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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)

TERMINATION OF PROPOSED CAPITAL REORGANISATION

References are made to the announcements of SDM Education Group Holdings Limited (the “**Company**”) dated 28 September 2022 (the “**Announcement**”), 6 October 2022, 20 October 2022, 31 October 2022, 8 November 2022 and 1 December 2022 in relation to, among other things, the proposed Capital Organisation. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless otherwise stated.

As disclosed in the Announcement, the Share Consolidation would maintain the trading amount for each board lot at a reasonable level in order to attract more investors, in particular institutional investors whose house rules might otherwise prohibit or restrict trading in securities that are priced below a prescribed floor. The Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising opportunities arise to support future development of the Group in the future.

After the previous fluctuating market conditions, the share price of the Company has maintained to the level that may not fall into the approach of the extremities of HK\$0.01 pursuant to Rule 17.76 of the GEM Listing Rules. Since conducting the Capital Reorganisation will be time-consuming and costly and there is no imminent need for the Company to conduct the Share Consolidation, the Capital Reorganisation will then not proceed and will be terminated accordingly.

The Board considers that the termination of the Capital Organisation will not have any material adverse impact on the existing business operation, financial position of the Group and the status of the issued Shares.

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

Hong Kong, 20 December 2022

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.

This announcement will remain at www.hkexnews.hk on the “Latest Listed Company Information” page of the HKEX website for at least 7 days from the date of its posting and on the Company website at www.sdm.hk.