

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of **G.H.Y Culture & Media Holding Co., Limited** (the “Company”) will be held in a hybrid format, at One Farrer Hotel, 1 Farrer Park Station Road, Singapore 217562 and using virtual meeting technology on 26 April 2024 at 3.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To declare a final tax exempt (one-tier) dividend of 0.10 Singapore cents per ordinary share for the financial year ended 31 December 2023. **(Resolution 2)**
3. To approve the payment of Directors’ fees of \$300,000 for the financial year ending 31 December 2024, to be paid half-yearly in arrears. **(Resolution 3)**
4. To re-elect the following Directors who are retiring pursuant to Article 86(1) of the Articles of Association of the Company and who, being eligible, offer themselves for re-election:

Mr. Guo Jingyu [See explanatory note (i)]	[Retiring under Article 86(1)]	(Resolution 4)
Ms. Yue Lina [See explanatory note (ii)]	[Retiring under Article 86(1)]	(Resolution 5)
Mr. Ang Chun Giap [See explanatory note (iii)]	[Retiring under Article 86(1)]	(Resolution 6)
Mr. Chen Mingyu [See explanatory note (iv)]	[Retiring under Article 86(1)]	(Resolution 7)
Dr. Jiang Minghua [See explanatory note (v)]	[Retiring under Article 86(1)]	(Resolution 8)
5. To note the retirement of the following Directors who are retiring pursuant to Article 86(1) of the Articles of Association of the Company and would not be seeking re-election:

(i) Ms. Wang Qing	[Retiring under Article 86(1)]	
(ii) Mr. Yang Chun-Jung (Yang Jun Rong)	[Retiring under Article 86(1)]	
(iii) Mr. Yeo Guat Kwang	[Retiring under Article 86(1)]	
6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

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AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

7. Authority to allot and issue shares in the capital of the Company

That authority be and is hereby given to the Directors to allot and issue:

- (a) (i) shares in the Company whether by way of rights, bonus or otherwise;
- (ii) convertible securities;
- (iii) additional convertible securities arising from adjustments made to the exercise price or conversion price and, where appropriate, the number of convertible securities previously issued in the event of a rights issue, bonus issue or subdivision or consolidation of shares pursuant to Rule 829 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”); and/or
- (iv) shares arising from the conversion of convertible securities,

at any time and upon such terms and conditions for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Ordinary Resolution may have ceased to be in force) issue shares in pursuance of any convertible securities made or granted by the Directors while this Ordinary Resolution was in force, provided that:
 - (1) the aggregate number of shares to be issued pursuant to this Ordinary Resolution (including shares to be issued in pursuance of convertible securities, made or granted pursuant to this Ordinary Resolution) does not exceed fifty percent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below, of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of convertible securities made or granted pursuant to this Ordinary Resolution) does not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
 - (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time of the passing of this Ordinary Resolution, after adjusting for:
 - (a) new shares arising from the conversion or exercise of convertible securities;
 - (b) new shares arising from exercising shares options or vesting of share awards; and

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(c) any subsequent bonus issue, consolidation or subdivision of shares,

provided that any adjustments made under sub-paragraphs (a) and (b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting as at the date this Ordinary Resolution is passed;

- (3) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Memorandum and Articles of Association of the Company for the time being of the Company; and
- (4) unless earlier revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required to be held, whichever is earlier.

[See Explanatory Note (vi)]

(Resolution 9)

8. **Authority to grant awards and issue shares pursuant to the GHY Performance Share Plan**

That authority be and is hereby given to the Directors to:

- (a) offer and grant awards ("**Awards**") from time to time in accordance with the rules of the GHY Performance Share Plan (the "**PSP**"); and
- (b) allot and issue from time to time such number of new ordinary shares in the capital of the Company ("**Shares**") as may be required to be issued pursuant to the vesting of Awards granted under the PSP,

provided always that the aggregate number of Shares issued and issuable pursuant to the Awards granted under the PSP, when added to (i) the number of Shares issued and issuable and/or transferred or transferable in respect of all Awards granted thereunder; and (ii) all other Shares issued and issuable and/or transferred or transferable in respect of all options granted or awards granted under any other share incentive schemes or share plans adopted by the Company, shall not exceed fifteen percent (15%) of the total issued Shares (excluding treasury shares and subsidiary holdings) from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required to be held, whichever is earlier.

