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DASHAN EDUCATION HOLDINGS LIMITED

大山教育控股有限公司

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9986)

INSIDE INFORMATION

DISPOSAL OF SHARES BY CONTROLLING SHAREHOLDER

This announcement is made by Dashan Education Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors of the Company (the “**Director(s)**”) was informed by Lucky Heaven International Limited (“**Lucky Heaven**”), being the controlling shareholder of the Company (the “**Controlling Shareholder**”), which is wholly-owned by Mr. Zhang Hongjun (張紅軍), an executive Director, the chairman of the Board and chief executive officer of the Company, that on 3 January 2023, Lucky Heaven entered into a sale and purchase agreement with a purchaser (the “**Purchaser**”), pursuant to which Lucky Heaven conditionally agreed to sell, and the Purchaser conditionally agreed to purchase from Lucky Heaven, 223,960,800 shares (the “**Shares**”) of the Company, representing approximately 28.00% of the total issued share capital of the Company as at the date of this announcement (the “**Disposal**”).

To the best of the Company’s knowledge, information and belief, having made all reasonable enquires, both of the Purchaser and its ultimate beneficial owner are independent third parties of the Company and its connected persons (as defined in the Listing Rules).

As at the date of this announcement, Lucky Heaven holds 496,060,800 Shares, representing 62.01% of the total issued share capital of the Company.

Upon completion of the Disposal (assuming there will be no change in the issued share capital of the Company): (i) the Purchaser will hold 223,960,800 Shares, representing approximately 28.00% of the total issued share capital of the Company, and will become a substantial shareholder of the Company; and (ii) Lucky Heaven will hold 272,100,000 Shares of the Company, representing approximately 34.01% of the total issued share capital of the Company, and will remain as the Controlling Shareholder.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares.

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

Zhengzhou, 3 January 2023

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, Mr. Zhang Jian and Dr. Xie Xiangbing.