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SEM Holdings Limited
澳達控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9929)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (the “**EGM**”) of SEM Holdings Limited (the “**Company**”) will be held at Suites 01-08, 27th Floor, Shui On Centre, 6-8 Harbour Road, Wan Chai, Hong Kong on Monday, 30 March 2026 at 11:00 a.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following resolution(s) of the Company.

Words and expressions that are not expressly defined in this notice of EGM shall have the same meaning given to them in the circular of the Company dated 9 March 2026 (the “**Circular**”).

ORDINARY RESOLUTION

1. **”THAT:**

- (a) the subscription agreement dated 26 November 2025 (the “**Subscription Agreement**”) entered into between the Company and Yao Capital Limited (the “**Subscriber**”) in respect of the issue of convertible bonds in an aggregate principal amount of HK\$44.0 million (the “**Convertible Bonds**”) upon and subject to the terms and conditions as set out in the Subscription Agreement (a copy of the Subscription Agreement marked “A” and signed by the chairman of the EGM for identification purpose have been tabled at the meeting) be and are hereby approved, ratified and confirmed and any one Director be and is hereby authorised to approve any changes and amendments thereto as he may consider necessary, desirable or appropriate;
- (b) the Directors be and are hereby granted a specific mandate to exercise all the powers of the Company to issue the Convertible Bonds, subject to and in accordance with the terms and conditions set out in the Subscription Agreement; and

- (c) all other transactions contemplated under the Subscription Agreement be and are hereby approved and any one Director be and is hereby authorised to do all such acts and things, to sign and execute all such further documents (including under seal, where applicable) and to take such steps as the Director in his discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Subscription Agreement, or any of the transactions contemplated under the Subscription Agreement.”

By Order of the Board
SEM Holdings Limited
Yao Shuobin
*Chairman and non-executive
Director*

Hong Kong, 9 March 2026

Notes:

1. All resolution(s) at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Company in accordance with the Listing Rules.
2. Any shareholder who is the holder of two or more shares of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the meeting (i.e. not later than 11:00 a.m. on Saturday, 28 March 2026) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. The record date for attending and voting at the EGM is Monday, 30 March 2026. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Wednesday, 25 March 2026 to Monday, 30 March 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 24 March 2026.
5. If a tropical cyclone warning signal number 8 or above is hoisted, or "extreme conditions" announced by the Hong Kong Government or a black rainstorm warning is/are in force anytime after 7:00 a.m. on the date of the EGM, the meeting will not be held but will be adjourned to a later date in accordance with the articles of association of the Company. The Company will as soon as practicable post an announcement on the websites of the Stock Exchange and the Company.
6. References to time and dates in this notice are to Hong Kong time and dates.
7. As at the date hereof, the Board comprises one executive Director, namely, Mr. Wan Man Keung; one non-executive Director, namely Mr. Yao Shuobin; and three independent non-executive Directors, namely, Dr. Huang Mingxin, Dr. Zang Yunzhi and Ms. Chen Tak Yee Dickdy.