

TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED
本申請表格必須整份交回方為有效

IMPORTANT
重要提示

THIS APPLICATION FORM (“APPLICATION FORM”) IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON FRIDAY, 10 FEBRUARY 2017.

本申請表格(「申請表格」)具有價值，惟不得轉讓，並僅供下列之合資格股東使用。二零一七年二月十日(星期五)下午四時正後不接受申請。

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS APPLICATION FORM OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本申請表格之任何方面或應採取之行動有任何疑問，應諮詢閣下之持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Terms used herein shall have the same meanings as defined in the prospectus of SDM Group Holdings Limited dated 25 January 2017 (“Prospectus”) unless the context otherwise requires.

除文義另有所指外，本文件所用詞彙與SDM Group Holdings Limited所刊發日期為二零一七年一月二十五日之發售章程(「發售章程」)所界定者具相同涵義。

Dealings in the Shares and the Offer Shares may be settled through the Central Clearing and Settlement System (“CCASS”) and you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.

股份及發售股份之買賣可透過中央結算及交收系統(「中央結算系統」)進行交收，閣下應諮詢閣下之持牌證券交易商、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交收安排之詳情，以及該等安排對閣下享有之權利及權益所構成之影響。

A copy of the Prospectus, together with this Application Form and copies of documents specified in the paragraph headed “Experts and consents” 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. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

發售章程連同本申請表格及發售章程附錄三「專家及同意」一段所述文件副本，已根據公司(清盤及雜項條文)條例第342C條之規定送呈香港公司註冊處處長登記。香港證券及期貨事務監察委員會以及香港公司註冊處處長對上述任何該等文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this Application Form, 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 Application Form.

香港交易及結算所有限公司、聯交所及香港結算對本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，並明確表示概不會就因本申請表格全部或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。

Subject to the granting of the listing of, and permission to deal in, the Offer Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date 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 trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待發售股份獲准在聯交所上市及買賣以及遵守香港結算之股份收納規定後，發售股份將獲香港結算接納為合資格證券，自發售股份開始在聯交所買賣首日或香港結算釐定之其他日期起可於中央結算系統寄存、結算及交收。聯交所參與者之間在任何交易日進行之交易，須在交易後第二個交易日在中央結算系統進行交收。所有在中央結算系統進行之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。

It should be noted that the Shares have been dealt in on an ex-entitlement basis from Monday, 16 January 2017, and that dealings in Shares will take place whilst the conditions to which the Open Offer is subject remain unfulfilled. Any Shareholder or other person dealing in the Shares up to the date on which all the conditions to which the Open Offer is subject are fulfilled which is expected to be at 4:00 p.m. on Monday, 13 February 2017, will accordingly bear the risk that the Open Offer may not become unconditional or may not proceed. Any Shareholder or other person contemplating dealing in the Shares during such period who is in any doubt about his or her position is advised to consult his or her professional adviser.

務請注意：股份已由二零一七年一月十六日(星期一)起按除權基準買賣，且股份將於公開發售之條件未達成期間繼續買賣。在公開發售之所有條件達成日期(預期為二零一七年二月十三日(星期一)下午四時正)前買賣股份之任何股東或其他人士須承擔公開發售不能成為無條件或不進行之風險。擬於該段期間買賣股份之任何股東或其他人士如對其狀況有任何疑問，應徵詢其專業顧問。

SDM | 爵士芭蕾舞學院
Jazz & Ballet Academie
SDM Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 8363)

(股份代號: 8363)

**OPEN OFFER ON THE BASIS OF
ONE (1) OFFER SHARE FOR EVERY TWO (2) EXISTING SHARES
HELD ON THE RECORD DATE
AT AN OFFER PRICE OF HK\$0.40 PER OFFER SHARE**

按發售價每股發售股份0.40港元
進行公開發售
基準為於記錄日期每持有
兩(2)股現有股份獲發一(1)股發售股份

**PAYABLE IN FULL ON ACCEPTANCE BY NO
LATER THAN 4:00 P.M. ON FRIDAY, 10 FEBRUARY 2017**
股款須不遲於二零一七年二月十日(星期五)
下午四時正接納時繳足

**APPLICATION FORM
申請表格**

Registered office:
75 Fort Street
PO Box 1350
Grand Cayman, KY1-1108
Cayman Islands

