

S&T Holdings Limited

(incorporated under the laws of Cayman Islands with limited liability)

(Stock Code: 3928)

(the “**Company**”)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

(the “**Committee**”)

Constitution

1. The Committee is established pursuant to a resolution passed by the board of directors of the Company (the “**Board**”) at its meeting held on 23 August 2019. The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) from time to time.

Membership

2. The Committee shall consist of not less than three members appointed by the Board, with the majority of the members being the independent non-executive directors of the Company.
3. The Chairman of the Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive director of the Company.
4. The appointment of the members of the Committee may be revoked and new members can be appointed in place by resolutions passed by the Board.
5. No alternate member of any member of the Committee can be appointed.
6. The Company Secretary of the Company shall be the secretary of the Committee.

Notice of meetings

7. Unless otherwise agreed by all the Committee members, a meeting shall be convened by at least 14 days’ notice.
8. A Committee member may or the secretary of the Committee at the request of any Committee member may at any time summon a Committee meeting.
9. Notice of meeting shall be given to each Committee member in person orally or in writing or by telephone or by facsimile transmission or email at numbers or addresses from time to time notified to the company secretary of the Company by such Committee member or in such other manner as the Committee members may from time to time determine.

10. Any notice given orally shall be followed by confirmation in writing before the meeting.
11. Notice of meeting shall state the purpose, time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting. These should be sent to all Committee members in a timely manner and at least 3 days before the intended date of the meeting (or other agreed period).

Frequency and proceedings of meetings

12. The Committee shall meet before the holding of the annual general meeting of the Company where the appointment of directors of the Company (the “**Directors**”) will be considered. Additional meetings should be held as and when the work of the Committee demands.
13. The Chairman of the Committee may convene additional meetings at his discretion.
14. The quorum of a meeting shall be two members of the Committee, one of whom must be an independent non-executive director.
15. Proceedings of meetings of the Committee shall be governed by the provisions of the articles of association of the Company (as amended from time to time) (the “**Articles**”).

Duties, powers and functions

16. The Committee shall
 - (a) formulate nomination policy for consideration of the Board which concerns diversity of the Board members and implement the nomination policy laid down by the Board;
 - (b) without prejudice to the generality of the foregoing:
 - (i) consider the selection criteria of Directors, and develop procedures for the sourcing and selection of members of the Board to be elected by shareholders of the Company;
 - (ii) identify and nominate candidates to fill causal vacancies of Directors for the Board’s approval;
 - (iii) review the structure, size and composition of the Board at least annually, considering *inter alia* the skills, knowledge, experience, length of service and the breadth of expertise of the Board as a whole, and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;

- (iv) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (v) assess the independence of independent non-executive Directors;
- (vi) 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;
- (vii) do any such things to enable the Committee to perform its powers and functions conferred on it by the Board; and
- (viii) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Articles or imposed by law.

17. The Company should provide the Committee sufficient resources to perform its duties. When necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

Reporting Procedures

- 18. The Committee should report to the Board on a regular basis on its decisions or recommendations.
- 19. Full minutes of the meetings of the Committee shall be kept by the secretary of the Committee, who shall send draft and final versions of minutes of meetings and all written resolutions of the Committee to all members of the Committee for their comments and records respectively, in both cases within a reasonable time after the meeting.
- 20. At the next meeting of the Board following a meeting of the Committee, the Chairman of the Committee shall report to the Board on the findings and recommendations of the Committee. At least once annually, the Committee should present a report in writing to the Board which addresses the work and findings of the Committee during the year.

Publication of the terms of reference of the Committee

- 21. The terms of reference of the Committee will be posted on the websites of the Company and of the Stock Exchange, and will be made available upon request.

Others

22. The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix 14 thereto), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.
23. The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to questions at the annual general meeting on the Committee's activities and their responsibilities.
24. The Committee shall be responsible for approving all disclosure statements in relation to the Committee, including but not limited to relevant disclosure statements in annual reports, interim reports and information uploaded on the websites of the Company and the Stock Exchange.