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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Cathay Media and Education Group Inc., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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華夏視聽

CATHAY MEDIA AND EDUCATION GROUP INC.

華夏視聽教育集團

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1981)

**PROPOSED CHANGE OF COMPANY NAME,
PROPOSED ADOPTION OF THE FOURTH AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION,
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

The notice convening an extraordinary general meeting (“EGM”) of Cathay Media and Education Group Inc. to be held at 22/F, Tower 12, Wanda Plaza, No. 93 Jianguo Road, Chaoyang District, Beijing, PRC on Wednesday, 10 April 2024 at 2:30 p.m. is set out on pages 9 to 12 of this circular. A form of proxy for use at the EGM is enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.cathaymedia.com).

Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy for use at the EGM in accordance with the instructions printed thereon and return it to the Company’s share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event no less than 48 hours before the time appointed for the EGM or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM if they so wish.

References to time and dates in this circular are to Hong Kong time and dates.

The translation into Chinese language of this circular is for reference only. In case of any inconsistency, the English version shall prevail.

15 March 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association” or “Existing M&A”	the third amended and restated memorandum and articles of association of the Company currently in force
“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “Cathay Media and Education Group Inc.” to “Cathay Group Holdings Inc.” and the dual foreign name of the Company from “華夏視聽教育集團” to “華夏集團控股有限公司”
“Company”	Cathay Media and Education Group Inc. (華夏視聽教育集團), an exempted company incorporated in the Cayman Islands with limited liability on 4 January 2017
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 22/F, Tower 12, Wanda Plaza, No. 93 Jianguo Road, Chaoyang District, Beijing, PRC on Wednesday, 10 April 2024 at 2:30 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 9 to 12 of this circular, or any adjournment thereof
“Group”	the Company and its subsidiaries and the consolidated affiliated entities, from time to time
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“New Company Name”	the new name of the Company, namely Cathay Group Holdings Inc. (華夏集團控股有限公司)

DEFINITIONS

“New M&A”	the fourth amended and restated memorandum and articles of association of the Company incorporating the amendments set out in the Appendix to this circular proposed to be approved and adopted by passing of a special resolution by the Shareholders at the EGM
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“PRC” or “China”	the People’s Republic of China
“Share(s)”	ordinary share(s) of US\$0.00001 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



華夏視聽

CATHAY MEDIA AND EDUCATION GROUP INC.

華夏視聽教育集團

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1981)

Executive Directors:

PU Shulin *(Chairperson and Chief Executive Officer)*

LUO Jacqueline

WU Ye

LAU Chi Hung

Registered Office:

Walkers Corporate Limited

190 Elgin Avenue, George Town

Grand Cayman KY 1-9008

Cayman Islands

Independent Non-executive Directors:

ZHANG Jizhong

LEE Cheuk Yin Dannis

HUANG Yu

Head Office:

22/F, Block 12, Wanda Plaza

No. 93 Jianguo Road

Chaoyang District

Beijing, China

Principal Place of Business in

Hong Kong:

5/F, Manulife Place,

348 Kwun Tong Road,

Kowloon, Hong Kong

15 March 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSED CHANGE OF COMPANY NAME,
PROPOSED ADOPTION OF THE FOURTH AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION,
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders notice of the EGM and details of the Proposed Change of Company Name and the Proposed Adoption of New M&A (as defined below), which will be proposed at the EGM for the Shareholders' consideration and, where appropriate, for approval.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF COMPANY NAME

As disclosed in the Company's announcement dated 1 March 2024, the Board proposed that the English name of the Company be changed from "Cathay Media and Education Group Inc." to "Cathay Group Holdings Inc." and the dual foreign name of the Company from "華夏視聽教育集團" to "華夏集團控股有限公司".

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the EGM; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name by issuing a certificate of incorporation on change of name.

