

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 ANNUAL GENERAL MEETING

Proxy form for use at the annual general meeting of the Company to be held on Tuesday, 13 June 2023 (or any adjournment thereof)

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ shares (the "Shares")
of HK\$0.01 each in the capital of the Company hereby appoint the Chairman of the annual general meeting of the Company (the "Meeting"),
or ⁽³⁾ _____
of _____
as my/our proxy/proxies to attend and vote for me/us and on my/our behalf at the Meeting (and at any adjournment thereof) to be held at Suites 01-08, 27th Floor, Shui On Centre, 6-8 Harbour Road, Wan Chai, Hong Kong, on Tuesday, 13 June 2023 at 11:00 a.m. in respect of the following resolutions as indicated and on any other business that may properly come before the Meeting, and, if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTIONS		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company and of the auditors of the Company for the year ended 31 December 2022.		
2.	(i) To re-elect Mr. Woo Chu Fai as an executive director of the Company.		
	(ii) To re-elect Mr. Wun Chi Wai as an executive director of the Company.		
	(iii) To re-elect Ms. Chen Tak Yee Dickdy as an independent non-executive director of the Company.		
	(iv) To re-elect Ir Dr. Wong Wai Man Raymond as an independent non-executive director of the Company.		
	(v) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
3.	To re-appoint Messrs. Moore Stephens CPA Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
4.	To grant a general mandate to the directors of the Company to issue, allot and deal with additional Shares not exceeding 20% of the number of Shares in issue on the date of passing this resolution.		
5.	To grant a general mandate to the directors of the Company to repurchase Shares not exceeding 10% of the number of Shares in issue on the date of passing this resolution.		
6.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional Shares by adding the number of Shares repurchased by the Company.		
SPECIAL RESOLUTION		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
7.	To approve the adoption of the Amended Memorandum and Articles (as defined in the Circular) of the Company dated 12 May 2023 as the new amended and restated memorandum and articles of association in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect and to authorise any one director or company secretary of the Company to do all things necessary to implement the adoption of the Amended Memorandum and Articles.		

Dated _____

Signature ⁽⁵⁾ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- If you wish to appoint a proxy other than the Chairman of the Meeting, please strike out "the Chairman of the Meeting, 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 INITIALED BY THE PERSON WHO SIGNS IT.** A proxy need not be a member of the Company.
- 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 Meeting other than those referred to above.
- 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.
- In the case of joint registered holders, any one of such holders may attend and vote at the Meeting either personally or by proxy, but if more than one of such joint registered holders be present at the Meeting 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.
- 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 (i.e. Sunday, 11 June 2023 at 11:00 a.m.) for the Meeting or any adjournment thereof.
- Completion and delivery of the proxy form will not preclude you from attending and voting at the Meeting 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.