[See Explanatory Note (vii)]

(Resolution 10)

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9. Authority to grant options and issue shares pursuant to the GHY Employee Share Option Scheme

That authority be and is hereby given to the Directors to:

- (a) offer and grant options (“**Options**”) from time to time in accordance with the rules of the GHY Employee Share Option Scheme (the “**ESOS**”); and
- (b) allot and issue from time to time such number of new Shares as may be required to be issued pursuant to the exercise of Options granted under the ESOS,

provided always that the aggregate number of Shares to be issued pursuant to the ESOS, when aggregated to the aggregate number of Shares issued and issuable or transferred and to be transferred in respect of all options or awards under any other share option schemes or share schemes, shall not exceed fifteen percent (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings), on the day immediately preceding the date on which an offer to grant an Option is made. The grant of Options can be made at any time from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required to be held, whichever is earlier.

[See Explanatory Note (vii)]

(Resolution 11)

10. Proposed Renewal of the Share Purchase Mandate

That:

- (a) for the purposes of the Companies Act (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time (the “**Cayman Islands Companies Act**”) and otherwise in accordance with the SGX-ST, the exercise by the Directors of the Company (the “**Directors**”) of all the powers of the Company to purchase or otherwise acquire issued fully paid Shares not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to but not exceeding the Maximum Price (as hereafter defined), whether by way of:
 - (i) on-market purchases (“**Market Purchases**”), transacted through the SGX-ST’s trading system or on any other securities exchange on which the Shares may for the time being be listed and quoted (the “**Other Exchange**”) through one or more duly licensed dealers appointed by the Company for the purpose; and/or
 - (ii) off-market purchases (“**Off-Market Purchases**”) (if effected otherwise than on the SGX-ST or, as the case may be, the Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Listing Manual of the SGX-ST,

and otherwise in accordance with all other laws and regulations, including but not limited to the provisions of the Cayman Islands Companies Act, the Memorandum and Articles of Association of the Company and the listing rules of the SGX-ST or, as the case may be, the Other Exchange, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

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- (b) unless revoked or varied by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the date by which the next annual general meeting of the Company is required to be held; and
 - (iii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated;
- (c) in this Resolution:

“Average Closing Price” means:

- (i) in the case of a Market Purchase, the average of the closing market prices of the Shares over the last five Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, the Other Exchange, immediately preceding the date of the Market Purchase by the Company; or
- (ii) in the case of an Off-Market Purchase, the average of the closing market prices of the Shares over the last five Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, the Other Exchange, immediately preceding the date of the making of the offer pursuant to the Off-Market Purchase,

and deemed to be adjusted, in accordance with the listing rules of the SGX-ST, for any corporate action that occurs during the relevant five-day period and the day on which the purchases are made;

“date of the making of the offer” means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

“Market Day” means a day on which the SGX-ST is open for trading in securities;

“Maximum Percentage” means that number of issued Shares representing 10.0% of the issued Shares as at the date of the passing of this Resolution; and

“Maximum Price” in relation to a Share to be purchased or acquired, means the purchase price (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, 105.0% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase, 110.0% of the Average Closing Price of the Shares;

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- (d) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Purchase Mandate shall, at the discretion of the Directors of the Company, either be cancelled or held as a treasury share and dealt with in accordance with the Cayman Islands Companies Act; and
- (e) the Directors of the Company and/or any of them be and are and/or is hereby authorised and empowered to complete and do all such acts and things (including, without limitation, executing such documents as may be required and approving any amendments, alterations or modifications to any documents) as they and/or he or she may consider desirable, expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution and/or the Share Purchase Mandate.

