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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 31 JULY 2017

Reference is made to the notice (the “**Notice**”) of annual general meeting (the “**AGM**”) of Dadi Education Holdings Limited (the “**Company**”) and the circular (the “**Circular**”) of the Company both dated 30 June 2017. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

The Board is pleased to announce that the AGM was held at 3:30 p.m. on Monday, 31 July 2017, at Room 1911, 19/F, Office Tower One, Grand Plaza, 639 Nathan Road, Mong Kok, Kowloon, Hong Kong and the proposed resolutions as set out in the Notice were duly passed as ordinary resolutions by the Shareholders by way of poll at the AGM.

As at the date of the AGM, there were 1,750,400,000 Shares of HK\$0.01 each in issue, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 17.47A of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and there were no Shares requiring the holders to abstain from voting at the AGM under the GEM Listing Rules.

Boardroom Share Registrars (HK) Limited, the Company's branch share registrar and transfer office in Hong Kong, acted as scrutineer for the purpose of vote-taking at the AGM. The poll results in respect of the resolutions are as follows:

As Ordinary Resolutions (<i>Note</i>)		Number of votes casts (percentage of total number of votes cast, %)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the Directors and the auditors of the Company and its subsidiaries for the year ended 31 March 2017	1,343,340,200 (100%)	0 (0%)
2.	To re-appoint Grant Thornton Hong Kong Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration	1,343,340,200 (100%)	0 (0%)
3.	(a) To re-elect Mr. Mok Patrick (莫柏祺) as an executive Director	1,343,340,200 (100%)	0 (0%)
	(b) To re-elect Ms. So Pik Sau (蘇碧秀) as an executive Director	1,343,340,200 (100%)	0 (0%)
	(c) To authorise the board of Directors to fix the remuneration of the Directors	1,343,340,200 (100%)	0 (0%)
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the total number of issued shares the Company as at the date of passing this resolution	1,343,340,200 (100%)	0 (0%)
5.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution	1,343,340,200 (100%)	0 (0%)
6.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares of the Company by an amount not exceeding the amount of the shares repurchased by the Company	1,343,340,200 (100%)	0 (0%)

Note: The full text of each of the resolutions was set out in the Notice.

As all the votes were cast in favour of each of the resolutions, all the resolutions were duly passed as ordinary resolutions of the Company.

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

Hong Kong, 31 July 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.