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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 10 JANUARY 2020**

The board (the “**Board**”) of directors (the “**Directors**”) of SDM Group Holdings Limited (the “**Company**”) is pleased to announce that the resolution as set out in the notice of extraordinary general meeting (the “**Notice**”) of the Company dated 18 December 2019 was duly passed by the shareholders of the Company (“**Shareholders**”) by way of poll at the extraordinary general meeting of the Company held on 10 January 2020 (the “**EGM**”).

As at the date of the EGM, the total number of ordinary shares of the Company in issue (“**Shares**”) was 354,100,000, being all the Shares which entitled the Shareholders to attend and vote for or against the resolution proposed at the EGM. None of the shareholders were required to abstain from voting at the EGM under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”). In addition, there were no Shares entitling the shareholders to attend and abstain from voting in favour of the resolution at the EGM as set out in Rule 17.47A of the GEM Listing Rules. No parties had stated in the circular of the Company dated 18 December 2019 that they intend to vote against or to abstain from voting on the resolution 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 the resolution 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.	198,753,124 (100%)	0 (0%)

*Notes:*

- i. The above table only provides a summary of the resolution. The full text of the resolution is 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 resolution, the resolution was duly passed as an ordinary resolution of the Company at the EGM.

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

Hong Kong, 10 January 2020

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

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and be posted on the website of the Company at [www.sdm.hk](http://www.sdm.hk).*