[See Explanatory Note (viii)]

(Resolution 12)

11. **Proposed Renewal of the Shareholders' General Mandate for Interested Person Transactions**

That:

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual of the SGX-ST, for the Company, its subsidiaries and associated companies that are considered to be "entities at risk" (as that term is used in Chapter 9), or any of them to enter into any of the transactions falling within the types of Mandated Transactions described in the appendix to the Company's annual report for the financial year ended 31 December 2023 (the "**Appendix**") with any Mandated Interested Persons described in the Appendix, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;
- (b) the approval given in paragraph (a) above shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company; and
- (c) the Directors of the Company and/or any of them be and are and/or is hereby authorised and empowered to complete and do all such acts and things (including, without limitation, executing such documents as may be required and approving any amendments, alterations or modifications to any documents) as they and/or he or she may consider desirable, expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

[See Explanatory Note (ix)]

(Resolution 13)

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12. Proposed change of auditors from Deloitte & Touche LLP to Crowe Horwath First Trust LLP

That:

- (a) the resignation of Deloitte & Touche LLP as auditors of the Company be and is hereby noted and Crowe Horwath First Trust LLP, having consented to act, be and is hereby appointed as auditors of the Company in place of Deloitte & Touche LLP, to hold office until the conclusion of the next annual general meeting of the Company at a remuneration and on such terms as may be agreed between the Directors and Crowe Horwath First Trust LLP; and
- (b) the Directors of the Company and/or any of them be and are and/or is hereby authorised and empowered to complete and do all such acts and things (including, without limitation, executing such documents as may be required and approving any amendments, alterations or modifications to any documents) as they and/or he or she may consider desirable, expedient or necessary to give effect to the change of auditors and the appointment of Crowe Horwath First Trust LLP as auditors of the Company contemplated and/or authorised by this Resolution.

[See Explanatory Note (x)]

(Resolution 14)

By Order of the Board of Directors

Ong Beng Hong
Lee Yuan
Company Secretaries
9 April 2024

Explanatory Note to Resolutions to be passed:

- (i) Pursuant to Article 86(1) of the Company's Articles of Association, each Director shall retire at least once every 3 years. Mr. Guo Jingyu was last re-elected on 29 April 2021. Mr. Guo Jingyu, if re-elected as a Director of the Company, will remain as Executive Chairman and Group Chief Executive Officer and a member of the Nominating Committee. Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, further information on Mr. Guo Jingyu is set out on Page 4 of the Company's Annual Report.
- (ii) Pursuant to Article 86(1) of the Company's Articles of Association, each Director shall retire at least once every 3 years. Ms. Yue Lina was last re-elected on 29 April 2021. Ms. Yue Lina, if re-elected as a Director of the Company, will remain as Executive Director. Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, further information on Ms. Yue Lina is set out on Page 4 of the Company's Annual Report.
- (iii) Pursuant to Article 86(1) of the Company's Articles of Association, each Director shall retire at least once every 3 years. Mr. Ang Chun Giap was last re-elected on 29 April 2021. Mr. Ang Chun Giap, if re-elected as a Director of the Company, will remain as Chairman of the Audit and Risk Management Committee. Mr. Ang Chun Giap will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Mr. Ang Chun Giap has no relationship with the Company, its related corporations, its substantial shareholders or its officers. Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, further information on Mr. Ang Chun Giap is set out on Page 6 of the Company's Annual Report.
- (iv) Pursuant to Article 86(1) of the Company's Articles of Association, each Director shall retire at least once every 3 years. Mr. Chen Mingyu was last re-elected on 29 April 2021. Mr. Chen Mingyu, if re-elected as a Director of the Company, will be re-designated as Lead Independent Director, will be appointed as Chairman of the Nominating Committee, will step down as Chairman of the Remuneration Committee but will remain as a member of the Remuneration Committee and will remain as a member of the Audit and Risk Management Committee. Mr. Chen Mingyu will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Mr. Chen Mingyu has no relationship with the Company, its related corporations, its substantial shareholders or its officers. Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, further information on Mr. Chen Mingyu is set out on Page 6 of the Company's Annual Report.
- (v) Pursuant to Article 86(1) of the Company's Articles of Association, each Director shall retire at least once every 3 years. Dr. Jiang Minghua was last re-elected on 29 April 2021. Dr. Jiang Minghua, if re-elected as a Director of the Company, will remain as a member of the Nominating Committee and Audit and Risk Management Committee. Dr. Jiang Minghua will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Dr. Jiang Minghua has no relationship with the Company, its related corporations, its substantial shareholders or its officers. Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, further information on Dr. Jiang Minghua is set out on Page 6 of the Company's Annual Report.
- (vi) The Ordinary Resolution 9 proposed in item 7 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM, to allot and issue Shares and convertible securities in the Company up to an aggregate amount not exceeding fifty percent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company, of which the total number of Shares issued other than on a pro rata basis to existing shareholders, shall not exceed twenty percent (20%) of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings).