Principal place of business
in Hong Kong:
Room 202B, 2/F
Liven House
62-63 King Yip Street
Kwun Tong
Hong Kong

註冊辦事處:
75 Fort Street
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

香港主要營業地點:
香港
觀塘
敬業街62-63號
利維大廈
2樓202B室

Branch share registrar and
transfer office in Hong Kong:
Union Registrars Limited
Suites 3301-04
33/F., Two Chinachem
Exchange Square
338 King's Road, North Point
Hong Kong

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
華懋交易廣場二期33樓
3301-04室

25 January 2017

二零一七年一月二十五日

Name(s) and address of the Qualifying Shareholder(s)
合資格股東姓名及地址

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Number of Shares registered in your name(s) on Tuesday, 24 January 2017
於二零一七年一月二十四日(星期二)以閣下名義登記之股份數目

BOX A
甲欄

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Number of Offer Shares offered to you subject to payment in full on acceptance by no
later than 4:00 p.m. on Friday, 10 February 2017
閣下獲要約認購之發售股份數目，須不遲於二零一七年二月十日(星期五)
下午四時正前接納時繳足股款

BOX B
乙欄

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Amount payable when applied in full
全數申請認購時應繳款項

BOX C
丙欄

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Application can only be made by the registered Qualifying Shareholder(s) named above.
Please enter in Box D the number of Offer Shares applied for and the amount of
remittance enclosed

(calculated as number of Offer Shares applied for multiplied by HK\$0.40)
認購申請僅可由上述已登記之合資格股東作出。
請於丁欄填妥所申請認購之發售股份數目及隨附之股款金額
(以申請認購之發售股份數目乘以0.40港元計算)

BOX D
丁欄

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured entitlement shown in Box B above by filling in this Application Form. Subject to the terms and conditions mentioned in the Prospectus and this Application Form, such offer is made to the Shareholders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of one (1) Offer Share for every two (2) existing Shares held on Tuesday, 24 January 2017.

If you wish to apply for any Offer Shares, you should complete and sign this Application Form and lodge this form together with the appropriate remittance for the full amount payable in respect of the Offer Shares applied for with the Registrar, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no later than 4:00 p.m. on Friday, 10 February 2017. All remittance(s) for application of Offer Shares under this Application Form must be in Hong Kong dollars and cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "**SDM Group Holdings Limited – Open Offer Account**" and crossed "Account Payee Only" and comply with the procedures set out in the page hereafter. No application(s) of Offer Shares can be made by any persons who are Excluded Shareholders.

閣下有權透過填寫本申請表格申請認購相等於或少於上文乙欄所列閣下獲保證之任何發售股份配額。在發售章程及本申請表格所述條款及條件規限下，上述要約乃向於名列本公司股東名冊且屬合資格股東之股東作出，基準為於二零一七年一月二十四日(星期二)每持有兩(2)股現有股份獲發一(1)股發售股份。

倘閣下欲申請認購任何發售股份，請填妥及簽署本申請表格，並將表格連同申請認購發售股份涉及之全數應繳款項之合適股款，於二零一七年二月十日(星期五)下午四時正前交回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號華懋交易廣場二期33樓3301-04室。根據本申請表格申請認購發售股份之所有申請股款必須為港元款項，支票須以香港持牌銀行賬戶開出，而銀行本票則須由香港持牌銀行發出，並須註明抬頭人為「**SDM Group Holdings Limited – Open Offer Account**」及以「只准入抬頭人賬戶」方式劃線開出，並須符合後續各頁所載手續，屬除外股東之人士不得申請認購發售股份。

NO RECEIPT WILL BE GIVEN

概不會提供收據

SDM Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 8363)

(股份代號：8363)

