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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 19 AUGUST 2022**

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 22 July 2022 in respect of the AGM of the Company. 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 Friday, 19 August 2022, at Units Nos. 702 and 703, 7th Floor, 700 Nathan Road, Mongkok, Kowloon, Hong Kong and the proposed resolutions as set out in the Notice were duly passed by the Shareholders by way of poll pursuant to Rule 17.47(4) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

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 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.

All Directors attended the AGM either in person or by electronic means.

The poll results in respect of the resolutions are as follows:

As Ordinary Resolutions ( <i>Note</i> )		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 “ <b>Directors</b> ”) and the independent auditor of the Company and its subsidiaries for the year ended 31 March 2022	892,747,500 (100%)	0 (0%)
2.	To re-appoint Grant Thornton Hong Kong Limited as auditor of the Company and to authorise the board of Directors to fix its remuneration	892,747,500 (100%)	0 (0%)
3.	(a) To re-elect Mr. Chung Royce (鍾家益) as an executive Director of the Company	892,747,500 (100%)	0 (0%)
	(b) To re-elect Ms. So Ho Sau (蘇可秀) as an executive Director of the Company	892,747,500 (100%)	0 (0%)
	(c) To re-elect Ms. Chung Wai Nar (鍾維娜) as an independent non-executive Director of the Company	892,747,500 (100%)	0 (0%)
4.	To authorise the board of Directors to fix the remuneration of the Directors of the Company	892,747,500 (100%)	0 (0%)
5.	To grant a general and unconditional mandate to the Directors of the Company to allot, issue and deal with additional Shares of the Company for a total number of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing this resolution	892,747,500 (100%)	0 (0%)
6.	To grant a general and unconditional mandate to the Directors of the Company 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	892,747,500 (100%)	0 (0%)

As Ordinary Resolutions ( <i>Note</i> )		Number of votes cast (percentage of total number of votes cast, %)	
		For	Against
7.	To extend the general and unconditional mandate granted to the Directors of the Company under resolution no. 5 above by a number 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 said resolution no. 6)	892,747,500 (100%)	0 (0%)
Special Resolution ( <i>Note</i> )		Number of votes cast (percentage of total number of votes cast, %)	
		For	Against
8.	To approve the proposed amendments to the existing amended and restated memorandum and articles of association of the Company (“ <b>Proposed Amendments</b> ”) and the adoption of the second amended and restated memorandum and articles of association of the Company as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect after the close of the Meeting and that any director or company secretary or the registered service provider of the Company be authorized to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient in connection with the implementation of or giving effect to the Proposed Amendments and the aforesaid adoption of the second amended and restated memorandum and articles of association of the Company	892,747,500 (100%)	0 (0%)

*Note:* The above table only provides a summary of the Resolutions. Please refer to the Notice of AGM for full text of the Resolutions.

As more than 50% of the votes were cast in favour of each of the Resolutions numbered 1 to 7, all such Resolutions were duly passed as ordinary resolutions by the Shareholders by way of poll at the AGM.

As more than 75% of the votes were cast in favour of the Resolution numbered 8, the Resolution was duly passed as special resolution by the Shareholders by way of poll at the AGM.

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

Hong Kong, 19 August 2022

*As at the date of this announcement, the executive Directors are Mr. Chung Wang Lung, Mr. Mok Patrick, Mr. Chung Royce and Ms. So Ho 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](http://www.dadi.com.hk).*