
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in SEM Holdings Limited, you should at once hand this circular, together with the enclosed proxy form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS INVOLVING GENERAL MANDATES TO
ISSUE SHARES AND TO REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of SEM Holdings Limited (the “**Company**”) to be held on Monday, 28 June 2021 at Unit 1203B, 1204–1205, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong at 11:00 a.m. is set out on pages 15 to 20 of this circular. Whether or not you propose to attend the annual general meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed (i.e. Saturday, 26 June 2021 at 11:00 a.m.) for holding the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the annual general meeting or any adjourned meeting should you so wish and in such event, the proxy form shall be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In compliance with the HKSAR Government’s directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 (COVID-19), the Company will implement additional precautionary measures at the AGM including, without limitation:

- compulsory body temperature screening;
- mandatory use of surgical face masks;
- anyone attending the AGM is reminded to observe good personal hygiene at all times;
- no refreshment will be served; and
- appropriate distancing and spacing in line with the guidance from the HKSAR Government will be maintained and as such, the Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding.

Any person who does not comply with the precautionary measures or is subject to any HKSAR Government prescribed quarantine may be denied entry into the meeting venue. In light of the continuing risks posed by the COVID-19 pandemic, the Company reminds Shareholders that they may appoint the Chairman of the AGM or any Director or company secretary of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the AGM in person. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Unit 1203B, 1204–1205, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Monday, 28 June 2021 at 11:00 a.m. or any adjournment thereof, notice of which is set out on pages 15 to 20 of this circular
“AGM Notice”	the notice convening the AGM set out on pages 15 to 20 of this circular
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Companies Law”	the Companies Law, Chapter 22, (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	SEM Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries (as the same is defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong))
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate to be granted to the Board at the AGM to exercise the powers of the Company to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution, being the mandate referred to in resolution no. 4 in the AGM Notice
“Latest Practicable Date”	26 April 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general mandate to be granted to the Board at the AGM to exercise the powers of the Company to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution, being the mandate referred to in resolution no. 5 in the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs

LETTER FROM THE BOARD

SEM Holdings Limited
澳達控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9929)

Executive Directors:

Mr. Woo Chu Fai (*Chief Executive Officer*)
Mr. Wun Chi Wai
Mr. Yu Chi Kwan

Non-Executive Directors:

Mr. Wan Man Keung (*Chairman*)
Mrs. Kan Wan Wai Yee Mavis

Independent Non-Executive Directors:

Mr. Lau Ping Cheung Kaizer
Dr. Sham Chung Ping Alain, *BBS*
Mr. May Tai Keung Nicholas

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head Office and Principal Place
of Business in Hong Kong:*

Unit B, 5/F
Wing Sing Commercial Centre
Nos. 12–16 Wing Lok Street
Sheung Wan
Hong Kong

30 April 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING GENERAL MANDATES TO
ISSUE SHARES AND TO REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with notice of the AGM and information in respect of the resolutions to be proposed at the AGM including (i) the grant to the Directors the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include Shares repurchased pursuant to the Repurchase Mandate; and (iii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES

Pursuant to the ordinary resolutions passed at the last annual general meeting of the Company held on 29 June 2020, the Directors were granted general mandates to issue new Shares and to repurchase existing Shares. Unless otherwise renewed, such general mandates will lapse at the conclusion of the AGM.

Two ordinary resolutions, ordinary resolutions numbered 4 and 6 in the AGM Notice, will be proposed at the AGM (i) to grant to the Directors a general mandate to allot, issue and deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of ordinary resolution numbered 4 in the AGM Notice; and (ii) to extend such general mandate so granted to the Directors by adding thereto any Shares repurchased by the Company pursuant to the Repurchase Mandate up to 10% of the total number of Shares in issue as at the date of passing of ordinary resolution numbered 6 in the AGM Notice.

