

華夏視聴

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)

Number of shares to which this form of proxy relates $(Note\ I)$	
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FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, 31 MAY 2023

I/We^(Note 2)

eing th	e registered holder(s) of shares in the issued share capital of Cathay Media and Education Group Inc. (the "Company") her	eby appoint the Chairpe	rson of the meeting(Note 3)
or			
of	ar proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the "AG	1600 C. 1 C. C. C.	
as my/or at 22/F.,	ir proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the "AG Tower 12, Wanda Plaza, No. 93 Jianguo Road Chaoyang District, Beijing, PRC on Wednesday, 31 May 2023 at 2:30 pm	m (and at any adjournme	nt thereof).
Please t	ck ("\") the appropriate boxes to indicate how you wish your vote(s) to be cast (Note 4).		
	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	To receive the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2022.		
2.	(a) To re-elect Mr. Pu Shulin as executive director and to authorize the board of directors to fix his remuneration.		
	(b) To re-elect Mr. Wu Ye as executive director and to authorize the board of directors to fix his remuneration.		
	(c) To re-elect Mr. Lee Cheuk Yin Dannis as independent non-executive director and to authorize the board of directors to fix his remuneration.		
3.	To authorise the board of directors to fix the remuneration of directors of the Company.		
4.	To re-appoint Deloitte Touche Tohmatsu as auditors and to authorize the board of directors to fix their remuneration.		
5.	To give a general mandate to the directors to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
6.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
7.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares bought back by the Company.		
	SPECIAL RESOLUTION	FOR	AGAINST
8.	To approve the proposed amendments to the existing second amended and restated articles of association of the Company and to adopt the third amended and restated articles of association of the Company in substitution for and to the exclusion of the existing second amended and restated articles of association of the Company.		
Datas		. 5)	
Date: _	2025 Signature(s)	·-	
Votes: 1. 2.	Please insert the number of shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to a more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.		
3.	If any proxy other than the Chairperson of the meeting is preferred, please strike out the words "the Chairperson of the meeting" and insert the nat Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote insteadants are may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy does need not be a shareholder of the Combe entitled to one vote for each share held by him.	ame and address of the proxy ead of him. A shareholder wh pany. Every shareholder pres	desired in the space provided. to is the holder of two or more ent in person or by proxy shall
1.	IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("\") THE BOX MARKED "FOR". IF YOU WISH TO V THE BOX MARKED "AGAINST". If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to AGM other than those referred to in the notice convening the AGM.	OTE AGAINST A RESOLU o vote at his discretion on any	TION, PLEASE TICK ("\section") resolution properly put to the

PERSONAL INFORMATION COLLECTION STATEMENT

Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish. References to time and dates in this form of proxy are to Hong Kong time and dates.

This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.

In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holders (s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.

In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting or the adjourned meeting (as the case may be).