
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13A-16 OR 15D-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of September 2023

Commission file number: 001-39360

SKILLFUL CRAFTSMAN EDUCATION TECHNOLOGY LIMITED

**Floor 4, Building 1, No. 311, Yanxin Road
Huishan District, Wuxi
Jiangsu Province, PRC 214000
(Address of Principal Executive Offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F. Form 20-F ☒ Form 40-F ☐

INFORMATION CONTAINED IN THIS FORM 6-K REPORT

This current report on Form 6-K is being filed to disclose the home country rule exemption of Skillful Craftsman Education Technology Limited (“we”, “our”, “us” or the “Company”) that it intends to disclose in its annual report on Form 20-F for the fiscal year ended March 31, 2024.

As a company incorporated in the Cayman Islands that is listed on Nasdaq Capital Market (“Nasdaq”), the Company is subject to Nasdaq corporate governance listing standards. Under Nasdaq rules, a foreign private issuer may, in general, follow its home country corporate governance practices in lieu of some of the Nasdaq corporate governance requirements. Pursuant to the home country rule exemption set forth under Nasdaq Listing Rule 5615(a)(3) (A), which provides (with certain exceptions not relevant to the conclusions expressed herein) that a Foreign Private Issuer may follow its home country practice in lieu of the requirements of the Nasdaq Marketplace Rule 5600 Series, we elected to be exempt from the requirements as follows:

- (i) Nasdaq Marketplace Rule 5635(a) which sets forth the circumstances under which shareholder approval is required prior to an issuance of securities of the Company in connection with the acquisition of the stock or assets of another company; and
- (ii) Nasdaq Marketplace Rule 5635(c) which sets forth the circumstances under which shareholder approval is required prior to an issuance of securities of the Company in connection with equity-based compensation of officers, directors, employees or consultants; and
- (iii) Nasdaq Marketplace Rule 5635(d) which sets forth the circumstances under which shareholder approval is required prior to an issuance of securities, other than in a public offering, equal to 20% or more of the voting power outstanding at a price less than the lower of: (x) the Nasdaq Official Closing Price (as reflected on Nasdaq.com) immediately preceding the signing of the binding agreement; or (y) the average Nasdaq Official Closing Price of the common stock (as reflected on Nasdaq.com) for the five trading days immediately preceding the signing of the binding agreement.

Maples and Calder (Cayman) LLP, our Cayman Islands counsel, has provided a letter to the Nasdaq Stock Market certifying that under Cayman Islands law, we are not required to comply with above-mentioned requirements.

In addition, the Company has previously elected to follow home country practice in lieu of the requirements that an annual meeting of shareholders be held no later than one year after the end of a fiscal year under Nasdaq Rule 5620(a).

Except for the foregoing, there is no significant difference between our corporate governance practices and what the Nasdaq requires of domestic U.S. companies.

EXHIBIT INDEX

Exhibit Number

Description

[99.1](#)

[Home Country Exemption Letter](#)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SKILLFUL CRAFTSMAN EDUCATION TECHNOLOGY LIMITED
(Registrant)

By: /s/ Xiaofeng Gao

Name: Xiaofeng Gao

Title: Chairman of the Board of Directors

Date: September 8, 2023



Our ref UDM/761839-000001/75758338v2

The Nasdaq Stock Market LLC
 Listing Qualifications 805 King Farm Blvd.
 Rockville, Maryland 20850
 United States of America

6 September 2023

Skillful Craftsman Education Technology Limited

We act as legal counsel to Skillful Craftsman Education Technology Limited (the "**Company**") for matters of Cayman Islands law only.

We understand from the Company's legal counsel as to matters of United States law that:

- (A) Nasdaq Marketplace Rule 5635(a) requires shareholder approval prior to an issuance of securities of the Company in connection with the acquisition of the stock or assets of another company;
- (B) Nasdaq Marketplace Rule 5635(c) requires shareholder approval prior to an issuance of securities of the Company in connection with equity-based compensation of officers, directors, employees or consultants; and
- (C) Nasdaq Marketplace Rule 5635(d) requires the shareholder approval prior to an issuance of securities, other than in a public offering, equal to 20% or more of the voting power outstanding at a price less than the lower of: (x) the Nasdaq Official Closing Price (as reflected on Nasdaq.com) immediately preceding the signing of the binding agreement; or (y) the average Nasdaq Official Closing Price of the common stock (as reflected on Nasdaq.com) for the five trading days immediately preceding the signing of the binding agreement. Based on the above, we can confirm that:
 - 1 the Company has been duly incorporated as an exempted company with limited liability and is validly existing under the laws of the Cayman Islands; and
 - 2 the Company's practice of following the provisions of the laws of the Cayman Islands and its amended and restated memorandum and articles of association in lieu of the Nasdaq Stock Market Marketplace Rules noted above is not prohibited under any statutory legal provision of the Cayman Islands.

Maples and Calder (Cayman) LLP

PO Box 309 Ugland House Grand Cayman KY1-1104 Cayman Islands
 Tel +1345 949 8066 Fax +1345 949 8080 maples.com

For purposes of this analysis, we have examined the Companies Act (As Revised) of the Cayman Islands, the amended and restated memorandum and articles of association of the Company and such other legislation and regulation as we deemed necessary or relevant, as in effect (and published or otherwise generally available) on the date of this opinion letter.

This opinion letter relates only as to matters of Cayman Islands law and we express no views in relation to the laws of any jurisdiction other than those of the Cayman Islands. Specifically, we have made no independent investigation of the laws of the United States of America or the Nasdaq Stock Market Marketplace Rules and we have assumed that there is nothing under any other law or regulation that would affect or vary the above statements.

This opinion letter is addressed to and for the benefit solely of the addressee and may not be relied upon by any other person for any purpose, nor may it be transmitted or disclosed (in whole or in part) to any other person without our prior written consent.

If you have any questions, please contact Michael Johns at michael.johns@maples.com. Yours faithfully

A handwritten signature in dark ink that reads "Maples and Calder (Cayman) LLP". The signature is written in a cursive, flowing style.

Maples and Calder (Cayman) LLP