



Imperium Technology Group Limited

帝國科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0776)

(the “Company”)

TERMS OF REFERENCE FOR NOMINATION COMMITTEE

Purpose

1. The purpose of the Nomination Committee is to identify, screen and recommend to the board of directors (the “**Board**”) of Imperium Technology Group Limited (the “**Company**”) appropriate candidates to serve as directors of the Company, to oversee the process for evaluating the performance of the Board and to develop, recommend to the Board and monitor nomination guidelines for the Company.

Membership

2. The Nomination Committee shall be appointed by the Board from time to time and shall comprise of a minimum of three members, a majority of which must be independent non-executive directors, and each of whom shall meet the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The Board shall appoint the chairman of the Board or an independent non-executive director as the Chairman of the Nomination Committee.

Meetings

3. The Nomination Committee shall meet at least once annually, or more frequently if circumstances require and shall act by unanimous written consent.
4. The Chairman (or in his or her absence, a member designated by the Chairman) shall preside at all meetings of the Nomination Committee. The Chairman shall be responsible for leading the Nomination Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

Secretary

5. The company secretary of the Company (the “**Company Secretary**”) shall be the secretary of the Nomination Committee.

Access

6. The Nomination Committee shall have full access to management and may invite members of management or others to attend its meetings. The Nomination Committee will consult the chairman and/or chief executive officer of the Company about their proposals relating to the selection and appointment of directors.

Minutes

7. Minutes of each Nomination Committee shall be prepared by the Company Secretary and sent to all Nomination Committee members. The Nomination Committee shall evaluate and assess the effectiveness of the Nomination Committee and the adequacy of this Terms of Reference for Nomination Committee on an annual basis and recommend any proposed changes to the Board.

Authority

8. The Nomination Committee is authorised by the Board to determine the procedures, process and criteria to be adopted for purposes of selecting and recommending candidates for directorship and shall be provided with sufficient resources to perform its duties. The Nomination Committee shall, when necessary, seek independent professional advice, at the Company’s expense, to perform its responsibilities.

Responsibilities and Duties

9. The Nomination Committee shall perform the following duties:
 - (a) to review the structure, size and composition (including skills, knowledge and experience) of the Board at least annually and to make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
 - (b) to develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship;
 - (c) to identify individuals suitably qualified to become Board members and to select or make recommendations to the Board on the selection of individuals nominated for directorships;

- (d) to assess the independence of independent non-executive directors;
- (e) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular, the chairman and the chief executive; and
- (f) to review and assess the adequacy of the corporate governance guidelines of the Company and to recommend any proposed changes to the Board for approval.
- (g) where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
 - i. the process used for identifying the individual and why the board believes the individual should be elected and the reasons why it considers the individual to be independent;
 - ii. if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the board believes the individual would still be able to devote sufficient time to the board;
 - iii. the perspectives, skills and experience that the individual can bring to the board; and
 - iv. how the individual contributes to diversity of the board.
- (h) assist the Board in reviewing the implementation and effectiveness of the Company's policy on board diversity on an annual basis; and
- (i) review and disclose the policy for the nomination of directors in the summary of work performed by the Nomination Committee during the year in the corporate governance report.

Reporting Procedures

10. The Company Secretary shall circulate the minutes of meetings of the Nomination Committee to all members of the Board as soon as practicable after the conclusion of any meeting of the Nomination Committee.

Note: approved and adopted by the Board on 30 March 2012 and revised on 31 March 2014 and 31 August 2022