

G.H.Y CULTURE & MEDIA HOLDING CO., LIMITED
(Company Registration No. 337751)
(Incorporated in the Cayman Islands on 29 May 2018)

RESPONSES TO SGX REGCO'S QUERIES ON FY2023 ANNUAL REPORT

The Board of Directors (the "**Board**") of G.H.Y Culture & Media Holding Co., Limited (the "**Company**") and together with its subsidiaries and associated companies, the "**Group**") sets out below the Company's responses to the queries from the SGX RegCo received on 17 April 2024, with reference to the Company's announcement dated 9 April 2024 on the Company's Annual Report and Related Documents (the "**Annual Report**") for the year ended 31 December 2023 ("**FY2023**"):

Q1. It is disclosed on page 248 of the FY2023 Annual Report that the following Directors, are retiring pursuant to Article 86(1) of the Articles of Association of the Company and who, being eligible, offer themselves for re-election:

- a) Mr Guo Jingyu;
- b) Ms Yue Lina
- c) Mr Ang Chun Giap;
- d) Mr Chen Mingyu;
- e) Dr. Jiang Minghua

Pursuant to Listing Rule 704(7)(a), "the announcement of an appointment or cessation of service of key persons such as director, chief executive officer, chief financial officer, chief operating officer, general manager or, qualified person or other executive officer of equivalent authority must contain the information contained in Appendix 7.4.1 or Appendix 7.4.2, as the case may be."

Please disclose the information required per Appendix 7.4.1 for the above Directors seeking re-election.

Company's Response:

The information required under Appendix 7.4.1 for the above Directors seeking re-election is as follows, including where such information has been disclosed in the Annual Report:

Appendix 7.4.1	Information / Disclosure in Annual Report
Date of Appointment	As disclosed on page 127 of the Annual Report and reproduced below: Following the retirement of the indicated Directors and subject to the re-election of retiring Directors who are seeking re-election at the AGM, the Board and Board Committees will be reconstituted with effect from the close of the AGM in the manner set out on page 130 of the Annual Report and as announced on SGXNet on 12 March 2024.

Appendix 7.4.1	Information / Disclosure in Annual Report																								
<p>Date of last re-appointment (if applicable)</p> <p>Name of person</p> <p>Age</p>	<p>As disclosed on page 138 of the Annual Report and reproduced below:</p> <table border="1" data-bbox="564 297 1383 656"> <thead> <tr> <th data-bbox="564 297 796 376">Name of Director</th> <th data-bbox="796 297 876 376">Age</th> <th data-bbox="876 297 1137 376">Date of Initial Appointment</th> <th data-bbox="1137 297 1383 376">Date of Last Re-election</th> </tr> </thead> <tbody> <tr> <td data-bbox="564 376 796 439">Guo Jingyu</td> <td data-bbox="796 376 876 439">50</td> <td data-bbox="876 376 1137 439">29 May 2018</td> <td data-bbox="1137 376 1383 439">29 April 2021</td> </tr> <tr> <td data-bbox="564 439 796 495">Yue Lina</td> <td data-bbox="796 439 876 495">49</td> <td data-bbox="876 439 1137 495">23 November 2020</td> <td data-bbox="1137 439 1383 495">29 April 2021</td> </tr> <tr> <td data-bbox="564 495 796 544">Ang Chun Giap</td> <td data-bbox="796 495 876 544">66</td> <td data-bbox="876 495 1137 544">23 November 2020</td> <td data-bbox="1137 495 1383 544">29 April 2021</td> </tr> <tr> <td data-bbox="564 544 796 600">Chen Mingyu</td> <td data-bbox="796 544 876 600">61</td> <td data-bbox="876 544 1137 600">23 November 2020</td> <td data-bbox="1137 544 1383 600">29 April 2021</td> </tr> <tr> <td data-bbox="564 600 796 656">Jiang Minghua</td> <td data-bbox="796 600 876 656">58</td> <td data-bbox="876 600 1137 656">23 November 2020</td> <td data-bbox="1137 600 1383 656">29 April 2021</td> </tr> </tbody> </table>	Name of Director	Age	Date of Initial Appointment	Date of Last Re-election	Guo Jingyu	50	29 May 2018	29 April 2021	Yue Lina	49	23 November 2020	29 April 2021	Ang Chun Giap	66	23 November 2020	29 April 2021	Chen Mingyu	61	23 November 2020	29 April 2021	Jiang Minghua	58	23 November 2020	29 April 2021
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<p>The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations, and the search and nomination process)</p>	<p>As disclosed on page 141 of the Annual Report and reproduced below:</p> <p>The Board, with the concurrence of the NC, having considered the confirmations received from Mr. Yang Jun Rong, Mr. Yeo Guat Kwang, Dr. Jiang Minghua, Mr. Ang Chun Giap, Mr. Chen Mingyu, Ms. Zeng Yingxue, Mr. Shamsul Kamar Bin Mohamed Razali and Mr. Li Qi, is of the view that their multiple board representations and/or principal commitments do not hinder them from carrying out their duties as Directors of the Company. The Board and the NC are also satisfied that sufficient time and attention have been accorded by these Directors to the affairs of the Company. The NC is of the view that putting a maximum limit on the number of listed company board representations is arbitrary, given that time requirements for each company vary, and time commitment cannot be objectively determined in all situations.</p> <p>Board composition and diversity are also disclosed on pages 132 and 133 of the Annual Report.</p>																								

