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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 ADOPTION OF THE NEW ARTICLES OF ASSOCIATION OF THE COMPANY**

This announcement is made by Cathay Media and Education Group Inc. (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to the proposed adoption of the third amended and restated articles of association of the Company (the “**New Articles of Association**”).

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers. As such, the board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the second amended and restated articles of association of the Company (the “**Existing Articles of Association**”) for the purposes of, among others, (i) bringing the Existing Articles of Association in line with amendments made to Appendix 3 to the Listing Rules; (ii) providing flexibility to the Company in relation to the conduct of general meetings; and (iii) making other consequential and housekeeping changes in conjunction with the proposed adoption of the New Articles of Association. The above amendments also comply with the current applicable laws of the Cayman Islands. The Board proposes to amend the Existing Articles of Association by way of adoption of the New Articles of Association in substitution for, and to the exclusion of, the Existing Articles of Association.

The proposed adoption of the New Articles of Association shall be subject to the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting of the Company to be held on 31 May 2023 (the “**AGM**”). A circular containing, among others, details of the proposed amendments to the Existing Articles of Association and a notice convening the AGM will be despatched to the Shareholders as soon as practicable.

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

China, 25 April 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 Chuek Yin Dannis and Mr. Huang Yu.*