



THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

GEM

COMPANY INFORMATION SHEET

Case Number: _____

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: SDM Education Group Holdings Limited (the “Company”)
SDM 教育集團控股有限公司

Stock code (ordinary shares): 8363

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on GEM of The Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 30 June 2023

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 14 October 2014

Name of Sponsor(s): CMB International Capital Limited

Names of directors:
(please distinguish the status of the directors
— Executive, Non-Executive or Independent
Non-Executive)

Executive directors
Mr. Chiu Ka Lok
Mr. Chun Chi Ngon Richard
Dr. Chun Chun

Non-executive director
Ms. Yeung Siu Foon

Independent non-executive directors
Mr. Chak Chi Shing
Mr. Sek Sing Chor
Dr. Kao Ping Suen

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Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	<p>Wealthy Together Limited (“Wealthy Together”) 298,125,000 shares, 43.43% (beneficial owner) (Note 1)</p> <p>Mr. Chiu Ka Lok (“Mr. Chiu”) 298,125,000 shares (interest of a controlled corporation) (Note 1), 46,500,000 shares (beneficial owner) and 73,500,000 shares (family interest) (Note 2). Total 418,125,000 shares, 60.92%</p> <p>Dr. Chun Chun (“Dr. Chun”) 344,625,000 shares (family interest) (Note 2) and 73,500,000 shares (beneficial owner). Total 418,125,000 shares, 60.92%</p> <p>Pacific Foundation Securities Limited 77,304,629 shares (beneficial owner), 11.26%</p> <p>Hui Pui Cheung 39,980,000 shares (beneficial owner), 5.82%</p> <p>Note 1: Wealthy Together is wholly and beneficially owned by Mr. Chiu, an executive director and chairman of the Company. Mr. Chiu is deemed to be interested in 298,125,000 shares held by Wealthy Together by virtue of his 100% shareholding interest in Wealthy Together.</p> <p>Note 2: Dr. Chun, an executive director, is the spouse of Mr. Chiu and is therefore deemed to be interested in all the shares held/ owned by Mr. Chiu (by himself or through Wealthy Together) by virtue of the Securities and Futures Ordinance (“SFO”).</p>
Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:	N/A
Financial year end date:	31 December
Registered address:	<p>Windward 3 Regatta Office Park P.O. Box 1350 Grand Cayman, KY1-1108 Cayman Islands</p>
Head office and principal place of business:	<p>Room 202B, 2/F Liven House, 61–63 King Yip Street Kwun Tong, Hong Kong</p>
Web-site address (if applicable):	www.sdm.hk

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Share registrar:

Principal share registrar and transfer office
Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman, KY1-1108
Cayman Islands

Hong Kong branch share registrar and transfer office
Union Registrars Limited
Suites 3301-4, 33/F
Two Chinachem Exchange Square
338 King's Road, North Point
Hong Kong

Auditors:

Zhonghui Anda CPA Limited

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company is an investment holding company and its principal subsidiaries are mainly engaged in (i) business of jazz and ballet and pop dance academy in Hong Kong; (ii) operation of kindergartens and preschools in Hong Kong and Singapore; (iii) provision of swallowing and speech treatments; and (iv) provision of photographic services.

C. Ordinary shares

Number of ordinary shares in issue:	686,400,000
Par value of ordinary shares in issue:	HK\$0.10
Board lot size (in number of shares):	2,000
Name of other stock exchange(s) on which ordinary shares are also listed:	N/A

D. Warrants

Stock code:	N/A
Board lot size:	N/A
Expiry date:	N/A
Exercise price:	N/A
Conversion ratio: <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	N/A
No. of warrants outstanding:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants:	N/A

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E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

Date of grant:	<u>15 June 2021</u>
Number of share options granted and outstanding:	<u>26,730,000</u>
Exercise price:	<u>HK\$0.40 per share</u>
Validity period:	<u>From 15 June 2021 to 14 June 2024</u>

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Submitted by: Wong Wang Kam
(Name)

Title: Company Secretary
(Director, secretary or other duly authorised officer)

NOTE:

Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.