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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Golden Throat Holdings Group Company Limited**, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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## **GOLDEN THROAT HOLDINGS GROUP COMPANY LIMITED** **金嚜子控股集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 06896)**

### **PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES AND RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Golden Throat Holdings Group Company Limited to be held at Room 1, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 15 May 2019 at 10:00 a.m. is set out on pages 17 to 22 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. by 10:00 a.m. on 13 May 2019, Hong Kong time) or any adjournment thereof. Completion and return of the form of proxy will not preclude any shareholders from attending and voting in person at the annual general meeting or any adjournment thereof if they so wish and in such event, the form of proxy shall be deemed to be revoked.

All times and dates specified herein refer to Hong Kong local times and dates.

10 April 2019

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

|                             |  |
|-----------------------------|--|
| “Annual General Meeting”    | the annual general meeting of the Company to be held at Room 1, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 15 May 2019 at 10:00 a.m. or any adjournment thereof, the notice of which is set out on pages 17 to 22 of this circular   |
| “Articles of Association”   | the articles of association of the Company   |
| “Board”                     | the board of Directors   |
| “Cayman Companies Law”      | the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time   |
| “Company”                   | Golden Throat Holdings Group Company Limited (金嗓子控股集團有限公司), an exempted company incorporated under the laws of the Cayman Islands on 2 September 2014 with limited liability   |
| “Director(s)”               | the director(s) of the Company   |
| “Extension Mandate”         | a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the General Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate |
| “General Mandate”           | a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to allot, issue, grant, distribute and otherwise deal with additional Shares set out as resolution no. 5(A) and extended by resolution no. 5(C) in the Notice      |
| “Golden Throat Company”     | 廣西金嗓子有限責任公司 (Guangxi Golden Throat Co., Ltd.), a company with limited liability established in PRC and a subsidiary of the Company   |
| “Golden Throat Health Food” | 廣西金嗓子保健品有限公司 (Guangxi Golden Throat Health Food Co., Ltd.), a company with limited liability incorporated in Hong Kong and a subsidiary of the Company   |
| “Golden Throat Medical”     | 廣西金嗓子醫藥有限公司 (Guangxi Golden Throat Medical Co., Ltd.), a company with limited liability established in PRC and a subsidiary of the Company   |

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## DEFINITIONS

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| “Golden Throat Pharmaceutical”              | 廣西金嗓子藥業股份有限公司 (Guangxi Golden Throat Pharmaceutical Corporation), a company with limited liability established in PRC and a subsidiary of the Company  |
| “Group”                                     | the Company and its subsidiaries   |
| “HK\$”                                      | Hong Kong dollars, the lawful currency of Hong Kong  |
| “Hong Kong”                                 | the Hong Kong Special Administrative Region of the People’s Republic of China  |
| “Latest Practicable Date”                   | 1 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular  |
| “Listing Rules”                             | The Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time  |
| “Notice”                                    | the notice convening the Annual General Meeting  |
| “RMB”                                       | Renminbi, the lawful currency of the PRC   |
| “Repurchase Mandate”                        | a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the number of issued Shares as at the date of passing of the resolution no. 5(B) in the Notice |
| “PRC” or “China”                            | the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan  |
| “Securities and Futures Ordinance” or “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time   |
| “Share(s)”                                  | ordinary share(s) of nominal value of US\$0.000025 each in the capital of the Company  |
| “Shareholder(s)”                            | the holder(s) of the Share(s)  |
| “Stock Exchange”                            | The Stock Exchange of Hong Kong Limited  |
| “Takeovers Code”                            | the Hong Kong Code on Takeovers and Mergers, as amended from time to time  |

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## DEFINITIONS

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| “US\$” | United States dollars, the lawful currency of United States of America |
| “%”    | per cent.  |

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## LETTER FROM THE BOARD

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### **GOLDEN THROAT HOLDINGS GROUP COMPANY LIMITED**

### **金嗓子控股集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 06896)**

*Executive Directors*

ZENG Yong  
HUANG Jianping  
ZENG Kexiong  
LU Xinghong  
HE Jinqiang

*Non-executive Director*

JIANG Peizhen (*Chairman*)

*Independent Non-executive Directors*

LI Hua  
ZHU Jierong  
CHENG Yiqun

*Registered office:*

Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Headquarters and principal place of  
business in the PRC:*

