



G.H.Y Culture & Media Holding Co., Limited

(Company Number: 337751)

(Incorporated in the Cayman Islands on 29 May 2018)

ANNOUNCEMENT PURSUANT TO RULE 706A OF THE SGX-ST LISTING MANUAL

Pursuant to Rule 706A of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Board of Directors of G.H.Y Culture & Media Holding Co., Limited (the **"Company"** together with its subsidiaries and PRC Affiliated Entities¹, **"Group"**) wishes to announce the following corporate actions (**"Rule 706A Actions"**) that occurred during the half year ended 31 December 2025 (**"FY2025"**) as part of the Group's internal restructuring efforts aimed at enhancing operational efficiency, improving strategic alignment, and streamlining the Group's corporate structure.

Save as disclosed below, there was no acquisition or sale of shares resulting in a company becoming a subsidiary or an associated company of the Group or any change of the Group's shareholding percentage in a subsidiary or an associated company in FY2025.

(a) Incorporation of a PRC Affiliated Entity, Shanghai Duodian Culture and Media Limited

On 11 December 2025, Lizifang (Beijing) Culture Media Co., Ltd (立次方(北京)文化传媒有限公司), a PRC Affiliated Entity, incorporated a subsidiary, Shanghai Duodian Culture and Media Limited (上海多点现场文化传媒有限公司) with an initial issued share capital of RMB1,000,000.

Name	:	Shanghai Duodian Culture and Media Limited (上海多点现场文化传媒有限公司)
Country of Incorporation	:	People's Republic of China
Date of Incorporation	:	11 December 2025
Principal Activity	:	Concert production
Initial Registered Capital ²	:	RMB1,000,000

(b) Incorporation of Suzhou Bailuqingya Culture & Media Limited, an associate of the Company as a joint venture by PRC Affiliated Entity

As announced by the Company, on 9 July 2025, Tianjin Changxin Film & Media Co., Ltd (天津长信影视传媒有限公司), a PRC Affiliated Entity, had incorporated a joint venture company, Suzhou Bailuqingya Culture & Media Co., Ltd. (苏州白鹿青崖文化传媒有限公司) with its joint venture partner, Kunshan Zhouzhuang Investment Development Group Co., Ltd. (昆山市周庄投资发展集团有限公司).

Name	:	Suzhou Bailuqingya Culture & Media Limited (苏州白鹿青崖文化传媒有限公司)
Country of Incorporation	:	People's Republic of China

¹ Entities which the Group is conferred operational control and economic rights over, and the Group is able to exercise control over the business operations of such entities and enjoy substantially all the economic rights arising from the business of such entities. The Group regards each PRC Affiliated Entity as a controlled structured entity and consolidates the financial positions and results of operations of the PRC Affiliated Entities in the financial statements of the Group.

² As at the date of this announcement, no capital has been paid-up.

Date of Incorporation	:	9 July 2025
Principal Activity	:	TV program and film production and operation
Registered and Paid-up Capital	:	RMB 8,000,000
Shareholders and interest	:	Tianjin Changxin Film & Media Co., Ltd (天津长信影视传媒有限公司) – 40% Kunshan Zhouzhuang Investment Development Group Co., Ltd. (昆山市周庄投资发展集团有限公司) – 60%

(c) Internal restructuring – transfer of ownership of Asia Film School Pte. Ltd., being an indirect wholly-owned subsidiary, from G.H.Y Talent Pte. Ltd. to Orita Sinclair College Pte. Ltd.

On 24 September 2025, G.H.Y Talent Pte. Ltd., an indirect wholly-owned subsidiary of the Company, incorporated Asia Film School Pte. Ltd. in Singapore with an issued and paid-up share capital of S\$100,000 divided into 100,000 ordinary shares.

On 18 November 2025, the Company, through its indirect subsidiary, Orita Sinclair College Pte. Ltd. (formerly known as Orita Sinclair School of Design And Music Pte. Ltd.) ("**Orita Sinclair**", which is 96% owned by the Company's wholly-owned subsidiary, G.H.Y. Culture & Media (Singapore) Pte. Ltd.), acquired 100% of the issued ordinary shares in Asia Film School Pte. Ltd. from G.H.Y Talent Pte. Ltd. for a total consideration of RMB545,227 (approximately S\$100,000). The consideration of RMB545,227 (approximately S\$100,000) was fully paid in cash.

Name	:	Asia Film School Pte. Ltd.
Country of Incorporation	:	Singapore
Date of Incorporation	:	24 September 2025
Effective interest held by Company	:	Before acquisition by Orita Sinclair – 100% After acquisition by Orita Sinclair – 96%
Principal Activity	:	Commercial schools offering general secondary and post-secondary non-tertiary education programmes
Net Asset Value of the Shares Acquired	:	S\$100,000

(d) Increase in interest in a PRC Affiliated Entity, Guangzhou Fengye Culture & Media Co., Ltd.

