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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)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by SDM Education Group Holdings Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

On 1 January 2022, the GEM Listing Rules were amended by, among other things, adopting a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 to the GEM Listing Rules. As such, the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company proposes to make certain amendments to the existing amended and restated memorandum of association and articles of association of the Company (the “**Memorandum and Articles of Association**”) for the purposes of, among others, to (i) bring the Memorandum and Articles of Association in line with amendments made to the GEM Listing Rules and the applicable laws of the Cayman Islands; (ii) provide flexibility to the Company in relation to the conduct and postponement of general meetings as well as ensuring the security and orderly conduct of general meetings; and (iii) incorporate certain housekeeping amendments (collectively, the “**Proposed Amendments**”). The Board also proposes to adopt the second amended and restated memorandum of association and articles of association of the Company incorporating and consolidating all the Proposed Amendments (the “**New Memorandum and Articles of Association**”) in substitution for, and to the exclusion of, the Memorandum and Articles of Association.

The Proposed Amendments and the proposed adoption of the New Memorandum and Articles of Association are subject to the consideration and approval by the shareholders of the Company by way of special resolution at the forthcoming extraordinary general meeting of the Company to be held on Monday, 19 June 2023 (the “EGM”). A circular containing, among other matters, details of the Proposed Amendments and the adoption of the New Memorandum and Articles of Association together with a notice convening the EGM will be despatched to the shareholders of the Company in due course.

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

Hong Kong, 23 May 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 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 website of The Stock Exchange of Hong Kong Limited for at least 7 days from the date of its posting and on the Company website at www.sdm.hk.