

CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This report, for which the directors (the “**Directors**”) of Dadi Education Holdings Limited (the “**Company**”), together with its subsidiaries, (the “**Group**”) 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 (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 report 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 report misleading.*

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Chung Wang Lung (*Chairman*)
Mr. Mok Patrick (*Chief Executive Officer*)
Ms. So Pik Sau
(resigned on 30 September 2021)
Mr. Chung Royce
(appointed on 30 September 2021)
Ms. So Ho Sau
(appointed on 1 December 2021)

Independent non-executive Directors

Mr. Wong Tak Chun
Ms. Chung Wai Nar
Mr. Tsang Chi Fung

COMPANY SECRETARY

Mr. Woo Yuen Ping

COMPLIANCE OFFICER

Mr. Mok Patrick

AUTHORISED REPRESENTATIVES

Mr. Chung Wang Lung
Mr. Mok Patrick

AUDIT COMMITTEE

Mr. Wong Tak Chun (*Chairman*)
Ms. Chung Wai Nar
Mr. Tsang Chi Fung

REMUNERATION COMMITTEE

Ms. Chung Wai Nar (*Chairman*)
Mr. Wong Tak Chun
Mr. Tsang Chi Fung

NOMINATION COMMITTEE

Mr. Chung Wang Lung (*Chairman*)
Ms. Chung Wai Nar
Mr. Tsang Chi Fung

AUDITOR

Grant Thornton Hong Kong Limited
Certified Public Accountants
Level 12
28 Hennessy Road, Wanchai
Hong Kong

REGISTERED OFFICE

Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Units Nos. 702 and 703, 7th Floor
now Known as 700 Nathan Road
(formerly known as Trade and Industry
Department Tower)
Kowloon
Hong Kong

PRINCIPAL BANKER

Hang Seng Bank Limited
83 Des Voeux Road Central
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited
2103B, 21/F., 148 Electric Road
North Point
Hong Kong

STOCK CODE

8417

WEBSITE

<http://www.dadi.com.hk>

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

Overview

The Group is one of the leading overseas studies consultancy services providers in Hong Kong. Our network consists of overseas education providers from all over the world. Nevertheless, we mainly serve local students who are mainly seeking secondary education and higher education studies in the United Kingdom (the “**UK**”), Australia, Canada and the United States of America (the “**USA**”). During the nine months ended 31 December 2021, the Group’s principal business remained the provision of overseas studies consultancy services in Hong Kong. Commission income generated from the placements of students from the UK and Australia remained as the main driver of the Group’s revenue.

PROSPECTS AND STRATEGIES

As the Group’s continuing operation mainly depends on the number of successful placement of students to overseas universities, the subsistence of COVID-19 in the year of 2020 affected the principal activities of the Group badly as the students’ visa applications and admissions to courses to, for example, the UK and Australia, have been postponed and delayed. It was originally expected that, with the large scale of vaccination programs to control the spread of COVID-19 since early 2021, the adverse impact of COVID-19 could be diminished. However, with the spread of Omicron variant around the world in about the end of 2021, the impact of COVID-19 will have to be continued. As for Hong Kong, with the outbreak of Omicron variant in Hong Kong in about the end of 2021, Hong Kong’s zero COVID-19 defenses was broken through and various tough measures of social distancing have been re-imposed by the Hong Kong government to combat the increasing number of infections as at the date of this report.

Different overseas countries adopted different government policies to handle the spread of Omicron variant. For instances, the plans of opening the borders of Australia have been affected due to the arrival of Omicron variant to Australia, whereas the UK implements the policy of co-exists with the virus. The difference in government policies on combating the COVID-19 affect the in-take and placement of students for overseas studies and the students’ decisions of attaining overseas studies.

Notwithstanding the aforesaid, during the nine months ended 31 December 2021, the Group was beneficial from certain immigration policies that were announced by countries, such as, the UK and the Canada, where students from Hong Kong are interested to continue their overseas studies.

