

# SEM HOLDINGS LIMITED

## 澳達控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 9929)**

### PROCEDURES FOR NOMINATION OF DIRECTORS BY SHAREHOLDERS

(Adopted by the Company at a meeting of the board of directors (the “**Board**”) of the Company on 22 January 2020)

1. Pursuant to Rule 13.51D of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), SEM Holdings Limited (the “**Company**”) sets out these procedures, as governed by the Company’s articles of association (the “**Articles of Association**”), to provide shareholders of the Company (the “**Shareholder(s)**”) with detailed procedures which they should follow for nominating a person for election as a director of the Company (“**Director**”).
  
2. According to Article 85 of the Articles of Association, a shareholder (the “**Nominator**”) may propose a person (the “**Nominee**”) for election as a Director at a general meeting of the Company convened for purposes of appointing directors by lodging the following documents at the head office at Unit A, 7th Floor, Connaught Harbourfront House, Nos. 35–36 Connaught Road West, Sheung Wan, Hong Kong or the registered office at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands, respectively for the attention of the company secretary of the Company:
  - (a) a notice in writing signed by the Nominator(s), who is/are duly qualified to attend and vote at the meeting, of his/her intention to propose the Nominee(s) for election as a Director; and
  - (b) a notice in writing signed by the Nominee(s) of his/her willingness to be elected as a Director.
  
3. Accordingly, such notices shall be lodged at least seven days before the date of the general meeting and the period for lodgment of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.
  
4. In order to allow the Company to inform the Shareholders of the proposal

and to enable the Shareholders to make an informed decision on their election at a general meeting, the written notice must state the full name of the Nominee(s) and include his/her biographical details as required under Rule 13.51(2) of the Listing Rules, as amended from time to time, as published on the website of The Stock Exchange of Hong Kong Limited ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Nominee's written consent to the publication of his/her personal data.

5. Upon receipt of the written notices from the Nominator(s) to propose the Nominee(s) at the general meeting, the Company will then publish an announcement in accordance with the requirements under the Listing Rules or issue a supplementary circular. The particulars of the Nominee(s) will be included in the announcement or supplementary circular of the Company.
6. If you have any questions in relation to the procedures for proposing a person as a Director, please make a written enquiry to the Company at Unit A, 7th Floor, Connaught Harbourfront House, Nos. 35–36 Connaught Road West, Sheung Wan, Hong Kong.