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- (vii) The Ordinary Resolutions 10 and 11 proposed in items 8 and 9 above, if passed, will empower the Directors of the Company to allot and issue Shares pursuant to the vesting of Awards and exercise of Options under the PSP and ESOS respectively, provided that the aggregate number of Shares to be issued pursuant to the PSP and ESOS, when aggregated to the number of Shares issued and issuable or transferred and to be transferred under any other share option schemes or share schemes of the Company shall not exceed fifteen percent (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time.
- (viii) The Ordinary Resolution 12 proposed in item 10 above, if passed, will empower the Directors of the Company, to continue to make purchases (whether by way of Market Purchases or Off-Market Purchases on an equal access scheme) from time to time of up to ten percent (10%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition, including the amount of financing, and the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate are set out in greater detail in the Appendix.
- (ix) The Ordinary Resolution 13 proposed in item 11 above, if passed, will empower the Directors of the Company to continue to enter into interested person transactions, on the Group's normal commercial terms and in accordance with the guidelines and procedures of the Company for interested person transactions as described in the Appendix. This authority will continue in force until the next AGM of the Company.
- (x) The Ordinary Resolution 14 proposed in item 12 above is to approve the appointment of Crowe Horwath First Trust LLP as auditors of the Company in place of Deloitte & Touche LLP to hold office until the conclusion of the next AGM of the Company at a remuneration and on such terms as may be agreed between the Directors and Crowe Horwath First Trust LLP.

The Appendix is attached to this Notice of AGM to provide shareholders with information and the rationale relating to the proposed change of auditors to be tabled for approval at the AGM. In accordance with the requirements of Rule 1203(5) of the Listing Manual:

- (a) the outgoing auditors of the Company, Deloitte & Touche LLP, has confirmed by way of a letter dated 5 April 2024 that they are not aware of any professional reasons why the incoming auditors of the Company, Crowe Horwath First Trust LLP, should not accept appointment as the auditors of the Company;
- (b) the Company confirms that there were no disagreements with the outgoing auditors of the Company, Deloitte & Touche LLP, on accounting treatments within the last 12 months;
- (c) the Company confirms that, save as disclosed in the Appendix, it is not aware of any circumstances connected with the proposed change of auditors that should be brought to the attention of the shareholders;
- (d) the rationale for the proposed change of auditors is as disclosed in paragraph 4.2 of the Appendix. The Company had, on 5 April 2024, received a letter from Deloitte & Touche LLP giving notice that it will retire and will not seek re-appointment as auditors of the Company at the AGM; and
- (e) the Company confirms that it will be in compliance with Rules 712 and 715 of the Listing Manual in relation to the appointment of Crowe Horwath First Trust LLP as the incoming auditors of the Company.

Notes

Hybrid AGM

- The AGM will be convened and held in a hybrid format, at One Farrer Hotel, 1 Farrer Park Station Road, Singapore 217562 and using virtual meeting technology on 26 April 2024 at 3.00 p.m.
- Arrangements for participating in the AGM. Shareholders, including Supplementary Retirement Scheme ("SRS") investors, may participate in the AGM by:
 - (i) attending the physical meeting in person; or (ii) observing or listening to the AGM proceedings via a Live Webcast (as defined below);
 - submitting questions in advance of, or "live" at, the AGM; and/or
 - voting at the AGM (i) by the shareholders themselves or through duly appointed proxy(ies) (other than the Chairman of the AGM)¹ or representative(s); (ii) by the SRS investors themselves if they are appointed as proxies by their SRS operators²; or (iii) by the shareholders, or the SRS investors, appointing the Chairman of the AGM as proxy to vote on their behalf at the AGM.

