

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)

PROPOSED ADOPTION OF SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Dadi Education Holdings Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Pursuant to the Consultation Conclusion of the Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the GEM Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections. The board (the “**Board**”) of Directors (the “**Directors**”) of the Company proposes to take this opportunity to amend the amended and restated memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) with regards to updates in the GEM Listing Rules and the applicable laws of the Cayman Islands. The Board proposes that certain amendments be made to the Memorandum and Articles of Association to, among other things, (i) bring the Memorandum and Articles of Association in alignment with the Core Shareholder Protection Standards set out in Appendix 3 to the GEM Listing Rules and make corresponding changes to the Memorandum and Articles of Association; (ii) reflect certain updates in relation to the applicable laws of the Cayman Islands and the GEM Listing Rules; and (iii) incorporate certain minor housekeeping amendments (collectively the “**Proposed Amendments**”). Accordingly, the Board proposes to adopt the second amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the Memorandum and Articles of Association (the “**Proposed Adoption of New M&A**”).

The Proposed Amendments are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the annual general meeting dated 19 August 2022 (the “**AGM**”).

A circular containing, among other things, details of the Proposed Amendments, the Proposed Adoption of New M&A, together with the notice of the AGM, will be despatched to the Shareholders in accordance with the requirements under the GEM Listing Rules and the Memorandum and Articles of Association in due course.

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

Hong Kong, 15 July 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 of the Stock Exchange 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.