No. 28, Yuejin Road  
Liuzhou  
Guangxi Zhuang Autonomous Region  
China

*Principal place of business in Hong Kong:*

40th Floor  
Sunlight Tower  
No. 248 Queen's Road East  
Wanchai, Hong Kong

10 April 2019

*To the Shareholders*

Dear Sir or Madam

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES  
AND REPURCHASE SHARES  
AND  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide Shareholders with the Notice and the following proposals to be put forward at the Annual General Meeting: i) the grant to the Directors of the General Mandate, the Repurchase Mandate and the Extension Mandate; and ii) the re-election of the retiring Directors.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE SHARES

In order to ensure greater flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate. An ordinary resolution no. 5(A) will be proposed at the Annual General Meeting to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional Shares up to 20% of the number of issued Shares as at the date of the passing of the resolution in relation to the General Mandate for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution).

As at the Latest Practicable Date, there were 739,302,000 Shares in issue. Subject to the passing of the ordinary resolution no. 5(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 147,860,400 Shares.

In addition, subject to a separate approval of the ordinary resolutions no. 5(B) and no. 5(C), the number of Shares repurchased by the Company under ordinary resolution no. 5(B) will also be added to extend the 20% limit of the General Mandate as mentioned in ordinary resolution no. 5(A) provided that such additional number shall not exceed 10% of the number of issued Shares as at the date of the passing of the resolutions in relation to the General Mandate and Repurchase Mandate.

### REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution no. 5(B) will be proposed at the Annual General Meeting to grant the Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase Shares representing up to 10% of the number of issued Shares as at the date of the passing of the resolution in relation to the Repurchase Mandate for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution).

As at the Latest Practicable Date, there were 739,302,000 Shares in issue. Subject to the passing of the ordinary resolution no. 5(B) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 73,930,200 Shares.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix II to this circular.

### RE-ELECTION OF RETIRING DIRECTORS

The Board consists of five executive Directors, one non-executive Director and three independent non-executive Directors, namely Ms. JIANG Peizhen, Mr. ZENG Yong, Mr. HUANG Jianping, Mr. ZENG Kexiong, Mr. LU Xinghong, Mr. HE Jinqiang, Mr. LI Hua, Mr. ZHU Jierong and Mr. CHENG Yiqun. In accordance with article 84 of the Articles of Association, every Director shall be subject to retirement by rotation at an annual general meeting at least once every three years and shall be eligible for re-election.

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## LETTER FROM THE BOARD

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Accordingly, Ms. JIANG Peizhen, Mr. ZENG Yong, Mr. HUANG Jianping, Mr. ZENG Kexiong, Mr. LU Xinghong, Mr. HE Jinjiang, Mr. LI Hua, Mr. ZHU Jierong and Mr. CHENG Yiqun, shall retire at the Annual General Meeting and, being eligible, have offered themselves for re-election as Directors thereat.

Directors who will offer themselves for re-election have been reviewed by the Nomination Committee (“**Nomination Committee**”) of the Company, and it recommended to the Board the proposal for re-election of the above persons as Directors for the Shareholders’ approval at the Annual General Meeting.

The Nomination Committee has reviewed the resume and background information of the abovementioned retiring directors and taken into account of the Board Diversity Policy of the Company, they are eligible to offer themselves for re-election at the Annual General Meeting.

When recommending Mr. LI Hua, Mr. ZHU Jierong and Mr. CHENG Yiqun to be re-elected as independent non-executive Directors, the Nomination Committee had considered the following background and advantages of the relevant nominees:

- (a) Mr. LI Hua has over 25 years of experience in auditing and accounting in various industries;
- (b) Mr. ZHU Jierong is a Fellow of the Hong Kong Institute of Directors and has over 20 years of experience in engineering and management; and
- (c) Mr. CHENG Yiqun has been a practising lawyer for approximately 10 years, and has extensive experience in the scopes of profession such as commercial litigation, corporate financing and commercial arbitration.

As abovementioned and contained in the Appendix I to this circular, the Nomination Committee considers that, since the independent non-executive Directors, Mr. LI Hua, Mr. ZHU Jierong and Mr. CHENG Yiqun, have diversified and differentiated education background, professional knowledge and experience in scopes such as audit and accounting, law, technology and management respectively, they will bring precious opinion, knowledge, skills and experience to the high efficiency and efficient operation of the Board. Their appointment will be beneficial to the diversity of the Board, and conforms to the business needs of the Company.

The Nomination Committee has also assessed the independence of all independent non-executive Directors.

