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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 ADJOURNED ANNUAL GENERAL MEETING HELD ON 6 AUGUST 2019**

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 2 July 2019 as well as the announcement of the Company dated 1 August 2019 in respect of the Adjourned 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 ADJOURNED AGM**

The Board is pleased to announce that the Adjourned AGM was held at 4:00p.m. on Tuesday, 6 August 2019, 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 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 Adjourned 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 Adjourned AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the Adjourned 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 Adjourned 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 Adjourned AGM. The poll results in respect of the resolutions are as follows:

| As Ordinary Resolutions (Note) |   | Number of votes cast<br>(approximate percentage<br>of total number<br>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 auditors of the Company and its subsidiaries for the year ended 31 March 2019  | 892,720,000<br>(100%)   | 0<br>(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   | 892,720,000<br>(100%)   | 0<br>(0%) |
| 3.                             | (a) To re-elect Mr. Mok Patrick (莫柏祺) as an executive Director of the Company   | 892,720,000<br>(100%)   | 0<br>(0%) |
|                                | (b) To re-elect Ms. So Pik Sau (蘇碧秀) as an executive Director of the Company  | 892,720,000<br>(100%)   | 0<br>(0%) |
|                                | (c) To re-elect Mr. Tsang Chi Fung (曾志豐) as an independent non-executive Director of the Company  | 892,720,000<br>(100%)   | 0<br>(0%) |
| 4.                             | To authorise the board of Directors to fix the remuneration of the Directors of the Company   | 892,720,000<br>(100%)   | 0<br>(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 the Company as at the date of passing this resolution  | 892,720,000<br>(100%)   | 0<br>(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  | 892,720,000<br>(100%)   | 0<br>(0%) |
| 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 resolution no. 6) | 892,720,000<br>(100%)   | 0<br>(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, 6 August 2019

*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](http://www.dadi.com.hk).*