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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 AND PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

### **PROPOSED CHANGE OF COMPANY NAME**

The board (the “**Board**”) of directors (the “**Directors**”) of Cathay Media and Education Group Inc. (the “**Company**”, together with its subsidiaries and consolidated affiliated entities, the “**Group**”) proposes to change 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” (the “**Proposed Change of Company Name**”).

### **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 of the Company (the “**Shareholders**”) approving the Proposed Change of Company Name at an extraordinary general meeting of the Shareholders (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 name of the Company (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 China and its lengthy revenue and receivables cycle, the Group is cautious about the future development of its TV/film production and investment business, has diversified into livestreaming e-commerce and artist management business since May 2023 and 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 China.

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.

### **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 of the Company (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 of Hong Kong Limited (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.

## **PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board proposes to amend the third amended and restated memorandum and articles of association of the Company (the “**Existing M&A**”) to reflect the Proposed Change of Company Name (the “**Proposed Amendments**”) by adopting the fourth amended and restated memorandum and articles of association of the Company (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.

## **GENERAL**

Special resolutions will be proposed at the EGM for the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name and the Proposed Adoption of New M&A. A circular containing, among other things, details of the Proposed Change of Company Name and the Proposed Adoption of New M&A, together with the notice of the EGM, will be disseminated to the Shareholders in due course. As no Shareholder has a material interest in the Proposed Change of Company Name and the Proposed Adoption of New M&A, no Shareholder will be required to abstain from voting on the relevant resolutions to approve this matter.

We will make further announcement(s) as and when appropriate to inform the Shareholders and the market on the poll results of the EGM, the effective date of the Proposed Change of Company Name and relevant trading arrangements, the Proposed Adoption of the New M&A, and any update to our English and Chinese short stock name for trading the Shares on the Stock Exchange.

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

China, 1 March 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 Cheuk Yin Dannis and Mr. Huang Yu.*