

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



SDM Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8363)

**LAPSE OF 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, 11 February 2021, 26 February 2021, 9 March 2021 and 17 March 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.

As disclosed in the announcement of the Company dated 17 March 2021, the Seller, the Purchaser and the Company has been in negotiation in relation to the extension of the Long Stop Date. However, no agreement has been reached. The Purchaser has elected not to complete the transaction by giving notice to the Seller. Therefore, the Sale and Purchase Agreement lapsed on 12 March 2021 pursuant to the terms thereof.

As a result of the lapse of the Sale and Purchase Agreement, the Disposal will not proceed and therefore, no circular will be despatched to the Shareholders in this regard.

The Board considers that the lapse of the Sale and Purchase Agreement will not have any material adverse impact on the existing business, operation or financial position of the Group.

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

Hong Kong, 25 March 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.