All independent non-executive Directors were in compliance with the independent guidelines set out in Rule 3.13 of the Listing Rules, and have provided annual confirmation of independence to the Company.

Details of the above named Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.



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## LETTER FROM THE BOARD

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### DECLARATION OF DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

As mentioned in the final results announcement of the Company dated 29 March 2019, the Board recommended the payment of a final dividend of HK\$0.12 per Share in respect of the year ended 31 December 2018 to the Shareholders, which is subject to the approval of the Shareholders at the Annual General Meeting.

The final dividend, if approved by the Shareholders at the Annual General Meeting, will be paid on or before 28 June 2019 to Shareholders whose name appear on the register of members of the Company on 27 May 2019.

Shareholders whose names appear on the register of members of the Company on 15 May 2019 will be eligible to attend and vote at the Annual General Meeting. The transfer books and register of members of the Company will be closed for the purpose of determining entitlement to attend and vote at the Annual General Meeting, from 9 May 2019 to 15 May 2019, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 8 May 2019.

The transfer books and register of members of the Company will also be closed for the purpose of determining entitlement to the final dividend on 27 May 2019, during which period no transfer of Shares can be registered. In order to be entitled to the payment of final dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 24 May 2019.

### NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 17 to 22 of this circular is the Notice containing, inter alia, ordinary resolutions which will be proposed to Shareholders to consider and approve i) the grant to the Directors of the General Mandate, the Repurchase Mandate and the Extension Mandate; and ii) the re-election of the retiring Directors.

### FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed. Such form of proxy is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the Annual General Meeting (i.e. by 10:00 a.m. on 13 May 2019, Hong Kong time) or any adjournment thereof.

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## LETTER FROM THE BOARD

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Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the Annual General Meeting or any adjournment thereof should they so wish and in such event, the form of proxy shall be deemed to be revoked.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66(1) of the Articles of Association, any resolution put to the vote of the Shareholders at the Annual General Meeting must be decided by poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the Notice will be decided by way of poll.

On a poll, every Shareholder present in person or by proxy or in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the General Mandate, the Repurchase Mandate and the Extension Mandate and approving the re-election of the retiring Directors are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully

By order of the Board

**Golden Throat Holdings Group Company Limited**

**JIANG Peizhen**

*Chairman*

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## APPENDIX I     DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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*The following are the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting.*

As at the Latest Practicable Date, each of the following Directors, save as disclosed herein, did not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

None of the Directors who is proposed for re-election at the Annual General Meeting has or is proposed to entered into any service contract that is not terminable by the Company within one year without payment of compensation (other than statutory compensation).

If re-elected, each of the Directors will be appointed until their retirement by rotation in accordance with the Articles of Association and the Listing Rules, unless the appointment was terminated prior thereto.

Save as disclosed herein, none of the Directors have received any other emoluments (including any bonus payments, whether fixed or discretionary in nature) for the year ended 31 December 2018. The emolument of the directors to be re-elected for the year ending 31 December 2019 will be determined by the Board with reference to their duties and responsibilities in the Company.

Save as disclosed herein, none of the following Directors holds any position with the Company or any other members of the Group, nor has any directorships in other listed public companies in the last three years.

Save as disclosed herein, none of the following Directors has any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed herein, there is no other matter in relation to the re-election of the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

### **DIRECTOR PROPOSED TO BE RE-ELECTED**

#### **Non-executive Director**

**Ms. JIANG Peizhen (江佩珍)**, aged 73, is the Chairman of the Board and a non-executive Director. Ms. JIANG was appointed as a Director on 10 February 2015 and is primarily responsible for formulating the overall development strategies and business plan of the Group. Ms. JIANG is also a director of Golden Throat Company and Golden Throat Medical. From 1956 to 1998, Ms. JIANG had been working as a staff worker, workshop director, vice president, president and party secretary of Liuzhou No. 2 Sweet Factory (柳州市糖果二廠). Ms. JIANG obtained a Diploma degree in journalism from Beijing Humanities University (北京人文大學) in Beijing, China in May 1987 and a Pharmaceutical Diploma from Guangxi School of Chinese Medicine (廣西中醫學院) (now known as Guangxi University of Chinese Medicine (廣西中醫藥大學)) in Nanning, Guangxi Zhuang Autonomous Region, China, in January 2001. Ms. JIANG obtained the qualification certificate of senior economist conferred by the Bureau of Scientific and Technological Personnel, Guangxi Zhuang Autonomous Region (廣西壯族自治區科技幹部局) in 1992.

