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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)

SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO POSSIBLE DELAY IN PUBLICATION OF THE 2022 ANNUAL RESULTS AND DESPATCH OF THE 2022 ANNUAL REPORT

Reference is made to the announcement of SDM Education Group Holdings Limited (the “**Company**”) dated 28 March 2023, in relation to the possible delay in publication of annual results and despatch of annual report for the year ended 31 December 2022 (the “**Announcement**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

The Auditors expressed the disclaimer of opinion on the Company’s consolidated financial statements for the year ended 31 December 2021 due to the material uncertainties relating to going concern of the Company. The Board would like to draw the attention of the shareholders and potential investors of the Company that in accordance with the discussion with the Auditors, it is probable that a disclaimer of opinion (the “**Audit Modification**”) would also be issued on the Company’s consolidated financial statements for the year ended 31 December 2022 due to material uncertainties relating to going concern. Further details in relation to the Audit Modification will be disclosed in the announcement of the 2022 Annual Results and the 2022 Annual Report.

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

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

Hong Kong, 30 March 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 Stock Exchange’s website for at least 7 days from the date of its posting and on the Company website at www.sdm.hk.