¹ For the avoidance of doubt, SRS investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the AGM) to attend, speak and/or vote at the AGM on their behalf.

² Means any company approved by the Minister, or such person as he may appoint, for the purposes of the Supplementary Retirement Scheme. There are three SRS operators in Singapore:

- Development Bank of Singapore (DBS) Ltd;
- Overseas-Chinese Banking Corporation (OCBC) Ltd; and
- United Overseas Bank (UOB) Ltd

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Physical Meeting

Participation

- Investors who hold shares through Relevant Intermediaries* and who wish to participate in the AGM should approach their respective agents by **16 April 2024, 5.00 p.m.**, in order to facilitate the necessary arrangements for them to participate in the AGM.

Shareholders should bring their NRIC/passport and corporate shareholders should bring the Corporate Representative Certificate for verification at the AGM venue.

Voting

- Live voting will be conducted during the AGM for members, proxies and (in the case of members which are corporations) authorised representative(s) attending the AGM. Upon verification of their NRIC/passport at the AGM venue, shareholders, including SRS investors, and (where applicable) their duly appointed proxy(ies) and authorised representative(s), will be provided with a handheld device for electronic voting at the physical meeting.

Virtual Meeting

Participation

- Members will be able to observe and/or listen to the AGM proceedings through a "live" audio-and-video webcast or "live" audio feed via their mobile phones, tablets or computers (the "**Live Webcast**"). In order to do so, members must preregister at the Company's pre-registration website via <https://go.lumiengage.com/GHYAGM2024> by the registration deadline of **23 April 2024, 3.00 p.m.** (the "**Registration Deadline**"), to enable the verification of members' status.

Investors who hold shares through Relevant Intermediaries* (including SRS investors) and who wish to participate in the AGM should approach their respective agents by **16 April 2024, 5.00 p.m.**, in order to facilitate the necessary arrangements for them to participate in the AGM.

After verification, authenticated members will receive an email, containing details as well as instructions on attending the AGM, by 25 April 2024, 3.00 p.m.. Members must not forward the abovementioned link to other persons who are not shareholders of the Company and who are not entitled to attend the AGM to avoid any technical disruptions or overload the live audio-and-video webcast.

Members who do not receive an email by 25 April 2024, 3.00 p.m., but have registered by the Registration Deadline should contact the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. via email at ghy@boardroomlimited.com, or call the general telephone number at +65 6536 5355 during office hours for assistance, with the following details included: (a) the member's/ Depositor's full name, and (b) his/her/its identification/passport/registration number.

Voting

- Shareholders who wish to exercise their voting rights at the AGM may:
 - (where such shareholders are individuals) vote "live" via electronic means at the AGM or (where such shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the AGM) or (in the case of shareholders which are corporations) authorised representative(s) to vote "live" via electronic means at the AGM on their behalf; or
 - (where such shareholders are individuals or corporates) appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM.

In appointing a proxy, a member or Depositor must give specific instructions as to voting, or abstentions from voting, in respect of each resolution in the form of proxy, failing which the appointment of a proxy for that resolution will be treated as invalid.

Members (including SRS investors) and, where applicable, appointed proxy(ies), who wish to vote "live" at the AGM must first pre-register at the pre-registration website via <https://go.lumiengage.com/GHYAGM2024> by the Registration Deadline.

Shareholders who wish to appoint a proxy(ies) (other than the Chairman of the AGM) must, in addition to completing and submitting an instrument appointing a proxy(ies), pre-register their duly appointed proxy(ies) at the pre-registration website via <https://go.lumiengage.com/GHYAGM2024> by the Registration Deadline and ensure that their proxy(ies) are authenticated to vote live at the AGM.

Shareholders, including SRS investors or, (where applicable) their duly appointed proxy(ies) attending the virtual meeting must access the AGM proceedings via the live audio-visual webcast in order to vote live at the AGM, and will not be able to do so via the live audio-only stream of the AGM proceedings.

