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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 an extraordinary general meeting (the “**EGM**”) of SDM Group Holdings Limited (the “**Company**”) will be held on Monday, 20 September 2021 at 3:00 p.m. at No. 6 Cambridge Road, Kowloon Tong, Kowloon, Hong Kong for the following purposes of considering and, if thought fit, passing with or without amendments the following resolutions:

ORDINARY RESOLUTION

“**THAT** conditional upon the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the ordinary shares of the Company (the “**Shares**”) to be issued upon the exercise of share options under the share option scheme adopted by the Company on 26 September 2014 (the “**Share Option Scheme**”), the existing share option scheme mandate limit in respect of the granting of share options to subscribe for Shares under the Share Option Scheme be refreshed and renewed provided that the total number of Shares which may be allotted and issued pursuant to the grant or exercise of the share options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the Shares in issue as at the date of passing this resolution and that the directors of the Company (the “**Director(s)**”) be and are hereby authorised, subject to compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange, to grant share options under the Share Option Scheme up to the refreshed limit and to exercise all the powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such share options.”

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “SDM Group Holdings Limited” to “SDM Education Group Holdings Limited” and the Chinese name of “SDM 教育集團控股有限公司” be adopted as the dual foreign name of the Company (the “**Proposed Change of Company English Name and Proposed Adoption of Chinese Name**”), and that any of the Directors be and is hereby authorised generally 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.”

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

Hong Kong, 27 August 2021

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. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her 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.
3. In order 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 office of the Hong Kong branch share registrar and transfer office of the Company, 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 the EGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the EGM and, in such event, the form of proxy shall be deemed to be revoked.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned EGM or on a poll demanded at the EGM or any adjournment thereof in cases where the EGM was originally held within 12 months from such date.

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 shares 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. To ascertain shareholders' eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 15 September 2021 to Monday, 20 September 2021 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the EGM, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, 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 Tuesday, 14 September 2021.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Hong Kong Government is/are 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 the shareholders of the Company of the date, time and venue of the rescheduled meeting.
8. In view of the continuous spread of Coronavirus (COVID-19) pandemic (the "**Pandemic**"), the Company will implement the following prevention and control measures at the EGM against the Pandemic to protect all participants in the EGM including the shareholders of the Company, their proxies and other non-shareholder personnel (the "**Participant(s)**") from the risk of infection, including:
 - (i) every Participant shall be subject to compulsory body temperature check at the entrance of the venue of the EGM and anyone with a body temperature higher than 37.3 degree Celsius will be denied entry to the venue of the EGM;
 - (ii) all Participants are required to wear face masks appropriately at all times during their attendance of the EGM;
 - (iii) a distance of at least 1.5 meters among all seats at the venue of the EGM will be set to keep a safe physical distance among the Participants;
 - (iv) no refreshment will be served either during or after the EGM and no corporate gifts will be handed out to avoid close contacts of the Participants during their attendance of the EGM; and
 - (v) to reduce the number of people in one single venue, the number of Participants will be restricted and where necessary and practicable, multiple meeting rooms with telecommunication facilities will be put into use.

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 and 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.

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.