Appendix 7.4.1	Information / Disclosure in Annual Report																
<p>Whether appointment is executive, and if so, the area of responsibility</p> <p>Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)</p>	<p>As disclosed on pages 126 and 130 of the Annual Report and reproduced below:</p> <p>As at the date of the Annual Report, the Board is made up of the following members:</p> <p><i>Executive Directors:</i> Mr. Guo Jingyu (Executive Chairman and Group Chief Executive Officer (“CEO”)) Ms. Yue Lina Ms. Wang Qing*</p> <p><i>Non-Independent and Non-Executive Directors:</i> Mr. Yang Jun Rong* Ms. Zeng Yingxue</p> <p><i>Independent Directors:</i> Mr. Yeo Guat Kwang (Lead Independent Director)* Mr. Ang Chun Giap Mr. Chen Mingyu Dr. Jiang Minghua Mr. Li Qi Mr. Shamsul Kamar Bin Mohamed Razali</p> <p>Notes: * The indicated Directors will be retiring at the forthcoming AGM and will not be seeking re-election. Following the retirement of the indicated Directors and subject to the re-election of retiring Directors who are seeking re-election at the AGM, the Board and Board Committees will be reconstituted with effect from the close of the AGM in the manner set out on page 130 of the Annual Report and as announced on SGXNet on 12 March 2024.</p> <p>Consequent to the above changes and subject to the re-election of the retiring Directors, the composition of the Board Committees shall be reconstituted as follows with effect from the close of the AGM:</p> <table border="1" data-bbox="564 1440 1385 1906"> <thead> <tr> <th data-bbox="564 1440 746 1574">Designation</th> <th data-bbox="746 1440 940 1574">Audit and Risk Management Committee</th> <th data-bbox="940 1440 1129 1574">Nominating Committee</th> <th data-bbox="1129 1440 1385 1574">Remuneration Committee</th> </tr> </thead> <tbody> <tr> <td data-bbox="564 1574 746 1738">Chairman</td> <td data-bbox="746 1574 940 1738">Mr. Ang Chun Giap</td> <td data-bbox="940 1574 1129 1738">Mr. Chen Mingyu (Lead Independent Director)</td> <td data-bbox="1129 1574 1385 1738">Mr. Li Qi</td> </tr> <tr> <td data-bbox="564 1738 746 1805">Member</td> <td data-bbox="746 1738 940 1805">Dr. Jiang Minghua</td> <td data-bbox="940 1738 1129 1805">Mr. Guo Jingyu</td> <td data-bbox="1129 1738 1385 1805">Mr. Chen Mingyu</td> </tr> <tr> <td data-bbox="564 1805 746 1906">Member</td> <td data-bbox="746 1805 940 1906">Mr. Chen Mingyu</td> <td data-bbox="940 1805 1129 1906">Dr. Jiang Minghua</td> <td data-bbox="1129 1805 1385 1906">Mr. Shamsul Kamar Bin Mohamed Razali</td> </tr> </tbody> </table> <p>The areas of responsibilities are disclosed on pages 4 to 7 of the Annual Report.</p>	Designation	Audit and Risk Management Committee	Nominating Committee	Remuneration Committee	Chairman	Mr. Ang Chun Giap	Mr. Chen Mingyu (Lead Independent Director)	Mr. Li Qi	Member	Dr. Jiang Minghua	Mr. Guo Jingyu	Mr. Chen Mingyu	Member	Mr. Chen Mingyu	Dr. Jiang Minghua	Mr. Shamsul Kamar Bin Mohamed Razali
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Appendix 7.4.1	Information / Disclosure in Annual Report
<p>Professional qualifications</p> <p>Working experience and occupation(s) during the past 10 years</p>	<p>The professional qualifications, working experience and occupation(s) during the last 10 years are disclosed on pages 4 and 6 of the Annual Report.</p>