In addition, the Group’s indirect wholly-foreign owned subsidiary in the People’s Republic of China (“**PRC**”) under the name of Time Pace (Guangzhou) Education Consultants Company Limited* (時進(廣州)教育諮詢有限公司) (“**Time Pace (Guangzhou)**”) commenced its business during the nine months ended 31 December 2021. Time Pace (Guangzhou) has been generating new stream of revenue to the Group.

MANAGEMENT DISCUSSION AND ANALYSIS

Further, in order to maintain the Group's competitiveness, the Group has kept on allocating resources in marketing and has organized activities for promoting the Group's brand and business online during the nine months ended 31 December 2021 although large scale exhibition could not be organised. The online activities were enthusiastically participated. The Group will consider developing online platform as the main stream of promoting the Group's business.

In view of the above, the Directors will keep on trying their best endeavors to improve the Group's services in the present difficult business environment and they believe that the future performance of the Group may be improved with the Group's various streams of income with the effect of the Group's promotional activities.

Principal Risks and Uncertainties

The economic and financial markets have been significantly impacted as a result of the outbreak and subsistence of the COVID-19, in particular the Omicron COVID-19 mutant strain in Hong Kong at the date of this report. Although with the implementation of the vaccination programs, the COVID-19 still subsists and there may still be uncertainties to the global economy and to the financial performance of the Group. The management of the Group expects that the growth of the demand in overseas education and the performance of the Group will still depend on the control of spread of COVID-19 and Omicron variant, which may directly affect the revenue generated from the overseas studies consultancy services of the Group. The extent of impact of the COVID-19 on the Group is still uncertain as at the date of this report. The Group will continue to pay close attention to the development of the COVID-19 and evaluate its impact on the consolidated financial statements and operation results.

FINANCIAL REVIEW

Revenue

Revenue of the Group for the nine months ended 31 December 2021 was approximately HK\$10.3 million, representing an increase of approximately 20.2% from approximately HK\$8.5 million for the nine months ended 31 December 2020. All revenue was derived from the overseas study consultancy services. The increase in revenue was mainly attributable to the increase in placement of students to overseas institutes during the nine months ended 31 December 2021 as a result of some favorable immigration policies of overseas countries, such as, Canada and the UK.

MANAGEMENT DISCUSSION AND ANALYSIS

UK

Commission income generated from the placements of students in the UK maintained to be the main source of the Group's revenue which accounted for approximately 60.4% for the nine months ended 31 December 2021 (2020: approximately 58.2%). Commission income generated from the placements of students in the UK increased to approximately HK\$6.2 million for the nine months ended 31 December 2021 (2020: approximately HK\$5.0 million). The increase in commission from the placements of students in the UK was mainly contributed by the increase in number of students successfully placed to private schools in the UK as a result of holders of Hong Kong British National (Overseas) (BNO) passport moving to the UK during the nine months ended 31 December 2021.

Australia

Commission income generated from the placements of students in Australia was declined by approximately HK\$0.3 million to approximately HK\$2.0 million (2020: approximately HK\$2.3 million), which represented approximately 19.7% of the Group's total revenue for the nine months ended 31 December 2021 (2020: approximately 26.4%) The slight decline was mainly attributable to the decrease in number of students who were able to obtain the student's visas for studying in Australia as a result of the delay of opening of borders of Australia during the nine months ended 31 December 2021.

Canada and the USA

Commission income generated from the placements of students in Canada and the USA in aggregate increased by approximately 61.8% which amounted to approximately HK\$1.8 million (2020: approximately HK\$1.1 million) and represented approximately 17.7% (2020: approximately 13.1%) of total revenue for the nine months ended 31 December 2021. The increase in amount was attributable to an increase in number of students who chose to study in Canada as a result of its favourable immigration policies published during the nine months ended 31 December 2021.

Other income

The Group's other income decreased from approximately HK\$11.2 million for the nine months ended 31 December 2020 to approximately HK\$2.2 million for the nine months ended 31 December 2021, representing a decrease of approximately HK\$9.0 million or approximately 80.7%. The decrease was mainly due to no foreign exchange gain, no fair value gain on financial assets at fair value through profit or loss ("**FVTPL**") and no subsidy granted by the government of Hong Kong was recorded for the nine months ended 31 December 2021 as compared to the recognition of the net foreign exchange gain of approximately HK\$4.8 million, fair value gain on financial assets at FVTPL of approximately HK\$3.1 million and government subsidy of approximately HK\$1.2 million for the nine months ended 31 December 2020.

