



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)

**Hong Kong Branch Share Registrar
and Transfer Office:**
 Union Registrars Limited
 Suites 3301-04, 33/F
 Two Chinachem Exchange Square
 338 King's Road, North Point
 Hong Kong

**Head office and principal
place of business in
Hong Kong:**
 Room 202B, 2/F,
 Liven House,
 61-63 King Yip Street,
 Kwun Tong,
 Kowloon, Hong Kong

**RIGHTS ISSUE ON THE BASIS OF
ONE (1) RIGHTS SHARE FOR EVERY
TWO (2) EXISTING SHARES HELD ON THE RECORD DATE
AT THE SUBSCRIPTION PRICE OF HK\$0.10 PER RIGHTS SHARE
PAYABLE IN FULL ON ACCEPTANCE BY
NOT LATER THAN 4:00 P.M. ON FRIDAY, 3 MARCH 2023**

Registered office:
 Clifton House 75 Fort Street,
 P.O. Box 1350
 Grand Cayman, KY1-1108
 Cayman Islands

EXCESS APPLICATION FORM

17 February 2023

Name(s) and address of the Qualifying Shareholder(s)

Application can only be made by the Qualifying Shareholder(s) named here.

Total number of excess Rights Share(s) applied for
Box A

Total subscription monies paid for the excess Rights Share(s) in HK\$

Box B

Excess Application Form No.

To: The Directors
SDM Education Group Holdings Limited

Dear Sirs and Madams,

I/We, being the registered Qualifying Shareholder(s) named above, hereby irrevocably apply for the number of excess Rights Share(s) as specified in Box A at the Subscription Price of HK\$0.10 per Rights Share under the Rights Issue, in respect of which I/We enclose a separate remittance by cheque or banker's cashier order in favour of "**SDM EDUCATION GROUP HOLDINGS LIMITED – EXCESS APPLICATION ACCOUNT**" and crossed "**Account Payee Only**" issued for the amount as specified in Box B being the payment in full on application for the above number of excess Rights Shares.

I/We hereby request you to allot such excess Rights Shares applied for, or any lesser number, to me/us and to send by ordinary post at my/our own risk to the address shown above my/our share certificates for the number of excess Rights Shares as may be allotted to me/us in respect of this application and/or a cheque for any surplus application monies returnable to me/us. I/We understand that allotments in respect of this application shall be at the sole discretion of the Directors on a fair and equitable basis on certain principles which are set out in the Prospectus. I/We acknowledge that I am/we are not guaranteed to be allotted any of the excess Rights Shares applied for.

I/We hereby undertake to accept such number of excess Rights Shares as may be allotted to me/us as aforesaid upon the terms set out in the Prospectus and subject to the memorandum and articles of association of the Company. In respect of any excess Rights Shares allotted to me/us, I/We authorise you to place my/our name(s) on the register of members of the Company as the holder(s) of such excess Rights Shares.

1. 2. 3. 4.

Signature(s) of applicant(s) (all joint applicants must sign)

Name of bank on which
cheque/banker's cashier order is drawn: _____

Cheque/banker's cashier order number: _____

Date: _____ 2023

Contact Telephone Number: _____

**A SEPARATE CHEQUE OR BANKER'S CASHIER ORDER MUST ACCOMPANY EACH APPLICATION
NO RECEIPT WILL BE GIVEN FOR REMITTANCE**



SDM | 爵士芭蕾舞學院
Jazz & Ballet Academie
SDM Education Group Holdings Limited
SDM 教育集團控股有限公司
(於開曼群島註冊成立的有限公司)
(股份代號：8363)

香港股份過戶登記分處：
聯合證券登記有限公司
香港
北角英皇道338號
華懋交易廣場2期
33樓3301-04室

總辦事處及香港主要
營業地點：
香港觀塘
敬業街61-63號
利維大廈
2樓202B室

註冊辦事處：
Clifton House 75 Fort Street,
P.O. Box 1350
Grand Cayman, KY1-1108
Cayman Islands

二零二三年二月十七日

按於記錄日期
每持有兩(2)股現有股份獲發一(1)股供股股份之基準
認購價為每股供股股份0.10港元
股款須於接納時
(即不遲於二零二三年三月三日
(星期五)下午四時正)繳足

額外申請表格

合資格股東姓名／名稱及地址

僅供此欄所列合資格股東申請。

所申請額外供股股份之總數目

甲欄

額外供股股份之應繳認購股款總額 (港元)

乙欄

額外申請表格編號：

致：SDM 教育集團控股有限公司
列位董事

敬啟者：

本人／吾等為上述名列之已登記合資格股東，現不可撤回地按供股項下每股供股股份0.10港元之認購價申請甲欄指定數目之額外供股股份。茲附上另行繳付款項為(乙欄指定金額)之支票或銀行本票，註明抬頭人為「SDM EDUCATION GROUP HOLDINGS LIMITED – EXCESS APPLICATION ACCOUNT」及以「只准入抬頭人賬戶」方式劃線開出，作為就申請上述數目之額外供股股份時須繳足之股款。

