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## **DADI INTERNATIONAL GROUP LIMITED**

**大地國際集團有限公司**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8130)**

### **APPOINTMENT OF THE JOINT COMPANY SECRETARY; AND WAIVER FROM STRICT COMPLIANCE WITH RULES 5.14 and 11.07(2) OF THE GEM LISTING RULES**

The Board wishes to announce that with effect from 1 April 2022:

1. Mr. Bai has been appointed as a joint company secretary of the Company;
2. Mr. Hong, the existing company secretary of the Company, will continue to act as the other joint company secretary of the Company; and
3. the Company has applied to the Stock Exchange and has been granted a waiver by the Stock Exchange from strict compliance with the requirements under Rules 5.14 and 11.07(2) of the GEM Listing Rules in respect of Mr. Bai's appointment.

#### **APPOINTMENT OF THE JOINT COMPANY SECRETARY**

The board (the “**Board**”) of directors (the “**Directors**”) of Dadi International Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Bai Mingjun (白鳴君) (“**Mr. Bai**”) has been appointed as a joint company secretary of the Company and Mr. Hong Kam Le (康錦里) (“**Mr. Hong**”), the existing company secretary of the Company, will continue to act as the other joint company secretary of the Company, with effect from 1 April 2022. The biographical details of Mr. Bai are set out as follows:

Mr. Bai, aged 38, joined the Group in May 2016 and served as a deputy director of the Chairman's office. During his tenure of office with the Group, Mr. Bai has led the Group's Hong Kong headquarter operations and assisted the Board and the management teams in the discharge of their daily responsibilities including but not limited to coordinating the communications within members of the Board and participating in the implementation of various corporate and transactional matters of the Group. Further, in his role as a company secretarial assistant of the Company, Mr. Bai also assisted the previous joint company secretaries in performing related duties including scheduling general meetings and meetings of the Board and the Board committees, handling the Company's investment relation and public relation matters, collaborating within various departments of the Group and with external professional advisers in preparing timely publications and filings in compliance with the applicable laws, rules and regulations including

the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), as well as attending to the general administrative and regulatory compliance functions of the Group.

Mr. Bai has also been serving as (i) a director of Dadi International Culture Media Holdings Limited (大地國際文化傳媒控股有限公司), Dadi International Environmental Investment Limited (大地國際環境投資有限公司) and Dadi Great Wall Financial Holdings Limited (大地長城金融控股有限公司), respectively, all being wholly-owned subsidiaries of the Company incorporated in Hong Kong, since May 2018; (ii) a director of Shenzhen City Jia Ying Financial Leasing Co., Ltd. (深圳市嘉盈融資租賃有限公司), a wholly-owned subsidiary of the Company established in the People’s Republic of China (the “**PRC**”), since November 2018; (iii) a director and the vice-president of Dadi Nandou Culture Media (Beijing) Co., Ltd. (大地南斗文化傳媒(北京)有限公司), a subsidiary of the Company established in the PRC, since April 2019; and (iv) a director of Dadi Senlai (Shanghai) Culture Technology Co., Ltd. (大地森萊(上海)文化科技有限公司), Dadi Senrong (Shanghai) Investment Management Co., Ltd. (大地森榮(上海)投資管理有限公司), Dadi Senbao (Shanghai) Asset Management Co., Ltd. (大地森葆(上海)資產管理有限公司), Dadi Senlin (Shanghai) Enterprise Management Co., Ltd. (大地森林(上海)企業管理有限公司), and Dadi Senrong Environment (Beijing) Co., Ltd. (大地森榮環境(北京)有限公司), respectively, all being wholly-owned subsidiaries of the Company established in the PRC, since April 2021.

Mr. Bai graduated from Xidian University (西安電子科技大學) in Xi’an City of Shaanxi, the PRC with a bachelor’s degree of electrical and engineering automation in 2007 and received a master’s degree of purchasing and supply chain management from Robert Gordon University in the United Kingdom in 2010. Mr. Bai was qualified as an Intermediate Economist of the PRC (中華人民共和國中級經濟師) in 2014. In May 2016, Mr. Bai passed the examinations on Fund Laws and Regulations, Professional Ethics and Business Rules (基金法律法規·職業道德與業務規範) and Basic Knowledge on Securities Investment Funds (證券投資基金基礎知識) organised by the Asset Management Association of China (中國證券投資基金業協會).