MANAGEMENT DISCUSSION AND ANALYSIS

Marketing costs

The Group's marketing costs increased from approximately HK\$2.0 million for the nine months ended 31 December 2020 to approximately HK\$2.1 million for the nine months ended 31 December 2021. The increase was mainly attributable to the promotion activities organised by the Group during the nine months ended 31 December 2021 for boosting the Group's operation.

Employee benefits expenses

Staff cost of the Group was increased by approximately HK\$1.4 million from approximately HK\$6.4 million for the nine months ended 31 December 2020 to approximately HK\$7.8 million for the nine months ended 31 December 2021. The increase in staff cost was mainly due to the retaining staff for the operation of business of Time Pace (Guangzhou) in the PRC for the nine months ended 31 December 2021.

Other expenses

Other expenses of the Group had been increased from approximately HK\$5.1 million for the nine months ended 31 December 2020 to approximately HK\$7.6 million for the nine months ended 31 December 2021. The increase in amount was mainly because of (i) net foreign exchange loss of approximately HK\$0.9 million and a fair value loss on financial assets at FVTPL of approximately HK\$0.1 million were recognized for the nine months ended 31 December 2021 as compared to no such losses for the nine months ended 31 December 2020; and (ii) the increase in administrative expenses for setting up the business of Time Pace (Guangzhou) in the PRC during the nine months ended 31 December 2021.

Income tax expense

Income tax expense decreased from approximately HK\$0.9 million for the nine months ended 31 December 2020 to approximately HK\$0.1 million for the nine months ended 31 December 2021 due to the decrease in expected assessable profit for the nine months ended 31 December 2021.

Net (loss)/profit for the nine months ended 31 December 2021

Net loss for the Group was amounted to approximately HK\$5.3 million for the nine months ended 31 December 2021 (2020: net profit of approximately HK\$5.2 million). The net loss was mainly contributed by the decrease in other income during the nine months ended 31 December 2021 as mentioned above.

THIRD QUARTERLY RESULTS FOR THE NINE MONTHS ENDED 31 DECEMBER 2021

The board of directors (the “**Board**”) announces the unaudited consolidated results of the Group for the nine months ended 31 December 2021 together with unaudited comparative figures for the nine months ended 31 December 2020 as follows:

UNAUDITED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the nine months ended 31 December 2021

	Notes	Nine months ended 31 December		Three months ended 31 December	
		2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)
Revenue	3	10,254	8,534	1,508	2,058
Other income	4	2,160	11,207	688	4,680
Marketing costs		(2,151)	(2,002)	(641)	(627)
Employee benefits expenses		(7,768)	(6,393)	(2,687)	(2,217)
Other expenses		(7,612)	(5,051)	(2,060)	(1,516)
Finance costs	5	(120)	(125)	(40)	(38)
(Loss)/profit before income tax	6	(5,237)	6,170	(3,232)	2,340
Income tax expense	7	(100)	(944)	(60)	(599)
(Loss)/profit and total comprehensive (expense)/income for the period		(5,337)	5,226	(3,292)	1,741
(Loss)/profit and total comprehensive (expense)/income attributable to:					
Equity holders of the Company		(5,616)	4,467	(3,386)	1,501
Non-controlling interest		279	759	94	240
		(5,337)	5,226	(3,292)	1,741
(Loss)/profit per share for (loss)/profit attributable to equity holders of the Company					
Basic and diluted	9	HK(0.32) cents	HK0.26 cents	HK(0.19) cents	HK0.09 cents

UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2021

	Equity attributable to the equity holders of the Company							Non-controlling interest	Total equity
	Share Capital	Share Premium	Capital Reserve	Retained profits	Exchange reserve	Total			
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000		
Balance at 1 April 2020 (Audited)	17,504	45,405	11	8,570	-	71,490	245	71,735	
Profit and total comprehensive income for the period	-	-	-	4,467	-	4,467	759	5,226	
Dividends paid to non-controlling interest	-	-	-	-	-	-	(817)	(817)	
As at 31 December 2020 (unaudited)	17,504	45,405	11	13,037	-	75,957	187	76,144	
Balance at 1 April 2021 (Audited)	17,504	45,405	11	14,611	(51)	77,480	403	77,883	
Loss and total comprehensive expense for the period	-	-	-	(5,616)	-	(5,616)	279	(5,337)	
Dividends paid to non-controlling interest	-	-	-	-	-	-	(371)	(371)	
As at 31 December 2021 (unaudited)	17,504	45,405	11	8,995	(51)	71,864	311	72,175	

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 December 2021

(Amounts expressed in thousands of Hong Kong dollars, unless otherwise stated)

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company on 19 October 2015 with limited liability. The address of its registered office is Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of its principal place of business of the Company is Units Nos. 702 and 703, 7th Floor, now known as 700 Nathan Road (formerly known as Trade and Industry Department Tower), Kowloon, Hong Kong.

The Company is an investment holding company and its subsidiaries are principally engaged in provision of overseas studies consultancy services in Hong Kong which involves the consultancy of local students and their placement with study programmes provided by overseas education providers.

As at 31 December 2021, the directors consider the immediate parent of the Company to be Grand Courage Investments Limited ("**Grand Courage**"), which is incorporated in the British Virgin Islands (the "**BVI**"). Grand Courage is controlled by Mr. Chung Wang Lung (the "**Controlling Shareholder**").

2. GROUP REORGANISATION AND BASIS OF PRESENTATION

These unaudited consolidated financial statements for the nine months ended 31 December 2021 have been prepared in accordance with the accounting principles generally accepted in Hong Kong and comply with Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**") and the applicable disclosure provisions of Chapter 18 of the GEM Listing Rules.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 December 2021

(Amounts expressed in thousands of Hong Kong dollars, unless otherwise stated)

2. GROUP REORGANISATION AND BASIS OF PRESENTATION (CONTINUED)

The accounting policies and methods of computation used in the preparation of these unaudited consolidated financial statements for the nine months ended 31 December 2021 are consistent with those adopted in the preparation of audited consolidated financial statements included in the Company's 2020/21 annual report, except for the adoption of the new and revised Hong Kong Financial Reporting Standards (the "**New and Revised HKFRSs**") (which include all HKFRSs, Hong Kong Accounting Standards ("**HKASs**") and Interpretations) issued by the HKICPA that are adopted for the first time for the current period's financial statements.

The adoption of the New and Revised HKFRSs has had no significant effect on these unaudited consolidated financial statements for the nine months ended 31 December 2021 and there have been no significant changes to the accounting policies applied in these unaudited consolidated financial statements for the nine months ended 31 December 2021.

The Group has not applied new and revised standards, amendments or interpretations that have been issued but are not yet effective. The Group is currently assessing the impact of the adoption of such new and revised standards, amendments or interpretations to the Group but is yet to be in a position to state whether they would have any material financial impact on the Group's results of operations and financial position.

These unaudited consolidated financial statements for the nine months ended 31 December 2021 have been prepared on the historical cost basis. These unaudited consolidated financial statements for the nine months ended 31 December 2021 are presented in Hong Kong dollars ("**HK\$**"), which is the functional currency of the Company and its major subsidiaries.

These consolidated financial statements have not been audited by the Company's independent auditor, but have been reviewed by the audit committee of the Board.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 December 2021

(Amounts expressed in thousands of Hong Kong dollars, unless otherwise stated)

3. REVENUE AND SEGMENT INFORMATION

The Group is engaged in provision of overseas studies consultancy services in Hong Kong which involves the consultancy of local students and their placement with study programmes provided by overseas education providers. Revenue of the Group is the revenue from these activities and represents the value of services rendered.

The Group has determined the operating segments based on the information reported to the Group's most senior executive management, the chief operating decision-maker. The most senior executive management regards the Group's business of provision of overseas studies consultancy services as a single operating segment and assesses the operating performance and allocates the resources of the Group as a whole. Accordingly, no segment analysis information is presented.

