

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 26 January 2017 (the “**Prospectus**”) issued by Dadi Education Holdings Limited (the “**Company**”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) 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.

This announcement is for information purposes only and does not constitute an invitation or offer by any person to acquire, purchase or subscribe for any Shares or other securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby being offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities of the Company in the United States or in any other jurisdictions. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer and is not currently intended to be any public offer of securities in the United States.



**Dadi Education Holdings Limited**  
**大地教育控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**LISTING BY WAY OF SHARE OFFER  
ON THE GROWTH ENTERPRISE MARKET OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED**

<b>Number of Offer Shares</b>	<b>: 437,600,000 Shares, comprising 197,600,000 New Shares and 240,000,000 Sale Shares</b>
<b>Number of Placing Shares</b>	<b>: 393,840,000 Shares, comprising 153,840,000 New Shares and 240,000,000 Sale Shares (subject to reallocation)</b>
<b>Number of Public Offer Shares</b>	<b>: 43,760,000 New Shares (subject to reallocation)</b>
<b>Offer Price</b>	<b>: Not more than HK\$0.34 per Offer Share and expected to be not less than HK\$0.30 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)</b>
<b>Nominal value</b>	<b>: HK\$0.01 each</b>
<b>Stock code</b>	<b>: 8417</b>

**Sponsor**



**TC Capital International Limited**

**Sole Bookrunner and Sole Lead Manager**



**Head & Shoulders Securities Limited**

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Share Offer, the Capitalisation Issue and any new Shares which may be allotted and issued pursuant to the exercise of options that may be granted under the Share Option Scheme as described in the Prospectus.

The Share Offer comprises the Public Offer of initially 43,760,000 Public Offer Shares, representing 10% of the total number of Offer Shares made available under the Share Offer (subject to reallocation), and the Placing of initially 393,840,000 Placing Shares, consisting of 153,840,000 New Shares and 240,000,000 Sale Shares representing 90% of the total number of Offer Shares under the Share Offer (subject to reallocation). The allocation of the Offer Shares between the Public Offer and the Placing is subject to adjustment as stated in the section headed “Structure and conditions of the Share Offer — Re-allocation of the Offer Shares between Placing and Public Offer” of the Prospectus.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms. Applicants who would like the Public Offer Shares to be issued in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like the Public Offer Shares to be registered in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or their designated CCASS Participant’s stock accounts maintained with CCASS should either (i) complete and sign the **YELLOW** Application Forms or (ii) give **electronic application instructions** to HKSCC via CCASS.

Printed copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 26 January 2017 until 12:00 noon on Friday, 3 February 2017 at:

(a) the following office of the Public Offer Underwriter:

Head & Shoulders Securities Limited	Room 2511, 25/F
	Cosco Tower
	183 Queen’s Road Central
	Hong Kong

(b) any of the following branches of Industrial and Commercial Bank of China (Asia) Limited, the receiving bank for the Public Offer:

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island	Central Branch	1/F, 9 Queen's Road Central, Hong Kong
	Admiralty Branch	Shop 1013–1014, 1/F, United Centre, 95 Queensway, Admiralty, Hong Kong
	North Point Branch	G/F, 436–438 King's Road, North Point, Hong Kong
	Causeway Bay Branch	Shop A on G/F, 1/F, Hennessy Apartments, 488 & 490 Hennessy Road, Hong Kong
Kowloon	Tsimshatsui East Branch	Shop B, G/F, Railway Plaza, 39 Chatham Road South, Tsimshatsui, Kowloon
	Mongkok Branch	G/F, Belgian Bank Building, 721–725 Nathan Road, Mongkok, Kowloon
	Kwun Tong Branch	Shop 5 & 6, 1/F, Crocodile Center, 79 Hoi Yuen Road, Kwun Tong, Kowloon
New Territories	Tsuen Wan Castle Peak Road Branch	G/F, 423–427 Castle Peak Road, Tsuen Wan
	Shatin Branch	Shop 22J, Level 3, Shatin Centre, New Territories
	Tseung Kwan O Branch	Shop 1025A, Level 1, Metro City Phase II, 8 Yan King Road, Tseung Kwan O, New Territories

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 26 January 2017 until 12:00 noon on Friday, 3 February 2017 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or your stockbroker who may have **YELLOW** Application Forms and the Prospectus available.

