

# **G.H.Y CULTURE & MEDIA HOLDING CO., LIMITED**

(Company Registration No. 337751)

(Incorporated in the Cayman Islands on 29 May 2018)

## **MINUTES OF THE ANNUAL GENERAL MEETING OF THE MEMBERS OF G.H.Y CULTURE & MEDIA HOLDINGS CO., LIMITED (THE “COMPANY” AND TOGETHER WITH ITS SUBSIDIARIES AND AFFILIATES, THE “GROUP”) HELD BY WAY OF ELECTRONIC MEANS ON THURSDAY, 27 APRIL 2023 AT 4.00 P.M.**

### **DIRECTORS PRESENT**

Mr Guo Jingyu  
Ms Yue Lina  
Ms Wang Qing  
Mr Yang Chun-Jung  
Ms Zeng Yingxue  
Mr Yeo Guat Kwang  
Mr Ang Chun Giap  
Mr Chen Mingyu  
Dr Jiang Minghua  
Mr Shamsul Kamar Bin Mohamed Razali  
Mr Li Qi

### **COMPANY MANAGEMENT**

Ms Low Hui Min

### **COMPANY SECRETARIES**

Ms Ong Beng Hong  
Ms Lee Yuan

### **SHAREHOLDERS**

As set out in the attendance record maintained by the Company.

### **NOTICE OF MEETING**

The Notice of Annual General Meeting dated 12 April 2023 (“**Notice**”) convening this meeting was taken as read.

### **MEETING**

#### **1. COMMENCEMENT OF MEETING**

- 1.1 The shareholders were welcomed to the Annual General Meeting (“**AGM**”) of the Company. Shareholders were invited to submit questions in advance of the AGM. As at 19 April 2023 at 4.00 p.m., no questions had been received from the shareholders. The AGM was held via a “live” audio-and-video webcast and shareholders and proxyholders were able to participate, perform “live” voting and submit questions relating to the resolutions during the AGM.
- 1.2 The Board of Directors (the “**Board**”) and the Chief Financial Officer (“**CFO**”) were introduced to the meeting. Mr Guo Jingyu, the Executive Chairman and Group Chief Executive Officer (“**CEO**”) and Ms Low Hui Min, the CFO of the Company, were invited to make short presentations on the Group.

## G.H.Y CULTURE & MEDIA HOLDING CO., LIMITED

(Company Registration No. 337751)

(Incorporated in the Cayman Islands on 29 May 2018)

