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SATU
SATU HOLDINGS LIMITED

舍圖控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8392)

(1) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND
(2) CHANGE IN COMPOSITION OF THE AUDIT COMMITTEE,
THE REMUNERATION COMMITTEE AND
THE NOMINATION COMMITTEE

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Satu Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that with effect from 1 December 2025, Mr. Chan Ching Sum Sam (“**Mr. Sam Chan**”) resigned as an independent non-executive Director, the member of the audit committee (the “**Audit Committee**”), the chairman of the remuneration committee (“**Remuneration Committee**”), and the chairman of nomination committee (the “**Nomination Committee**”) of the Board.

The resignation of Mr. Sam Chan was due to his other personal and business commitments. Mr. Sam Chan confirmed that as at the date of this announcement, (i) he does not have any claim against the Company in respect of his resignation; (ii) he does not have any disagreement with the Board; and (iii) there are no other matters in relation to his resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take the opportunity to express its gratitude to Mr. Sam Chan for his invaluable contribution to the Company during his term of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that, with effect from 1 December 2025, Mr. Chan King Lun (陳景麟) (“**Mr. KL Chan**”) was appointed as an independent non-executive Director, a member of the Audit Committee, the chairman of the Remuneration Committee and the chairman of the Nomination Committee.

The biographical background of Mr. KL Chan is as follows:

Mr. KL Chan, aged 40, has more than 10 years of experience in investment banking industry. Mr. KL Chan obtained his Bachelor of Business Administration with a major in Finance and a minor in Applied Economics from Hong Kong Baptist University in November 2008. He has been a Chartered Financial Analyst (CFA) charterholder since March 2013.

Mr. KL Chan began his career at ICS Trust (Asia) Limited as an investment assistant from September 2008 to September 2010. He joined Sun Hung Kai Securities Limited as a corporate finance associate from September 2010 to June 2011. From June 2011 to March 2014, he served as a vice president at Maple Asset Management Limited. Between March 2014 to April 2025, Mr. KL Chan was employed by TC Capital International Limited, where he last held the position as a managing director, a responsible officer for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities and a sponsor principal under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“**SFO**”). From June 2025 to November 2025, he worked at Pulsar Capital Limited, with his last position as a managing director of investment banking, a responsible officer for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities and a sponsor principal under SFO.

Mr. KL Chan is currently the managing director of Zero2IPO International Holdings Limited, a subsidiary of Zero2IPO Holdings Inc., the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1945). He is also currently an independent non-executive Director of Wing Fung Group Asia Limited, the shares of which are listed on GEM of the Stock Exchange (stock code: 8526).

Mr. KL Chan was a partner of COMMUNIKARE, which was a partnership established in Hong Kong and was dissolved by the cancellation of business registration on 31 January 2025. Mr. KL Chan was a partner of COMMUNIKARE at the time when it was dissolved. COMMUNIKARE was engaged in media content creation. COMMUNIKARE had ceased operation before dissolution. Mr. KL Chan has confirmed that the above partnership was solvent at the time of its dissolution and so far as he is aware no claim has been or will be made against him as a result of such dissolution.

Mr. KL Chan confirms that (i) he is independent with regard to the independent criteria under Rule 5.09 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”); (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as such term is defined in the GEM Listing Rules) of the Company; and (iii) that there are no other factors that may affect the his independence at the time of his appointment. With the recommendation of the Nomination Committee, the Board considers that Mr. KL Chan is independent and satisfies all the independence criteria under Rule 5.09 of the GEM Listing Rules.

Mr. KL Chan entered into a letter of appointment (“**Mr. KL Chan’s Letter of Appointment**”) with the Company for a fixed term of three years commencing on 1 December 2025 and extended automatically by three years on the expiry of the initial term and all subsequent period of three years thereafter, unless terminated by either the Company or Mr. KL Chan giving at least three months’ written notice, subject to rotation, retirement and re-election requirements in accordance with Mr. KL Chan’s Letter of Appointment. Mr. KL Chan shall hold office until the next following annual general meeting of the Company (the “**AGM**”) and shall then be eligible for re-election by the Shareholders at the AGM pursuant to article 83(3) of the Articles of Association of the Company (the “**Articles**”) and thereafter subject to retirement by rotation at least once every three years in accordance with article 84(1) of the Articles.

As an independent non-executive Director and a member of the Audit Committee, the chairman of the Remuneration Committee and the chairman of the Nomination Committee, Mr. KL Chan is entitled to an annual remuneration of HK\$120,000 in accordance with Mr. KL Chan’s Letter of Appointment. With the recommendation of the Remuneration Committee, Mr. KL Chan’s remuneration package is determined by the Board according to the Group’s policy on the Directors’ and senior management’s remuneration.

As at the date of this announcement, Mr. KL Chan does not have any interest in any shares, underlying shares or debenture of the Company and/or its associated corporation within the meaning of Part XV of the SFO.

Mr. KL Chan does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company (as defined under the GEM Listing Rules), and he does not hold any position in the Company or any of its subsidiaries. Save as disclosed above, Mr. KL Chan has not held any other directorships in any listed companies in the past three years.

Save as disclosed herein, the Board is not aware of any other matter relating to the appointment of Mr. KL Chan that needs to be brought to the attention of the Shareholders and does not have any other information required to be disclosed pursuant to Rules 17.50(2) of the GEM Listing Rules.

The Board would like to express its warmest welcome to Mr. KL Chan in joining the Board.

By order of the Board
SATU HOLDINGS LIMITED
She Leung Choi
Chairman

Hong Kong, 1 December 2025

As at the date of this announcement, the executive Directors are Mr. She Leung Choi and Ms. Chan Lai Yin; and the independent non-executive Directors are Mr. Ho Kim Ching, Mr. Chan King Lun and Ms. Fan Pui Shan.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange website at www.hkexnews.hk for a minimum period of 7 days from the date of its publication. This announcement will also be published on the Company’s website at www.satuhome.com.