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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 17 APRIL 2020

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 26 March 2020 in relation to, among others, the Acquisition. 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 ordinary resolution as set out in the Notice was duly passed by the Shareholders by way of poll at the EGM held on 17 April 2020.

As at the date of the EGM, the total number of Shares in issue 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 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 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 approve, confirm and ratify the Sale and Purchase Agreement and the transactions contemplated thereunder and to authorise any one of the Directors to sign and execute such documents 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.	198,753,115 (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, 17 April 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 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.