Assuming satisfaction of the above conditions, the Proposed Change of Company Name will take effect from the date on which the New Company Name is entered in the Register of Companies by the Registrar of Companies of the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

As mentioned in the Company's interim report and interim results announcement for the six months ended 30 June 2023 (both dated 29 August 2023), given the uncertainties of the television ("TV")/film production industry in the PRC and its lengthy revenue and receivables cycle, the Group is cautious about the future development of its TV/film production and investment business and has diversified into livestreaming e-commerce and artist management business since May 2023 and has renamed its business segment of "TV/film production and investment" to "entertainment and livestreaming e-commerce". The Company is an investment holding company and the Group is principally engaged in the businesses of (i) higher education (media and arts) and vocational education and (ii) entertainment and livestreaming e-commerce in the PRC.

The Board considers that the Proposed Change of Company Name will better reflect the identification of the current business mix, strategic business plan and future development direction of the Group. The Board also believes that the New Company Name will better promote the Group's corporate image for its future business development. Accordingly, the Board is of the view that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect the rights of the Shareholders or the daily operations and financial position of the Group.

All existing share certificates of the Company bearing the existing name of the Company will, after the Proposed Change of Company Name becomes effective, continue to be evidence of legal title to the Shares and be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of existing share certificates of the Company for new share certificates bearing the New Company Name.

Any new share certificates of the Company bearing the New Company Name will only be issued in subsequent issue of new Shares after the Proposed Change of Company Name becomes effective. Subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities of the Company on the Stock Exchange will also be changed after the new company name becomes effective.

3. PROPOSED ADOPTION OF THE FOURTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to amend the Existing M&A to reflect the Proposed Change of Company Name (the “**Proposed Amendments**”) by adopting the New M&A incorporating and consolidating all the Proposed Amendments, in substitution for, and to the exclusion of, the Existing M&A (the “**Proposed Adoption of New M&A**”).

The Proposed Adoption of New M&A shall be subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders approving the Proposed Adoption of New M&A at the EGM; and
- (ii) the Proposed Change of Company Name becoming effective.

The details of the Proposed Amendments are set out in the Appendix to this circular.

4. EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the EGM is set out on pages 9 to 12 of this circular.

LETTER FROM THE BOARD

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll, except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under the Listing Rules and the Articles of Association.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.cathaymedia.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the EGM or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.

5. RECOMMENDATION

The Directors consider that the Proposed Change of Company Name and the Proposed Adoption of New M&A are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant special resolutions to be proposed at the EGM.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 circular 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 circular misleading.

7. GENERAL

The English texts of this circular and the accompanying proxy form shall prevail over the Chinese texts in case of inconsistency.

By order of the Board
Cathay Media and Education Group Inc.
Pu Shulin
Chairperson and Chief Executive Officer

APPENDIX**PROPOSED ADOPTION OF THE FOURTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

The following are the Proposed Amendments with the deletions shown in strikethrough and the additions or revisions shown in underline. Unless otherwise specified, clauses and articles referred to herein are clauses and articles of the New M&A.

All capitalised terms in the Proposed Amendments contained in this Appendix are terms defined in the Existing M&A which shall have the corresponding meanings ascribed to them in the Existing M&A.

Clause/Articles	Proposed Amendments/Provisions in the New M&A
New M&A	
Title	<p style="text-align: center;">THE COMPANIES ACT (AS AMENDED) COMPANY LIMITED BY SHARES THIRD<u>FOURTH</u> AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF CATHAY MEDIA AND EDUCATION GROUP <u>HOLDINGS</u> INC. <u>華夏視聽教育集團</u>控股有限公司 (ADOPTED BY SPECIAL RESOLUTION DATED 31 MAY 2023 <u>10</u> <u>APRIL 2024</u>)</p>
New Memorandum of Association	
Title	<p style="text-align: center;">THE COMPANIES ACT (AS AMENDED) COMPANY LIMITED BY SHARES THIRD<u>FOURTH</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF CATHAY MEDIA AND EDUCATION GROUP <u>HOLDINGS</u> INC. <u>華夏視聽教育集團</u>控股有限公司 (ADOPTED BY SPECIAL RESOLUTION DATED 31 MAY 2023 <u>10</u> <u>APRIL 2024</u>)</p>
1.	<p>The name of the company is Cathay Media and Education Group <u>Holdings</u> Inc. <u>華夏視聽教育集團</u>控股有限公司 (the “Company”).</p>

