

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 Extraordinary General Meeting on Monday, 19 June 2023

(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 Extraordinary General Meeting (the “Meeting”) of the Company or^(note c) _____
of _____
to act as my/our proxy at the Meeting to be held at 9:30 a.m. on Monday, 19 June 2023 at Flat 1901, 19/F., Tuen Mun Parklane Square, 2 Tuen Hi Road, Tuen Mun, New Territories, Hong Kong, or at any adjournment thereof and to vote on my/our behalf as directed below and if no such indication is given, as my/our proxy thinks fit^(note d). Unless otherwise indicated, capitalised terms used in this form of proxy shall have the same meaning as those defined in the circular of the Company dated 25 May 2023.

Please make a mark (“✓”) in the appropriate boxes to indicate how you wish your vote(s) to be cast^(note d).

	SPECIAL RESOLUTION	FOR	AGAINST
1.	To consider and approve the Proposed Amendments to the Memorandum and Articles of Association and the adoption of the New Memorandum and Articles of Association and to authorise any one Director or company secretary of the Company to do all things necessary to give effect to the Proposed Amendments to the Memorandum and Articles of Association and the adoption of the New Memorandum and Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>

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 shareholder who is a holder of more than one share may appoint one or more proxies to attend the meeting and vote for him. A proxy need not be a member of the Company but must attend the meeting in person to present the shareholder. 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 Extraordinary 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 the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution; 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/her discretion. A proxy will also be entitled to vote at his/her 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/her 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.
- j. Please refer to the notice of the Meeting for the full text of the resolution.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Union Registrars Limited at the above address or to the Company at Room 202B, 2/F, Liven House, 61-63 King Yip Street, Kwun Tong, Hong Kong.