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to ICBC (Asia) Nominee Limited — DADI EDU Public Offer for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following dates and times:

**Thursday, 26 January 2017 — 9:00 a.m. to 5:00 p.m.**  
**Friday, 27 January 2017 — 9:00 a.m. to 5:00 p.m.**  
**Wednesday, 1 February 2017 — 9:00 a.m. to 5:00 p.m.**  
**Thursday, 2 February 2017 — 9:00 a.m. to 5:00 p.m.**  
**Friday, 3 February 2017 — 9:00 a.m. to 12:00 noon.**

The application lists will be open from 11:45 a.m. to 12:00 noon on Friday, 3 February 2017, the last application day or such later time as described in the section headed “How to apply for Public Offer Shares — 9. Effect of bad weather on the opening of the application lists” of the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 26 January 2017 until 12:00 noon on Friday, 3 February 2017.

If you are **not a CCASS Investor Participant**, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Public Offer Shares on your behalf.

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to the Company, the Sole Lead Manager and the Hong Kong Branch Share Registrar.

Please refer to the sections headed “Structure and conditions of the Share Offer” and “How to apply for Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Public Offer.

The Offer Price will not be more than HK\$0.34 per Offer Share and is expected to be not less than HK\$0.30 per Offer Share unless otherwise announced. Applicants for Public Offer Shares under the Public Offer are required to pay in full, on application, the maximum Offer Price of HK\$0.34 per Offer Share (plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) and subject to refund. If the Offer Price as finally determined is lower than the maximum Offer Price of HK\$0.34 per Offer Share, appropriate refund payments (including the brokerage fee, SFC transaction levy and Stock Exchange trading fee attributable to the excess application monies) will be made to applicants, without interest.

Share certificates for the Offer Shares and Shares distributed pursuant to the Share Offer will only become valid documents of title when the Share Offer has become unconditional in all respects and the Underwriting Agreements have not been terminated in accordance with their terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is expected to be Thursday, 16 February 2017. The Company will not issue any temporary document of title. No receipt will be issued for sums paid on application in respect of the Offer Shares.

Application for the Public Offer Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus and the Application Forms. The Share Offer is conditional upon the fulfillment of the conditions set forth under the section headed “Structure and conditions of the Share Offer — Conditions of the Share Offer” of the Prospectus.

The Offer Shares are fully underwritten by the Underwriter pursuant to the Underwriting Agreements. Prospective investors of the Offer Shares should note that the Sole Lead Manager is entitled, in its sole and absolute discretion, to terminate the Underwriter’s obligations under the Underwriting Agreements by notice in writing to the Company, upon the occurrence of any of the events set forth under the section headed “Underwriting — Underwriting arrangement and expenses — Grounds for termination” of the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. If, for any reason, the Offer Price is not agreed between the Company (for itself and on behalf of the Selling Shareholder) and the Sole Lead Manager on Monday, 6 February 2017, the Share Offer will not become unconditional and will lapse. In the event that the conditions of the Share Offer as mentioned therein are not fulfilled or waived (as the case may be) on or before such dates and times, the Share Offer will lapse and all monies received will be refunded to the applicants of the Share Offer without interest and the Stock Exchange will be notified immediately. If the Share Offer does not become unconditional or the Underwriting Agreements are terminated in accordance with their terms, the Company will make an announcement as soon as possible on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.dadi.com.hk](http://www.dadi.com.hk) on the next business day following the date of such lapse.

Subject to the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM and the Company’s compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on GEM or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The announcement of the final Offer Price, level of indications of interest in the Placing, the level of applications, the basis of allotment and the results of applications in the Public Offer will be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.dadi.com.hk](http://www.dadi.com.hk) on Wednesday, 15 February 2017.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Public Offer will be made available on Wednesday, 15 February 2017 in the manner described in the section headed “How to apply for Public Offer Shares — 10. Publication of results” of the Prospectus.

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. (Hong Kong time) on Thursday, 16 February 2017, dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Thursday, 16 February 2017. The Shares will be traded in board lots of 10,000 Shares each. The stock code of the Shares is 8417.

By order of the Board  
**Dadi Education Holdings Limited**  
大地教育控股有限公司  
**Chung Wang Lung**  
*Chairman and Executive Director*

Hong Kong, 26 January 2017

*As at the date of this announcement, the executive Directors are Mr. Chung Wang Lung, Mr. Mok Patrick and Ms. So Pik Sau and the independent non-executive Directors are Mr. Wong Tak Chun, Ms. Chung Wai Nar and Mr. Tsang Chi Fung.*

*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 and a copy of the Prospectus will remain on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk), and in the case of the announcement, on the "Latest Company Announcements" page for 7 days from the day of its posting. This announcement and a copy of the Prospectus will also be published and remains on the Company's website at [www.dadi.com.hk](http://www.dadi.com.hk).*