### 2. CEO'S PRESENTATION

- 2.1 The CEO shared that the Group had leveraged on its diverse intellectual property portfolio and high-quality production capabilities to strengthen the Group's business foothold and set new industry benchmarks. In 2022, the Group completed the filming of three long drama series – "Sisterhood 南洋女儿情", "A Fish and A Cat 骑着鱼的猫" and "Moon Romance 月上朝颜". The Group also completed the filming of two short form drama series "Goddess Hotel 女神酒店" and "Su Wuming of the Tang Dynasty 大唐来的苏无名". These two series were streamed on Douyin (抖音) (also known as TikTok). "Strange Tales of Tang Dynasty 唐朝诡事录" was one of the most watched mystery action period drama series, positioning the Group as a trend-setter in the mystery action period genre.
- 2.2 For concert productions, the Group successfully organised two Jay Chou's Carnival World Tour concerts in Singapore last December. The CEO shared that while the Group has put in much effort and achieved certain milestones, the various COVID-19 measures resulted in disruption of several drama productions, and postponement of concert productions and musical plays. The Group suffered a loss for the very first time since the Group was established. As the Group has significant operations in China, the appreciation of Singapore Dollar against Chinese Renminbi in 2022 resulted in net foreign exchange loss that attributed significantly to the Group's full year loss for 2022.
- 2.3 The CEO shared that the arrival of 2023 brings another year of new opportunities and challenges. The Group is prepared to navigate through the challenges and harness the opportunities within its operating markets. In terms of recent updates, the Group and iQIYI signed a collaboration agreement for the production of the second season of the "Strange Tales of Tang Dynasty 唐朝诡事录" drama series, such production having commenced in March 2023. The Group also expects to materialise drama production collaborations with Youku in 2023. The CEO further shared that the Group has also started pre-production of "Nanyang Transport Volunteers 南洋英雄", which is the third drama series of the Nanyang genre. In relation to the Group's short-form drama activities, the Group has also launched its own label "Legendary Short Drama" on Douyin, setting new industry benchmarks.
- 2.4 In the first quarter of 2023, the Group successfully organised Jay Chou's concerts in Kuala Lumpur, Malaysia, and Sydney, Australia. With China's reopening, Jay Chou's concerts will resume in China and the Group expects to invest in his upcoming concerts in four Chinese cities which would include Taiyuan and Hohhot. The Group also invested in Chris Li 李宇春's China concert tour and ticket sales are expected to be launched in the second quarter of 2023. The Group's large-scale original musicals for "The Ferryman 灵魂摆渡" also achieved new breakthroughs. The Group expects to have more than 100 shows in China for 2023.
- 2.5 The CEO shared other initiatives of the Group which included the plan to build a media production hub in Jakarta, Indonesia. The production hub will be used for mass production of short form videos, utilising professional cinematic capabilities to enhance the quality of short-form videos. The Group will also continue its efforts towards the expansion of its talent management services as well as other complementary growth adjacencies in order to create growth catalysts.
- 2.6 Lastly, on behalf of the Group, the CEO expressed his deepest appreciation for the shareholders' continued support and confidence in the Group. The Group will continue to focus on achieving operational excellence in each of the business segments, creating new enterprise and social value,

## G.H.Y CULTURE & MEDIA HOLDING CO., LIMITED

(Company Registration No. 337751)

(Incorporated in the Cayman Islands on 29 May 2018)

so as to live up to the expectations of the stakeholders. As the Group looks past the pandemic, the CEO believes that the Group will shine even brighter ahead and will be worthy of everyone's trust and support.

### 3. CFO'S PRESENTATION

- 3.1 The CFO shared that in 2022, COVID-19 measures in China impacted the Group's drama revenue performance, while the Group's Concert Production business resumed in 2022 after two years. The Group's revenue declined by approximately S\$37.6 million or 45.1% to S\$45.7 million in 2022, mainly due to COVID-19 induced delays in contract signing and hence, fewer dramas and film titles were sold in 2022. In 2022, the Group recognised revenue mainly in respect of the completed production of three dramas named "Strange Tales of Tang Dynasty 唐朝诡事录", "Sisterhood 南洋女儿情" and lastly "A Fish and A Cat 骑着鱼的猫". Two of the productions in particular – "Strange Tales of Tang Dynasty 唐朝诡事录" and "Goddess Hotel 女神酒店" – achieved strong ratings and viewership. The CFO shared that under concert production, the revenue contribution was approximately S\$20.4 million mainly due to the completion of two concerts in 2022.
- 3.2 In terms of gross profit highlights, the gross profit margin increased to approximately 31.2% in 2022 compared to 26.1% in 2021. In 2022, the gross profit contribution from Drama Production business segment declined by approximately S\$15.7 million to S\$20.4 million in 2021 to S\$4.7 million in 2022. It was mainly due to heightened COVID-19 measures and COVID-19 lockdown in Shanghai, which led to significant disruption of filming and production activities for the drama "Sisterhood 南洋女儿情". The production for "Sisterhood 南洋女儿情" was completed in 2022. The CFO shared that for concert production, the gross profit contribution in 2022 was approximately S\$8.9 million and this was mainly in respect of two concert productions completed in 2022.
- 3.3 In relation to the Profit and Loss highlights, the CFO noted that the Group had proactively taken various initiatives to mitigate the effects of the pandemic. However, as the Group has significant operations in China, the appreciation of the Singapore Dollar against Chinese Renminbi resulted in net foreign exchange loss of approximately S\$8.8 million in 2022. The CFO further shared that excluding the foreign exchange loss, the Group's net loss for 2022 would have been lowered to approximately S\$1.7 million.
- 3.4 The CFO shared that in terms of cashflow management, the Group is committed to disciplined execution and prudent capital management. In 2022, the Group generated net cash of approximately S\$5.9 million from operating activities, mainly due to increased receipts for drama and concert productions which was partially offset by cash utilised for ramping up of production volume. The net cash of S\$3.6 million used in investing activities was mainly due to addition of two film sets located in China for filming purposes. The CFO shared that for financing activities, the net cash of S\$1.7 million used was primarily for payment of 2021 final dividends and shares repurchased in 2022.
- 3.5 The CFO shared that the Group has maintained a net working capital of approximately S\$120.1 million to be used primarily for concert productions, drama and film productions as well as for working capital purposes.
- 3.6 The CFO shared that the Group is well placed to pursue organic and inorganic growth opportunities in 2023, in order to return to pre-pandemic profitability and enhance stakeholders' value. The Group is committed to rewarding the shareholders, and since the Group's IPO listing, the Group had issued dividends to shareholders annually. While the Group had not performed as well as expected in 2022, there was a need to reward the shareholders for their support and loyalty.

