SEM Holdings Limited
澳達控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9929)

(1) RESIGNATION OF EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER; (2) APPOINTMENT OF EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER; (3) APPOINTMENT OF CHIEF EXECUTIVE OFFICER; (4) CHANGE OF COMPANY SECRETARY; AND (5) CHANGE OF AUTHORISED REPRESENTATIVES

(1) RESIGNATION OF EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER

The board (the "**Board**") of directors ("**Directors**", and each, a "**Director**") of SEM Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") announces that Mr. Wan Man Keung（尹民強）has tendered resignation as an Executive Director and the chief executive officer of the Company ("**CEO**") with effect from 7 September 2026 in order to devote more time to his personal work arrangement. Mr. Wan Man Keung will remain as a director of certain subsidiaries of the Company and will focus on the management, business operations and development of such subsidiaries.

Mr. Wan Man Keung has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation as an Executive Director that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and the shareholders of the Company (the "**Shareholders**").

(2) APPOINTMENT OF EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER

The Board is pleased to announce that with effect from 7 September 2026, Ms. Liang Meifeng（梁美鋒）("**Ms. Liang**") has been appointed as an Executive Director and the chief financial officer of the Company and the chief financial officer of Guangdong Hengqin Yaopin International Trading Co., Ltd.（廣東橫琴姚品國際商貿有限公司）, which is a subsidiary of the Company.

The biographical details of Ms. Liang are set out below:

Ms. Liang, aged 43, has accumulated over 20 years of solid professional experience spanning audit, accounting, financial management and corporate governance. Prior to joining the Company, she served as an auditor at Deloitte Touche Tohmatsu Certified Public Accountants LLP from July 2006 to April 2015. She then held the position of Finance Manager at China Minsheng Investment Group Corp., Ltd. from May 2015 to April 2020. From May 2020 to October 2025, Ms. Liang acted as a Director and the Chief Financial Officer of Shanghai Yaoji Technology Co., Ltd., a company listed on the Shenzhen Stock Exchange (Stock Code: 002605.SZ), where she gained hands-on board-level experience alongside senior financial management responsibilities. Thereafter, she served as the Chief Financial Officer of Jiangsu Xiuka Technology Company from November 2025 to August 2026.

Ms. Liang holds a Bachelor of Economics Degree from the Zhejiang University, Chinese Mainland and an Executive Master of Business Administration ("**EMBA**") Degree from the Chinese University of Hong Kong. She is a non-practising member of the Chinese Institute of Certified Public Accountants ("**CICPA**").

Ms. Liang has entered into a service contract with the Company (the "**Service Contract**") for a term of three years commencing on 7 September 2026, unless and until terminated by either party giving 3 months' prior written notice to the other party. Ms. Liang's appointment as an Executive Director is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company.

Pursuant to the Service Contract, Ms. Liang's remuneration comprises the following:

a. a fixed annual salary of HK$360,000 in her capacity as an Executive Director;

b. a fixed annual salary of HK$360,000 in her capacity as the chief financial officer of the Company;

c. a fixed annual salary of HK$480,000 in her capacity as the chief financial officer of Guangdong Hengqin Yaopin International Trading Co., Ltd.; and

d. a discretionary annual bonus the amount of which will be determined by the remuneration committee of the Board (the "**Remuneration Committee**") by reference to the financial performance of the Group and Ms. Liang's individual performance, and is not fixed in amount.

The remuneration package of Ms. Liang is determined by the Remuneration Committee with reference to her qualifications, experience, the level of duties and responsibilities undertaken by her and prevailing market conditions, and is subject to annual review by the Remuneration Committee and the Board.

As at the date of this announcement, Ms. Liang is interested in 21,220,000 ordinary shares of the Company, representing approximately 1.06% of the total issued share capital of the Company, within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Ms. Liang has confirmed: (i) she did not in the last three years hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas, or any other major appointments and professional qualifications; (ii) she does not have any other relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**")) and (iii) she does not hold any other position in the Group.

Ms. Liang has also obtained the legal advice and finalised procedures referred to in Rule 3.09D of the Listing Rules.

Save as disclosed above, the Company is not aware of other matters concerning the appointment of Ms. Liang as an Executive Director and the Chief Financial Officer that need to be brought to the attention of the Shareholders and/or the Stock Exchange nor any information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

(3) APPOINTMENT OF CHIEF EXECUTIVE OFFICER

The Board further announces that with effect from 7 September 2026, Mr. Bian Dayun（卞大雲）("**Mr. Bian**") has been appointed by the Board as the CEO of the Company, the CEO of both Guangdong Hengqin Yaopin International Trading Co., Ltd. and Shanghai Yaopin International Trading Co., Ltd.（上海姚品國際商貿有限公司）, which are subsidiaries of the Company.

