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SDM Group Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8363)

CHANGE OF AUDITOR

This announcement is made by SDM Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.50(4) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited.

The board of directors (the “**Board**”) of the Company announces that Grant Thornton Hong Kong Limited (“**Grant Thornton**”) has resigned from the office of auditor of the Company with effect from 17 December 2021, as the Company and Grant Thornton could not reach an agreement on the audit fee for the financial year ending 31 December 2021.

The Company is incorporated under the laws of the Cayman Islands and to the knowledge of the Board there is no requirement under the laws of the Cayman Islands for the resigning auditor to confirm whether or not there is any circumstance connected with their resignation which they consider should be brought to the attention of the shareholders of the Company (the “**Shareholders**”). Grant Thornton has therefore not issued such confirmation.

Grant Thornton has not commenced any audit work on the consolidated financial statements of the Group for the financial year ending 31 December 2021. It is expected that the change of auditor will not have any significant impact on the annual audit for the financial year ending 31 December 2021. The Board and the audit committee of the Company (the “**Audit Committee**”) also confirm that there is no disagreement between Grant Thornton and the Company (save for the said audit fee), and there are no other matters in respect of the proposed change of auditor and the resignation of Grant Thornton that need to be brought to the attention of the Shareholders.

The Board, with the recommendation from the Audit Committee, has resolved to appoint Zhonghui Anda CPA Limited (“**Zhonghui Anda**”) as the auditor of the Company to fill the casual vacancy following the resignation of Grant Thornton and to hold office until the conclusion of the next annual general meeting of the Company.

The Board considered that as Zhonghui Anda possesses the essential audit experience required to perform its duties as the auditor of the Company while charging a relatively lower audit fee than Grant Thornton, the appointment of Zhonghui Anda as the auditor of the Company is in the interests of the Company and the shareholders of the Company as a whole.

The Board would take this opportunity to express its gratitude to Grant Thornton for their professional services rendered to the Group in the past.

By order of the Board
SDM Group Holdings Limited
CHIU Ka Lok
Chairman

Hong Kong, 17 December 2021

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. Hung Siu Ying Patrick 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 Announcements” 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.