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SDM Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8363)

**FURTHER EXTENSION OF LONG STOP DATE
AND FURTHER DELAY IN DESPATCH OF CIRCULAR
IN RELATION TO
MAJOR TRANSACTION
DISPOSAL OF 50% ISSUED SHARE CAPITAL IN
SDM ACADEMIE LIMITED**

References are made to the announcements of SDM Group Holdings Limited (the “**Company**”) dated 15 December 2020, 7 January 2021, 15 January 2021, 29 January 2021, 5 February 2021 and 11 February 2021 in relation to, among other things, the Disposal (the “**Announcements**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

FURTHER EXTENSION OF LONG STOP DATE

Pursuant to the Sale and Purchase Agreement, the Completion shall take place after each of the conditions precedent as set out in the Sale and Purchase Agreement is satisfied or so waived on or before the Long Stop Date.

As additional time is required for the fulfillment of the conditions precedent as set out in the Sale and Purchase Agreement, the Parties agreed in writing to further extend the Long Stop Date from 26 February 2021 to 12 March 2021.

Save as disclosed above, all other terms and conditions of the Sale and Purchase Agreement remain unchanged and continue in full force and effect in all respects.

FURTHER DELAY IN DESPATCH OF CIRCULAR

As disclosed in the Announcements, a circular (the “**Circular**”) containing, among other things, further details of the Sale and Purchase Agreement and the transactions contemplated thereunder and other information as required under the GEM Listing Rules was expected to be despatched by the Company to the Shareholders on or before 26 February 2021.

As additional time is required to prepare and finalise certain information to be included in the Circular, it is expected that the date of despatch of the Circular will be postponed to a date falling on or before 12 March 2021.

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

Hong Kong, 26 February 2021

As at the date of this announcement, the executive Directors are Mr. Chiu Ka Lok and Mr. Chun Chi Ngon Richard, the non-executive Directors are Dr. Chun Chun and Ms. Yeung Siu Foon and the independent non-executive Directors are Dr. Hung Siu Ying Patrick, Dr. Yuen Man Chun Royce and Mr. Chak Chi Shing.

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.hkgem.com on the “Latest Listed Company Information” page of the GEM website for at least 7 days from the date of its posting and on the Company website at www.sdm.hk.