



Imperium Financial Group Limited

帝國金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8029)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

(Revised on 30 June 2025)

1. MEMBERSHIP

- 1.1 Members of the nomination committee (the “**Committee**”) of the Company shall be appointed by the board (the “**Board**”) of directors (the “**Directors**”) of Imperium Financial Group Limited (the “**Company**”) and shall consist of not less than three members.
- 1.2 The majority of the members of the Committee shall be independent non-executive Directors (the “**INED(s)**”), with at least one member of a different gender.

2. CHAIRMAN

- 2.1 The chairman of the Committee shall be appointed by the Board and shall either be the chairman of the Board or an INED.

3. SECRETARY

- 3.1 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 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.

4. PROCEEDINGS OF THE NOMINATION COMMITTEE

Unless otherwise specified hereunder, the provisions contained in the bye-laws (as amended from time to time) of the Company for regulating meetings and proceedings of Directors shall apply to the meetings and proceedings of the Committee.

4.1 Quorum

- 4.1.1 The quorum for meetings of the Committee shall be any two members, at least one of whom shall be INED.

4.2 Frequency of meetings

4.2.1 The Committee shall hold at least one regular meeting in a year. Additional meetings of the Committee may be held as and when required.

4.3 Attendance at meetings

4.3.1 Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree.

4.3.2 The other Directors, Company Secretary (or his/her delegate(s)), Head of Human Resources and relevant senior management and persons(s) invited by a Committee member shall normally attend meetings of the Committee.

4.4 Notice of meetings

4.4.1 A meeting of the Committee may be convened by any of its members or by the Company Secretary.

4.4.2 Unless otherwise agreed by all the members of the Committee, notice of at least 14 days shall be given for a regular meeting of the Committee. For all other meetings of the Committee, reasonable notice shall be given.

4.4.3 Agenda and accompanying supporting papers shall be sent to all members of the Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).

4.5 Minutes of meetings

4.5.1 Draft and final versions of minutes of Committee meetings shall be sent to all Committee members for their comment and records within a reasonable time after the meeting.

4.5.2 Minutes of the Committee meetings shall be kept by the Company Secretary and shall be available for inspection by any member of the Committee or the Board at any reasonable time on reasonable notice.

4.6 Written resolutions

4.6.1 Without prejudice to any requirement under the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), written resolution may be passed and adopted by all members of the Committee.

5. RESPONSIBILITIES AND AUTHORITIES OF THE NOMINATION COMMITTEE

5.1 The responsibilities and authorities of the Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the “**CG Code**”) as contained in the GEM Listing Rules (as amended from time to time).

5.2 Without prejudice to any requirement under the CG Code, the duties of the Committee include the following:

- (a) To review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually, assist the Board in maintaining a board skills matrix, 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 INEDs;
- (d) review the policy on Board diversity (the “**Board Diversity Policy**”), the policy on nomination (the “**Nomination Policy**”) (as adopted and amended by the Board from time to time), and any measurable objectives for implementing such Board Diversity Policy and the Nomination Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives; and make disclosure of its review results in the corporate governance report of the Company;
- (e) 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;
- (f) to support the Company’s regular evaluation of the Board’s performance; and
- (g) 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.

- 5.3 The Committee shall be provided with sufficient resources to perform its duties and shall have access to independent professional advice if necessary.
- 5.4 All members of the Committee shall have access to the advice and services of the Company Secretary, and separate and independent access to the Company's senior management for obtaining necessary information.

6. REPORTING RESPONSIBILITIES

- 6.1 The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

7. ANNUAL GENERAL MEETING

- 7.1 The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the Annual General Meeting of the Company and be prepared to respond to questions at the Annual General Meeting on the Committee's work and responsibilities.