CONDITIONS

1. You may not apply for any Offer Shares if you are an Excluded Shareholder.
2. No receipt will be issued in respect of any application monies received but it is expected that certificate(s) for any Offer Shares in respect of which your application is accepted in full or in part will be sent to you or, in the case of joint allottees, to the first named allottee, by ordinary post, at your own risk, at the address stated on this Application Form.
3. Completion of this Application Form will constitute an instruction and authority by you to the Company and/or Union Registrars Limited or any person nominated by it for the purpose, on your behalf, to execute any registration of this Application Form or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in your name(s) of the Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. You undertake to sign all documents and to do all other acts necessary to enable you to be registered as the holder of the Offer Shares which you have applied for subject to the memorandum and articles of association of the Company.
5. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. Application in respect of which the cheque is dishonoured upon first presentation is liable to be rejected.
6. Your right to apply for the Offer Shares is not transferable.
7. The Company reserves the right to accept or refuse any application for Offer Shares which does not comply with the procedures set out herein.
8. Completion and return of this Application Form will constitute a warranty and representation to the Company that all registration, legal and regulatory requirements of all relevant jurisdictions other than Hong Kong in connection with this Application Form and any acceptance of them have been, or will be, duly complied with. If you are in doubt as to your position, you should consult your professional advisers.
9. The Underwriting Agreement contains provisions entitling the Underwriter by notice in writing to the Company at any time prior to 4:00 p.m. on Monday, 13 February 2017 to terminate its obligations thereunder on the occurrence of certain events including force majeure. These events are set out in the section headed "Termination of the Underwriting Agreement" in this Application Form and the section headed "Termination of the Underwriting Agreement" in the Prospectus. If the Underwriter terminates the Underwriting Agreement in accordance with the terms thereof, the Open Offer will not proceed. In addition, the Open Offer is conditional upon the fulfillment of the conditions set out in this paragraphs headed "Open Offer – Conditions of the Open Offer" under the section headed "Letter from the Board" in the Prospectus.
10. No person receiving a copy of the Prospectus or this Application Form in any territory or jurisdiction outside Hong Kong may treat it as an offer or an invitation to apply for the Offer Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person outside Hong Kong wishing to make an application for the Offer Shares to satisfy himself/herself/itself as to the observance of the laws and regulations of all relevant jurisdictions, including obtaining any government or other consents, and payment of any taxes and duties required to be paid in such jurisdiction in connection therewith. Completion and return of this Application Form will constitute a warranty and representation by the relevant applicant(s) to the Company that all registration, legal and regulatory requirements of all relevant jurisdiction other than Hong Kong in connection with the acceptance of the Offer Shares have been duly complied with by such applicant(s). For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties. If you are in any doubt as to your position, you should consult your professional advisers.
11. In the event of inconsistency, the English version of this Application Form shall prevail over the Chinese version.

PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares which is equal to or less than your assured entitlement set out in Box B by filling in this Application Form.

To apply for such number of Offer Shares which is less than your assured entitlement, you must enter in Box D of this Application Form the number of Offer Shares for which you wish to apply for and the total amount payable (calculated as the number of Offer Shares applied for multiplied by HK\$0.40). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, the applicant(s) will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of this Application Form, this number should be inserted in Box D of this Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received. If you apply for a number of Offer Shares that is in excess of your assured entitlement set out in Box B of this Application Form, your application is liable to be rejected.

This Application Form when duly completed, to which the appropriate remittance(s) should be stapled accordingly and folded once and must be returned to the Hong Kong Branch Share Registrar, Union Registrars Limited, Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, no later than 4:00 p.m. on Friday, 10 February 2017. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with, or banker’s cashier orders must be issued by, a licensed bank in Hong Kong, and made payable to “**SDM Group Holdings Limited – Open Offer Account**” and crossed “Account Payee Only”. Unless this Application Form together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form has been received by the Registrar by 4:00 p.m. on Friday, 10 February 2017, your assured entitlement and all rights thereunder shall be deemed to have been declined and will be cancelled.

Shareholders should note that the Underwriting Agreement contains a number of conditions precedent and if any of the conditions precedent in the Underwriting Agreement is not fulfilled by the time and/or date specified in the Prospectus or such later time and/or date as the parties thereto may agree, the Underwriting Agreement shall be terminated. These events are set out in the paragraphs headed “Open Offer – Conditions of the Open Offer” under the section headed “Letter from the Board” in the Prospectus. Shareholders are reminded to exercise caution when dealing in the securities of the Company.

TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriter may terminate the arrangements set out in the Underwriting Agreement by notice in writing issued to the Company by the Underwriter at any time prior to the Latest Time for Termination if there has been the occurrence of any of the following events:

- (a) the introduction of any new law or regulation or any change in existing laws or regulations in Hong Kong or in which the Company conducts or carries on business; or
- (b) any significant change (whether or not permanent) in local, national or international economic, financial, political or military conditions; or
- (c) any significant change (whether or not permanent) in local, national or international securities market conditions (any moratorium, suspension or material restriction on trading in shares or securities generally on the Stock Exchange due to exceptional financial circumstances or otherwise) or exchange controls; or
- (d) any material adverse change in relation to the business or the financial or trading position or prospects of the Company or any members of the Group which in the sole and absolute opinion of the Underwriter will adversely affect the prospects of the Company or the Open Offer; or
- (e) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out,

and in the reasonable opinion of the Underwriter, such change has or would have a material and adverse effect on the business, financial or trading position or prospects of the Company as a whole or the success of the Open Offer or make it inadvisable or inexpedient to proceed with the Open Offer.

If, at any time prior to the Latest Time for Termination, the Company commits any breach of or omits to observe any of the obligations or undertakings expressed to be assumed by it under the Underwriting Agreement which breach or omission will have a material and adverse effect of its business, financial or trading position, the Underwriter shall be entitled (but not bound) by notice in writing to the Company to elect to treat such matter or event as releasing and discharging the Underwriter from its obligations under the Underwriting Agreement.

In the event that the Underwriter terminates the Underwriting Agreement, all obligations of each of the parties under the Underwriting Agreement shall cease and no party shall have any claim against any other party in respect of any matter arising out of or in connection with this Agreement except for any antecedent breach of any obligation and liabilities under the Underwriting Agreement.

CHEQUES AND BANKER’S CASHIER ORDERS

All cheques and banker’s cashier orders will be presented for payment upon receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgment of this Application Form together with a cheque or banker’s cashier order in payment for the Offer Shares accepted will constitute a warranty by the applicant(s) that the cheque or banker’s cashier order will be honored on first presentation. Any application in respect of which the accompanying cheque or banker’s cashier order is dishonored on first presentation is liable to be rejected, and in that event the assured entitlement and all rights thereunder will be deemed to have been declined and will be cancelled.

SHARE CERTIFICATES AND REFUND CHEQUES

Subject to the fulfillment of the conditions of the Open Offer, share certificates for the Offer Shares are expected to be posted on Monday, 20 February 2017 to those Qualifying Shareholders entitled thereto by ordinary post at their own risks. You, except HKSCC Nominees Limited, will receive one share certificate for all relevant Offer Shares registered under your name.

If the Underwriter exercises its right to terminate or rescind the Underwriting Agreement or if the conditions of the Open Offer are not fulfilled, the monies received in respect of the acceptances of the Offer Shares will be returned to the Qualifying Shareholders or, in case of joint applicants, to the first-named applicant, without interest, by means of cheques despatched by ordinary post to their registered addresses at their own risk on Monday, 20 February 2017.

GENERAL

The Offer Shares, when allotted, issued and fully-paid, will rank pari passu with the Shares then in issue in all respects. Holders of the Offer Shares will be entitled to receive all future dividends and distributions which are declared, made or paid with a record date which falls on or after the date of allotment and issue of the Offer Shares.

All documents, including cheques for amounts due, will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses.

This Application Form and any acceptance of the Offer Shares contained in it shall be governed by, and construed in accordance with, the Laws of Hong Kong.

Further copies of the Prospectus giving details of, inter alia, the Open Offer, are available from the Hong Kong Branch Share Registrar, Union Registrars Limited, Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, during normal business hours on weekdays (except Saturdays, Sundays and public holidays).

