

SDM Education Group Holdings Limited
SDM 教育集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8363)

PROXY FORM
Form of proxy for use at the 2022 Annual General Meeting (or at any adjournment thereof)

I/We ^(note a) _____
of _____
being the holder(s) of ^(note b) _____ shares of HK\$0.1 each
of SDM Education Group Holdings Limited (the “**Company**”) hereby appoint the Chairman of the 2022 Annual General Meeting
 (“**Meeting**”) of the Company or ^(note c) _____
of _____
to act as my/our proxy at the Meeting to be held on Wednesday, 29 June 2022 at 9:30 a.m. at Flat 1901, 19/F., Tuen Mun Parklane Square,
2 Tuen Hi Road, Tuen Mun, New Territories, Hong Kong, and at any adjournment thereof and to vote on my/our behalf as directed below.
Please make a mark (“✓”) in the appropriate boxes to indicate how you wish your vote(s) to be cast ^(note d).

ORDINARY RESOLUTIONS		FOR	AGAINST
1	To receive, consider and adopt the audited consolidated financial statements of the Company and reports of the directors (the “ Directors ”) and auditors of the Company for the year ended 31 December 2021.		
2	To re-appoint Zhonghui Anda CPA Limited as auditors of the Company and the board of Directors of the Company (the “ Board ”) be authorised to fix their remuneration.		
3	(a) To re-elect Mr. Chiu Ka Lok as an executive Director. (b) To re-elect Ms. Yeung Siu Foon as a non-executive Director. (c) To re-elect Dr. Kao Ping Suen as an independent non-executive Director.		
4	To authorize the Board to fix the remuneration of the Directors.		
5	Ordinary Resolution No. 5 of the AGM Notice (To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the total number of the issued shares of the Company as at the date of passing this resolution).		
6	Ordinary Resolution No. 6 of the AGM Notice (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).		
7	Ordinary Resolution No. 7 of the AGM Notice (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).		

Dated _____

Shareholder’s signature _____ ^(Note e, f)

Notes:

- a. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- b. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- c. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the 2022 Annual General Meeting of the Company or” and insert the name and address of the person appointed proxy in the space provided.
- d. If you wish to vote for a resolution set out above, please tick (“✓”) the box marked “For” against such resolution. If you wish to vote against a resolution, please tick (“✓”) the box marked “Against” against such resolution. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the Meeting.
- e. In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f. The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- g. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at 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 later than 48 hours before the time appointed for holding of the Meeting or any adjourned meeting.
- h. Any alteration made to this form should be initialled by the person who signs the form.
- i. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish, and in such event the form of Proxy shall be deemed to be revoked.