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## APPENDIX I     DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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Ms. JIANG is the mother of Mr. ZENG Yong.

As at the Latest Practicable Date, Ms. JIANG was deemed to be interested in 58,937,400 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Ms. JIANG has entered into a service contract with the Company for a term of 3 years commencing from February 2018, which may be terminated in accordance with the terms of the appointment letter. For the year ended 31 December 2018, Ms. JIANG received a total remuneration of RMB4,521,000.

### Executive Directors

**Mr. ZENG Yong (曾勇)**, aged 45, is the Vice Chairman of the Board and an executive Director and General Manager. Mr. ZENG was appointed as a Director on 10 February 2015 and is primarily responsible for overseeing the management and strategic development of the Group. Mr. ZENG is also a director of Golden Throat Company and Golden Throat Pharmaceutical. Mr. ZENG joined Golden Throat Company in March 1995 and has gained over 18 years of experience in sales management. Prior to joining the Group, Mr. ZENG worked at the International Affairs Department of the Bank of Communications Guangxi Liuzhou Branch (交通銀行廣西柳州分行) from August 1994 to September 1995. From October 1995 to September 1998, Mr. ZENG also worked at the Advertising Department of the Guangxi Liuzhou Cable TV Network (廣西柳州市有線電視台). Mr. ZENG obtained a Diploma's degree in English from Guangxi Teachers Education University (廣西師範學院) in Nanning, Guangxi Zhuang Autonomous Region, China in June 1994.

Mr. ZENG is the son of MS. JIANG Peizhen.

As at the Latest Practicable Date, Mr. ZENG was deemed to be interested in 516,013,700 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. ZENG has entered into a service contract with the Company for a term of 3 years commencing from February 2018, which may be terminated in accordance with the terms of the appointment letter. For the year ended 31 December 2018, Mr. ZENG received a total remuneration of RMB2,776,000.

**Mr. HUANG Jianping (黃建平)**, aged 56, is an executive Director, the Deputy General Manager and President of Labour Union. Mr. HUANG was appointed as a Director on 10 February 2015 and is primarily responsible for providing strategic advice and guidance on the employee union related matter of the Group. Mr. HUANG is also a director of Golden Throat Company and Golden Throat Pharmaceutical. Mr. HUANG joined the Group in August 1985 and has gained over 20 years of experience in pharmaceutical manufacturing. From 1985 to 1998, Mr. HUANG worked as a staff worker, communist party vice secretary and office chief of Liuzhou No. 2 Sweet Factory (柳州市糖果二廠) and Golden Throat Company. He graduated from Guangxi Light Industry Technician College (廣西輕工學校) in sugar refinery in Nanning, Guangxi Zhuang Autonomous Region, China in July 1985. Mr. HUANG obtained the qualification certificate of assistant engineer issued by the Liuzhou Municipal Qualification Reform Office (柳州市職稱工作改革辦公室) in 1994.

As at the Latest Practicable Date, Mr. HUANG was deemed to be interested in 17,100,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

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## APPENDIX I     DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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Mr. HUANG has entered into a service contract with the Company for a term of 3 years commencing from February 2018, which may be terminated in accordance with the terms of the appointment letter. For the year ended 31 December 2018, Mr. HUANG received a total remuneration of RMB728,000.

**Mr. ZENG Kexiong (曾克雄)**, aged 54, is an executive Director and Deputy General Manager. Mr. ZENG was appointed as a Director on 10 February 2015 and is primarily responsible for production, technology and quality inspection related matters of the Group. Mr. ZENG is also a director of Golden Throat Company and Golden Throat Pharmaceutical. Mr. ZENG joined the Group in August 1984 and has gained over 20 years of experience in pharmaceutical manufacturing. From 1984 to 1998, Mr. ZENG worked as a staff worker and department chief of Production and Technology Department of Liuzhou No. 2 Sweet Factory (柳州市糖果二廠) and Golden Throat Company. He graduated from Guangxi Light Industry Technician College (廣西輕工學校) in sugar refinery in Nanning, Guangxi Zhuang Autonomous Region, China in July 1984. Mr. ZENG obtained the qualification certificate of engineer conferred by the Liuzhou Municipal Leading Group of Qualification Reform (柳州市職改領導小組) in 1996.