As at the Latest Practicable Date, the total number of Shares in issue comprised 2,000,000,000 Shares. Assuming that there is no change in the total number of Shares in issue between the Latest Practicable Date and the date of the AGM, the Issue Mandate (if granted by the Shareholders at the AGM) will empower the Directors to allot, issue or otherwise deal in up to a maximum of 400,000,000 new Shares, being 20% of the total number of Shares in issue as at the Latest Practicable Date. Details of the Issue Mandate and the extension of the Issue Mandate are respectively set out in ordinary resolutions numbered 4 and 6 in the AGM Notice.

An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors, details of which are set out in ordinary resolution numbered 5 in the AGM Notice. The Shares which may be repurchased by the Company pursuant to the Repurchase Mandate shall not exceed 10% of the total number of Shares in issue as at the date of passing of the ordinary resolution approving the Repurchase Mandate.

An explanatory statement as required under the Listing Rules to provide certain information regarding the Repurchase Mandate to enable the Shareholders to make an informed decision on whether to vote for or against ordinary resolution numbered 5 is set out in the Appendix I to this circular.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, there were three executive Directors, namely Mr. Woo Chu Fai, Mr. Wun Chi Wai and Mr. Yu Chi Kwan; two non-executive Directors, namely Mr. Wan Man Keung and Mrs. Kan Wan Wai Yee Mavis; and three independent non-executive Directors, namely Mr. Lau Ping Cheung Kaizer, Dr. Sham Chung Ping Alain and Mr. May Tai Keung Nicholas.

Article 84 of the Articles provides that notwithstanding any other provisions in the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from

LETTER FROM THE BOARD

office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Accordingly, Mr. Woo Chu Fai, Mr. Wun Chi Wai and Mrs. Kan Wan Wai Yee Mavis shall retire from office of Directors by rotation at the AGM and, being eligible, offer themselves for re-election as the Directors at the AGM.

The nomination was made in accordance with the nomination policy of the Company and took into account a wide range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of services, with due regard of the benefits of diversity as set out under the board diversity policy of the Company.

The Nomination Committee has considered Mr. Woo Chu Fai, Mr. Wun Chi Wai and Mrs. Kan Wan Wai Yee Mavis's working experiences, working profiles, qualification and other factors as set out in Appendix II to this circular. Having duly considered their qualifications, skills, experience, age, culture, ethnicity, gender, past contributions and all other relevant factors, the Nomination Committee is of the view that they continue to be suitable candidates to serve on the Board. The Board believed that their re-election as the Directors would be in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Board endorsed the recommendations of the Nomination Committee and recommended the retiring Directors, namely Mr. Woo Chu Fai, Mr. Wun Chi Wai and Mrs. Kan Wan Wai Yee Mavis to stand for re-election at the AGM. The retiring Directors abstained from voting on the recommendation on their own re-election throughout the nomination processes.

Further information about the Board's composition and diversity as well as the attendance record of the Directors (including the retiring Directors) at the meetings of the Board and/or its committees and the general meetings is disclosed in the corporate governance report of the annual report of the Company.

AGM

The AGM Notice which contains, inter alia, ordinary resolutions for the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the proposed re-election of the Directors is set out on pages 15 to 20 of this circular.

A proxy form is herewith enclosed for use at the AGM. Whether or not you are able to attend the AGM in person, you are requested to complete the proxy form and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not later than 48 hours before the time fixed (i.e. Saturday, 26 June 2021 at 11:00 a.m.) for holding the AGM, or not less than 48 hours before the time appointed for the holding of any adjourned meeting (as the case may be). Completion and return of the proxy form will not prevent you from subsequently attending and voting in person at the AGM or any adjourned meeting (as the case may be) if you so wish and in such event, the proxy form shall be deemed to be revoked.

LETTER FROM THE BOARD

VOTING BY POLL AT THE AGM

In accordance with Rule 13.39(4) of the Listing Rules and the Articles, all resolutions set out in the AGM Notice will be vote on by poll at the AGM. Article 66 of the Articles provides that on a poll, every Shareholder present in person or by proxy shall have one vote for every fully paid Share held by that Shareholder. An announcement on the poll vote results will be made by the Company after the AGM.

