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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 “**Meeting**”) of SEM Holdings Limited (the “**Company**”) will be held at 2nd Floor, Yaoji Group Building, No. 868 Yishan Road, Shanghai, the People’s Republic of China on Tuesday, 15 September 2026 at 2 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION

1. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“THAT:

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the ordinary shares of the Company which may be issued in respect of awards granted under the proposed 2026 Share Scheme (the “**Scheme**”), a copy of which has been produced to the Meeting marked “A” and initialled by the chairman of the Meeting for identification, the Scheme be and is hereby approved and adopted;
- (b) the scheme mandate limit of 10% of the issued shares of the Company (excluding treasury shares) as at the date on which the Scheme is approved and adopted;
- (c) the directors of the Company be and are hereby authorised to administer the Scheme, to grant options and awards under the Scheme, and to allot, issue and deal with ordinary shares of the Company and/or transfer treasury shares in satisfaction of options and awards granted under the Scheme, and to do all acts and execute all documents which they consider necessary, desirable or expedient to give effect to the Scheme, subject always to its rules, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and applicable law; and

- (d) conditional upon the Scheme becoming effective, the existing share option scheme of the Company adopted on 22 January 2020 (the “**Existing Share Option Scheme**”) be and is hereby terminated upon the Scheme becoming effective (without prejudice to the rights and benefits of and attached to any outstanding options which have been granted under the Existing Share Option Scheme prior to the date of the passing of this resolution).”

SPECIAL RESOLUTION

2. To consider and, if thought fit, to pass the following resolution as a special resolution:

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands (the “**Registrar**”), (i) the English name of the Company be changed from “SEM Holdings Limited” to “Yaopop Holdings Limited” and the dual foreign name in Chinese of the Company be changed from “澳達控股有限公司” to “耀寶控股有限公司” (the “**Proposed Change of Company Name**”) with effect from the date of registration as set out in the certificate of incorporation on change of name issued by the Registrar; and that (ii) any one director of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seals where appropriate, which he/she may considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name, including, without limitation, to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board
SEM Holdings Limited
Yao Shuobin
Chairman

Hong Kong, 27 August 2026

Notes:

1. Any member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of the member. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with any power of attorney or other authority under which it is signed, or a certified copy of that authority, must be deposited with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the Meeting or any adjournment thereof.

3. Completion and return of a form of proxy will not preclude a member from attending and voting in person at the Meeting or any adjournment thereof. If the member attends and votes at the Meeting, the proxy authority will be deemed revoked.
4. Where there are joint registered holders of a Share, any one of them may vote at the Meeting, either personally or by proxy, but if more than one is present, the vote of the holder whose name stands first in the register of members in respect of the joint holding will be accepted to the exclusion of the votes of the other joint holders.
5. The record date for attending and voting at the Meeting is Tuesday, 15 September 2026. For determining the entitlement to attend and vote at the Meeting, the Register of Members of the Company will be closed from Thursday, 10 September 2026 to Tuesday, 15 September 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 Wednesday, 9 September 2026.
6. 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 Meeting, 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.
7. As at the date of this notice, the Board comprises Mr. Wan Man Keung as executive Director; Mr. Yao Shuobin as non-executive Director and Chairman; and Dr. Huang Mingxin, Dr. Zang Yunzhi and Mr. Gavin JL Feng as independent non-executive Directors.