



NOMINATION COMMITTEE TERMS OF REFERENCE

1 Constitution

The board (the “Board”) of directors (the “Director(s)”) of Imagi International Holdings Limited (the “Company”) has established a nomination committee (the “Nomination Committee”) with authorities, responsibilities and specific duties described below.

2 Membership

- 2.1 Members of the Nomination Committee (the “Member(s)”) shall be appointed by the Board from time to time. The appointment of the Members may be revoked by the Board. An appointment of a Member shall be automatically revoked if such Member ceases to be a member of the Board.
- 2.2 The Nomination Committee shall comprise a minimum of three Members. The majority of the Members shall be independent non-executive Directors and at least one Member of a different gender.
- 2.3 The chairman of the Nomination Committee (the “Committee Chairman”) shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive Director. In the absence of the Committee Chairman, the remaining Members present shall elect one of the Members to chair the meeting.

3 Quorum and Meetings

- 3.1 The Nomination Committee shall meet with such frequency and at such times as it may determine, but in any event not less than once a year.
- 3.2 The rules and proceedings of the Nomination Committee meetings shall be governed by the provisions contained in the Company’s Bye-laws for regulating the meetings and proceedings of Director.
- 3.3 The Nomination Committee shall be convened by the secretary of the Nomination Committee at the request of any of its Members.

- 3.4 The quorum for a meeting shall be two Members. 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.
- 3.5 The secretary of the Nomination Committee shall ascertain, at the beginning of the meeting, the existence of any conflict of interest and minute them accordingly. The relevant Member(s) shall not be counted towards the quorum and he/she must abstain from voting on any resolution of the Nomination Committee in which he/she or his/her associate(s) has a material interest.
- 3.6 Members may participate in any meeting either in person or by means of a telephone conference, or other electronic means of communication through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously, or in such other manner as the Members may agree. For the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.
- 3.7 Resolutions of the Nomination Committee at any meeting shall be passed by a majority of votes of the Members present.
- 3.8 Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), 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. Any such resolution may be contained in a single document or any consist of several documents all in like form.
- 3.9 Draft and final versions of minutes of the Nomination Committee meetings shall be sent to all Members for their comment and records within a reasonable time after the meeting.
- 3.10 Minutes of the Nomination Committee meetings shall be kept by the secretary of the Nomination Committee and such minutes shall be available for inspection by any Members or the Board at any reasonable notice.
- 3.11 At the invitation of the Nomination Committee, the Directors, external advisers and other persons may attend all or part of any meeting. However, only the Members are entitled to vote at the meetings.

4 Authorities

- 4.1 The authorities and responsibilities of the Nomination Committee shall include such authorities and responsibilities set out in the relevant code provisions of the Corporate Governance Code as contained in the Listing Rules (as amended from time to time).

- 4.2 The Nomination Committee is authorised by the Board to determine the procedures, process and criteria to be adopted in relation to the selection and recommendation of candidates for directorship.
- 4.3 The Nomination Committee shall have full access to management and may invite members of management or others to attend its meetings.
- 4.4 The Nomination Committee shall seek independent professional advice, at the Company's expense, to perform its responsibilities where necessary.
- 4.5 The Nomination Committee shall be provided with sufficient resources to perform its duties.

5 Responsibilities and Duties

- 5.1 To review the structure, size and composition (including the skills, knowledge, experience, qualifications, gender, age culture, education, independence 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 change to the Board to complement the Company's corporate strategy.
- 5.2 To formulate, review and implement, as appropriate, nomination policy, selection criteria and nomination procedures for identification, selection and nomination of candidates for the Director for the Board's approval. Such criteria include but are not limited to the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity.
- 5.3 To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individual(s) nominated for directorship(s). In identifying suitable candidates, the Nomination Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board.
- 5.4 To assess the independence of independent non-executive Directors on appointment or re-appointment having regard to the relevant guidelines or requirements of the Listing Rules in place from time to time.
- 5.5 To make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors and senior management, in particular the chairman and the chief executive, taking into account all factors which the Nomination Committee considers appropriate including the challenges and opportunities facing the Group and skills and expertise required in future and ensure that senior management succession planning is discussed at the Board at least once annually.
- 5.6 To review and assess annually each Director's time commitment and contribution to the Board as well as the Director's ability to discharge his or her responsibilities effectively having regard to the relevant guidelines or requirements of the Listing Rules in place from time to time.

- 5.7 To monitor the implementation of the Board diversity policy of the Company (the “Board Diversity Policy”); review the measureable objectives that the Board has set for implementing the Board Diversity Policy and the progress towards the achievement of any objectives; and make disclosure of its review results in the Corporate Governance Report annually.
- 5.8 To regularly review the Board Diversity Policy to ensure its effectiveness and recommend any revision that may be required to the Board for consideration and approval.
- 5.9 To support the Company’s regular evaluation of the Board’s performance.
- 5.10 To evaluate and monitor the Board members receive appropriate continuous training and development programme.
- 5.11 To conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company’s constitution documents or imposed by legislation.

6 Reporting

- 6.1 The Nomination Committee shall report to the Board on a regular basis.
- 6.2 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 6.3 The Nomination Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

7 Annual General Meeting

The Committee Chairman or in his/her absence, another Member or failing this, his/her duly appointed delegate, shall attend and be available to answer questions on the Nomination Committee’s activities and their responsibilities at the annual general meeting of the Company.

8 Other Matters

- 8.1 The Nomination Committee may from time to time refer to the applicable rules and regulations as required under the Listing Rules and the general market practice to make recommendations to the Board it deems appropriated on any area within its remit, including revision of the terms of reference of the Nomination Committee, where action or improvement is needed.

- 8.2 The Board may, subject to compliance with the Company's Bye-laws and the Listing Rules, amend, supplement and revoke the term of reference of the Nomination Committee and/or any resolution passed by the Nomination Committee provided that no amendments to or revocation of these term of reference and/or any resolution passed by the Nomination Committee shall invalidate any prior act and resolution of the Nomination Committee which would have been valid if the term of reference or resolution had not been amended or revoked.
- 8.3 The company secretary of the Company shall act as the secretary of the Nomination Committee. The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.
- 8.4 A copy of these term of reference shall be posted on the websites of The Stock Exchange of Hong Kong Limited and the Company.
- 8.5 If there is any inconsistency between the English and Chinese version of this term of reference, the English version shall prevail.

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(Effective on 1 July 2025)