RECOMMENDATION

The Directors consider that (i) the granting of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate; and (iii) the proposed re-election of Directors as set out in the AGM Notice are all in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the AGM Notice.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 23 June 2021 to Monday, 28 June 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 22 June 2021.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules 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 circular 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 circular misleading.

GENERAL

Your attention is drawn to the information set out in the appendixes to this circular.

Yours faithfully,
By order of the Board
SEM Holdings Limited
Woo Chu Fai
Chief Executive Officer

This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) and other relevant rules of the Listing Rules to provide requisite information to the Shareholders to consider the Repurchase Mandate to be proposed at the AGM.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 2,000,000,000 Shares.

Subject to the passing of the resolution for the grant of the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 200,000,000 Shares (representing 10% of the total number of Shares in issue as at the date of passing the Repurchase Mandate).

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Companies Law and any other applicable laws. Such funds legally available for repurchasing Shares include:

- (i) such funds made out of profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, subject to the Companies Law, out of capital; and
- (ii) in the case of any premium payable on the repurchase, such funds made out of the profits of the Company or from sums standing the credit of the share premium account of the Company or, subject to the Companies Law, out of capital.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report for the year ended 31 December 2020) in the event that the power to repurchase Shares pursuant to the Repurchase Mandate was to be carried out in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the past twelve months and up to the Latest Practicable Date were as follows:

Month	Price per Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
April	0.143	0.092
May	0.160	0.095
June	0.117	0.096
July	0.117	0.092
August	0.112	0.090
September	0.134	0.088
October	0.101	0.080
November	0.093	0.071
December	0.092	0.068
2021		
January	0.091	0.072
February	0.084	0.070
March	0.078	0.060
April (up to the Latest Practicable Date)	0.075	0.060

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the memorandum of association of the Company, the Articles and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention to sell any Shares under the Repurchase Mandate if such is approved by the Shareholders and exercised by the Board.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he or she has a present intention to sell Shares to the Company, nor has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders and exercised by the Board.

6. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of the Company kept under section 336 of the SFO, information on the Shareholder who has an interest of 5% or more of the issued share capital of the Company set out below.

Name	Number of Shares held as at the Latest Practicable Date	Percentage of existing shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
SEM Enterprises Limited (<i>Note 1</i>)	1,500,000,000	75.00%	83.33%
Mr. Wan Man Keung (<i>Note 1</i>)	1,500,000,000	75.00%	83.33%
Ms. Lam Yin (<i>Note 2</i>)	1,500,000,000	75.00%	83.33%

Notes:

- SEM Enterprises Limited ("SEM Enterprises") is owned as to 74.08%, 23.04% and 2.88% by Mr. Wan Man Keung, Mr. Wun Chi Wai and Mr. Yu Chi Kwan respectively. Hence, Mr. Wan is deemed to be interested in all the Shares held by SEM Enterprises under the SFO.
- Ms. Lam Yin is the wife of Mr. Wan Man Keung and is deemed to be interested in the Shares which are interested by Mr. Wan Man Keung under the SFO.

On the basis that no new Shares are issued or repurchased prior to the AGM and assuming that there would not be changes in the issued share capital of the Company prior to the repurchase of the Shares and each of the Shareholders set out above would not dispose of their respective Shares nor acquire additional Shares prior to any repurchase of Shares, the Directors are not aware of any Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) who will become obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate is exercised in full.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, cause any Shareholders or group of Shareholders acting in concert to become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the entire issued share capital of the Company.

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The followings are the particulars of retiring Directors who are proposed to be re-elected at the AGM:

Mr. Woo Chu Fai (胡柱輝) (“Mr. Woo”), aged 50, is our executive Director, chief executive officer and senior project manager. He was appointed as our executive Director on 29 March 2016 and our chief executive officer on 1 August 2018. He is a director of SEM Resources Limited. He is currently responsible for overseeing our projects management, execution of daily management and operation, and regulatory compliance.

