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

(Incorporated in the Cayman Islands)
(Company No.: 337751)

ANNUAL GENERAL MEETING – DEPOSITOR PROXY FORM

To minimise physical interactions and COVID-19 transmission risk, the AGM (as defined below) will be held by electronic means, and a Depositor (as defined below) will NOT be able to physically attend the AGM in person.

We, The Central Depository (Pte) Limited ("**CDP**"), being a member of **G.H.Y Culture & Media Holding Co., Limited** (the "**Company**"), pursuant to a proxy form lodged or to be lodged by us with the Company (the "**CDP Proxy Form**"), have appointed, or will be appointing the person(s) whose name(s) and particulars are set out in Part I below ("**Depositor(s)**"), in respect of such number of shares ("**Depositor(s) Shares**") set out against his/her/its name in the Depository Register maintained by CDP as at **Monday, 24 April 2023** (the "**Cut Off Date**"), as our proxy(ies) to attend and to vote on our behalf at the Annual General Meeting (the "**AGM**") of the Company to be held via electronic means **at 4.00 p.m. on Thursday, 27 April 2023 (Singapore time)**, and at any adjournment thereof:

I.

Name: **NRIC/Passport/Company Registration Number:** **Address:** **Number of Shares:**

OR, **in the event the Company receives this Depositor Proxy Form which is:**

(i) duly completed and signed/executed by the said Depositor(s); and

(ii) submitted by the requisite time and date, and to the requisite office as indicated below,

we hereby appoint the person or persons (the "**Appointee(s)**") whose details are given in Part II below:

II.

Name: **NRIC/Passport Number:** **Address:** **Proportion of shareholdings (%):**

and/or

Name: **NRIC/Passport Number:** **Address:** **Proportion of shareholdings (%):**

or, failing whom, the Chairman of the AGM, as our proxy to vote for us on our behalf at the AGM, provided that such details have been verified in Part V by the affixing of the common seal or signature of or on behalf of the Depositor(s) named in Part I, and on the basis that such person or persons is/are authorised to vote in respect of the proportion of the shareholdings referred to in Part II or if no proportion is so reflected, in respect of all of the Depositor(s) Shares. The Appointee(s) is/are hereby directed to vote for or against or abstain from voting on the resolutions to be proposed at the AGM as indicated hereunder. We further hereby authorise and direct the Company to accept this Depositor Proxy Form in respect of the Depositor(s) Shares.

In appointing a proxy, a Depositor (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment of the proxy for that resolution will be treated as invalid.

III.

No.	Ordinary Resolutions relating to:	For	Against	Abstain
1.	To receive and adopt 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			
2.	Declaration of proposed final tax exempt (one-tier) dividend of 0.10 Singapore cents per ordinary share for the financial year ended 31 December 2022			
3.	To approve the payment of Directors' fees of $410,000 for the financial year ending 31 December 2023, to be paid half-yearly in arrears			
4.	To re-appoint Deloitte & Touche LLP, Public Accountants and Chartered Accountants, Singapore as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration			
5.	To approve the authority to allot and issue shares in the capital of the Company			
6.	To approve the authority to grant awards and issue shares pursuant to the GHY Performance Share Plan			
7.	To approve the authority to grant options and issue shares pursuant to the GHY Employee Share Option Scheme			
8.	To approve the proposed renewal of the Share Purchase Mandate			
9.	To approve the proposed renewal of the Shareholders' General Mandate for Interested Person Transactions			

Dated this _____ day of _____ 2023

IV. The Central Depository (Pte) Limited

_____

Signature of Director

V.

TO BE COMPLETED BY DEPOSITOR(S) IF HE/SHE/IT WISHES TO NOMINATE A PROXY UNDER PART II			
For Individuals:	For Corporations:		
_____	_____	_____	_____
Signature of Direct Account Holder	Signature of Director	Signature of Director/ Secretary	Common Seal

IMPORTANT: PLEASE READ THE NOTES CAREFULLY BEFORE COMPLETING THIS DEPOSITOR PROXY FORM

IMPORTANT: PLEASE READ NOTES BELOW

Notes:

Part I A Depositor will be able to vote at the AGM (i) "live" via electronic means by himself or his/her/its duly appointed proxy(ies) (other than the Chairman of the AGM) or corporate representatives (where applicable); or (ii) by appointing the Chairman of the AGM as proxy to vote on his/her/its behalf at the AGM.

A proxy need not be a member of the Company.

Part II A Depositor/Depositors who is not a relevant intermediary may appoint not more than two Appointees, who shall be natural persons, to attend and vote in his/her/its/their place at the AGM in respect of the Depositor(s) Shares by completing Part II.

Where a Depositor is a corporation and wishes to be represented at the AGM, it must nominate an Appointee/Appointees to attend and vote as proxy(ies) for CDP at the AGM in respect of the Depositor Shares.

A Depositor/Depositors who wish(es) to appoint more than one Appointee must specify the proportion of the number of the Depositor Shares (expressed as a percentage of the whole) to be represented by each Appointee. If no proportion of the number of the Depositor Shares is specified, the Appointee whose name appears first shall be deemed to carry 100% of the number of the Depositor Shares and the Appointee whose name appears second shall be deemed to be appointed in the alternative.

Part III Please indicate with an "X" in the appropriate box against each resolution how you wish the proxy to vote. Alternatively, if you wish to exercise some and not all of your votes "For" and "Against" the resolution and/or to abstain from voting in respect of the resolutions, please indicate the number of votes "For", the number of votes "Against" and/or the number of votes "Abstain" in the boxes provided for the resolutions. In appointing a proxy, a Depositor (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment of the proxy for that resolution will be treated as invalid.

Part V The instrument appointing a proxy, duly executed, must be:

(a) deposited at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or

(b) emailed to the Company's Singapore Share Transfer Agent at ghy@boardroomlimited.com,

in either case, not less than 72 hours before the time appointed for the holding of the AGM, i.e. by **4.00 p.m. on Monday, 24 April 2023**.

A Depositor who wishes to submit an instrument of proxy must first **download, complete and sign the proxy form**, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above. In the case of joint Depositors, all joint Depositors must sign the Depositor Proxy Form.

Depositors are encouraged to submit completed proxy forms electronically via email.

The instrument appointing a proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where such instrument is executed by a corporation, it must be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.

Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

GENERAL

The Company shall be entitled to reject any Depositor Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the Depositor(s) are not ascertainable from the instructions of the Depositor(s) specified on any Depositor Proxy Form. It is the Depositor's/Depositors' responsibility to ensure that this Depositor Proxy Form is properly completed. Any decision to reject this Depositor Proxy Form on the grounds that it is incomplete, improperly completed or illegible will be final and binding and neither the Company, CDP nor Boardroom Corporate & Advisory Services Pte. Ltd. accepts any responsibility for the consequences of such a decision.

Terms not specifically defined herein shall have the same meanings ascribed to them in the Notice of AGM dated 12 April 2023.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy, the Depositor(s) accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 12 April 2023.