

# 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 1)		

## FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 10 APRIL 2024

being the registered holder(s) of shares in the issued share capital of Cathay Media and Education Group Inc. (the "Company") hereby appoint the Chairperson of the meeting(Note 3)

of				
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 of the Company 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.			
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) 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 of the Company 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.			
Date:	2024 Signatu	re(s)(Note 5)		

### Notes:

I/We(Note 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 all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- 2. 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 name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and 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 EGM. A proxy does need not be a shareholder of the Company. Every shareholder presents in person or by proxy shall be entitled to one vote for each share held by him.
- 4. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("\sqrt{n}") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("\sqrt{n}") 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 vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convenient the EGM.
- other than those referred to in the notice convening the EGM.

  5. 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.
- 6. 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 holder(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.
- 7. 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 Hong Kong 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 (so the agree may be agreed).
- 8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.
- References to time and dates in this form of proxy are to Hong Kong time and dates.

### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM of the Company (the 'Purposes'). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.