

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.



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 10 AUGUST 2018

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 10 July 2018. 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 4:30p.m. on Friday, 10 August 2018, at Room 1921, 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 GEM 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 (Note)		Number of votes cast (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 (the “ Directors ”) and the independent auditors of the Company and its subsidiaries for the year ended 31 March 2018	959,130,000 (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	959,130,000 (100%)	0 (0%)
3.	(a) To re-elect Mr. Chung Wang Lung (鍾宏龍) as an executive Director of the Company	959,130,000 (100%)	0 (0%)
	(b) To re-elect Mr. Mok Patrick (莫柏祺) as an executive Director of the Company	959,130,000 (100%)	0 (0%)
	(c) To re-elect Ms. So Pik Sau (蘇碧秀) as an executive Director of the Company	959,130,000 (100%)	0 (0%)
	(d) To re-elect Mr. Liu Chenyu (劉辰雨) as a non-executive Director of the Company	959,130,000 (100%)	0 (0%)
	(e) To re-elect Mr. Wong Tak Chun (黃德俊) as an independent non-executive Director of the Company	959,130,000 (100%)	0 (0%)
	(f) To re-elect Ms. Chung Wai Nar (鍾維娜) as an independent non-executive Director of the Company	959,130,000 (100%)	0 (0%)
	(g) To re-elect Mr. Tsang Chi Fung (曾志豐) as an independent non-executive Director of the Company	959,130,000 (100%)	0 (0%)
4.	To authorise the board of Directors to fix the remuneration of the Directors of the Company	959,130,000 (100%)	0 (0%)
5.	To grant a general and unconditional mandate to the Directors to allot, issue and deal with additional shares of the Company for an aggregate number of not exceeding 20% of the total number of issued shares the Company as at the date of passing this resolution	959,130,000 (100%)	0 (0%)

As Ordinary Resolutions (Note)		Number of votes cast (percentage of total number of votes cast, %)	
		For	Against
6.	To grant a general and unconditional mandate to the Directors to repurchase Shares of the Company for a total number of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing this resolution	959,130,000 (100%)	0 (0%)
7.	To extend the general and unconditional mandate granted to the Directors under resolution no.5 above by an amount representing the number of the issued shares of the Company repurchased by the Company pursuant to general mandate under resolution no.6 above (up to a maximum number equivalent to 10% of the number of the issued Shares of the Company as at the date of the passing of the resolution no. 6)	959,130,000 (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, 10 August 2018

As at the date of this announcement, the executive Directors are Mr. Chung Wang Lung, Mr. Mok Patrick and Ms. So Pik Sau, the non-executive Director is Mr. Liu Chenyu 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.