APPENDIX

PROPOSED ADOPTION OF THE FOURTH AMENDED AND
 RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Clause/Articles	Proposed Amendments/Provisions in the New M&A
New Articles of Association	
Title	<p style="text-align: center;">THE COMPANIES ACT (AS AMENDED) COMPANY LIMITED BY SHARES THIRD<u>FOURTH</u> AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF CATHAY MEDIA AND EDUCATION GROUP <u>HOLDINGS</u> INC. 華夏視聽教育集團<u>控股有限公司</u> (ADOPTED BY SPECIAL RESOLUTION DATED 31 MAY 2023 <u>10</u> <u>APRIL 2024</u>)</p>
Table A	<p>The Regulations contained or incorporated in Table ‘A’ in the First Schedule of the Companies Act shall not apply to Cathay Media and Education Group Holdings Inc. <u>華夏視聽教育集團控股有限公司</u> (the “Company”) and the following Articles shall comprise the Articles of Association of the Company.</p>

NOTICE OF EXTRAORDINARY GENERAL MEETING

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華夏視聽

CATHAY MEDIA AND EDUCATION GROUP INC.

華夏視聽教育集團

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1981)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting of Cathay Media and Education Group Inc. (the “**Company**”) will be held at 22/F, Tower 12, Wanda Plaza, No. 93 Jianguo Road, Chaoyang District, Beijing, PRC on Wednesday, 10 April 2024 at 2:30 p.m. for the following purposes:

SPECIAL RESOLUTIONS

1. “**THAT:**
 - (a) subject to and conditional upon the approval of the Registrar of Companies of the Cayman Islands, the English name of the Company be changed from “Cathay Media and Education Group Inc.” to “Cathay Group Holdings Inc.” and the dual foreign name of the Company from “華夏視聽教育集團” to “華夏集團控股有限公司” with effect from the date of registration as set out in the certificate of incorporation on change of name issued by the Registrar of Companies of the Cayman Islands (the “**Change of Company Name**”); and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) any one director of the Company be authorized to do all such acts and things and execute and deliver all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the foregoing and to attend to any registration and/or filing in the Cayman Islands and Hong Kong for and on behalf of the Company.”

2. **“THAT:**

- (a) the proposed amendments to the existing third amended and restated memorandum and articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in the Appendix to the circular of the Company dated 15 March 2024, be and are hereby approved;
- (b) the fourth amended and restated memorandum and articles of association of the Company (incorporating the Proposed Amendments) (the “**Fourth Amended and Restated Memorandum and Articles of Association**”), a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing third amended and restated memorandum and articles of association of the Company with immediate effect following the Change of Company Name; and
- (c) any Director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Fourth Amended and Restated Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong for and on behalf of the Company.”

By order of the Board
Cathay Media and Education Group Inc.
Pu Shulin
Chairperson and Chief Executive Officer

China, 15 March 2024

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and on a poll, vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the extraordinary general meeting (the “**EGM**”). A proxy does not need to be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no less than 48 hours before the time appointed for the meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 5 April 2024 to Wednesday, 10 April 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 3 April 2024.
5. Shareholders may contact the Customer Service Hotline of Tricor Investor Services Limited at (852) 2980 1333 from 9:00 a.m. to 5:00 p.m., Monday to Friday (excluding public holidays) for any enquiry regarding the bad weather arrangement.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

NOTICE OF EXTRAORDINARY GENERAL MEETING

7. References to time and dates in this notice are to Hong Kong time and dates.

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our principal place of business in Hong Kong. If any shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company's Hong Kong share registrar as follows:

Tricor Investor Services Limited
17/F, Far East Finance Centre,
16 Harcourt Road, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
HK Tel: (852) 2980 1333
Fax: (852) 2810 8185

As at the date of this circular, the executive Directors are Mr. Pu Shulin, Ms. Jacqueline Luo, Mr. Wu Ye and Mr. Lau Chi Hung; and the independent non-executive Directors are Mr. Zhang Jizhong, Mr. Lee Cheuk Yin Dannis and Mr. Huang Yu.