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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)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 19 JUNE 2023

References are made to the circular (the “**Circular**”) of SDM Education Group Holdings Limited (the “**Company**”) and the notice of EGM (the “**Notice**”) of the Company dated 25 May 2023 in relation to, among others, the proposed amendments to the amended and restated memorandum of association and articles of association of the Company and proposed adoption of new memorandum and articles of association. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those used in the Circular.

The Board is pleased to announce that the resolution as set out in the Notice was duly passed by the Shareholders by way of poll at the EGM held on 19 June 2023.

As at the date of the EGM, the total number of Shares in issue was 686,400,000, being all the Shares which entitled the Shareholders to attend and vote for or against the resolution proposed at the EGM. None of the Shareholders were required to abstain from voting at the EGM under the GEM Listing Rules. In addition, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the EGM as set out in Rule 17.47A of the GEM Listing Rules. No parties had stated in the Circular that they intend to vote against or to abstain from voting on the resolutions at the EGM.

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

The poll results in respect of the resolution proposed at the EGM are set out as follows:

Special Resolution		Number of Votes (%)	
		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.	493,650,649 (100%)	0 (0%)

Notes:

- i. The above table only provides a summary of the resolution. The full text of the resolution 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 EGM in person, by authorised corporate representative(s) or by proxy(ies).
- iii. There was no Share actually voted but excluded from calculating the poll results of the resolution.

As more than 75% of the votes were cast in favour of the above resolution, the resolution was duly passed as a special resolution of the Company at the EGM.

All Directors attended the EGM either in person or through electronic means of communication.

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

Hong Kong, 19 June 2023

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 Mr. Chak Chi Shing and Dr. Kao Ping Suen.

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.

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