SEM Holdings Limited
澳達控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9929)

PROXY FORM FOR EXTRAORDINARY GENERAL MEETING (THE "EGM")
TO BE HELD ON TUESDAY, 15 SEPTEMBER 2026
(OR ANY ADJOURNMENT THEREOF)

I/We [(1)] _____

of _____

being the registered holder(s) of [(2)] _____ ordinary shares (the "**Shares**") of HK$0.01 each in the share capital of SEM Holdings Limited (the "**Company**") hereby appoint the Chairman of the EGM, or [(3)] _____

of _____

as my/our proxy/proxies to attend and vote for me/us and on my/our behalf at the EGM (and at any adjournment thereof) to 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. in respect of the following resolutions as set out in the notice of EGM dated 27 August 2026 (the "**Notice**") as indicated below.

Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 27 August 2026.

ORDINARY RESOLUTION		**FOR [(4)]**	**AGAINST [(4)]**
1.	To consider and approve the termination of the Previous Share Option Scheme and adoption of the 2026 Share Scheme and the Scheme Mandate Limit.		
SPECIAL RESOLUTION		**FOR [(4)]**	**AGAINST [(4)]**
2.	To consider and approve the Proposed Change of Company Name and to authorise any one Director to do all things necessary in relation thereto.		

* Full details of the resolutions are contained in the Notice

Dated _____2026 Signature [(5)]: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the Shares registered in your name(s).
3. If you wish to appoint a proxy other than the Chairman of the EGM, please strike out "the Chairman of the EGM, or" and insert the name and address of the person you wish to appoint in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** A proxy need not be a member of the Company.
4. **IMPORTANT**: If you wish to vote for any resolution, please tick the appropriate box(es) marked "FOR". If you wish to vote against any resolution, please tick the appropriate box(es) marked "AGAINST". If you wish to use less than all your votes, or to cast some of your votes "FOR" and some of your votes "AGAINST" a particular resolution, you must write the number of votes in the relevant box(es). Failure to complete any or all the boxes will entitle your proxy to cast your votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to above.
5. The proxy form must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this proxy form must be executed either under common seal or under the hand of an officer or attorney duly authorised in writing.
6. In the case of joint registered holders of any Shares, any one of such holders may attend and vote at the EGM either personally or by proxy, but if more than one of such joint registered holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of the joint holding shall alone be entitled to vote in respect thereof.
7. To be valid, this proxy form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the EGM (i.e. not later than 2 p.m. on Sunday, 13 September 2026) or any adjournment thereof.
8. Completion and delivery of the proxy form will not preclude you from attending and voting at the EGM if you so wish. In such event, the proxy form shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the "**Purposes**"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.