Mr. Woo has more than 25 years of experience in the electrical and mechanical (“**E&M**”) engineering industry. He joined Ready System Engineering Limited (“**Ready System (Macau)**”) on 22 February 1995 as an engineer. Mr. Woo started to work for our Group in around April 2007 and has served as our senior project manager since 1 March 2016. He was awarded higher diploma in management of building services engineering from Vocational Training Council in Hong Kong in July 2003. He obtained a bachelor degree of engineering in building services engineering from the University of Central Lancashire, through distance learning, in December 2007. He currently holds the certificate of registration of electrical worker issued by the Electrical and Mechanical Services Department in Hong Kong and is a Grade C electrical worker.

Mr. Woo has entered into a service contract with the Company. Mr. Woo’s directorship in the Company shall be for an initial term of three years and will continue thereafter until terminated by not less than three months’ notice in writing served by either party on the other. Mr. Woo’s directorship is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles. Mr. Woo is entitled to a Director’s fee of HK\$600,000 per annum which is determined with reference to various factors such as duties and level of responsibilities of Mr. Woo, the available information in respect of companies of comparable business or scale, the performance of Mr. Woo and the Group’s performance for the financial year concerned and the prevailing market conditions and based on the recommendation from the Remuneration Committee.

Save as disclosed above, Mr. Woo did not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mr. Woo does not have any relationships with any Directors, senior management, substantial or controlling Shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. Woo is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Wun Chi Wai (尹志偉) (“**Mr. CW Wun**”), aged 51, joined Ready System (Macau) as a contracts manager on 1 May 1993. Mr. CW Wun joined our Group as a shareholder of Ready Engineering Limited upon the incorporation of Ready System (Macau), a company incorporated in Macau, on 15 May 2006. He is one of our controlling Shareholders and our executive Director. He is also a director of each of the members of our Group except for Ready System (Macau). He was appointed as our Director on 6 November 2015 and was re-designated as our non-executive Director on 29 March 2016. On 1 August 2018, he was re-designated as our executive Director. He is currently responsible for providing strategic advice to our Group’s business development.

Mr. CW Wun was awarded the higher certificate in building studies by Hong Kong Polytechnic (currently known as The Hong Kong Polytechnic University) in November 1991. He obtained a master degree of business administration from Asia International Open University (Macau) (currently known as City University of Macau) in January 1999. He is the younger brother of Mr. Wan Man Keung and the cousin of Mrs. Kan Wan Wai Yee Mavis. He has more than 25 years of experience in the E&M engineering industry.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, SEM Enterprises is the beneficial owner of 1,500,000,000 Shares, representing 75% of the entire issued share capital of the Company. SEM Enterprises is owned as to 74.08%, 23.04% and 2.88% by Mr. Wan Man Keung, Mr. CW Wun and Mr. Yu Chi Kwan respectively.

Mr. CW Wun has entered into a service contract with the Company. Mr. CW Wun’s directorship in the Company shall be for an initial term of three years and will continue thereafter until terminated by not less than three months’ notice in writing served by either party on the other. Mr. CW Wun’s directorship is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles. Mr. CW Wun is entitled to a Director’s fee of HK\$537,600 per annum which is determined with reference to various factors such as duties and level of responsibilities of Mr. CW Wun, the available information in respect of companies of comparable business or scale, the performance of Mr. CW Wun and the Group’s performance for the financial year concerned and the prevailing market conditions and based on the recommendation from the Remuneration Committee.

