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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 FRIDAY, 27 MAY 2022**

At the annual general meeting (the “AGM”) of Cathay Media and Education Group Inc. (the “Company”) held on Friday, 27 May 2022, all the proposed resolutions as set out in the notice of the AGM dated 26 April 2022 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 of the Company and the reports of the directors and auditors for the year ended 31 December 2021.	1,239,701,837 (100%)	0 (0%)
2.	To declare a final dividend of HK\$0.03 per share for the year ended 31 December 2021.	1,239,701,837 (100%)	0 (0%)
3.	To declare a special dividend of HK\$0.03 per share for the year ended 31 December 2021.	1,239,701,837 (100%)	0 (0%)
4.	(a) To re-elect Mr. YAN Xiang as executive director of the Company.	1,210,947,737 (97.68%)	28,754,100 (2.32%)
	(b) To re-elect Mr. ZHANG Jizhong as independent non-executive director of the Company.	1,177,183,975 (94.96%)	62,517,862 (5.04%)
	(c) To re-elect Mr. HUANG Yu as independent non-executive director of the Company.	1,210,947,837 (97.68%)	28,754,000 (2.32%)
5.	To elect Mr. LAU Chi Hung as an executive director of the Company with effect from the conclusion of 2022 annual general meeting.	1,210,947,737 (97.68%)	28,754,100 (2.32%)
6.	To authorise the board of directors to fix the remuneration of directors of the Company for the year ending 31 December 2022.	1,210,947,837 (97.68%)	28,754,000 (2.32%)
7.	To re-appoint PricewaterhouseCoopers as auditors and to authorize the board of directors to fix their remuneration.	1,210,947,837 (97.68%)	28,754,000 (2.32%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
8.	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.	1,239,701,837 (100%)	0 (0%)
9.	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.	1,197,738,614 (96.62%)	41,963,223 (3.38%)
10.	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.	1,172,711,875 (94.60%)	66,989,962 (5.40%)

Notes:

- (a) As a majority of the votes were cast in favour of each of the above resolutions, all resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 1,657,818,000 shares.
- (c) The total number of shares of the Company entitling the holders to attend and vote on the resolutions at the AGM was 1,657,818,000 shares.
- (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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- (e) No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (f) 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.
- (g) The Company’s share registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (h) All directors of the Company attended the AGM.

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

China, 27 May 2022

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.