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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)

CLARIFICATION ANNOUNCEMENT

References are made to (i) the announcement of SDM Education Group Holdings Limited (the “**Company**”) dated 6 January 2023 (the “**Announcement**”) in relation to the Rights Issue; (ii) the interim results announcement for the six months ended 30 June 2022 and the interim report for the six months ended 30 June 2022 of the Company dated 12 August 2022; and (iii) the third quarterly results announcement for the nine months ended 30 September 2022 and the third quarterly report for the nine months ended 30 September 2022 of the Company dated 14 November 2022 (collectively, the “**Documents**”). Capitalized terms used herein shall have the same meanings as those defined in the Announcement unless the context otherwise requires.

Due to inadvertent error, the Company wishes to clarify that the number of Shares as stated in the Documents held by Mr. Chiu and Dr. Chun, since June 2022, should be 31,000,000 Shares and 49,000,000 Shares respectively.

In light of the above, the Company would also wish to clarify certain sections of the Announcement as follows (with the correction underlined):

- (i) under the section headed “Irrevocable Undertaking” on pages 2 and 12 of the Announcement,

“As at the date of this announcement, the Committed Shareholders, namely Mr. Chiu, Dr. Chun and Wealthy Together, held 31,000,000 Shares, 49,000,000 Shares and 198,750,000 Shares, respectively, representing approximately 6.77%, approximately 10.71% and approximately 43.43% of the total number of issued Shares, respectively.”

- (ii) under the section headed “CHANGE IN THE SHAREHOLDING STRUCTURES OF THE COMPANY ARISING FROM THE RIGHTS ISSUE” on pages 22 and 23 of the Announcement, the shareholding structures of the Company should be revised as follows,

(i) Assuming no Convertible Notes will be converted before the Record Date

Name of Shareholders	As at the date of the Announcement		Immediately after completion of the Rights Issue (assuming all Qualifying Shareholders have taken up all the entitled Rights Shares)		Immediately after completion of the Rights Issue (assuming none of the Qualifying Shareholders have taken up any entitled Rights Shares and all Untaken Shares were subscribed for by or through the Underwriter)	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Wealthy Together	198,750,000	43.43	298,125,000	43.43	298,125,000	43.43
Mr. Chiu	<u>31,000,000</u>	<u>6.77</u>	<u>46,500,000</u>	<u>6.77</u>	<u>46,500,000</u>	<u>6.77</u>
Dr. Chun	<u>49,000,000</u>	<u>10.71</u>	<u>73,500,000</u>	<u>10.71</u>	<u>73,500,000</u>	<u>10.71</u>
The Underwriter	–	–	–	–	89,425,000	13.03
Public Shareholders	<u>178,850,000</u>	<u>39.08</u>	<u>268,275,000</u>	<u>39.08</u>	<u>178,850,000</u>	<u>26.06</u>
Total	<u>457,600,000</u>	<u>100.00</u>	<u>686,400,000</u>	<u>100.00</u>	<u>686,400,000</u>	<u>100.00</u>

(ii) Assuming all Convertible Notes have been converted before the Record Date

Name of Shareholders	As at the date of the Announcement		Immediately after completion of the Rights Issue (assuming all Qualifying Shareholders have taken up all the entitled Rights Shares)		Immediately after completion of the Rights Issue (assuming none of the Qualifying Shareholders have taken up any entitled Rights Shares and all Untaken Shares were subscribed for by or through the Underwriter)	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
Wealthy Together	198,750,000	43.43	298,125,000	41.69	298,125,000	41.69
Mr. Chiu	<u>31,000,000</u>	<u>6.77</u>	<u>31,000,000</u>	<u>6.50</u>	<u>46,500,000</u>	<u>6.50</u>
Dr. Chun	<u>49,000,000</u>	<u>10.71</u>	<u>49,000,000</u>	<u>10.28</u>	<u>73,500,000</u>	<u>10.28</u>
The Underwriter	-	-	-	-	98,987,028	13.84
Convertible Notes holders	-	-	28,686,084	4.01	19,124,056	2.67
Public Shareholders	<u>178,850,000</u>	<u>39.08</u>	<u>268,275,000</u>	<u>37.52</u>	<u>178,850,000</u>	<u>25.02</u>
Total	<u>457,600,000</u>	<u>100.00</u>	<u>715,086,084</u>	<u>100.00</u>	<u>715,086,084</u>	<u>100.00</u>

Save as the changes in the number of Shares hold Mr. Chiu and Dr. Chun as mentioned in this announcement, all information set out in the Documents remain unchanged.

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

Hong Kong, 8 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.

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