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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)**

## **CHANGE OF AUDITOR**

This announcement is made by SDM Education 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 (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

### **RESIGNATION OF AUDITOR**

The board of directors (the “**Board**”) of the Company hereby announces that the Company has received a letter (the “**Resignation Letter**”) from Zhonghui Anda CPA Limited (“**Zhonghui Anda**”) on 30 July 2025 for its resignation as auditor of the Company with immediate effect (the “**Resignation**”).

In the Resignation Letter, Zhonghui Anda pointed out the issues that should be brought to the attention of the Board and the audit committee of the Company (the “**Audit Committee**”) as summarised below.

- 1) the concern over the appropriateness of consolidation of certain Singapore subsidiaries of the Company, which are under receiverships, in the Company’s consolidated financial statements for the eighteen months ended 30 June 2024 (“**FY2023/24**”);
- 2) Material uncertainty over the Group’s ability to continue as a going concern due to failure to fulfil the settlement plan for the convertible note with a principal amount of US\$25 million (the “**CN**”);
- 3) Outstanding items during the planning of the audit for FY2023/24. They mainly include pending bank confirmations, consolidated trail balance, breakdown of major balance sheet items, expected-credit-loss assessment, and agreed figures for outstanding principal and accrued interest of the CN; and
- 4) Outstanding balance of auditor’s remuneration remained unsettled.

Save as disclosed above, the Board is not aware of any other matter in connection with the Resignation that needs to be brought to the attention of the shareholders of the Company (“**Shareholders**”) or creditors of the Company.

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

## **APPOINTMENT OF AUDITOR**

The Board, with the recommendation from the Audit Committee, has resolved to appoint Infinity CPA Limited (“**Infinity**”) as the new auditor of the Company with effect from 1 August 2025 to fill the casual vacancy following the Resignation and to hold office until the conclusion of the next annual general meeting of the Company.

The Audit Committee has considered a number of factors, including but not limited to (i) the audit proposal of Infinity; (ii) its experience, industry knowledge and technical competence in providing audit work for companies listed on the Stock Exchange; (iii) its resources and capabilities; (iv) its independence and objectivity; and (v) its market reputation and track record.

Based on the above, the Audit Committee has assessed and considered that Infinity is eligible and suitable to act as the auditor of the Company. The Board and the Audit Committee are of the view that the change of auditor of the Company is in the interest of the Company and the Shareholders as a whole.

On the basis that the audit fieldwork will commence at the beginning of August 2025, the Company expects to publish its audited results for the eighteen months ended 30 June 2024 by the end of September 2025.

The Board would like to take this opportunity to express its warm welcome to Infinity on its appointment as the auditor of the Company.

## **CONTINUED SUSPENSION OF TRADING**

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 2 October 2024, and will remain suspended until further notice pending the fulfilment of the Resumption Guidance and the grant of approval of the Stock Exchange for the resumption of trading of the shares of the Company.

**Shareholders and potential investors are advised to exercise caution in dealing in the securities of the Company.**

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

Hong Kong, 1 August 2025

*As at the date of this announcement, the executive Directors are Mr. Chiu Ka Lok and Mr. Chun Chi Ngon Richard; the non-executive Directors are Ms. Yeung Siu Foon and Mr. Sun Banggui; and the independent non-executive Directors are Dr. Kao Ping Suen, Mr. Sek Sing Chor and Mr. Lam Chee Sum Eddie.*

*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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