Details of the biographical details of Mr. Hong are set out in the announcement of the Company dated 4 March 2022. Mr. Hong possesses the academic and professional qualifications as well as the relevant experience as required under Rule 5.14 of the GEM Listing Rules.

## **WAIVER FROM STRICT COMPLIANCE WITH RULES 5.14 AND 11.07(2) OF THE GEM LISTING RULES**

Pursuant to 11.07(2) of the GEM Listing Rules, a listed issuer must appoint a company secretary who satisfies the requirements under Rule 5.14 of the GEM Listing Rules. Rule 5.14 of the GEM Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

While Mr. Bai does not possess the requisite qualifications as a company secretary of a listed company on GEM of the Stock Exchange under Rule 5.14 of the GEM Listing Rules, the Board considers that it would be in the interest of the Company to appoint Mr. Bai as a joint company secretary of the Company taking into account of (i) his aforementioned experience and current roles within the Group; (ii) his qualification as an Intermediate Economist of the PRC and having passed the relevant examinations on the laws, regulations and professional ethics of securities and investment funds as particularized above; (iii) his close nexus, working relationship and thus synergy achieved with the Board, management teams and business units of the Group; (iv) his thorough understanding of the day-to-day operations and business activities of the Group; and (v) his accumulative knowledge of and experience in handling company secretarial and regulatory compliance matters of the Group.

The Board has been appreciative of Mr. Hong's professional qualification and experience in various roles of listed companies on the Stock Exchange. Meanwhile, Mr. Hong, as a practicing solicitor and a partner of a Hong Kong law firm, is principally based in Hong Kong whilst the substantial majority of the operations of the Group are conducted in the PRC. Its key management and Mr. Bai are also based in the PRC and have devoted most of their time in the PRC offices of the Group in recent years. The Board considers that appointing Mr. Bai, who is an employee of the Group having the relevant company secretarial experience and nexus with the Group (in terms of both his physical location and his knowledge of the Group's affairs and management teams), as a joint company secretary alongside with Mr. Hong would enable the company secretarial role to be better performed and the regulatory compliance and corporate governance functions of the Group to be carried out in a more efficient and effective manner.

In light of the above, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 5.14 and 11.07(2) of the GEM Listing Rules in respect of the eligibility of Mr. Bai to act as a joint company secretary of the Company (the "**Waiver**"). The Waiver is valid for a period of three years from the date of appointment of Mr. Bai as a joint company secretary of the Company (the "**Waiver Period**") subject to the following conditions:

- (i) Mr. Bai must be assisted by Mr. Hong as a joint company secretary of the Company during the Waiver Period; and
- (ii) the Waiver could be revoked if there are material breaches of the GEM Listing Rules by the Company.

Before the end of the Waiver Period, the Company must demonstrate and seek the Stock Exchange's confirmation that Mr. Bai, having had the benefit of Mr. Hong's assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 5.14 of the GEM Listing Rules such that a further waiver will not be necessary.

The Board would like to express a warm welcome to Mr. Bai for taking up the new appointment.

By Order of the Board of  
**Dadi International Group Limited**  
**Fu Yuanhong**  
*Chairman*

Hong Kong, 1 April 2022

*As at the date of this announcement, the Board comprises of three executive Directors, namely Mr. Qu Zhongrang, Mr. Fu Yuanhong and Mr. Wu Xiaoming, two non-executive Directors, namely Mr. Ju Mengjun and Mr. Zhang Xiongfeng, and three independent non-executive Directors, namely Dr. Zhang Wei, Mr. Law Yui Lun and Dr. Jin Lizuo.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, 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 at [www.hkgem.com](http://www.hkgem.com) on the “Latest Listed Company Information” page for 7 days from the day of its posting and the Company’s website at <http://www.dadi-international.com.hk>.*