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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)**

## **APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER**

This announcement is made pursuant to Rule 2.1 of the Takeovers Code.

Reference is made to the joint announcement (the “**Joint Announcement**”) published by SEM Holdings Limited (the “**Company**”) and Yao Capital Limited dated 3 December 2025 pursuant to Rule 3.5 of the Takeovers Code. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

The Board is pleased to announce that Red Sun Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, has been appointed as the Independent Financial Adviser of the Company to advise the Independent Board Committee in connection with the Offer and in particular as to whether the Offer is, or is not, fair and reasonable and as to acceptance.

The appointment of Red Sun Capital Limited as the Independent Financial Adviser has been approved by the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code. The letter of advice of Red Sun Capital Limited in respect of the Offer will be included in the Composite Document.

## WARNING

Shareholders and potential investors of the Company should note that there is no assurance that the Offer will proceed. The Company will publish announcement(s) to update the status of the Offer as and when appropriate. Shareholders and potential investors of the Company are therefore advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).

By order of the Board  
**SEM HOLDINGS LIMITED**  
**Wan Man Keung**  
*Chairman and Executive Director*

Hong Kong, 10 December 2025

*As at the date of this announcement, the Board comprises Mr. Wan Man Keung and Mr. Wun Chi Wai as executive Directors; Mrs. Kan Wan Wai Yee Mavis as non-executive Director; and Mr. Lau Ping Cheung Kaizer, Ms. Chen Tak Yee Dickdy and Ir Dr. Wong Wai Man Raymond as independent non-executive Directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.*