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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)

**POLL RESULTS OF THE EXTRAORDINARY
GENERAL MEETING
HELD ON WEDNESDAY, 10 APRIL 2024**

Reference is made to the circular (the “**Circular**”) of Cathay Media and Education Group Inc. (the “**Company**”) dated 15 March 2024. Unless otherwise stated, capitalised terms used in this announcement have the same meanings as those defined in the Circular.

At the extraordinary general meeting (the “**EGM**”) of the Company held on Wednesday, 10 April 2024, all the proposed resolutions as set out in the notice of the EGM and the proxy form (both dated 15 March 2024) were taken by poll and duly passed. The poll results are as follows:

Special Resolutions		Number of Votes (%)	
		For	Against
1.	To approve, 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 that any one Director be and is hereby authorised 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.	1,330,982,000 (100%)	0 (0%)

Special Resolutions		Number of Votes (%)	
		For	Against
2.	To approve the proposed amendments to the existing third amended and restated memorandum and articles of association of the Company (the “ Proposed Amendments ”) and to adopt 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 ”) 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 that any one Director be and is hereby authorised 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 filings with the Registrar of Companies in the Cayman Islands and Hong Kong for and on behalf of the Company.	1,330,982,000 (100%)	0 (0%)

All Directors attended the EGM either in person or by electronic means.

Notes:

- (a) As more than 75% of the votes were cast in favour of the special resolutions numbered 1 and 2, such resolutions were duly passed as special resolutions.
- (b) As at the date of the EGM, the total number of shares of the Company in issue was 1,654,937,000 shares.
- (c) The total number of shares of the Company entitling the holders to attend and vote on the resolutions at the EGM was 1,622,937,000 shares.
- (d) There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the EGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- (e) No shareholders of the Company (the “**Shareholders**”) was required under the Listing Rules to abstain from voting on the resolutions at the EGM.
- (f) None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the EGM.
- (g) The Company’s share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM.

Further announcement(s) will be made by the Company when the Change of Company and the adoption of the Fourth Amended and Restated Memorandum and Articles of Association become effective in due course.

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

China, 10 April 2024

As at the date of this announcement, 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 Chuek Yin Dannis and Mr. Huang Yu.