Geographical information

The following table sets out information about the geographical location of the Group's revenue from external customers, which is based on the location of customers for the three months and nine months ended 31 December 2021 and 2020.

	Nine months ended		Three months ended	
	31 December	2020	31 December	2020
	2021	(unaudited)	2021	(unaudited)
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Australia	2,017	2,257	64	481
Canada	1,429	847	–	97
New Zealand	53	136	–	49
United Kingdom	6,193	4,971	1,216	1,339
United States	386	275	151	75
Others	176	48	77	17
	10,254	8,534	1,508	2,058

All non-current assets of the Group are physically located in Hong Kong.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 December 2021

(Amounts expressed in thousands of Hong Kong dollars, unless otherwise stated)

4. OTHER INCOME

	Nine months ended 31 December		Three months ended 31 December	
	2021 (unaudited) HK\$'000	2020 (unaudited) HK\$'000	2021 (unaudited) HK\$'000	2020 (unaudited) HK\$'000
Bank interest income	195	339	77	87
Commission income from guardianship	49	66	21	25
Marketing income	622	467	117	123
Fair value gain on financial assets	–	3,073	–	1,205
Administration fee income	564	280	169	136
Government subsidy	–	1,208	–	603
Net foreign exchange gain	–	4,764	–	2,164
Dividend income from financial assets at FVTPL	348	341	114	115
Others	382	669	190	222
	2,160	11,207	688	4,680

5. FINANCE COSTS

	Nine months ended 31 December		Three months ended 31 December	
	2021 (unaudited) HK\$'000	2020 (unaudited) HK\$'000	2021 (unaudited) HK\$'000	2020 (unaudited) HK\$'000
Finance charges on lease liabilities	120	125	40	38

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 December 2021

(Amounts expressed in thousands of Hong Kong dollars, unless otherwise stated)

6. (LOSS)/PROFIT BEFORE INCOME TAX

(Loss)/profit before income tax is arrived at after charging:

	Nine months ended 31 December		Three months ended 31 December	
	2021 (unaudited) HK\$'000	2020 (unaudited) HK\$'000	2021 (unaudited) HK\$'000	2020 (unaudited) HK\$'000
Auditor's remuneration	293	360	98	120
Depreciation				
— owned assets	405	355	83	129
— right-of-use assets	1,480	—	570	—
Net foreign exchange loss	926	—	(158)	—
Fair value loss on financial assets at FVTPL	124	—	(183)	—

7. INCOME TAX EXPENSE

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operated.

Pursuant to the rules and regulations of the Cayman Islands and BVI, the Group is not subject to any income tax in the Cayman Islands and BVI.

The income tax provision of the Group in respect of its operation in the PRC has been calculated at the applicable tax rate on the estimated assessable profits for the year based on the existing legislation, interpretations and practises in respect thereof. The PRC enterprise income tax rate is 25%.

Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of qualifying entities will be taxed at 8.25%, and the profits above HK\$2 million will be taxed at 16.5%. The profits of entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at 16.5%. For the nine months ended 31 December 2021, Hong Kong profits tax of Dadi Education Group Limited, a subsidiary of the Group, was and will be calculated in accordance with the two-tiered profits tax rates regime.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 December 2021

(Amounts expressed in thousands of Hong Kong dollars, unless otherwise stated)

Taxation in the consolidated statement of profit or loss and other comprehensive income represents:

	Nine months ended 31 December		Three months ended 31 December	
	2021 (unaudited) HK\$'000	2020 (unaudited) HK\$'000	2021 (unaudited) HK\$'000	2020 (unaudited) HK\$'000
Current tax — Hong Kong Profits Tax				
Current nine months	100	944	60	599

As at 31 December 2021, the Group did not have any significant unrecognized deferred tax assets or liabilities (2020: Nil).

8. DIVIDENDS

The Directors do not recommend the payment of an interim dividend for the nine months ended 31 December 2021 and 2020.

