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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)

CLARIFICATION ANNOUNCEMENT

Reference is made to the announcement of SDM Education Group Holdings Limited (the “**Company**”) dated 6 January 2023 (the “**Announcement**”) in relation to the Rights Issue. Capitalized terms used herein shall have the same meanings as those defined in the Announcement unless the context otherwise requires.

In the Announcement set out on page 5 under the section headed “PROPOSED RIGHTS ISSUE”, it was stated that the “Number of Rights Shares: Up to 238,386,028 Rights Shares (assuming no change in the number of Shares in issue or before the Record Date other than the conversion in full of the Convertible Notes)”. The Company hereby clarifies that the number of Rights Shares stated in this section should be “Up to 238,362,028 Rights Shares (assuming no change in the number of Shares in issue or before the Record Date other than the conversion in full of the Convertible Notes)”.

Save as disclosed in this announcement, all information set out in the Announcement remain unchanged.

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

Hong Kong, 9 January 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, 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.

This announcement will remain at www.hkexnews.hk on the “Latest Listed Company Information” page of the HKEX website for at least 7 days from the date of its posting and on the Company website at www.sdm.hk.