

JIMU GROUP LIMITED

積木集團有限公司

(Incorporated in the Cayman Islands with limited liability)

NOMINATION POLICY (the “Policy”)

1 PURPOSE

- 1.1 The Policy sets out the principles which guide the board of directors (the “**Board**”) of Jimu Group Limited (the “**Company**” together with its subsidiaries, the “**Group**”) to identify and evaluate a candidate for nomination to the Board for appointment or shareholders of the Company for election, as a director of the Company;
- 1.2 ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company; and
- 1.3 ensure the Board continuity and appropriate leadership at board level.

2 RESPONSIBILITIES

- 2.1 The Board may delegate its responsibilities and authority for selection and appointment of directors of the Company to the Nomination Committee of the Board (the “**Nomination Committee**”); and
- 2.2 Without prejudice to the authority and duties of the Nomination Committee as set out in its terms of reference, the ultimate responsibility for selection and appointment of directors of the Company rests with the entire Board.

3 NOMINATION CRITERIA

The Board shall consider a number of factors in making nominations, including but not limited to the following:

- 3.1 Skills, Experience and Professional Expertise
The candidate should possess the skills, knowledge, experience and professional expertise which are relevant to the operations of the Company and its subsidiaries.
- 3.2 Diversity
Candidates should be considered on merit and against objective criteria, with due regard to the diversity perspectives set out in the Board Diversity Policy of the Company.
- 3.3 Commitment
The candidate should be able to devote sufficient time to attend the board meetings and participate in induction, training and other board associated

activities. In particular, if the proposed candidate will be nominated as an independent non-executive director (“INED”) and will be holding his/her seventh (or more) listed company directorship, the Board should consider the reason given by the candidate for being able to devote sufficient time to the Board meetings.

3.4 Standing

The candidate must satisfy the Board and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) that he/she has the character, experience and integrity, and is able to demonstrate a standard of competence commensurate with the relevant position as a director of the Company.

3.5 Independence

The candidate to be nominated as an INED must satisfy the independence criteria set out in Rule 5.09 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”). Where applicable, the totality of the candidate’s education, qualifications and experience shall also be evaluated to consider whether he or she has the appropriate professional qualifications or accounting or related financial management expertise for filling the office of an INED.

4 NOMINATION PROCEDURES

4.1 Appointment of New and Replacement Directors

- (a) If the Nomination Committee and/or Board determines that an additional or replacement Director is required, it will deploy multiple channels for identifying suitable director candidates, including, but not limited, to referral from Directors, shareholders, management, advisors of the Company and external executive search firms; and
- (b) Upon compilation and interview of the list of potential candidates, the Board based on the selection criteria and such other factors that it considers appropriate. The Board has the final authority on determining suitable director candidate for appointment.

4.2 Re-election of Directors and Nomination from Shareholders

- (a) Where a retiring Director, being eligible, offers himself for re-election, the Board shall consider and, if consider appropriate, recommend such retiring Director to stand for re-election at a general meeting. A circular containing the requisite information on such retiring Director will be sent to shareholders prior to a general meeting in accordance with the GEM Listing Rules; and
- (b) Any shareholder of the Company who wishes to nominate a person to stand for election as a Director at a general meeting must lodge with the company secretary of the Company within the lodgment period specified in the relevant shareholder circular (a) a written nomination of the

candidate; (b) written confirmation from such nominated candidate of his willingness to stand for election; and (c) biographical details of such nominated candidate as required under Rule 17.50(2) of the GEM Listing Rules. Particulars of the candidate so proposed will be sent to all shareholders for information by a supplementary circular.

5 MONITORING AND REVIEW OF THIS POLICY

- 5.1 A summary of the Policy including the nomination procedures and the process and criteria adopted for selection and recommendation for directorship should be disclosed in the corporate governance report of the Company on an annual basis; and
- 5.2 The Board will from time to time review this Policy and monitor its implementation to ensure its continued effectiveness and compliance with regulatory requirements and good corporate governance practice.

6 DISCLOSURE OF THIS POLICY

- 6.1 This Policy will be published on the Company's website.