本人／吾等謹請閣下向本人／吾等配發所申請(或任何較少數目)之有關額外供股股份，並將本人／吾等就此申請可能獲配發之相關數目之額外供股股份之股票及／或就任何多出之申請股款而應退還予本人／吾等之支票以普通郵遞方式寄往本人／吾等上列之地址，郵誤風險概由本人／吾等自行承擔。本人／吾等明白本申請由董事根據章程所載的若干原則按公平公正基準全權酌情配發。本人／吾等知悉，並不保證本人／吾等可獲配發任何所申請之額外供股股份。

本人／吾等承諾遵照章程所載條款及在貴公司之組織章程大綱及細則之規限下，接納如上文所述可能配發予本人／吾等之相關數目之額外供股股份。本人／吾等就任何獲配發之額外供股股份授權閣下將本人／吾等之姓名／名稱列入貴公司之股東名冊，作為該等額外供股股份之持有人。

1. 2. 3. 4.

申請人簽署(所有聯名申請人均須簽署)

支票／銀行本票之
付款銀行名稱：_____

支票／銀行本票號碼：_____

日期：二零二三年_____月_____日

聯絡電話號碼：_____

每份申請須隨附一張獨立開出的支票或銀行本票
本公司不會就股款另發收據

IMPORTANT

Reference is made to the prospectus issued by SDM Education Group Holdings Limited dated 17 February 2023 in relation to the Rights Issue (the “Prospectus”). Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context requires otherwise.

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS EXCESS APPLICATION FORM (“EAF”) OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, A LICENSED DEALER IN SECURITIES OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.

THIS EAF IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE ONLY BY THE QUALIFYING SHAREHOLDER(S) NAMED OVERLEAF WHO WISH(ES) TO APPLY FOR EXCESS RIGHTS SHARES IN ADDITION TO THOSE ENTITLED BY HIM/HER/IT/THEM UNDER THE RIGHTS ISSUE. APPLICATIONS MUST BE RECEIVED BY NOT LATER THAN 4:00 P.M. ON FRIDAY, 3 MARCH 2023 (OR UNDER BAD WEATHER CONDITIONS, SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE SECTION HEADED “EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES” IN OUR ENCLOSED LETTER TO THE QUALIFYING SHAREHOLDERS).

A copy of this EAF, together with a copy of the Prospectus, the PAL and the other documents specified in the paragraph headed “17. Documents Delivered to the Registrar of Companies” in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility as to the contents of any of these documents.

Dealings in the Shares, the Rights Shares in their nil-paid form and fully-paid form may be settled through CCASS and you should consult your stockbroker or a licensed dealer in securities or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this EAF, 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 EAF. The Rights Issue is subject to the fulfilment and/or waiver (where applicable) of the conditions set out under the section headed “Letter from the Board – The Underwriting Agreement – Conditions of the Underwriting Agreement” in the Prospectus. If any of the conditions of the Rights Issue is not fulfilled and/or waived (where applicable), at or before 4:00 p.m. on Monday, 6 March 2023 (or such later time and/or date as the Company may determine), the Rights Issue will not proceed.

The Rights Issue will proceed on fully underwritten basis. The Prospectus Documents have not been and will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong.

Subject to the granting of listing on the Stock Exchange of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealing in their nil-paid and fully-paid forms on the Stock Exchange, or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

重要提示

茲提述SDM教育集團控股有限公司所刊發日期為二零二三年二月十七日有關供股的章程(「章程」)。除文義另有界定外，本文件所用詞彙與章程所界定者具有相同涵義。

閣下對本額外申請表格(「額外申請表格」)任何方面或應採取之行動如有任何疑問，應諮詢閣下之股票經紀、持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

本額外申請表格具有價值，但不得轉讓，並僅供背頁擬申請其於供股項下獲發配額以外之額外供股股份之合資格股東使用。申請須不遲於二零二三年三月三日(星期五)下午四時正(或於惡劣天氣情況下，於隨附吾等致合資格股東函件「惡劣天氣及／或極端情況對接納供股股份及繳付股款之最後時限之影響」一節所述的有關較後日期及／或時間)遞交。

本額外申請表格連同章程、暫定配額通知書及章程附錄三「17.送呈公司註冊處處長的文件」一段所述之其他文件，已根據公司(清盤及雜項條文)條例(香港法例第32章)第342C條規定向香港公司註冊處處長登記。香港公司註冊處處長、聯交所以及證監會對任何此等文件之內容概不負責。

股份、未繳股款及繳足股款之供股股份之買賣可透過中央結算系統進行交收，閣下應諮詢閣下之股票經紀或持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問有關該等交收安排之詳情，以及有關安排對閣下之權利與權益可能構成之影響。

香港交易及結算所有限公司、聯交所及香港結算對本額外申請表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本額外申請表格全部及任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。供股須在章程內「董事會函件－包銷協議－包銷協議的條件」一節所載之條件達成及／或豁免(如適用)後，方可作實。倘供股之任何條件於二零二三年三月六日(星期一)下午四時正或之前(或本公司可能釐定之有關較後時間及／或日期)並無達成及／或不獲豁免(如適用)，則供股將不會進行。

