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SDM Group Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8363)

**POLL RESULTS OF EXTRAORDINARY GENERAL MEETING
HELD ON 20 SEPTEMBER 2021**

Reference is made to the circular (the “**Circular**”) of SDM Group Holdings Limited (the “**Company**”) and the notice of EGM (the “**Notice**”) of the Company dated 27 August 2021 in relation to, among others, the Refreshment and the Proposed Change of Company English Name and Proposed Adoption of Chinese Name. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those used in the Circular.

The Board is pleased to announce that the resolutions as set out in the Notice were duly passed by the Shareholders by way of poll at the EGM held on 20 September 2021.

As at the date of the EGM, the total number of Shares in issue was 411,100,000, being all the Shares which entitled the Shareholders to attend and vote for or against the resolutions proposed at the EGM. None of the Shareholders were required to abstain from voting at the EGM under the GEM Listing Rules. In addition, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the EGM as set out in Rule 17.47A of the GEM Listing Rules. No parties had stated in the Circular that they intend to vote against or to abstain from voting on the resolutions at the EGM.

Union Registrars Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer at the EGM for the purpose of the vote-taking.

The poll results in respect of all the resolutions proposed at the EGM are set out as follows:

Ordinary Resolution		Number of Votes (%)	
		For	Against
1.	To refresh the Share Option Scheme Mandate Limit up to 10% of the issued share capital of the Company.	251,755,163 (100%)	0 (0%)
Special Resolution		Number of Votes (%)	
		For	Against
2.	To approve subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the Proposed Change of Company English Name from “SDM Group Holdings Limited” to “SDM Education Group Holdings Limited” and Proposed Adoption of Chinese Name of “SDM 教育集團控股有限公司” as the dual foreign name of the Company; and to authorise any of the Directors to do all such acts and things and sign or execute all documents and make such arrangements as he/she may, in his/her absolute discretion, consider necessary or expedient to give effect to the Proposed Change of Company English Name and Proposed Adoption of Chinese Name.	251,755,163 (100%)	0 (0%)

Notes:

- i. The above table only provides a summary of the resolutions. The full text of the resolutions are set out in the Notice.
- ii. The number of votes and percentage of the voting as stated above are based on the total number of Shares held by the Shareholders voted at the EGM in person, by authorised corporate representative(s) or by proxy(ies).

As more than 50% of the votes were cast in favour of the above ordinary resolution, the ordinary resolution was duly passed as an ordinary resolution of the Company at the EGM. As more than 75% of the votes were cast in favour of the above special resolution, the special resolution was duly passed as a special resolution of the Company at the EGM.

PROGRESS OF THE PROPOSED CHANGE OF COMPANY ENGLISH NAME AND PROPOSED ADOPTION OF CHINESE NAME

As the special resolution in relation to the Proposed Change of Company English Name and Proposed Adoption of Chinese Name was duly passed by the Shareholders at the EGM, the Proposed Change of Company English Name and Proposed Adoption of Chinese Name will become effective on the date on which the Registrar of Companies in the Cayman Islands enters the new English name and the dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands and issues a certificate of incorporation on change of name.

Further announcement(s) will be made by the Company to inform the Shareholders of, among other things, the effective date of the change of the English name and adoption of Chinese name of the Company and the new English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange, as and when appropriate.

By Order of the Board
SDM Group Holdings Limited
Chiu Ka Lok
Chairman

Hong Kong, 20 September 2021

As at the date of this announcement, the executive Directors are Mr. Chiu Ka Lok, Mr. Chun Chi Ngon Richard and Dr. Chun Chun, the non-executive Director is Ms. Yeung Siu Foon, and the independent non-executive Directors are Dr. Yuen Man Chun Royce, Mr. Chak Chi Shing and Dr. Hung Siu Ying Patrick.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

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