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DADI EDUCATION HOLDINGS LIMITED

大地教育控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8417)

PROFIT WARNING

This announcement is made by Dadi Education Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company would like to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that based on information currently available to the Board, the Group expects that the net profit of the Group for the financial year ended 31 March 2017 will decline substantially by approximately 60% as compared to the net profit of the Group recorded for the financial year ended 31 March 2016, mainly as a result of (i) the decrease in revenue principally due to the depreciation of GBP against HKD and the decrease in number of successful placements in the high school of the United Kingdom, (ii) the increase in employee benefits expenses and (iii) the increase in other expenses principally due to the exchange loss for the depreciation of GBP against HKD and the increase in legal and professional fees after the listing of the Company on GEM.

The Company is still in the process of finalising its audited financial results for the year ended 31 March 2017. The information contained in this announcement is only based on the preliminary assessment by the Board on the unaudited consolidated management accounts of the Group for the year ended 31 March 2017 and the information available for the time being, which have been neither reviewed by the audit committee of the Company nor audited by the Company’s auditors. The above information may be subject to further adjustment based on further updated information, and following the completion of the audit by the Company’s auditors and the review by the Company’s audit committee. Shareholders

and potential investors are advised to read carefully the annual results announcement of the Group for the year ended 31 March 2017, which is expected to be released before the end of June 2017 in accordance with the GEM Listing Rules.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
Dadi Education Holdings Limited
Chung Wang Lung
Chairman and Executive Director

Hong Kong, 6 June 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 will remain on the GEM website on the “Latest Company Announcements” page for at least 7 days from the date of its posting and the Company’s website at www.dadi.com.hk.