9. (LOSS)/PROFIT PER SHARE

The calculation of basic and diluted (loss)/profit per share attributable to equity holders of the Company is based on the following:

	Nine months ended 31 December		Three months ended 31 December	
	2021 (unaudited) HK\$'000	2020 (unaudited) HK\$'000	2021 (unaudited) HK\$'000	2020 (unaudited) HK\$'000
(Loss)/profit				
(Loss)/profit for the period attributable to equity holders of the Company	(5,616)	4,467	(3,386)	1,501
Number of shares				
Weighted average number of ordinary shares (in thousands)	1,750,400	1,750,400	1,750,400	1,750,400

No adjustment has been made to the basic earnings per share amounts presented for the nine months ended 31 December 2021 and 2020 as the Group had no potentially dilutive ordinary shares in issue for the nine months ended 31 December 2021 and 2020. The basic earnings per share equals to the diluted earnings per share.

OTHERS

DIVIDENDS

The Directors do not recommend the payment of an interim dividend for the nine months ended 31 December 2021 (2020: Nil).

SIGNIFICANT INVESTMENT HELD, MATERIAL ACQUISITION OR DISPOSAL OF SUBSIDIARIES AND AFFILIATED COMPANIES AND PLANS FOR MATERIAL INVESTMENT OR CAPITAL ASSETS

Financial assets at FVTPL

The Group had a fair value loss of financial assets at FVTPL of approximately HK\$0.1 million for the nine months ended 31 December 2021 as shown in Note 6 to the Notes to the unaudited consolidated financial statements in this report. The financial assets at FVTPL held by the Group were certain units of the funds that were subscribed by the Group and which were valued at approximately HK\$8.5 million as at 31 December 2021. All the financial assets at FVTPL refer to certain units in a fund under the name of BGF Dynamic High Income Fund A8 AUD-Hedged with category A (the "Fund") issued by Blackrock Asset Management North Asia Limited and were subscribed through one of the bankers of the Group, the Bank of China (Hong Kong) Limited, in November 2019 and January 2020, respectively. The Group subscribed 84,076.43 units of the Fund at the unit price of approximately AUD9.52 in November 2019 and 74,482.75 units at approximately AUD9.67 in January 2020. For details of the subscription of the units of the Fund, please refer to the announcement of the Company published on 21 July 2020.

As at 31 December 2021, the Group held 158,559.18 units of the Fund with a unit price of AUD9.39. The unit price of the Fund as at the last reference date of 31 January 2021 (i.e. the month before the publication of this report) was AUD8.91.

Save as disclosed above, there was no significant investment held, material acquisition or disposal of subsidiaries and affiliated companies during the nine months ended 31 December 2021, and there was no plan for material investment or capital assets as at the date of this report.

MATERIAL EVENTS AFTER 31 DECEMBER 2021

Save as disclosed in this report, there is no material event affecting the Group which has occurred since 31 December 2021 and up to the date of this report.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the nine months ended 31 December 2021 up to the date of this report.

OTHERS

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2021, the interests and short positions of the Directors and chief executives of the Company in the shares of the Company (the "**Share(s)**"), underlying Shares and debentures of the Company or any of the associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("**SFO**")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they were taken or deemed to have under such provisions of the SFO) or were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or were required, pursuant to the Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the directors, to be notified to the Company and the Stock Exchange, were as follows:

Long position in the Shares

Name of Director	Capacity/Nature	Number of Shares	Percentage of Shareholding
Mr. Chung Wang Lung (" Mr. Chung ")	Interest of a controlled corporation; Beneficial Interest	892,710,000 (<i>Note 1</i>)	51%

Note:

1. These Shares are registered in the name of Grand Courage Investments Limited ("**Grand Courage**"), the entire issued share capital of which is legally and beneficially owned by Mr. Chung, the Chairman and executive Director of the Company. Under the SFO, Mr. Chung is deemed to be interested in all the Shares held by Grand Courage. Mr. Chung is a director of Grand Courage.

