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

(Incorporated in 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 attend the AGM in person. A Depositor (whether individual or corporate) must complete this Depositor Proxy Form to effect the appointment by CDP (as defined below) of the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM in respect of the Depositor(s) Shares or pre-register with the Company, if such Depositor wishes to exercise his/her/its voting rights as a proxy of CDP at the AGM via electronic means.**

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 whose name 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 **4.00 p.m. on Monday, 25 April 2022** (the "**Cut Off Date**"), as our proxy to vote on our behalf at the Annual General Meeting (the "**AGM**") of the Company to be held via electronic means **on Thursday, 28 April 2022 at 4.00 p.m. (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 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 IV by the affixing of the seal or signature of or on behalf of the Depositor(s) named in Part I, and on the basis that the Chairman of the AGM is authorised to vote in respect of all of the Depositor(s) Shares. The Chairman of the AGM is 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(s) in respect of the Depositor(s) Shares.

In appointing the Chairman of the AGM as 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 Chairman of the AGM as proxy for that resolution will be treated as invalid.

II.

| 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 2021 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 2021 | | | |
| 3. | To re-elect Mr. Shamsul Kamar Bin Mohamed Razali as a Director who is retiring pursuant to Article 85(6) of the Company's Articles of Association | | | |

II.

| No. | Ordinary Resolutions relating to: | For | Against | Abstain |
|---|---|---|---|---|
| 4. | To re-elect Mr. Li Qi as a Director who is retiring pursuant to Article 85(6) of the Company's Articles of Association | | | |
| 5. | To re-elect Ms. Zeng Yingxue as a Director who is retiring pursuant to Article 85(6) of the Company's Articles of Association | | | |
| 6. | To approve the payment of Directors' fees of S$410,000 for the year ending 31 December 2022, to be paid half-yearly in arrears | | | |
| 7. | 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 | | | |
| 8. | To approve the authority to allot and issue shares in the capital of the Company | | | |
| 9. | To approve the authority to grant awards and issue shares pursuant to the GHY Performance Share Plan | | | |
| 10. | To approve the authority to grant options and issue shares pursuant to the GHY Employee Share Option Scheme | | | |
| 11. | To approve the proposed renewal of the Share Purchase Mandate | | | |
| 12. | To approve the proposed renewal of the Shareholders' General Mandate for Interested Person Transactions | | | |

Dated this _____ day of _____ 2022

III. The Central Depository (Pte) Limited



_____

Signature of Director

IV.

| **TO BE COMPLETED BY DEPOSITOR(S) IF HE/SHE/IT WISHES TO NOMINATE THE CHAIRMAN OF THE AGM AS PROXY** | | | |
|---|---|---|---|
| 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 not be able to vote through the live audio-visual webcast and live audio-only stream of the AGM and voting is only through submission of proxy form.

The Chairman of the AGM, as a proxy, need not be a member of the Company.

Part II Please indicate with an "X" in the appropriate box against each resolution how you wish the Chairman of the AGM 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 the Chairman of the AGM as 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 Chairman of the AGM as proxy for that resolution will be treated as invalid.

Part III The instrument appointing the Chairman of the AGM as proxy, duly executed, must be:

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

(b) emailed to the Company's 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, 25 April 2022**.

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 view of the elevated safe distancing measures which may make it difficult for Depositors to submit completed proxy forms by post, Depositors are strongly encouraged to submit completed proxy forms electronically via email.**

The instrument appointing the Chairman of the AGM as 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 the Chairman of the AGM as 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 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 13 April 2022.

**PERSONAL DATA PRIVACY**

By submitting an instrument appointing the Chairman of the AGM as a proxy, the Depositor(s) accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 13 April 2022.

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