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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)

**VOLUNTARY ANNOUNCEMENT
IN RELATION TO THE LOAN AGREEMENT**

This announcement is made by SEM Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis.

The board (the “**Board**”) of directors of the Company announces that on 1 July 2026, the Company and Hainan Hongyan Information Technology Co., Ltd. (海南鴻言信息科技有限公司) (the “**Lender**”) entered into a loan agreement (the “**Loan Agreement**”), pursuant to which the Lender agreed to make available a term loan facility to the Company, as borrower, in the principal amount of up to a maximum amount of RMB200,000,000 (the “**Loan**”) for a term of six months commencing on 1 July 2026, bearing no interest and renewable upon negotiation. The loan is unsecured. The Company intends to use the proceeds from the Loan as the general working capital of the Group.

REASONS FOR AND BENEFITS OF ENTERING INTO THE LOAN AGREEMENT

The Loan will be used to supplement the Company’s working capital and settle expenditure incurred in the ordinary course of business. The execution of the Loan Agreement enables the Company to secure necessary funding and financial backing for its business development.

The terms of the Loan Agreement are fair and reasonable, conducted on normal commercial terms or better. In particular, the nil interest rate is more favourable to the Company (as borrower) than prevailing market lending rates, thereby reducing the Group’s financing costs. The loan is unsecured. The Board (excluding Mr. Yao Shuobin (“**Mr. Yao**”) who has abstained from voting due to his interest as disclosed below) is of the view that the Loan is in the best interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Mr. Yao is the Chairman and a non-executive Director of the Company, and is therefore a connected person of the Company under Rule 14A.07 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). The Lender is a company controlled by Mr. Yao and is therefore a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the entering into of the Loan Agreement constitutes a connected transaction of the Company under the Listing Rules.

As (i) the Loan is not secured by any assets of the Group; and (ii) the Loan is conducted on normal commercial terms or better, the entering into of the Loan Agreement is fully exempt from shareholders’ approval, annual review and all disclosure requirements pursuant to Rule 14A.90 of the Listing Rules.

By Order of the Board
SEM Holdings Limited
Mr. Yao Shuobin
Chairman and Non-executive Director

Hong Kong, 1 July 2026

At the date of this announcement, the Board comprises Mr. Wan Man Keung as Executive Director; Mr. Yao Shuobin as Non-executive Director; and Dr. Huang Mingxin, Dr. Zang Yunzhi and Mr. Gavin JL Feng as Independent Non-executive Directors.