Long position in the ordinary shares of associated corporation

Name of Director	Name of associated corporation	Capacity/Nature	Number of Shares	Percentage of Shareholding
Mr. Chung	Grand Courage	Beneficial owner	1 share of US\$1.00	100%

Save as disclosed above, as at 31 December 2021, none of the Directors and the chief executive of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he is taken or deemed to have under such provisions of the SFO) or which would be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which would be required pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

OTHERS

SUBSTANTIAL SHAREHOLDERS' AND OTHERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2021, so far as is known to the Directors, the following persons (not being a Director or chief executive of the Company) had interest or short position in Shares or underlying Shares which fell to be disclosed to the Company and the Stock Exchange under the provision of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

Long position in the Shares

Name	Capacity/Nature	Number of Shares	Percentage of Shareholding
Grand Courage	Beneficial owner	892,710,000	51%
Ms. Yin Xiao Pei (Note 1)	Interest of spouse	892,710,000	51%
宋文霞	Beneficial owner	420,030,000	24%
Zeming Pty Limited	Beneficial owner	97,000,000	5.54%
Ms. Leng Lisa Chunying	Beneficial owner	97,000,000	5.54%

Note:

- Ms. Yin Xiao Pei is the spouse of Mr. Chung. She is deemed, or taken to be, interested in all Shares in which Mr. Chung is interested in for the purposes of the SFO.

Save as disclosed above, as at 31 December 2021, the Company had not been notified by any parties (not being a Director or the chief executive of the Company) who had interests or short positions in the Shares or underlying Shares, which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register maintained by the Company pursuant to Section 336 of the SFO.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Group's corporate governance practices are based on the principles and the code provisions in the Corporate Governance Code (the "CG Code") as set out in Appendix 15 to the GEM Listing Rules.

To the best knowledge of the Directors, during the nine months ended 31 December 2021 and up to the date of this report, the Company has complied with all the applicable code provisions of the CG Code contained in Appendix 15 to the GEM Listing Rules.

OTHERS

CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding securities transactions by the Directors in respect of the shares of the Company (the **"Code of Conduct"**). The Company has made specific enquiry to all the Directors, and all Directors have confirmed that, they have fully complied with the required standard of dealings set out in the Code of Conduct for the nine months ended 31 December 2021 and up to the date of this report.

CHANGE IN DIRECTORS

Ms. So Pik Sau resigned as an executive Director of the Company with effect from 30 September 2021 and Mr. Chung Royce has been appointed as an executive Director of the Company with effect from the same date. For details of the resignation and appointment, please refer to the announcement of the Company published on 30 September 2021.

Ms. So Ho Sau has been appointed as an executive Director of the Company with effect from 1 December 2021. For details of the appointment, please refer to the announcement of the Company published on 1 December 2021.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge of the Directors, the Directors confirm that the Company complies with the minimum of public float of 25%.

COMPETING INTERESTS

The Directors confirm that none of the Controlling Shareholders or the Directors and their respective close associates (as defined in the GEM Listing Rules) is interested in any business apart from the business operated by the Group which competes or is likely to compete, directly or indirectly, with the Group's business during the nine months ended 31 December 2021 and up to the date of this report.

SHARE OPTION SCHEME

The Company adopted a share option scheme (the **"Share Option Scheme"**) on 17 January 2017. No share option has been granted under the Share Option Scheme since its adoption and there were no outstanding share options under the Share Option Scheme as at 31 December 2021.

OTHERS

AUDIT COMMITTEE AND REVIEW OF QUARTERLY RESULTS

An audit committee has been established with its terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules, and paragraphs C.3.3 and C.3.7 of the CG Code. The audit committee consists of three members, namely, Mr. Wong Tak Chun, Ms. Chung Wai Nar and Mr. Tsang Chi Fung, all being independent non-executive Directors. Mr. Wong Tak Chun currently serves as the chairman of the audit committee.

The audit committee is to assist the Board in fulfilling its responsibilities by providing an independent review and supervision of financial reporting, by satisfying themselves as to the effectiveness of the internal controls of the Group, and as to the adequacy of the external and internal audits.

The audit committee of the Board and the management of the Company have reviewed the accounting principles and practices adopted by the Group and the unaudited consolidated financial results of the Group for the nine months ended 31 December 2021. The audit committee is of the opinion that the unaudited consolidated financial results of the Group for the nine months ended 31 December 2021 complied with applicable accounting standards, the requirements under the GEM Listing Rules and other applicable requirements, that adequate disclosures have been made.

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

Hong Kong, 11 February 2022

As at the date of this report, 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.