Save as disclosed above, Mr. CW Wun did not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mr. CW Wun does not have any relationships with any Directors, senior management, substantial or controlling Shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. CW Wun is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mrs. Kan Wan Wai Yee Mavis (簡尹慧兒) (“Mrs. Kan”), aged 64, is our non-executive Director and member of our Audit Committee and Remuneration Committee. She was appointed as our non-executive Director on 29 March 2016. She is currently responsible for providing strategic advice to our Group’s internal control and corporate governance. Mrs. Kan is currently a certified public accountant (practising) of the Hong Kong Institute of Certified Public Accountants, a certified tax adviser of The Taxation Institute of Hong Kong and a fellow of the Association of Chartered Certified Accountants.

Between June 1977 and December 1980, Mrs. Kan worked for The Hongkong and Shanghai Banking Corporation (currently known as The Hongkong and Shanghai Banking Corporation Limited). She was employed by John B.P. Byrne & Co. between December 1980 and April 1985 with her last position as tax senior. She was a founding partner of a local firm of certified public accountants from April 1997 to October 2010. She later founded KAN-WAN Certified Tax Advisors, a tax consultancy firm, in December 2010 and BOYA CPA & Co., a certified public accountant (practising) firm, in October 2012.

Mrs. Kan is currently a non-executive director of REM Group (Holdings) Limited (stock code: 1750), the issued shares of which are listed on the Stock Exchange. She completed the programme of diploma in management studies organised jointly by the Hong Kong Management Association and Hong Kong Polytechnic (currently known as The Hong Kong Polytechnic University) in June 1988. Mrs. Kan is a cousin of Mr. Wan Man Keung and Mr. CW Wun.

Mrs. Kan has entered into a letter of appointment with the Company. Mrs. Kan’s directorship in the Company shall be for an initial term of three years and will continue thereafter until terminated by not less than three months’ notice in writing served by either party on the other. Mrs. Kan’s directorship is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles. Mrs. Kan is entitled to a Director’s fee of HK\$180,000 per annum which is determined with reference to various factors such as duties and level of responsibilities of Mrs. Kan, the available information in respect of companies of comparable business or scale, the performance of Mrs. Kan and the Group’s performance for the financial year concerned and the prevailing market conditions and based on the recommendation from the Remuneration Committee.

Save as disclosed above, Mrs. Kan did not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mrs. Kan does not have any relationships with any Directors, senior management, substantial or controlling Shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Mrs. Kan is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

SEM Holdings Limited 澳達控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9929)

NOTICE IS HEREBY GIVEN that an annual general meeting of SEM Holdings Limited (the “**Company**”) will be held at Unit 1203B, 1204–1205, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Monday, 28 June 2021 at 11:00 a.m. (the “**Meeting**”) for the following purposes:

As ordinary businesses:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and of the auditors of the Company for the year ended 31 December 2020;
2. To re-elect the retiring Directors and to authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
3. To re-appoint auditors of the Company and to authorise the Board to fix the remuneration of the auditors;

As special businesses:

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT:**

- 4.1 subject to paragraph 4.3 below and pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- 4.2 the approval in paragraph 4.1 above shall authorise the Directors during the Relevant Period to allot, issue and deal with additional Shares and make or grant offers, agreements and options (including bonds, warrants, debentures and other

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securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;

- 4.3 the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph 4.1 above during the Relevant Period, other than (i) a Rights Issue (as hereinafter defined), or (ii) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into Shares, or (iii) an issue of Shares for the grant or exercise of any option under any option scheme of the Company or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries or any other eligible person(s) of Shares or rights to acquire Shares, or (iv) any issue of Shares as scrip dividends or similar arrangement pursuant to the articles of association of the Company, from time to time shall not exceed 20% of the total number of Shares in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- 4.4 for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
 - (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting of the Company.

