



SATU
SATU HOLDINGS LIMITED

舍圖控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8392)

(the “Company”)

**TERMS OF REFERENCE OF
NOMINATION COMMITTEE**

CONSTITUTION

1. The board (the “**Board**”) of directors (the “**Directors**”) of Satu Holdings Limited (the “**Company**”) has resolved the establishment of the nomination committee of the Company (the “**Nomination Committee**”) and has adopted the following terms as the terms of the Nomination Committee.

AUTHORITY

2. The Nomination Committee is authorised by the Board to review, assess and make recommendations on any issue within these terms of reference of the Committee. The authorities of the Committee shall include such authorities set out in the relevant code provisions of the Corporate Governance Code as contained in Appendix C1 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) (as amended from time to time).
3. The Nomination Committee shall have unrestricted access to other members of the Board, senior management, the qualified accountant and internal controller in the execution of its duties and responsibilities. All relevant employees will be directed to co-operate with any request made by the Nomination Committee.
4. The Nomination Committee is authorised to obtain independent professional advice in accordance with the procedures adopted by the Company from time to time and to secure the attendance of any external professional with relevant experience and expertise if necessary. The Nomination Committee should be provided with sufficient resources to perform its duties.

MEMBERSHIP

5. The members of the Nomination Committee shall be appointed by the Board and shall consist of not less than three members, a majority of whom should be independent non-executive Directors. At least one director of a different gender to the Nomination Committee shall be appointed.
6. The chairman of the Nomination Committee shall be appointed by the Board and must be the chairman of the Board or an independent non-executive Director.
7. The appointment of the members of the Nomination Committee may be revoked or replaced and additional members may be appointed to the Nomination Committee by separate resolutions passed by the Board and by the Nomination Committee. The appointment of a member of the Nomination Committee shall be automatically revoked if such member ceases to be a member of the Board.
8. The company secretary of the Company shall be the secretary of the Nomination Committee. The secretary of the Nomination Committee or in his/her absence, his/her representative or any one member of the Nomination Committee, shall be the secretary of the meetings of the Nomination Committee.

RESPONSIBILITIES

9. The responsibilities of the Nomination Committee should include the following:
 - (a) to review the structure, size and composition and diversity profile (including gender, age, cultural and education background, skills, knowledge and experience of each individual member) 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 independent non-executive Directors;
 - (d) 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 of the Company;
 - (e) to support the Company's regular evaluation of the Board's performance;
 - (f) to conduct an annual assessment of each Director's time commitment and contributions to the Board, as well as the ability to discharge his/her responsibilities effectively;

- (g) where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, to examine and assess:
 - 1. 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;
 - 2. 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;
 - 3. the perspectives, skills and experience that the individual can bring to the Board; and
 - 4. how the individual contributes to diversity of the Board;
- (h) to review the board diversity policy adopted by the Board on a regular basis; make recommendations to the Board on measurable objectives for achieving diversity of the Board and monitor the progress on achieving such objectives;
- (i) where the Board proposes a resolution to elect or re-elect an individual as an independent non-executive director at the general meeting of the Company and a circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting is to be sent to the shareholders of the Company, to explain why they believe the individual should be elected and the reasons why they consider the individual to be independent; and
- (j) to perform any other duties delegated by the Board or as required under the GEM Listing Rules (including the Corporate Governance Code set out in Appendix C1 thereto) from time to time.

MEETINGS

- 10. The Nomination Committee shall meet at least once a year.
- 11. A quorum of the meeting of the Nomination Committee shall be two Nomination Committee members.
- 12. Resolutions of the Nomination Committee at any meeting shall be passed by a majority of votes of members if more than two of its members are present and by a unanimous vote if only two of its members are present.

NOMINATION COMMITTEE'S RESOLUTIONS

13. A resolution in writing signed by all the members of the Nomination Committee shall be as valid and effective as if it had been passed at a meeting of the Nomination Committee and may consist of several documents in like form each signed by one or more of the members of the Nomination Committee. Such resolution may be signed and circulated by facsimile or other forms of electronic communications. This provision is without prejudice to any requirement under the GEM Listing Rules for a meeting of the Board or Nomination Committee to be held.

REPORTING PROCEDURES

14. (a) The Nomination Committee shall report to the Board identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken. At the next meeting of the Board following a meeting of the Nomination Committee, the chairman of the Nomination Committee shall report the decisions and recommendations of the Nomination Committee to the Board.
- (b) Full minutes of the meetings of the Nomination Committee shall be kept by a duly appointed secretary of the Nomination Committee. Draft and final versions of the minutes of meetings of the Nomination Committee shall be sent to all members of the Nomination Committee for their comments and records respectively, in both cases within 7 calendar days after the meeting.
- (c) Copies of the minutes of meetings of the Nomination Committee shall be provided to the Board at its meetings.
- (d) The Nomination Committee shall make available at least one of its members to attend the Company's annual general meeting to answer shareholders' questions about nomination related issues.

REVISION OF THE TERMS OF REFERENCE

15. These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements, including but not limited to the GEM Listing Rules.

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.

Hong Kong, 30 June 2025