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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)

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND
CHANGES IN THE COMPOSITION OF BOARD COMMITTEES**

The Board announces that with effect from 5 May 2023:

1. Dr. Sham Chung Ping Alain, *BBS* has resigned as the independent non-executive Director, the chairman of the Remuneration Committee and the member of the Audit Committee;
2. Mr. May Tai Keung Nicholas has resigned as the independent non-executive Director, the chairman of the Audit Committee and the member of the Nomination Committee;
3. Ms. Chen Tak Yee Dickdy has been appointed as an independent non-executive director of the Company, the chairlady of the Audit Committee and the member of the Nomination Committee; and
4. Ir Dr. Wong Wai Man Raymond has been appointed as an independent non-executive director of the Company, the chairman of the Remuneration Committee and the member of the Audit Committee.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of SEM Holdings Limited (the “**Company**”) and, together with its subsidiaries, the “**Group**”) announces that (i) Dr. Sham Chung Ping Alain, *BBS* (“**Dr. Sham**”) has tendered his resignation as the independent non-executive Director, the chairman of the remuneration committee of the Company (the “**Remuneration Committee**”) and the member of the audit committee of the Company (the “**Audit Committee**”) with effect from 5 May 2023 due to other official commitments; and (ii) Mr. May Tai Keung Nicholas (“**Mr. May**”) has tendered his resignation as the independent non-executive Director, the chairman of the Audit Committee and the member of the nomination committee of the Company (the “**Nomination Committee**”) with effect from 5 May 2023 due to his personal business arrangement.

Dr. Sham and Mr. May have confirmed that they have no disagreement with the Board and there are no matters relating to their resignation that need to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGES IN THE COMPOSITION OF BOARD COMMITTEES

The Board is pleased to announce that Ms. Chen Tak Yee Dickdy (“**Ms. Chen**”) has been appointed as the independent non-executive director, the chairlady of the Audit Committee and the member of the Nomination Committee with effect from 5 May 2023.

Ms. Chen, aged 45, graduated from The University of Hong Kong with a degree of bachelor of Accounting in 2006. Ms. Chen has over twenty years of experience in accounting and corporate management. She is a member of The Hong Kong Institute of Certified Public Accountants since January 2011. She is currently the Chief Operating Officer of a private company engaged in manufacturing of electronic products.

Pursuant to the letter of appointment entered into between Ms. Chen and the Company, the term of Ms. Chen’s appointment is for a fixed term of 3 years commencing from 5 May 2023 unless terminated by either party upon three months’ prior written notice. Ms. Chen shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election in accordance with the Articles of Association of the Company. The director’s fee payable to Ms. Chen is HK\$180,000 per annum and may, subject to the discretion of the Directors, be reviewed. Her annual director’s fee has been determined by the Board with reference to her duties, responsibilities, the results of the Group as well as prevailing market conditions.

The Board is also pleased to announce that Ir Dr. Wong Wai Man Raymond (“**Ir Dr. Wong**”) has been appointed as the independent non-executive director, the chairman of the Remuneration Committee and the member of the Audit Committee with effect from 5 May 2023.

Ir Dr. Wong, aged 72, is a fellow member of The Hong Kong Institution of Engineers, The Chartered Institute of Marketing and the Hong Kong Computer Society and a member of The British Computer Society and The Australian Computer Society. Ir Dr. Wong has obtained a supervisory management certificate from The Hong Kong Polytechnic University in 1979, a diploma in Business Administration from The Hong Kong Polytechnic University in 1982, a Master of Business Administration from The University of Hull, UK in 1992, a Master of Science in Information Systems from The Hong Kong Polytechnic University in 1995, a Master of Science in Management from The Hong Kong Polytechnic University, a LLB degree with honours from The University of Wolverhampton, UK and a Bachelor in Laws from The Peking University, PRC in 1996, a Master in Laws from The City University of Hong Kong in 1999, a Master in Laws from The Renmin University in Beijing, PRC in 2000, a Doctor of Business Administration from The University of Newcastle, Australia in 2007 and an Australian Graduate Certificate in Immigration Law from The Australian National University in 2009.

Ir Dr. Wong has extensive experience in information system development and corporate management. He has worked for the Immigration Department of the Government of the Hong Kong Special Administrative Region since 1972 and has been acting as an Assistant Director in charge of development and management of information system since 2002 and retired in 2007. After retirement from the Immigration Department, Ir Dr. Wong has become a world-known independent expert consultant and is an internationally renowned expert in identification documents, identity authentication, biometric identification system and border port management system. Ir Dr. Wong has been a consultant in the Hong Kong Professional Services Diploma Courses of The Chinese University of Hong Kong since 1999, a honorary professor of the Department of Computer Science of The Hong Kong Polytechnic University and a part-time professor of the Biometrics Technology Center of The Hong Kong Polytechnic University since 2010, a member of The Hong Kong Chief Information Officer Election Appraisal Committee since 2011 and a special expert consultant of Aisino Corporation (SSE stock code: 600271) since 2013.

Pursuant to the letter of appointment entered into between Ir Dr. Wong and the Company, the term of Ir Dr. Wong's appointment is for a fixed term of 3 years commencing from 5 May 2023 unless terminated by either party upon three months' prior written notice. Ir Dr. Wong shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election in accordance with the Articles of Association of the Company. The director's fee payable to Ir Dr. Wong is HK\$180,000 per annum and may, subject to the discretion of the Directors, be reviewed. His annual director's fee has been determined by the Board with reference to his duties, responsibilities, the results of the Group as well as prevailing market conditions.

As at the date of this announcement, save as disclosed above, Ms. Chen and Ir Dr. Wong (i) do not hold any other position in the Company or its subsidiaries; (ii) have not, in the past three years, held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) do not have other major appointment and qualification; and (iv) do not have any relationship with any director, senior management, substantial shareholder or controlling shareholder (as respectively defined in the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**")) of the Company. Ms. Chen and Ir Dr. Wong have confirmed that they meet the independence criteria as set out in Rule 3.13 of the Listing Rules. As at the date of this announcement, Ms. Chen and Ir Dr. Wong do not have any interests in the shares or underlying shares 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, there is no other matter relating to the appointment of Ms. Chen and Ir Dr. Wong that need to be brought to the attention of the Stock Exchange or the shareholders of the Company and there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Board would like to take this opportunity to express its appreciation for the valuable contribution of Dr. Sham and Mr. May to the Company during their term of services and to express its warm welcome to Ms. Chen and Ir Dr. Wong on their new roles.

By Order of the Board
SEM Holdings Limited

Woo Chu Fai

Executive Director and Chief Executive Officer

Hong Kong, 5 May 2023

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