The biographical details of Mr. Bian are set out below:

Mr. Bian, aged 35, has accumulated over 10 years of solid professional experience in corporate governance, strategic development and investment management. He joined Guangdong Hengqin Yaopon International Trading Co., Ltd. in August 2026. Prior to joining the Company, he worked at PricewaterhouseCoopers Zhong Tian LLP, Shanghai Branch, and subsequently held the position of Investment Manager at Xintian Capital. He later served as a Director and the Company Secretary of Shanghai Yaoji Technology Co., Ltd., a company listed on the Shenzhen Stock Exchange (Stock Code:002605.SZ). Beyond his service at this listed entity, Mr. Bian has held multiple directorships and senior management positions across various non-listed private companies, acquiring extensive practical expertise in corporate governance, board administration and strategic business execution.

Mr. Bian has entered into a Service Contract with the Company for a term of three years commencing on 7 September 2026, unless and until terminated by either party giving 3 months' prior written notice to the other party. Mr. Bian's appointment as the CEO is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company.

Pursuant to the Service Contract, Mr. Bian's remuneration comprises the following:

a. a fixed annual salary of HK$300,000 in his capacity as the CEO of the Company;

b. a fixed annual salary of HK$540,000, in his capacity as the CEO of Guangdong Hengqin Yaopin International Trading Co., Ltd.;

c. a fixed annual salary of HK$360,000, in his capacity as the CEO of Shanghai Yaopin International Trading Co., Ltd.; and

d. a discretionary annual bonus the amount of which will be determined by the Remuneration Committee by reference to the overall performance of the Group and Mr. Bian's individual performance, and is not fixed in amount.

The remuneration package of Mr. Bian is determined by the Remuneration Committee with reference to his qualifications, experience, the level of duties and responsibilities undertaken by him and prevailing market conditions, and is subject to annual review by the Remuneration Committee and the Board.

As at the date of this announcement, Mr. Bian is interested in 138,830,000 ordinary shares of the Company, representing approximately 6.94% of the total issued share capital of the Company, within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Bian has confirmed: (i) he did not in the last three years hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas, or any other major appointments and professional qualifications; (ii) he does not have any other relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**")) and (iii) he does not hold any other position in the Group.

Save as disclosed above, the Company is not aware of other matters concerning the appointment of Mr. Bian as the CEO that need to be brought to the attention of the Shareholders and/or the Stock Exchange nor any information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

(4) CHANGE OF COMPANY SECRETARY

The Board further announces that with effect from 7 September 2026, Mr. Wan Ying Pang (溫應鵬) has resigned as the company secretary of the Company (the "**Company Secretary**"). Mr. Wan Ying Pang has confirmed to the Board that he has no disagreement with the Board and there is no matter relating to his resignation as the Company Secretary that need to be brought to the attention of the Stock Exchange and the Shareholders.

The Board is pleased to announce that the Company has appointed Ms. Zhou Lingyi (周令儀) ("**Ms. Zhou**") as the Company Secretary with effect from 7 September 2026. Ms. Zhou joined a subsidiary of the Company in April 2026 and has more than 10 years of experience in auditing, accounting and corporate advisory. Prior to joining the Company, she held positions at RSM Canada LLP, Sun Life Financial Inc., a company listed on the Toronto Stock Exchange and the New York Stock Exchange (Stock Code: SLF), and a fintach company. Ms. Zhou is a member of the Hong Kong Institute of Certified Public Accountants. She obtained a Bachelor of Commerce Degree from the University of Toronto in 2016.

(5) CHANGE OF AUTHORISED REPRESENTATIVES

Following the resignations of Mr. Wan Man Keung and Mr. Wan Ying Pang, they have also ceased to be the authorised representatives of the Company pursuant to Rule 3.05 of the Listing Rules and as the authorised representatives of the Company to accept service of process and notices on behalf of the Company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (collectively the "**Authorised Representatives**") with effect from 7 September 2026. The Board announces that Ms. Liang and Ms. Zhou have been appointed as the Authorised Representatives of the Company with effect from 7 September 2026.

The Board would like to take this opportunity to express its gratitude and appreciation to Mr. Wan Man Keung and Mr. Wan Ying Pang for their valuable contribution to the Company during their tenure of office and wishes to extend its warmest welcome to Ms. Liang, Mr. Bian, and Ms. Zhou for taking up their new positions.

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

Hong Kong, 7 September 2026

At the date of this announcement, the Board comprises Ms. Liang Meifeng 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.