條件

- 倘閣下為除外股東，則不得申請認購任何發售股份。
- 概不會就收到之任何申請款項發出收據，惟預期申請獲全數或部份接納之發售股份股票將以平郵方式按本申請表格所列地址寄交閣下(或倘為聯名承配人，則首名承配人)，郵誤風險概由閣下自行承擔。
- 填妥本申請表格將構成閣下指示及授權本公司及／或聯合證券登記有限公司或其提名之其他人士代表閣下辦理本申請表格或其他文件之任何登記手續，以及在一般情況下執行有關公司或人士認為必需或合宜之所有其他事宜以根據發售章程所述安排，將閣下所申請認購之數目或較少數目之發售股份登記在閣下名下。
- 閣下承諾簽署所有文件並採取一切其他必要之行動以使閣下登記成為所申請認購之發售股份之持有人，惟須符合本公司組織章程大綱及細則之規定。
- 本公司收到股款後將隨即將之過戶，由此賺取之一切利息(如有)將撥歸本公司所有。倘支票未能於首次過戶時兌現，則有關申請可能遭拒絕受理。
- 閣下申請認購發售股份之權利不得轉讓。
- 本公司保留接納或拒絕任何未符合本文件所載手續之發售股份認購申請之權利。
- 填妥及交回本申請表格即表示閣下向本公司作出保證及聲明，已經或將會就本申請表格及其任何接納全面遵守香港以外所有有關司法權區之一切登記、法律及監管規定。倘閣下對本身狀況存有疑問，應諮詢閣下之專業顧問。
- 務須注意，包銷協議載有條文賦予包銷商權利於二零一七年二月十三日(星期一)下午四時正前任何時間於發生若干事件(包括不可抗力事件)之情況下透過向本公司作出書面通知終止其於包銷協議項下之責任。該等事件載於本申請表格「終止包銷協議」一節及發售章程「終止包銷協議」一節。倘包銷商根據包銷協議條款終止包銷協議，則公開發售將不會進行。此外，公開發售須待發售章程「董事會函件」一節「公開發售—公開發售之條件」一段所載之條件達成後，方可作實。
- 除非在有關司法權區毋須遵守任何登記規定或其他法律或監管規定可合法提呈要約或邀請，否則於任何香港以外地區或司法權區收到發售章程或本申請表格之人士，概不得視之為申請發售股份之要約或邀請。任何香港境外人士如欲申請發售股份，均有責任自行遵守一切有關司法權區之法例及規例，包括取得任何政府或其他同意，以及就此支付有關司法權區規定須繳付之任何有關稅項及稅款。填妥及交回本申請表格將構成有關申請人向本公司保證及聲明有關申請人已妥為遵守香港以外所有相關地區有關接納發售股份之所有登記、法律及監管規定。為免生疑問，香港結算或香港中央結算(代理人)有限公司不受任何該等聲明及保證所規限。閣下如對本身之狀況有任何疑問，應諮詢閣下之專業顧問。
- 本申請表格的中英文版本內容如有歧義，概以英文版本為準。

申請手續

閣下可透過填寫本申請表格申請認購相等於或少於乙欄所列閣下獲保證之發售股份配額。

倘閣下欲申請認購少於閣下獲保證之發售股份配額，閣下必須在本申請表格丁欄內填上欲申請認購之發售股份數目及應繳款項總額(以申請認購之發售股份數目乘以0.40港元計算)。倘所收到之相應股款少於所填上之發售股份數目之所需股款，則申請人將被視作申請認購已收全數款項所代表之較少發售股份數目。

倘閣下欲申請認購本申請表格乙欄所列數目之發售股份，則請在本申請表格丁欄內填上該數目。倘並無填上任何數目，則閣下將被視作申請認購已收全數款項所代表數目之發售股份。倘閣下申請超過本申請表格乙欄所載閣下獲保證配發之發售股份數目，則閣下之申請可能遭拒絕受理。

填妥本申請表格並將適當之股款相應地緊釘其上後，請將表格對摺並於二零一七年二月十日(星期五)下午四時正或之前交回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號華懋交易廣場二期33樓3301-04室。所有股款必須為港元款項。支票必須以香港持牌銀行戶口開出，而銀行本票則須由香港持牌銀行發出，並以「SDM Group Holdings Limited — Open Offer Account」為抬頭人及以「只准入抬頭人賬戶」方式劃線開出。除非本申請表格連同申請表格丙欄或丁欄(視情況而定)所示之適當股款於二零一七年二月十日(星期五)下午四時正或之前獲過戶登記處收訖，否則閣下之保證配額以及一切有關權利將視為予以放棄並將予註銷。

