

*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.*



## **VOLUNTARY ANNOUNCEMENT**

- (i) Entered into the Series A Strategic Investment Agreement with BiFinance, a Cryptocurrency Trading Platform; and**
- (ii) to enter into Strategic Cooperation with BiFinance in the Fields of Blockchain Technology, Real World Assets, Digital Assets, etc.**

This announcement is made by SDM Education Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis to provide the shareholders of the Company and potential investors on the latest business development of the Group.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that on 15 August 2024, the Company entered into the Series A strategic investment agreement (the “**Investment Agreement**”) with BiFinance Platform (“**BiFinance**”, together with the Company, the “**Parties**”), a digital asset trading platform, , in relation to a long term cooperation in the fields of blockchain technology, Real World Assets (“**RWA**”), digital assets, etc. based on the principles of complementarity of strengths, mutual benefits and common development (the “**Strategic Cooperation**”).

### **Strategic Cooperation**

Pursuant to the Investment Agreement, the Parties have agreed to cooperate in the following aspects:

### **Blockchain Technology**

By leveraging blockchain's credit protocols, create a Web3 ecosystem based on decentralized identities for the digital authentication system, providing a credit protocol that can grow, and offering credit value for the construction of a blockchain society

## **RWA and Digital Assets**

Through RWA technology, we launch in-depth business cooperation and exploration in the field of digital assets, accelerate the attempt of digitize traditional finance to financial assets, and guide traditional financial institutions and users to actively participate in the construction of digital assets.

## **Working Mechanism under the Strategic Cooperation**

In order to better implement the Investment Agreement, the Parties will implement the following working mechanisms:

### **Senior Management Consultation Mechanism**

Senior management of the Parties will meet regularly with each other to communicate on cooperation information, progress of cooperation projects and matters that need to be coordinated, and to maintain close contact and engagement. Communication on important matters can be made at any time to jointly promote synergy and cooperation in depth.

### **Business Unit Consultation Mechanism**

Business units of the Parties shall regularly negotiate and implement the content of the cooperation, and the results of the implementation are fed back to their own companies.

## **Confidentiality**

In the course of their cooperation, the Parties are obliged to keep confidential information in accordance with the provisions of the law and the agreement of both parties, save that the disclosure is made to the respective employees, directors and agents etc. in connection with business cooperation and the recipient of the confidential information undertakes in writing to keep such confidential information (“**Confidential Information**”).

Confidential Information includes, but not limited to, the technical, product and commercial aspects of the subject matter of this agreement that is not available to the public.

## **Reasons for and Benefits of the Strategic Cooperation**

The Group is primarily engaged in (i) business of jazz and ballet and pop dance academy in Hong Kong; (ii) operation of kindergartens and pre-school institutions in Hong Kong and Singapore; (iii) provision of swallowing and speech treatments in Hong Kong; and (iv) provision of photographic services in Hong Kong.

The Group has been consistently seeking investment opportunities with growth potential.

Established in 2022, BiFinance is an internationally leading digital asset trading platform with a global presence across 130 countries and regions, serving millions of users, which is currently ranked among the top 50 globally by CoinMarketCap.

With a valuation of USD100 million for this Series A financing, BiFinance will continue to leverage its strong blockchain R&D technologies and deep expertise in traditional finance and financial innovation sectors, aiming to closely connect traditional financial assets with digital assets through blockchain technologies.

Entering into a framework agreement aligns with the Group's business strategy of exploring business opportunities in the relevant industries. The Directors believe that the Group will be able to benefit from the expertise and experience of the Parties in the areas of blockchain technologies, RWA, digital assets, education, swallowing and speech therapy, and photography (if applicable), which is expected to support the development of new business activities and enhance existing business divisions of the Group.

To the best knowledge, information, and belief of the Directors after making all reasonable inquiries, each of BiFinance and its ultimate beneficial owners is independent of and not connected with the Company and any of its connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited).

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

Hong Kong, 15 August 2024

*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 Dr. Kao Ping Suen, Mr. Chak Chi Shing and Mr. Sek Sing Chor.*

*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 on the "Latest Listed Company Information" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and be posted on the website of the Company at [www.sdm.hk](http://www.sdm.hk).*