供股將按全數包銷基準進行。章程文件並無亦將不會根據香港以外任何司法權區之適用證券法例登記或存檔。

待供股股份(以未繳股款及繳足股款形式)獲批准於聯交所上市及買賣以及符合香港結算之股份收納規定後，供股股份(以未繳股款及繳足股款形式)將獲香港結算接納為合資格證券以於中央結算系統存入、結算及交收，由以未繳股款及繳足股款形式之供股股份各自於聯交所之開始買賣日期(或香港結算釐定之有關其他日期)起生效。聯交所參與者之間於任何交易日之交易須於其後第二個結算日在中央結算系統交收。於中央結算系統項下之一切活動須遵守不時生效之《中央結算系統一般規則》及《中央結算系統運作程序規則》。

This EAF should be completed and lodged, together with payment of HK\$0.10 per Rights Share for the number of excess Rights Shares applied for by a cheque or banker's cashier order, with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, so as to be received by Union Registrars Limited by not later than 4:00 p.m. on Friday, 3 March 2023 (or, under bad weather conditions, such later date and/or time as mentioned in the section headed "Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance of and Payment for the Rights Shares" in our enclosed letter to the Qualifying Shareholders). All remittances must be made by cheques or banker's cashier orders in Hong Kong dollars. Cheques must be drawn on an account with, and banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "**SDM EDUCATION GROUP HOLDINGS LIMITED – EXCESS APPLICATION ACCOUNT**" and crossed "**Account Payee Only**".

Completion and return of this EAF together with a cheque or banker's cashier order in payment for the excess Rights Shares which are the subject of this form will constitute a warranty by the applicant(s) that the cheques or banker's cashier orders will be honoured on first presentation. All cheques and banker's cashier orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. If the cheque or banker's cashier order is not honoured on first presentation, this EAF is liable to be rejected and/or deemed invalid by the Company in its absolute discretion.

You will be notified of any allotment of excess Rights Shares made to you. If no excess Rights Shares are allotted to you, it is expected that the amount tendered on application will be refunded to you in full without interest by means of a cheque despatched by ordinary post to you to the registered address shown in this EAF on Monday, 13 March 2023, at your own risk. If the number of excess Rights Shares allotted to you is less than that applied for, a cheque for the amount of the surplus application monies will be refunded to you without interest and despatched by ordinary post to you to the registered address shown in this EAF on Monday, 13 March 2023, at your own risk. Any such cheque will be drawn in favour of the applicant(s) named on this form. It is expected that share certificates in respect of the Rights Shares will be despatched by ordinary post to the registered address shown in this EAF on Monday, 13 March 2023 to those entitled thereto at their own risk. One share certificate will be issued for all the Rights Shares allotted to an applicant, except HKSCC Nominees Limited.

本額外申請表格必須填妥，並連同就所申請額外供股股份數目按每股供股股份0.10港元計算之應繳股款之支票或銀行本票，不遲於二零二三年三月三日(星期五)下午四時正(或於惡劣天氣情況下，於隨附吾等致合資格股東函件「惡劣天氣及／或極端情況對接納供股股份及繳付股款之最後時限之影響」一節所述的有關較後日期及／或時間)交回本公司之香港股份過戶登記分處聯合證券登記有限公司，地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室。所有股款必須以港元支票或銀行本票支付。支票須由香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「SDM EDUCATION GROUP HOLDINGS LIMITED – EXCESS APPLICATION ACCOUNT」及以「只准入抬頭人賬戶」方式劃線開出。

填妥及交回本額外申請表格，連同支付本表格所申請額外供股股份股款之支票或銀行本票，即表示申請人保證支票或銀行本票將於首次過戶時兌現。所有支票及銀行本票將會於收訖後隨即過戶，而該等款項賺取之利息(如有)將全數撥歸本公司所有。倘支票或銀行本票於首次過戶時不獲兌現，則本公司可全權酌情拒絕受理本額外申請表格及／或視其為無效。

如閣下獲配發任何額外供股股份，閣下將獲通知有關獲配發之額外供股股份數目。倘閣下不獲配發任何額外供股股份，則於申請時繳付之款項將以支票(不計利息)全數退還予閣下，退款支票預期於二零二三年三月十三日(星期一)以普通郵遞方式寄往本額外申請表格所示閣下之登記地址，郵誤風險概由閣下自行承擔。倘閣下獲配發之額外供股股份數目少於所申請之數目，則多出之申請股款亦將以支票(不計利息)退還予閣下，退款支票將於二零二三年三月十三日(星期一)以普通郵遞方式寄往本額外申請表格所示閣下之登記地址，郵誤風險概由閣下自行承擔。任何該等支票將以名列本表格之申請人為抬頭人。供股股份之股票預期將於二零二三年三月十三日(星期一)以普通郵遞方式按本額外申請表格所示登記地址寄發予有權收取股票之人士，郵誤風險概由彼等自行承擔。本公司將就申請人獲配發之全部供股股份發出一張股票(不包括香港中央結算(代理人)有限公司)。

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