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(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (2) RESIGNATION OF COMPANY SECRETARY

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of SDM Education Group Holdings Limited (the “**Company**”) announces that Mr. Chak Chi Sing (“**Mr. Chak**”) has tendered his resignation as an independent non-executive Director (“**INED**”) of the Company with effect from 16 November 2024, and will cease to act as the chairman of the audit committee (the “**Audit Committee**”), remuneration committee (the “**Remuneration Committee**”) and nomination committee (the “**Nomination Committee**”) of the Company as he wished to devote more time to his personal business commitments. Mr. Chak has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation which needs to be brought to the attention of the shareholders of the Company.

NON-COMPLIANCE WITH REQUIREMENTS UNDER RULES 5.05(1), 5.05(2), 5.28 AND 5.33 OF THE GEM LISTING RULES

Following the resignation of Mr. Chak, the Company has only two INEDs, the number of which falls below the minimum number required under Rules 5.05(1) and 5.28 of the GEM Listing Rules. In order to comply with the requirements under the GEM Listing Rules, the Company will use its best endeavour to identify suitable candidate to fill up the vacancy arising from the resignation of Mr. Chak as soon as practicable and in any event within three months as required under Rules 5.06 and 5.33 of the GEM Listing Rules, and will make further announcement as and when appropriate.

Pursuant to Rules 5.05(2) of the GEM Listing Rules, every board of directors of a listed issuer must include at least one of the INEDs must have appropriate professional qualifications or accounting or related financial management expertise. Upon the resignation of Mr. Chak, no member of the Board possesses appropriate professional qualifications or accounting or related financial management expertise.

Pursuant to Rule 5.28 of the GEM Listing Rules, every listed issuer must establish an audit committee comprising non-executive directors only and the audit committee must comprise a minimum of three members and at least one of whom must be an INED with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 5.05(2) of the GEM Listing Rules. Upon the resignation of Mr. Chak, the number of members of the audit committee of the Company is less than three which is below the minimum requirement prescribed under Rule 5.28 of the GEM Listing Rules and no member of the audit committee of the Company possesses appropriate professional qualifications or accounting or related financial management expertise.

To comply with Rules 5.05(1), 5.05(2), 5.28 and 5.33 of the GEM Listing Rules, the Company is in the process of identifying suitable candidate to fill the vacancy and will continue to use its best endeavours to ensure that suitable candidate is appointed as soon as practicable and in any event within three months from 15 November 2024 as required under Rules 5.06 and 5.33 of the GEM Listing Rules.

RESIGNATION OF COMPANY SECRETARY

The Board further announces that Mr. Wong Wang Kam (“**Mr. Wong**”) has tendered his resignation as the company secretary of the Company (“**Company Secretary**”) with effect from 16 November 2024. Mr. Wong has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation which needs to be brought to the attention of the shareholders of the Company. Following the resignation of Mr. Wong, the Company constitute non-compliance with Rule 5.14 of the GEM Listing Rules. The Company is in the process of identifying a suitable candidate to fill the vacancy of Company Secretary caused by the resignation of Mr. Wong, and will publish further announcement(s) as and when appropriate.

The Board would like to express its sincere gratitude to Mr. Chak and Mr. Wong for their valuable contribution to the Company during his tenure of office/service.

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

Hong Kong, 15 November 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 Directors are Ms. Yeung Siu Foon and Mr. Sun Banggui and the independent non-executive Directors are Dr. Kao Ping Suen 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 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.