

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.

DASHAN EDUCATION HOLDINGS LIMITED

大山教育控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9986)

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 10 JUNE 2022; AND (2) ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES

Reference is made to the circular (the “**Circular**”) of Dashan Education Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) of the Company both dated 10 May 2022. Unless the contexts require otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

RESULTS OF THE AGM

The Board is pleased to announce that all of the proposed resolutions as set out in the Notice (the “**Proposed Resolutions**”) were duly passed by the Shareholders by way of poll at the AGM held with the combination of an in-room meeting at 19th Floor, Guoxin Plaza, Crossroad of Zhongzhou Avenue and Minghong Road, Jinshui District, Zhengzhou, Henan Province, the PRC and an online virtual meeting on Friday, 10 June 2022.

As at the date of the AGM, the total number of issued Shares of the Company was 800,000,000, which was the total number of Shares entitling the Shareholders to attend and vote on the Proposed Resolutions at the AGM. There were no restrictions on any Shareholders casting votes on any of the Proposed Resolutions at the AGM. There was no Share entitling the Shareholders to attend and abstain from voting in favour of the Proposed Resolutions at the AGM as set out in rule 13.40 of the Listing Rules. To the best of the Directors’ knowledge and belief after having made all reasonable enquiries, no Shareholder was required under the Listing Rules to abstain from voting on any of the Proposed Resolutions at the AGM. No Shareholder has indicated their intention in the Circular to vote against or to abstain from voting on any of the Proposed Resolutions at the AGM.

The poll results in respect of the respective Proposed Resolutions at the AGM were as follow:

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, the directors' report and the independent auditor's report of the Company for the year ended 31 December 2021.	543,192,800 (100.00%)	0 (0.00%)
2.(A)(i)	To re-elect Mr. Jia Shuilin as a non-executive Director.	543,192,800 (100.00%)	0 (0.00%)
2.(A)(ii)	To re-elect Mr. Lui Siu Keung as an independent non-executive Director.	543,192,800 (100.00%)	0 (0.00%)
2.(A)(iii)	To re-elect Mr. Li Gang as an independent non-executive Director.	543,192,800 (100.00%)	0 (0.00%)
2.(B)	To authorise the board of Directors (the " Board ") to fix the remuneration of Directors.	543,192,800 (100.00%)	0 (0.00%)
3.	To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditors of the Company and to authorise the Board to fix their remuneration.	543,192,800 (100.00%)	0 (0.00%)
4.	To grant a general mandate to the Directors to allot, issue or otherwise deal with additional shares of the Company.	543,192,800 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the Directors to repurchase the Company's shares.	543,192,800 (100.00%)	0 (0.00%)
6.	To extend the general mandate granted to the Directors to allot, issue or otherwise deal with additional shares of the Company by the number of shares repurchased.	543,192,800 (100.00%)	0 (0.00%)

SPECIAL RESOLUTION <i>(Note)</i>		Number of votes cast (percentage of total number of votes cast)	
		For	Against
7.	To approve and adopt the Second Amended and Restated Memorandum and Articles (as defined in the notice of AGM) in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect and authorise any one director, registered office provider or company secretary of the Company to do all things necessary to implement the adoption of the Second Amended and Restated Memorandum and Articles.	543,192,800 (100.00%)	0 (0.00%)

Note: The full text of the Proposed Resolutions are set out in the Notice.

As more than 50% of votes were casted in favour of each of the proposed ordinary resolutions numbered 1–6 and more than 75% of votes were casted in favour of proposed special resolution numbered 7, all the Proposed Resolutions were duly passed as ordinary resolutions and special resolution of the Company respectively by way of poll at the AGM.

ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES

The Board hereby announces that the resolution on the adoption of the Second Amended and Restated Memorandum and Articles to replace the existing Memorandum and Articles of the Company has been duly passed as a special resolution at the AGM. For details of the Proposed Amendments, please refer to Appendix III to the Circular.

The Second Amended and Restated Memorandum and Articles of the Company will take effect immediately, the full text of which is available on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the website of the Company at www.dashanedu.com.

All of the Directors attended the AGM. Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, was appointed as the scrutineer for the vote-taking at the AGM.

By Order of the Board
Dashan Education Holdings Limited
Zhang Hongjun
*Chairman, Chief Executive Officer
and Executive Director*

Zhengzhou, 10 June 2022

As at the date of this announcement, the executive Directors are Mr. Zhang Hongjun and Mr. Shan Jingchao; the non-executive Director is Mr. Jia Shuilin; and the independent non-executive Directors are Mr. Lui Siu Keung, Mr. Li Gang and Mr. Zhang Jian.