## G.H.Y CULTURE & MEDIA HOLDING CO., LIMITED

(Company Registration No. 337751)

(Incorporated in the Cayman Islands on 29 May 2018)

The Board proposed a final dividend of 0.10 Singapore cents per share for FY2022, subject to shareholders' approval. The CFO shared that the Group will prioritise re-investment in core businesses and fund new growth opportunities followed by highly selective acquisitions. Excess cash will be returned to shareholders via dividends and share re-purchases. The CFO shared that in terms of business strategies and growth plans, the Group is committed to creating sustainable returns, creating new growth adjacencies and driving synergies across existing core businesses. The CFO shared that business operations is expected to normalise in 2023 with China's re-opening and further easing of COVID-19 measures in the region.

- 3.7 The CFO shared that in terms of TV program and film production, the Group expects an increase in the number of long-form and short-form drama production in 2023, compared to 2022. The Group will continue to collaborate with various streaming platforms to develop different genres of dramas and films, targeting different groups of audience which the Group believes will provide more opportunities for revenue growth. The resumption of concert production in China and the region will also further boost revenue growth. The Group will also aim to collaborate with local and regional businesses to diversify product and service offerings. At the same time, the Group recognises its corporate social responsibilities as well as the importance of talent in the industry and will continue to identify and promote talent across Southeast Asia. The Group provides exposure for students to learn from industry professionals. In 2022, the Group signed a non-binding MOU with Curtin University for an academic collaboration related to media and film studies.
- 3.8 Lastly, the CFO shared that the COVID-19 pandemic had significantly impacted the Group's businesses and had resulted in a decline in profits for the past two years. However, the Group believes that its fundamentals are strong and is confident in emerging stronger with its wealth of industry experience, strong track record and innovative capabilities. With the reopening in China and in the region, the Group believes that it is in a position to return to pre-pandemic levels, building an ecosystem to be a leading player in the Asia Pacific media and entertainment industry.

#### 4. PROCEEDINGS OF MEETING

- 4.1 The Company Secretary confirmed that a quorum was present and the meeting was declared open. As the Notice convening the AGM had been in the shareholders' hands for the prescribed period, it was proposed with the shareholders' permission that the Notice be taken as read.
- 4.2 Boardroom Corporate & Advisory Services Pte. Ltd. ("**Boardroom**") was appointed as the polling agent, Reliance 3P Advisory Pte Ltd ("**Reliance**") was appointed as the scrutineer and Will Dylan was appointed as the live webcast service provider.
- 4.3 It was noted that the poll voting paper signed by the chairman of the meeting based on the directions given in the Depositor Proxy Forms was submitted to Boardroom and scrutinised by Reliance.
- 4.4 It was noted that shareholders had been invited to submit questions in advanced of the AGM. At the cut-off date and timing of 19 April 2023 at 4.00 p.m., no questions had been received. It was further noted that a "live" Q & A session would be held after all the resolutions have been read and tabled to enable shareholders and proxyholders to raise any questions they had relating to the agenda of the AGM.

