



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 REMUNERATION COMMITTEE

Purpose

1. The purpose of the Remuneration Committee is to assist the board of directors (the “**Board**”) of Imperium Technology Group Limited (the “**Company**”) in determining the policy and structure for the remuneration of executive directors, evaluating the performance of executive directors, reviewing incentive schemes and directors’ service contracts and fixing the remuneration packages for all directors and senior management.

Membership

2. The Remuneration Committee shall be appointed by the Board from time to time and shall consist of not less than three non-executive directors, a majority of which shall be independent non-executive directors who shall meet and maintain 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 “**Listing Rules**”). The Board shall appoint an independent non-executive director as the Chairman of the Remuneration Committee.

Meetings

3. The Remuneration Committee shall meet at least twice 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 Remuneration Committee. The Chairman shall be responsible for leading the Remuneration 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 Remuneration Committee.

Access

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

Authority

7. The Remuneration Committee shall be provided with sufficient resources to perform its duties.
8. The Remuneration Committee should consult the chairman and/or chief executive about their remuneration proposals for other executive directors. The Remuneration Committee should have access to independent professional advice if necessary.

Responsibilities and Duties

9. The Remuneration Committee shall perform the following duties:
 - (a) to make recommendations to the Board on the Company’s policy and structure for all directors’ and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policies;
 - (b) to review and approve the management’s remuneration proposals with reference to the Board’s corporate goals and objectives;
 - (c) either (i) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management; or (ii) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
 - (d) to make recommendations to the Board on the remuneration of non-executive directors;

- (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- (f) to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- (g) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- (h) to ensure that no director or any of their associates is involved in deciding that director's own remuneration; and
- (i) to review and/or approve matters relating to share schemes under chapter 17 of the Listing Rules.

Reporting Procedures

10. The Remuneration Committee shall evaluate and assess the effectiveness of the Remuneration Committee and the adequacy of this Remuneration Committee Terms of Reference on an annual basis and recommend any proposed changes to the Board.
11. The Company should disclose the directors' remuneration policy, details of any remuneration payable to members of senior management by band and other remuneration related matters in the annual reports.
12. The Company Secretary shall circulate the minutes of meetings of the Remuneration Committee to all members of the Board as soon as practicable after the conclusion of any meeting of the Remuneration Committee.

Note: approved and adopted by the Board on 8 September 2005 and revised on 28 March 2012, 31 August 2022 and 30 December 2022