ESG Committee shall be appointed by the Board.
- 1.4 The appointment of the members and secretary of the ESG Committee may be revoked, or additional members may be appointed to the ESG Committee by separate resolutions passed by the Board.

**2. PROCEEDINGS OF THE ESG COMMITTEE**

**2.1 Notice**

- 2.1.1 Unless otherwise agreed by all the ESG Committee members, a meeting of the ESG Committee shall be called by at least seven (7) days’ notice.
- 2.1.2 A member of the ESG Committee may and, on the request of a member of the ESG Committee, the secretary to the ESG Committee shall, at any time summon a meeting of the ESG Committee. Notice shall be given to each member of the ESG Committee orally in person or in writing or by telephone or by telex or telegram or facsimile transmission at the telephone number or

facsimile number or address from time to time notified to the secretary by such member of the ESG Committee or in such other means as the members may from time to time determine. Any notice given orally shall be confirmed in writing.

2.1.3 Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the ESG Committee for the purposes of the meeting.

## **2.2 Quorum**

The quorum of the ESG Committee meeting shall be two (2) members of the ESG Committee.

## **2.3 Attendance of meetings by non-members**

Other members of the Board, apart from the members of the ESG Committee, have the right to attend any meetings of the ESG Committee, though they shall not be counted in the quorum.

## **2.4 Frequency of meetings**

Meetings shall be held at least twice every year. The members of the ESG Committee may call any meetings at any time when necessary.

In addition, the ESG Committee's Chairman may convene additional meetings at his discretion.

## **2.5 Voting**

Resolutions of the ESG Committee at any meeting shall be passed by a majority of votes of the members of the ESG Committee present.

## **2.6 Others**

Meetings could be held in person, by telephone or by video conference. Members of the ESG Committee may participate in a meeting of the ESG Committee by means of a telephone conference or similar communication equipment by means of which all persons participating in the meeting of the ESG Committee are capable of hearing each other.

## **3. WRITTEN RESOLUTIONS**

Resolutions may be passed by all members of the ESG Committee in writing.

#### **4. ALTERNATE MEMBERS**

A member of the ESG Committee may not appoint any alternate.

#### **5. AUTHORITY**

The ESG Committee may exercise the following powers:

- (a) to obtain sufficient resources to discharge its duties including the resources for seeking independent professional advice at the Company's expense as the ESG Committee considers necessary in discharge of its duties;
- (b) to delegate its authority and duties to sub-committees, or individual members of the ESG Committee, as it deems appropriate;
- (c) to do any such things to enable the ESG Committee to discharge its authority and duties conferred on it by the Board; and
- (d) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation.

#### **6. DUTIES AND RESPONSIBILITIES**

The ESG Committee shall report and advise on the following issues directly to the Board:

- (a) to identify the relevant matters that significantly affect the operation of the Group and/or the interests of other important stakeholders in the environmental, social and governance aspects;
- (b) to adopt and update as necessary the Group's policies on production safety, environmental protection, social responsibility management and corporate governance;
- (c) to review and adopt the risks assessment in respect of the Group's impact on health, safety, environment and society;
- (d) the monitoring of the Group in the areas of health, safety, environmental protection and social responsibility of monitoring the environment (including the organizational structure, reward policy, staff training, social welfare, etc.);
- (e) to review the Group's annual report or special reports (if any) on environmental protection, social responsibility and corporate governance; and

- (f) other matters authorized by the Board in relation to health, safety, environment, social responsibility and corporate governance.

## **7. REPORTING RESPONSIBILITIES**

The ESG Committee shall report the ESG Committee's findings and recommendation to the Board on a regular basis.

## **8. CONTINUING APPLICATIONS OF THE ARTICLES OF ASSOCIATION OF THE COMPANY**

The articles of association of the Company regulating the meetings and proceedings of the directors so far as the same are applicable and not inconsistent with these terms of reference shall apply, mutatis mutandis, to regulate the meetings and proceedings of the ESG Committee.

## **9. POWERS OF THE BOARD**

The Board may, subject to compliance with the articles of association of the Company and the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited, amend, supplement and revoke these terms of reference and any resolution passed by the ESG Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the ESG Committee shall invalidate any prior act and resolution of the ESG Committee which would have been valid if these terms of reference or resolution had not been amended or revoked.

*(Adopted by the Company pursuant to the Board's resolutions passed on 11 May 2021)*