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華夏視聽

CATHAY MEDIA AND EDUCATION GROUP INC.

華夏視聽教育集團

(Incorporated in Cayman Islands with limited liability)

(Stock code: 1981)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON WEDNESDAY, 31 MAY 2023**

At the annual general meeting (the “AGM”) of Cathay Media and Education Group Inc. (the “Company”) held on Wednesday, 31 May 2023, all the proposed resolutions as set out in the notice of the AGM dated 28 April 2023 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		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.	1,230,306,862 (100%)	0 (0%)
2.	(a) To re-elect Mr. Pu Shulin as executive director and to authorize the board of directors to fix his remuneration.	1,207,536,000 (98.15%)	22,770,862 (1.85%)
	(b) To re-elect Mr. Wu Ye as executive director and to authorize the board of directors to fix his remuneration.	1,208,968,862 (98.27%)	21,338,000 (1.73%)
	(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.	1,180,560,000 (95.96%)	49,746,862 (4.04%)
3.	To authorise the board of directors to fix the remuneration of directors of the Company.	1,208,968,862 (98.27%)	21,338,000 (1.73%)
4.	To re-appoint Deloitte Touche Tohmatsu as auditors and to authorize the board of directors to fix their remuneration	1,230,306,862 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
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.	1,230,306,862 (100%)	0 (0%)
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.	1,206,815,000 (98.09%)	23,491,862 (1.91%)
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.	1,180,077,000 (95.92%)	50,229,862 (4.08%)
Special Resolution		Number of Votes (%)	
		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.	1,230,306,862 (100%)	0 (0%)

Mr. Wu Ye, Mr. Yan Xiang, Mr. Lau Chi Hung, Mr. Lee Cheuk Yin Dannis and Mr. Huang Yu attended the AGM either in person or by electronic means. Mr. Pu Shulin, chairperson and executive director of the Company, was unable to attend the AGM due to health reason.

Notes:

- (a) As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 7, all these resolutions were duly passed as ordinary resolutions.
- (b) As more than 75% of the votes were cast in favour of the special resolution numbered 8, such resolution was duly passed as special resolution.
- (c) As at the date of the AGM, the total number of shares of the Company in issue was 1,654,937,000 shares.
- (d) The total number of shares of the Company entitling the holders to attend and vote on the resolutions at the AGM was 1,654,937,000 shares.
- (e) There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM 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**”).

- (f) No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (g) None of the shareholders of the Company have stated their intention in the Company's circular to vote against or to abstain from voting on any of the resolutions at the AGM.
- (h) The Company's share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

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

China, 31 May 2023

As at the date of this announcement, the executive directors are Mr. Pu Shulin, Mr. Wu Ye, Mr. Yan Xiang and Mr. Lau Chi Hung, and the independent non-executive directors are Mr. Zhang Jizhong, Mr. Lee Cheuk Yin Dannis and Mr. Huang Yu.