<p>Shareholding interest in the listed issuer and its subsidiaries</p>	<p>The shareholding interest in the listed issuer are disclosed on page 244 of the Annual Report.</p> <p>Except for those disclosed on page 244, the Directors do not hold any interest in the subsidiaries.</p>
<p>Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries</p>	<p>As disclosed on page 147 of the Annual Report, Ms. Yue Lina, the Executive Director, is the spouse of Mr. Guo Jingyu.</p> <p>Except for Mr. Guo Jingyu and Ms. Yue Lina, the other Directors do not have any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries.</p>
<p>Conflict of interest (including any competing business)</p>	<p>Details of the Interested Person Transactions are disclosed on page 163 of the Annual Report.</p>
<p>Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issue</p>	<p>The undertakings are submitted to the Company when the Directors are first appointed.</p>
<p>Other Principal Commitments Including Directorships - (past (5 years)) and present</p>	<p>Details of other principal commitments (past (5 years) and present) including directorships are disclosed on pages 139 to 141 of the Annual Report.</p>
<p>Disclose the following matters concerning an appointment of director, chief executive officer,</p>	<p>None of our Directors, Executive Officers or Controlling Shareholders have:</p> <p>(a) at any time during the last 10 years, had an application or a petition under any bankruptcy laws of any jurisdiction filed against him or against a partnership of which he was a partner at the time when</p>

Appendix 7.4.1	Information / Disclosure in Annual Report
<p>chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given.</p>	<p>he was a partner or at any time within two years from the date he ceased to be a partner;</p> <p>(b) at any time during the last 10 years, had an application or a petition under any law of any jurisdiction filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within two years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency;</p> <p>(c) any unsatisfied judgment against him;</p> <p>(d) ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty, which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose;</p> <p>(e) ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach;</p> <p>(f) at any time during the last 10 years, had judgment entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part;</p> <p>(g) ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust;</p> <p>(h) ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust;</p> <p>(i) ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity;</p> <p>(j) ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:</p> <p>(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</p> <p>(ii) (any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere;</p> <p>(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or</p> <p>(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere;</p> <p>in connection with any matter occurring or arising during the period when he was so concerned with the entity or business trust; or</p>

Appendix 7.4.1	Information / Disclosure in Annual Report
	(k) been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Authority or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere.
Any prior experience as a director of an issuer listed on the Exchange?	Not applicable as the Directors are seeking re-election.

By Order of the Board
G.H.Y CULTURE & MEDIA HOLDING CO., LIMITED

Guo Jingyu
Executive Chairman and Group CEO
23 April 2024