

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 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)

INSIDE INFORMATION

- (1) DELAY IN PUBLICATION OF THE 2022 ANNUAL RESULTS AND DESPATCH OF THE 2022 ANNUAL REPORT;**
- (2) POSTPONEMENT OF BOARD MEETING; AND**
- (3) SUSPENSION OF TRADING**

References are made to the announcements of SDM Education Group Holdings Limited (the “**Company**”) dated 28 March 2023 and 30 March 2023, in relation to the possible delay in publication of annual results and despatch of annual report for the year ended 31 December 2022 (the “**Announcements**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

This announcement is made by the Board pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

(1) DELAY IN PUBLICATION OF THE 2022 ANNUAL RESULTS AND DESPATCH OF THE 2022 ANNUAL REPORT

The Board wishes to inform the Shareholders and hereby announces that due to the delay of the audit progress, especially the audit areas concerning the Group’s business in Singapore, consisted audit procedures including but not limited to ascertaining the valuation of results of convertible notes of the Group, assessing the impairment on goodwill and intangible assets of the Group; assessing the Group’s ability to continue as a going concern; and obtaining all outstanding audit confirmations, the Auditors require additional time to complete the audit works on the 2022 Annual Results. The Company is not able to publish the 2022 Annual Results and despatch the 2022 Annual Report to the Shareholders on or before 31 March 2023.

Pursuant to Rules 18.03, 18.48A, 18.49 and 18.50C of the GEM Listing Rules, the Company is required to publish a preliminary announcement of the 2022 Annual Results and despatch the 2022 Annual Report to the Shareholders not later than three months after the end of the financial year of the Company (i.e. on or before 31 March 2023).

The delay in publication of the 2022 Annual Results and despatch of the 2022 Annual Report will constitute non-compliance of Rules 18.49 and 18.48A of the GEM Listing Rules. The Company will work closely with the Auditors to provide the requested information and documents to complete the audit procedures as soon as possible. The Company will publish further announcement(s) in due course to inform the Shareholders of (i) the date of the publication of the 2022 Annual Results and despatch of the 2022 Annual Report and/or (ii) any material development.

(2) POSTPONEMENT OF BOARD MEETING

Due to the delay in publication of the 2022 Annual Results and despatch of the 2022 Annual Report, the meeting of the Board for the purposes of, among other things, approving the 2022 Annual Results and their publication will be postponed accordingly. A further announcement on the date of the meeting of the Board will be published in due course.

(3) SUSPENSION OF TRADING

Pursuant to Rule 17.49A of the GEM Listing Rules, the Stock Exchange will normally require suspension of trading in an issuer's securities if an issuer does not publish its financial information in accordance with the GEM Listing Rules. The suspension will normally remain in force until the issuer publishes an announcement containing the requisite financial information. Accordingly, trading in the shares of the Company on the Stock Exchange will be suspended with effect from 9:00 a.m. on 3 April 2023 until publication of the 2022 Annual Results and the despatch of the 2022 Annual Report.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 31 March 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 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 Stock Exchange’s website for at least 7 days from the date of its posting and on the Company website at www.sdm.hk.