## **G.H.Y CULTURE & MEDIA HOLDING CO., LIMITED**

(Company Registration No. 337751)

(Incorporated in the Cayman Islands on 29 May 2018)

### **5. RESOLUTION 1 – ADOPTION OF DIRECTORS’ STATEMENT AND AUDITED ACCOUNTS**

5.1 Ordinary Resolution 1 was to adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2022 together with the Auditor’s Report thereon.

5.2 Ordinary Resolution 1 was put to vote and passed by way of a poll (detailed results of which are appended hereto).

### **6. RESOLUTION 2 – TO DECLARE FINAL DIVIDEND**

6.1 Ordinary Resolution 2 was to declare a final tax exempt (one-tier) cash dividend of 0.10 cents per ordinary share for the financial year ended 31 December 2022.

6.2 Ordinary Resolution 2 was put to vote and passed by way of a poll (detailed results of which are appended hereto).

### **7. RESOLUTION 3 – APPROVAL FOR PAYMENT OF DIRECTORS’ FEES**

7.1 Ordinary Resolution 3 was to approve the payment of S\$410,000 as Directors’ fees for the financial year ending 31 December 2023, to be paid half-yearly in arrears.

7.2 Ordinary Resolution 3 was put to vote and passed by way of a poll (detailed results of which are appended hereto).

### **8. RESOLUTION 4 – RE-APPOINTMENT OF AUDITOR**

8.1 Ordinary Resolution 4 was to re-appoint Messrs Deloitte & Touche LLP, Public Accountants and Chartered Accountants, Singapore as auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.

8.2 Ordinary Resolution 4 was put to vote and passed by way of a poll (detailed results of which are appended hereto).

### **SPECIAL BUSINESS**

### **9. RESOLUTION 5 – AUTHORITY TO ALLOT AND ISSUE NEW SHARES**

9.1 Ordinary Resolution 5 related to the grant of authority to the Directors to allot and issue new shares and convertible securities in the Company, the details of which were set out in the text of the Ordinary Resolution in item 6 of the Notice.

9.2 Ordinary Resolution 5 was put to vote and passed by way of a poll (detailed results of which are appended hereto).

### **10. RESOLUTION 6 – AUTHORITY TO GRANT AWARDS AND ISSUE SHARES PURSUANT TO THE GHY PERFORMANCE SHARE PLAN**

10.1 Ordinary Resolution 6 related to the grant of authority to the Directors to offer and grant awards from time to time in accordance with the terms of the GHY Performance Share Plan.

## **G.H.Y CULTURE & MEDIA HOLDING CO., LIMITED**

(Company Registration No. 337751)

(Incorporated in the Cayman Islands on 29 May 2018)