股東務請注意，包銷協議載有若干先決條件，倘包銷協議所載任何先決條件未能於發售章程指定時間及／或日期或訂約方可能協定之較後時間及／或日期之前達成，則包銷協議須予以終止。該等事件載於發售章程「董事會函件」一節下及「公開發售—公開發售之條件」兩段。股東在買賣本公司證券時，務請審慎行事。

終止包銷協議

倘發生下列任何事件，包銷商可於最後終止時間前任何時間向本公司發出書面通知以終止包銷協議內所載安排：

- (a) 香港或本公司進行或經營業務所在地頒佈任何新法律或法規或現有法律或法規出現任何變動；或
- (b) 本地、全國、國際經濟、財務、政治或軍事狀況發生任何重大變動(無論是否永久性變動)；或
- (c) 本地、全國或國際證券市場狀況(不尋常財務狀況或其他方面導致聯交所全面暫停股份或證券買賣或對股份或證券買賣施加重大限制)或外匯管制出現任何重大變動(無論是否永久性變動)；或
- (d) 本公司或本集團任何成員公司之業務或財務或經營狀況或前景出現任何重大不利變動而包銷商全權認為將會對本公司前景或公開發售造成不利影響；或
- (e) 任何不可抗力事件，包括(在不損害其一般性原則下)任何天災、戰爭、暴亂、擾亂公共秩序、內亂、火災、水災、爆炸、流行病、恐怖主義事件、罷工或停市。

且包銷商合理認為有關變動已經或將會對本公司整體業務、財務或經營狀況或前景或公開發售之成功進行造成重大不利影響，或導致進行公開發售屬不明智或不適宜。

倘在最後終止時間前任何時間，本公司違反或未能履行其根據包銷協議明確承擔之任何責任或承諾，而有關違反或疏忽行為將對其業務、財務或經營狀況產生重大不利影響，則包銷商將有權(但無義務)向本公司發出書面通知以選擇視有關事件或事宜為免除及解除包銷商於包銷協議下之責任。

倘包銷商終止包銷協議，各訂約方於包銷協議下之所有責任將告終止，概無任何訂約方可對任何其他方就該協議所產生或該協議涉及之任何事宜索償，惟任何先前違反包銷協議下任何義務及責任除外。

支票及銀行本票

所有支票及銀行本票均將於收訖後隨即過戶，而該等款項所賺取之全部利息(如有)將撥歸本公司所有。填妥本申請表格並連同所申請認購發售股份股款之支票或銀行本票一併交回後，將構成申請人保證支票或銀行本票將可於首次過戶時兌現。凡隨附支票或銀行本票未能於首次過戶時兌現，則有關申請可能遭拒絕受理；在該情況下，保證配額及據此獲得之所有權利將視為予以放棄並將予註銷。

股票及退款支票

待公開發售的各項條件獲達成後，發售股份之股票預期於二零一七年二月二十日(星期一)以平郵方式寄發予有權收取此等股票之合資格股東，郵誤風險概由彼等自行承擔。閣下(香港中央結算(代理人)有限公司除外)將會就全部以閣下名義登記之發售股份獲發一張股票。

倘包銷商行使其終止或撤回包銷協議的權利，或倘公開發售的條件未獲達成，則就接納發售股份所收的股款將不計利息以支票退還合資格股東或(如為聯名申請人)排名首位之申請人，退款支票將於二零一七年二月二十日(星期一)以平郵方式寄發至彼等之登記地址，郵誤風險概由彼等承擔。

一般資料

當發售股份(當已配發、發行及入繳足)將與已發行的股份在各方面享有同等權益。發售股份的持有人有權收取未來宣派、作出或派付(其記錄日定於發售股份配發及發行日期或之後)之一切股息及分派。

所有文件(包括應付金額支票)將以平郵方式寄發至有權收取有關文件之人士之登記地址，郵誤風險概由彼等自行承擔。

本申請表格及當中所載任何發售股份之接納須受香港法例管轄並按其詮釋。

載述(當中包括)公開發售詳情之發售章程，於星期六、星期日及公眾假期除外之平日正常營業時間內於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號華懋交易廣場二期33樓3301-04室)可供索取。

