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SDM Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8363)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of SDM Group Holdings Limited (the “**Company**”) will be held on Friday, 17 April 2020 at 2:30 p.m. at No. 6 Cambridge Road, Kowloon Tong, Kowloon, Hong Kong or any adjournment thereof for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company as an ordinary resolution. Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 26 March 2020 (the “**Circular**”).

ORDINARY RESOLUTION

“**THAT**

- (a) the sale and purchase agreement dated 21 January 2020 (the “**Sale and Purchase Agreement**”) entered into between SDM International Investments Pte. Ltd., an indirect wholly-owned subsidiary of the Company, as the purchaser (the “**Purchaser**”), and Lau Tse Kit, Choe Peng Meng and Lau Shih-Venn, Vivienne as the vendors (the “**Vendors**”) in respect of the acquisition of the entire equity interest of Global Tots Pte. Ltd., Global Tots @ Mountbatten Pte. Ltd., Global Tots @ Braddell Pte. Ltd., and Global Tots @ Sembawang Pte. Ltd. at a maximum consideration of S\$7,800,000 and the transactions contemplated thereunder, be and is hereby approved, confirmed and ratified; and
- (b) any one of the Directors be and is hereby authorised to sign and execute such documents, including under seal where applicable, and do all such acts and things as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Sale and Purchase Agreement and the transactions contemplated thereunder.”

Yours faithfully
By order of the Board
SDM Group Holdings Limited
Chiu Ka Lok
Chairman

Hong Kong, 26 March 2020

Registered office:
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75 Fort Street
P.O. Box 1350
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KY1-1108
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
Room 202B, 2/F
Liven House
61-63 King Yip Street
Kwun Tong
Kowloon
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the EGM. A proxy need not be a member of the Company.
2. A form of proxy for use at the EGM is enclosed herewith.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. The Register of Members of the Company will be closed from Tuesday, 14 April 2020 to Friday, 17 April 2020 (both days inclusive) for the purpose of determining the right to attend and vote at the EGM, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the forthcoming EGM, all share transfer documents accompanied by the corresponding share certificates must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301- 04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Thursday, 9 April 2020.

8. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 9:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.sdm.hk and on the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.

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 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.

This announcement will remain at www.hkgem.com on the “Latest Listed Company Information” page of the GEM website for at least 7 days from the date of its posting and on the Company website at www.sdm.hk.