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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 ANNUAL GENERAL MEETING HELD ON THURSDAY, 30 MAY 2024

At the annual general meeting (the “AGM”) of Cathay Media and Education Group Inc. (the “Company”) held on Thursday, 30 May 2024, all the proposed resolutions as set out in the notice of the AGM dated 29 April 2024 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 2023.	1,238,161,000 (100%)	0 (0%)
2.	To declare a special dividend of HK\$0.06 per share for the year ended 31 December 2023.	1,238,161,000 (100%)	0 (0%)
3.	(a) To re-elect Ms. Jacqueline Luo as executive director and to authorize the board of directors to fix her remuneration.	1,238,161,000 (100%)	0 (0%)
	(b) To re-elect Mr. Lau Chi Hung as executive director and to authorize the board of directors to fix his remuneration.	1,238,139,000 (99.99%)	22,000 (0.01%)
	(c) To re-elect Mr. Zhang Jizhong as independent non-executive director and to authorize the board of directors to fix his remuneration.	1,200,410,000 (96.95%)	37,751,000 (3.05%)
	(d) To re-elect Mr. Huang Yu as independent non-executive director and to authorize the board of directors to fix his remuneration.	1,238,161,000 (100%)	0 (0%)
4.	To authorise the board of directors to fix the remuneration of directors of the Company.	1,227,600,000 (99.15%)	10,561,000 (0.85%)
5.	To re-appoint Deloitte Touche Tohmatsu as auditors and to authorize the board of directors to fix their remuneration.	1,238,161,000 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
6.	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 (excluding any shares that are held as treasury shares) as at the date of passing of this resolution.	1,238,161,000 (100%)	0 (0%)
7.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company (including any sale or transfer of shares out of treasury that are held as treasury shares) not exceeding 20% of the total number of issued shares of the Company (excluding any shares that are held as treasury shares) as at the date of passing of this resolution.	1,227,148,000 (99.11%)	11,013,000 (0.89%)
8.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company (including any sale or transfer of shares out of treasury that are held as treasury shares) by the aggregate number of the shares bought back by the Company.	1,200,410,000 (96.95%)	37,751,000 (3.05%)

Except for Mr. Zhang Jizhong (an independent non-executive director of the Company), other directors of the Company (the “**Directors**”) attended the AGM either in person or by electronic means. Mr. Zhang Jizhong was unable to attend the AGM due to his other business commitment.

Notes:

- (a) As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 8, all resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the AGM, the total number of shares of the Company (the “**Shares**”) in issue was 1,654,937,000 Shares.
- (c) Tricor Trust (Hong Kong) Limited, in its capacity as the trustee of the post-IPO share award scheme of the Company, held 32,000,000 unvested Shares, and was required to abstain from voting on all the resolutions proposed at the AGM. Accordingly, the total number of Shares entitling the shareholders of the Company (the “**Shareholders**”) to attend and vote on the resolutions at the AGM was 1,622,937,000 Shares. Save as disclosed above, no Shareholder was required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) to abstain from voting on the resolutions at the AGM.
- (d) 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 Listing Rules.
- (e) None of the Shareholders 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.
- (f) 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 Chief Executive Officer

China, 30 May 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.