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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)**

**FURTHER DELAY IN DESPATCH OF CIRCULAR AND  
REVISED EXPECTED TIMETABLE  
IN RELATION TO PROPOSED CAPITAL REORGANISATION**

References are made to the announcement of SDM Education Group Holdings Limited (the “**Company**”) dated 28 September 2022 (the “**Announcement**”), and the announcements of delay in despatch of circular dated 6 October 2022, 20 October 2022 and 31 October 2022 in relation to the proposed Capital Organisation. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless otherwise stated.

**FURTHER DELAY IN DESPATCH OF CIRCULAR**

As disclosed in the Announcement, a circular (the “**Circular**”) containing, among other things, details of the proposed Capital Reorganisation and a notice convening the EGM was expected to be despatched to the Shareholders on or before Thursday, 6 October 2022.

As additional time is required to prepare and finalise certain information to be included in the Circular, the Circular will be despatched to the Shareholders on or before Thursday, 1 December 2022.

**REVISED EXPECTED TIMETABLE**

The revised expected timetable for the proposed Capital Reorganisation is set out below:

| <b>Event(s)</b>  | <b>Time and date</b>                   |
|--|--|
| Expected date of despatch of the circular, proxy form and the notice of the EGM .....                              | on or before Thursday, 1 December 2022 |
| Latest date and time for lodging transfers documents in order to qualify for attendance and voting at the EGM..... | 4:00 p.m. on Monday, 19 December 2022  |

| <b>Event(s)</b>   | <b>Time and date</b>                                  |
|---|---|
| Closure of register of members for determining the entitlement to attend and vote at the EGM for the Capital Reorganisation (both dates inclusive) .....        | Tuesday, 20 December 2022 to Friday, 23 December 2022 |
| Latest date and time for lodging forms of proxy for the EGM .....   | 9:30 a.m. on Wednesday, 21 December 2022              |
| Expected date and time of the EGM.....  | 9:30 a.m. on Friday, 23 December 2022                 |
| Announcement of poll results of the EGM for the Capital Reorganisation .....  | Friday, 23 December 2022                              |
| <b><i>The following events are conditional on the fulfilment of the conditions for the implementation of the Share Consolidation:</i></b>                       |   |
| Effective date of the Share Consolidation.....  | Thursday, 29 December 2022                            |
| First day for free exchange of existing share certificates for share certificates of the Consolidated Shares .....  | Thursday, 29 December 2022                            |
| Dealings in the Consolidated Shares commence.....   | 9:00 a.m. on Thursday, 29 December 2022               |
| Original counter for trading in the Existing Shares in board lots of 2,000 Existing Shares (in the form of existing share certificates) temporarily closes..... | 9:00 a.m. on Thursday, 29 December 2022               |
| Temporary counter for trading in the Consolidated Shares in board lots of 40 Consolidated Shares (in the form of existing share certificates) opens.....        | 9:00 a.m. on Thursday, 29 December 2022               |
| Original counter for trading in the Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of new share certificates) re-opens .....       | 9:00 a.m. on Friday, 13 January 2023                  |
| Parallel trading in the Existing Shares and Consolidated Shares (in the form of existing share certificates and new share certificates) commences .....         | 9:00 a.m. on Friday, 13 January 2023                  |

| <b>Event(s)</b>   | <b>Time and date</b>                     |
|---|--|
| Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares .....                                | 9:00 a.m. on<br>Friday, 13 January 2023  |
| Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares .....                                | 4:00 p.m. on<br>Tuesday, 7 February 2023 |
| Temporary counter for trading in the Consolidated Shares in board lots of 40 Consolidated Share (in the form of existing share certificates) closes ..... | 4:10 p.m. on<br>Tuesday, 7 February 2023 |
| Parallel trading in Consolidated Shares (in the form of existing share certificates and new share certificates) ends.....                                 | 4:10 p.m. on<br>Tuesday, 7 February 2023 |
| Last day for free exchange of existing share certificates for the share certificates of the Consolidated Shares .....                                     | Thursday, 9 February 2023                |

***The following events are conditional on the fulfilment of the conditions for the implementation of the Capital Reduction and Share Sub-division:***

|  |  |
|--|--|
| Expected effective date of the Capital Reduction and the Share Sub-division..... | before 9:00 a.m. on<br>Wednesday, 8 March 2023 |
| Commencement of dealings in the New Shares .....                                 | 9:00 a.m. on<br>Wednesday, 8 March 2023        |

All times and dates specified in this announcement refer to Hong Kong times and dates. This timetable is indicative only and any subsequent changes to the revised expected timetable above will be announced by the Company as and when appropriate.

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

Hong Kong, 8 November 2022

*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, Dr. Hung Siu Ying Patrick 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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