SDM | 爵士芭蕾舞學院
Jazz & Ballet Academie
SDM Group Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)
(Stock Code: 8363)
(股份代號: 8363)

To: SDM Group Holdings Limited

致: SDM Group Holdings Limited

Dear Sirs,

I/We, being the Qualifying Shareholder(s) stated in this Application Form, enclose a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.40 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We hereby apply such number of Offer Shares on the terms and conditions of the Prospectus dated 25 January 2017 and subject to the memorandum and articles of association of the Company. I/We authorise the Company to place my/our name(s) on the register of members of the Company as the holder(s) of such Offer Shares and to send the share certificate(s) in respect thereof by ordinary post at my/our risk to the address specified in this Application Form. I/We have read the conditions and procedures for application set out in this Application Form and agree to be bound thereby. By signing this Application Form, I/We declare that I/we am/are Qualifying Shareholder(s) and my/our application for the Offer Shares does not violate any applicable securities or other laws or regulations of any jurisdiction outside Hong Kong.

敬啟者:

本人/吾等為本申請表格之合資格股東,現申請認購乙欄(或倘已填妥丁欄,則丁欄)指定之發售股份數目,並附上按每股發售股份0.40港元之價格計算須於申請時繳足之全數股款**。本人/吾等謹此依照日期為二零一七年一月二十五日之發售章程所載條款及條件,以及貴公司之組織章程大綱及細則,申請認購有關數目之發售股份。本人/吾等謹此授權貴公司將本人/吾等之姓名列入貴公司之股東名冊,作為有關數目之發售股份之持有人,並請貴公司將有關股票按本申請表格上之地址以平郵方式寄予本人/吾等,郵誤風險概由本人/吾等承擔。本人/吾等已細閱本申請表格所載各項條件及申請手續,並同意受其約束。簽署本申請表後,本人/吾等聲明,本人/吾等為合資格股東,及本人/吾等之發售股份申請並無違反任何香港以外任何地區之適用證券或其他法例或規例。

Please insert contact telephone number 請填上聯絡電話號碼	
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Signature(s) of Qualifying Shareholder(s)
(all joint Qualifying Shareholder(s) must sign)
合資格股東簽署
(所有聯名合資格股東均須簽署)

(1) _____ (2) _____ (3) _____ (4) _____

Date: _____ 2017

日期: 二零一七年 _____ 月 _____ 日

Details to be filled in by Qualifying Shareholder(s):
請合資格股東填妥以下詳情:

Number of Offer Shares applied for (being the total number specified in Box D, or failing which, the total number specified in Box B) 申請認購發售股份數目 (丁欄所列明之發售股份總數或,如未有填妥,則乙欄所列明之發售股份總數)	Total amount of remittance (being the total amount specified in Box D, or failing which, the total amount specified in Box C) 股款總額 (丁欄所列明之股款總額或,如未有填妥,則丙欄所列明之股款總額)	Name of bank on which cheque/banker's cashier order is drawn 支票/銀行本票之 付款銀行名稱	Cheque/banker's cashier order number 支票/銀行本票號碼
	HK\$ 港元		

** Cheque(s) or banker's cashier order(s) should be crossed "Account Payee Only" and made payable to "SDM Group Holdings Limited – Open Offer Account" (see the section headed "PROCEDURES FOR APPLICATION" of this Application Form).

** 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「SDM Group Holdings Limited – Open Offer Account」為抬頭人劃線開出(詳情請參閱本申請表格「申請手續」一節)。

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured entitlement will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for remittance.

假設公開發售之條件已獲達成,認購發售股份數目少於或相等於申請人獲保證之發售股份配額之有效申請將獲全數接納。倘以上各欄內並無填上數目,則閣下將被視作申請認購已收款項所代表之發售股份數目。倘股款少於認購上欄所填數目之發售股份所需股款,則閣下將被視作申請認購已收訖款項所代表發售股份數目。申請將被視作申請認購完整之發售股份數目而作出。概不會就股款發出收據。