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SDM Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8363)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 22 JUNE 2020 AND
RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of SDM Group Holdings Limited (the “**Company**”) is pleased to announce that all the resolutions as set out in the notice (the “**Notice**”) of annual general meeting of the Company dated 21 May 2020 were duly passed by the shareholders of the Company (“**Shareholders**”) by way of poll at the annual general meeting of the Company held on 22 June 2020 (the “**AGM**”).

As at the date of the AGM, the total number of ordinary shares of the Company in issue (“**Shares**”) was 358,100,000, being all the Shares which entitled the Shareholders to attend and vote for or against the resolutions proposed at the AGM. None of the shareholders were required to abstain from voting at the AGM 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 holders to attend and abstain from voting in favour of any resolutions at the AGM as set out in Rule 17.47A of the GEM Listing Rules. No parties had stated in the circular of the Company dated 21 May 2020 that they intend to vote against or to abstain from voting on any resolutions at the AGM.

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

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

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1	To receive, consider and adopt the audited consolidated financial statements of the Company and reports of the Directors and auditors of the Company for the year ended 31 December 2019.	198,753,115 (100%)	0 (0%)
2	To re-appoint KPMG as the auditors of the Company and to authorise the Board to fix their remunerations.	198,753,115 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
3	(a) To re-elect Mr. Chiu Ka Lok as an executive Director.	198,753,115 (100%)	0 (0%)
	(b) To re-elect Mr. Chak Chi Shing as an independent non-executive Director.	198,753,115 (100%)	0 (0%)
4	To authorize the Board to fix the remuneration of the Directors.	198,753,115 (100%)	0 (0%)
5	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the total number of issued shares of the Company as at the date of passing this resolution.	198,753,115 (100%)	0 (0%)
6	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution.	198,753,115 (100%)	0 (0%)
7	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares of the Company by a number not exceeding the total number of shares repurchased by the Company.	198,753,115 (100%)	0 (0%)

Notes:

- i. The above table only provides a summary of the resolutions. The full text of these resolutions 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 AGM in person, by authorised corporate representative(s) or by proxies.

As more than 50% of the votes were cast in favour of each of the above resolutions, all of the above resolutions were duly passed as ordinary resolutions of the Company at the AGM.

Retirement of independent non-executive Director

The Board announces that as Mr. Lau Sik Yuen did not offer himself for re-election at the AGM, Mr. Lau retired as independent non-executive Director and ceased to be the chairman of the audit committee of the Company with effect from the conclusion of the AGM. Mr. Lau has confirmed that there is no disagreement with the Board and there is no matter in respect of his retirement as a Director that needs to be brought to the attention of the Shareholders or The Stock Exchange of Hong Kong Limited. The Board would like to take this opportunity to express its sincere gratitude to Mr. Lau for his contributions to the Company during his tenures of service as Director.

Non-compliance with the GEM Listing Rules

Following the retirement of Mr. Lau, the Company has only two independent non-executive Directors, the number of which falls below the minimum number required under Rules 5.05(1) and 5.28 of the GEM Listing Rules. In order to comply with the requirements under the GEM Listing Rules, the Company will use its best endeavour to identify suitable candidate to fill up the vacancy arising from the retirement of Mr. Lau as soon as practicable and in any event within three months as required under Rules 5.06 and 5.33 of the GEM Listing Rules, and will make further announcement as and when appropriate.

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

Hong Kong, 22 June 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 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 for at least 7 days from the date of its posting and be posted on the website of the Company at www.sdm.hk.