Name	:	Guangzhou Fengye Culture & Media Co., Ltd (广州风也文化传媒有限公司)
Country of Incorporation	:	People's Republic of China
Date of Change in Interest	:	11 August 2025
Principal Activity	:	TV program and film production
Registered and Paid-up Capital	:	RMB 3,000,000
Shareholder	:	Tianjin Changxin Film & Media Co., Ltd (" Tianjin ") (天津长信影视传媒有限公司)
Transaction	:	Subscription of shares for cash
Consideration	:	RMB600,000 paid in cash
Interest held by Tianjin	:	Before - 60% After - 80%

(e) Decrease in interest of associate, Xiamen Kaimen Jianjun Film & Television Industry Investment Partnership (Limited Partnership) resulting in it no longer being an associate of the Company

On 7 November 2025, Tianjin Xinyuan Culture & Broadcast Co., Ltd. (天津信远文化传播有限公司), a PRC Affiliated Entity, had withdrawn from the limited partnership of an associate of the Company, Xiamen Kaimen Jianjun Film & Television Industry Investment Partnership (Limited Partnership) (厦门开门见君影视产业投资合伙企业 (有限合伙)).

Name	:	Xiamen Kaimen Jianjun Film & Television Industry Investment Partnership (Limited Partnership) (厦门开门见君影视产业投资合伙企业 (有限合伙))
Country of Incorporation	:	People's Republic of China
Date of Withdrawal	:	7 November 2025
Principal Activity	:	TV program and film production and operation; Talent management
Interest held by the Company	:	48.92% prior to withdrawal

(f) Striking off of PRC Affiliated Entities and subsidiaries

Striking off a PRC Affiliated Entity, Shanghai Haifan Interactive Entertainment Culture & Media Co., Ltd

Shanghai Haifan Interactive Entertainment Culture & Media Co., Ltd (上海嗨泛互娱文化传媒有限公司), a dormant PRC Affiliated Entity held through Tianjin Changxin Film & Media Co., Ltd (天津长信影视传媒有限公司) and Beijing Haifan Interactive Entertainment Management Consulting Co., Ltd. (北京嗨泛互娱管理咨询有限公司) (both being PRC Affiliated Entities), was voluntarily struck off on 24 September 2025.

Name	:	Shanghai Haifan Interactive Entertainment Culture & Media Co., Ltd (上海嗨泛互娱文化传媒有限公司)
Country of Incorporation	:	People's Republic of China
Date of Striking Off	:	24 September 2025

Striking off an indirect wholly-owned subsidiary of the Company, Tianjin Zhengzai Vision Co., Ltd. (Branch)

Tianjin Zhengzai Vision Co., Ltd. (Branch) (天津正在北京分公司), a dormant wholly-owned indirect subsidiary of the Company held through Tianjin Xinhe Culture & Broadcast Co., Ltd. (天津信和文化传播有限公司), being another wholly-owned indirect subsidiary of the Company, was voluntarily struck off on 17 October 2025.

Name	:	Tianjin Zhengzai Vision Co., Ltd. (Branch) (天津正在北京分公司)
Country of Incorporation	:	People's Republic of China
Date of Striking Off	:	17 October 2025

Striking off a PRC Affiliated Entity, N'Cubic LIVE (Shanghai) Culture & Media Co., Ltd

N'Cubic LIVE (Shanghai) Culture & Media Co., Ltd. (立次方(上海)文化传媒有限公司), a dormant PRC Affiliated Entity held through Tianjin Changxin Film & Media Co., Ltd (天津长信影视传媒有限公司) and Lizifang (Beijing) Culture Media Co., Ltd (立次方(北京)文化传媒有限公司) (both being PRC Affiliated Entities), was voluntarily struck off on 29 October 2025.

Name	:	N'Cubic LIVE (Shanghai) Culture & Media Co., Ltd. (立次方(上海)文化传媒有限公司)
Country of Incorporation	:	People's Republic of China
Date of Striking Off	:	29 October 2025

The Rule 706A Actions above were fully funded through internally generated resources, without the need for any external financing or additional capital injection. None of the Rule 706A Actions listed above has any material effect on the net tangible assets or earnings per share of the Company for FY2025. None of the directors or the controlling shareholder of the Company has any interest, direct or indirect, in the above Rule 706A Actions as described above other than through their shareholding interests in the Company.

BY ORDER OF THE BOARD
G.H.Y CULTURE & MEDIA HOLDING CO., LIMITED

Guo Jingyu
Executive Chairman and Group CEO
26 February 2026