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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)

**REVISED EXPECTED TIMETABLE AND DELAY IN DESPATCH OF
PROSPECTUS DOCUMENTS
IN RELATION TO
PROPOSED RIGHTS ISSUE ON THE BASIS OF
ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES
HELD ON RECORD DATE**

Underwriter to the Rights Issue



Financial adviser to the Company

VEDA | CAPITAL
智 略 資 本

References are made to the announcements of SDM Education Group Holdings Limited (the “**Company**”) dated 6 January 2023, 9 January 2023 and 27 January 2023 (the “**Announcements**”) in relation to, among other things, the proposed Rights Issue on the basis of one (1) Rights Share for every two (2) existing Shares held on the Record Date. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

REVISED EXPECTED TIMETABLE OF THE RIGHTS ISSUE

As disclosed in the Announcements, the Prospectus Documents setting out the details of the Rights Issue was expected to be despatched to the Qualifying Shareholders on Friday, 27 January 2023. Since additional time is required by the Company to compile and finalise certain information contained in the Prospectus, the despatch date of the Prospectus Documents will be revised to Friday, 17 February 2023 and the expected timetable for the Rights Issue has been revised accordingly.

Set out below is the expected timetable for the Rights Issue which is indicative only, prepared on the assumption that all the conditions of the Rights Issue will be fulfilled or waived (where applicable) and the Prospectus will be despatched on Friday, 17 February 2023:

Event	Date
Despatch of the Prospectus Documents (in the case of Non-Qualifying Shareholders, the Prospectus only)	Friday, 17 February 2023
First day of dealings in nil-paid Rights Shares	9:00 a.m. on Tuesday, 21 February 2023
Latest time for splitting of the PAL	4:00 p.m. on Thursday, 23 February 2023
Last day of dealings in nil-paid Rights Shares	Tuesday, 28 February 2023
Latest Time for Acceptance and payment for the Rights Shares and application and payment for excess Rights Shares	4:00 p.m. on Friday, 3 March 2023
Latest time and date for the termination of Underwriting Agreement and for the Rights Issue to become unconditional (if applicable)	4:00 p.m. on Monday, 6 March 2023
Announcement of allotment results	Friday, 10 March 2023
Despatch of certificates for fully-paid Rights Shares and refund cheques, if any, in respect of wholly or partially unsuccessful application for excess Rights Shares	Monday, 13 March 2023
Expected first day of dealings in fully-paid Rights Shares	9:00 a.m. on Tuesday, 14 March 2023
Designated broker starts to stand in the market to provide matching services for odd lots of the Shares	9:00 a.m. on Tuesday, 14 March 2023
Designated broker ceases to stand in the market to provide matching services for odd lots of the Shares	4:00 p.m. on Tuesday, 4 April 2023

All times and dates in this announcement refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above or in other parts of this announcement are subject to change, and any changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

WARNING OF THE RISKS OF DEALING IN SHARES AND THE NIL PAID RIGHTS SHARES

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among others, the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof (a summary of which is set out in the paragraph headed “TERMINATION OF THE UNDERWRITING AGREEMENT”. Accordingly, the Rights Issue may or may not proceed.

Dealings in the Rights Shares in nil-paid form are expected to take place from Tuesday, 21 February 2023 to Tuesday, 28 February 2023 (both days inclusive). Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares.

Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s). Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which the Underwriter’s right of termination of the Underwriting Agreement ceases) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

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

Hong Kong, 7 February 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.