- 10.2 As a matter of good corporate governance practice, the Directors and employees of the Group who were also shareholders and were eligible to participate in the GHY Performance Share Plan abstained from voting on Resolution 6.
- 10.3 Ordinary Resolution 6 was put to vote and passed by way of a poll (detailed results of which are appended hereto).
11. **RESOLUTION 7 – AUTHORITY TO GRANT OPTIONS AND ISSUE SHARES PURSUANT TO THE GHY EMPLOYEE SHARE OPTION SCHEME**
- 11.1 Ordinary Resolution 7 related to the grant of authority to the Directors to offer and grant options from time to time in accordance with the terms of the GHY Employee Share Option Scheme.
- 11.2 As a matter of good corporate governance practice, the Directors and employees of the Group who were also shareholders and were eligible to participate in the GHY Employee Share Option Scheme abstained from voting on Resolution 7.
- 11.3 Ordinary Resolution 7 was put to vote and passed by way of a poll (detailed results of which are appended hereto).
12. **RESOLUTION 8 – ADOPTION OF THE SHARE PURCHASE MANDATE**
- 12.1 Ordinary Resolution 8 related to the proposed renewal of the share purchase mandate. The full text of the resolution was set out in item 9 of the Notice. Details of the proposed renewal of the share purchase mandate (including the rationale for its renewal) were set out in the appendix to the Annual Report dated 12 April 2023 (the “**Annual Report**”).
- 12.2 Ordinary Resolution 8 was put to vote and passed by way of a poll (detailed results of which are appended hereto).
13. **RESOLUTION 9 – PROPOSED RENEWAL OF THE SHAREHOLDERS’ GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS**
- 13.1 Ordinary Resolution 9 related to the proposed renewal of the shareholders’ general mandate for interested person transactions. The full text of the resolution was set out in item 10 of the Notice. Details of the proposed renewal of the shareholders’ general mandate for interested person transactions were set out in the appendix to the Annual Report.
- 13.2 It was noted that Ms Yue Lina and Mr Yang Chun-Jung, each a Mandated Interested Person (as defined in the appendix to the Annual Report), abstained from, and undertook to ensure that their respective associates (if any) would abstain from, voting on Ordinary Resolution 9 in relation to the general mandate for interested person transactions.
- 13.3 Ordinary Resolution 9 was put to vote and passed by way of a poll (detailed results of which are appended hereto).
14. **Q & A SESSION**
- After all the resolutions were read and tabled, the “live” Q & A session was opened. It was noted that no questions were raised by the shareholders or proxyholders at the AGM.

## G.H.Y CULTURE & MEDIA HOLDING CO., LIMITED

(Company Registration No. 337751)

(Incorporated in the Cayman Islands on 29 May 2018)

### 15. RESULTS OF AGM

The results of the poll on each of the resolutions put to vote at the AGM are set out as follows:

Resolution no. and details		Total no. of shares represented by votes for and against the resolution	FOR		AGAINST	
			No. of shares	%	No. of shares	%
<b>Ordinary Business</b>						
1	Adoption of the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Auditors' Report thereon	861,551,400	861,527,400	100.00	24,000	0.00
2	Declaration of final tax exempt (one-tier) dividend of 0.10 Singapore cents per ordinary share for the financial year ended 31 December 2022	861,551,400	861,527,400	100.00	24,000	0.00
3	Approval of the payment of Directors' fees of S\$410,000 for the financial year ending 31 December 2023, to be paid half-yearly in arrears	861,551,400	861,488,400	99.99	63,000	0.01

## G.H.Y CULTURE & MEDIA HOLDING CO., LIMITED

(Company Registration No. 337751)

(Incorporated in the Cayman Islands on 29 May 2018)

4	Re-appointment of Messrs Deloitte & Touche LLP as Auditors of the Company and authorising the Directors to fix their remuneration	861,551,400	861,527,400	100.00	24,000	0.00
<b>Special Business</b>						
5	Approval of the authority to allot and issue new shares	861,551,400	861,527,400	100.00	24,000	0.00
6	Approval of the authority to grant awards and issue shares pursuant to the GHY Performance Share Plan	110,695,000	110,671,000	99.98	24,000	0.02
7	Approval of the authority to grant options and issue shares pursuant to the GHY Employee Share Option Scheme	110,695,000	110,671,000	99.98	24,000	0.02
8	Approval of the renewal of the Share Purchase Mandate	861,551,400	861,527,400	100.00	24,000	0.00
9	Approval of the renewal of the Shareholders' General Mandate for Interested Person Transactions	140,695,000	140,671,000	99.98	24,000	0.02

**G.H.Y CULTURE & MEDIA HOLDING CO., LIMITED**

(Company Registration No. 337751)

(Incorporated in the Cayman Islands on 29 May 2018)

16. **CONCLUSION OF MEETING**

There being no other business, the Meeting was declared closed.

---

**GUO JINGYU**

(Chairman of the Meeting)