“**Rights Issue**” means an offer of Shares, or offer or issue of options, warrants or other securities giving the right to subscribe for Shares open for a period fixed by the Directors to the holders of Shares of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) whose names appear on the register on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate such other securities) as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

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5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

- 5.1 subject to paragraph 5.2 below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the **“Securities and Futures Commission”**) and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- 5.2 the aggregate number of Shares which the Directors are authorised to repurchase pursuant to the approval in paragraph 5.1 above during the Relevant Period shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- 5.3 for the purposes of this resolution, **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
- (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
 - (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting of the Company.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT subject to the passing of resolutions numbered 4 and 5 set out in this notice convening this meeting, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares and to make or grant offers, agreements and options which might require the exercise of such power pursuant to resolution numbered 4 set out in the notice convening this meeting be and is hereby extended by the addition thereto of such number of Shares representing the aggregate number of

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Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 set out in the notice convening this meeting, provided that such number of Shares so repurchased shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution.”

Yours faithfully,
By order of the Board
SEM Holdings Limited
Woo Chu Fai
Chief Executive Officer

Hong Kong, 30 April 2021

Notes:

1. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. To be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed (i.e. Saturday, 26 June 2021 at 11:00 a.m.) for holding the Meeting or any adjournment thereof (as the case may be).
3. For the purpose of ascertaining shareholders who are entitled to attend and vote at the Meeting to be held on Monday, 28 June 2021, the register of members of the Company will be closed from Wednesday, 23 June 2021 to Monday, 28 June 2021 (both days inclusive). In order to qualify for the right to attend and vote at the Meeting, all transfers documents accompanied by the relevant share certificates should be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on Tuesday, 22 June 2021.
4. With regard to item number 2 in this notice, the Board proposes that the retiring Directors, namely, Mr. Woo Chu Fai, Mr. Wun Chi Wai and Mrs. Kan Wan Wai Yee Mavis, be re-elected as Directors. Biographical details of these Directors are set out in Appendix II to the circular despatched to shareholders of the Company dated 30 April 2021 (the “Circular”).
5. With reference to item number 3 in this notice, Messrs. Deloitte Touche Tohmatsu are proposed to be re-appointed as the auditors of the Company.
6. Detailed information on other business to be transacted at the Meeting is set out in the Circular.
7. All resolutions as set out in this notice will be taken by poll at the Meeting.
8. If a Typhoon Signal No. 8 or above is hoisted or “extreme conditions” caused by super typhoon or a Black Rainstorm Warning Signal is in force at or at any time after 7:00 a.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on the website of the Company (semhld.com) and the HKEXnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting.

The Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the Meeting under bad weather conditions bearing in mind their own situations.
9. The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

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As at the date hereof, the Board comprises (i) Mr. Woo Chu Fai (Chief Executive Officer), Mr. Wun Chi Wai and Mr. Yu Chi Kwan as executive Directors; (ii) Mr. Wan Man Keung (Chairman) and Mrs. Kan Wan Wai Yee Mavis as non-executive Directors; and (iii) Mr. Lau Ping Cheung Kaizer, Dr. Sham Chung Ping Alain and Mr. May Tai Keung Nicholas as independent non-executive Directors.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In compliance with the HKSAR Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 (COVID-19), the Company will implement additional precautionary measures at the Meeting including, without limitation:

- compulsory body temperature screening. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the Meeting venue or be required to leave the Meeting venue;
- mandatory use of surgical face masks;
- anyone attending the Meeting is reminded to observe good personal hygiene at all times;
- no refreshment will be served; and
- appropriate distancing and spacing in line with the guidance from the HKSAR Government will be maintained and as such, the Company may limit the number of attendees at the Meeting as may be necessary to avoid over-crowding.

Any person who does not comply with the precautionary measures or is subject to any HKSAR Government prescribed quarantine may be denied entry into the Meeting venue. In light of the continuing risks posed by the COVID-19 pandemic, the Company reminds shareholders that they may appoint the chairman of the Meeting or any Director or company secretary of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the Meeting in person. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

If any shareholder chooses not to attend the Meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to our registered office or to our email at general@semhld.com.

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If any shareholder has any question relating to the Meeting, please contact Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Tel: (852) 2980 1333
Fax: (852) 2810 8185