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Submission of questions (for both physical meeting and virtual meeting)

7. Members may also submit questions related to the resolutions to be tabled for approval at the AGM either (i) "live" at the AGM during the live Q&A session; or (ii) in advance of the AGM. In order to submit questions in advance of the AGM, their questions must be submitted via the Company's pre-registration website via <https://go.lumiengage.com/GHYAGM2024> or by depositing a physical copy of the questions at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 no later than **17 April 2024, 3.00 p.m.**

Members will need to identify themselves when posing questions by providing the following details:

- (a) the member's full name as it appears on his/her/its CDP/CPF/SRS share records;
- (b) the member's NRIC/Passport/UEN number;
- (c) the member's contact number and email address; and
- (d) the manner in which the member holds his/her/its shares in the Company (e.g. via CDP, CPF or SRS).

The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

8. The Company will endeavour to address all relevant and substantial questions submitted by shareholders by the cut-off date and time of **17 April 2024, 3.00 p.m.** The Company will publish its responses to such queries on SGXNet by **19 April 2024, 3.00 p.m.** The Company will address those substantial and relevant questions which have not already been addressed prior to the AGM, as well as those received "live" at the AGM itself, during the AGM. The Company will publish the minutes of the AGM on SGXNet and the Company's website within one month after the date of the AGM.

Appointment of proxies (for both physical meeting and virtual meeting)

9. If sent personally or by post, the instrument appointing the proxy(ies) of an individual must be under the hand of the appointor or of his attorney duly authorised in writing and the instrument appointing the proxy(ies) of a corporation must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.

Where an instrument appointing a proxy(ies) is submitted by email, it must be authorised in the following manner:

- (a) by way of the affixation of an electronic signature by the appointor or his/her duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation; or
- (b) by way of the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument appointing the proxy(ies) under hand and submitting a scanned copy of the signed instrument by email.

In appointing a proxy, a member or Depositor must give specific instructions as to voting, or abstentions from voting, in respect of each resolution in the form of proxy, failing which the appointment of a proxy for such resolution will be treated as invalid.

10. The Depositor Proxy Form must be submitted in the following manner:

- (a) if submitted by post, be lodged at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (b) if submitted electronically, be submitted via email to the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at ghy@boardroomlimited.com,

in either case, by **23 April 2024, 3.00 p.m.**, being not less than 72 hours before the time fixed for holding the AGM.

A Depositor who wishes to submit a Depositor Proxy Form must complete and sign the Depositor Proxy Form, before submitting it by post to the address provided above, or before sending it by email to the email address provided above.

Depositors are encouraged to submit completed Depositor Proxy Forms electronically via email.

11. A proxy need not be a member of the Company.
12. A member/Depositor who is a Relevant Intermediary* is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member/Depositor. Where such member's/Depositor's form of proxy appoints more than two (2) proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the form of proxy. SRS investors who wish to appoint a proxy in respect of the Company's shares should approach their SRS Operators to submit their votes at least seven working days before the AGM, by 5.00 p.m. on 16 April 2024.
13. In the case of Depositors whose shares are entered against their names in the Depository Register, the Company may reject any Depositor Proxy Form lodged if the Depositor is not shown to have Shares entered against their name in the Depository Register as at 72 hours before the time fixed for holding of the AGM as provided by The Central Depository (Pte) Limited to the Company.

NOTICE OF ANNUAL GENERAL MEETING

Documents for AGM

14. The Notice of AGM, Depositor Proxy Form and request form for members to request for a physical copy of the Annual Report (“**Request Form**”) are sent to members by mail. The Annual Report, Notice of AGM, Depositor Proxy Form, Appendix, the Request Form may be accessed at the Company’s website at the URL www.ghyculturemedia.com and on SGXNet.

* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a capital markets services license holder who provides custodial services under the Securities and Futures Act 2001 of Singapore and holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY

By submitting a Depositor Proxy Form, a Depositor, (i) consents to the collection, use and disclosure of the Depositor’s personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxy appointed for the meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where a Depositor discloses the personal data of the Depositor’s proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Depositor has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Depositor’s breach of warranty.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a Depositor of the Company (such as his name) or a Depositor’s proxy(ies) and/or representative(s) may be recorded by the Company for such purpose.