As at the Latest Practicable Date, Mr. ZENG was deemed to be interested in 17,100,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. ZENG has entered into a service contract with the Company for a term of 3 years commencing from February 2018, which may be terminated in accordance with the terms of the appointment letter. For the year ended 31 December 2018, Mr. ZENG received a total remuneration of RMB728,000.

**Mr. LU Xinghong (呂興鴻)**, aged 62, is an executive Director and Deputy General Manager. Mr. LU was appointed as a Director on 10 February 2015 and is primarily responsible for power plants related matters of the Group. Mr. LU is also a director of Golden Throat Company and Golden Throat Pharmaceutical. He joined the Group in October 1988 and has gained over 20 years of experience in pharmaceutical manufacturing. From 1988 to 1998, Mr. LU worked as a staff worker and department chief of Power Plants Department of Liuzhou No. 2 Sweet Factory (柳州市糖果二廠) and Golden Throat Company. He obtained a Bachelor's degree in mechanical maintenance from Guangxi University (廣西大學) in Nanning, Guangxi Zhuang Autonomous Region, China in August 1982. Mr. LU obtained the qualification certificate of senior engineer issued by the Personnel Department of Guangxi Zhuang Autonomous Region (廣西壯族自治區人事廳) in 1996.

As at the Latest Practicable Date, Mr. LU was deemed to be interested in 17,100,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. LU has entered into a service contract with the Company for a term of 3 years commencing from February 2018, which may be terminated in accordance with the terms of the appointment letter. For the year ended 31 December 2018, Mr. LU received a total remuneration of RMB581,000.

**Mr. HE Jinqiang (何錦強)**, aged 49, is an executive Director and Deputy General Manager. Mr. HE was appointed as a Director on 10 February 2015 and is primarily responsible for labour, personnel and warehouse related matters of the Group. Mr. HE is also a director of Golden Throat Company, Golden Throat Health Food and Golden Throat Pharmaceutical. Mr. HE joined the Group in August 1991 and has gained over 20 years of experience in pharmaceutical manufacturing. From 1991 to 1998, Mr. HE worked as a staff worker of Liuzhou No. 2 Sweet Factory (柳州市糖果二廠) and Golden Throat Company. He

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## APPENDIX I     DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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obtained a Bachelor's degree in food science from Guangxi University (廣西大學) in Nanning, Guangxi Zhuang Autonomous Region, China in July 1991. Mr. HE obtained the qualification certificate of engineer conferred by the Liuzhou Municipal Leading Group of Qualification Reform (柳州市職改領導小組) in 1996.

As at the Latest Practicable Date, Mr. HE was deemed to be interested in 17,100,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. HE has entered into a service contract with the Company for a term of 3 years commencing from February 2018, which may be terminated in accordance with the terms of the appointment letter. For the year ended 31 December 2018, Mr. HE received a total remuneration of RMB727,000.

### **Independent non-executive Directors**

**Mr. LI Hua (李驊)**, aged 48, is an independent non-executive Director. Mr. LI was appointed as a Director on 10 February 2015 and is primarily responsible for supervising and providing independent judgment to the Board. Mr. LI has over 25 years experience in the auditing and accounting in various industries. Since 2005, Mr. LI has been acting as the chairman of Guangxi Tianhua Certified Public Accountants Co., Ltd. (廣西天華會計師事務所有限責任公司). Prior to this, Mr. LI served as the chief account of Guangxi Zhengze Certified Public Accountants (廣西正則會計師事務所) from 1999 to 2004. Mr. LI also concurrently serves as an independent director of Liuzhou Iron & Steel Co., Ltd. (柳州鋼鐵股份有限公司) (Shanghai Stock Exchange, Stock Code: 601003), standing director of The Chinese Institute of Certified Public Accountants (中國註冊會計師協會), standing director of Guangxi Accounting Society (廣西會計學會), vice president of Liuzhou Accounting Society (柳州會計學會) and chairman of professional advisory committee of Guangxi Institute of Certified Public Accountants (廣西註冊會計師協會專業諮詢委員會). Mr. LI is a Chinese certified public accountant recognised by the Certified Accountants Examination Committee of the Ministry of Finance in May 1995, certified public valuer recognised by the Ministry of Finance in April 1997 and certified tax agent jointly recognised by the Ministry of Human Resources and Social Security of the PRC and the SAT in 1999. Mr. LI obtained a Bachelor's degree in accounting from Shanghai University of Finance and Economics (上海財經大學) in Shanghai, China in July 1993.

Mr. LI has renewed the appointment contract with the Company for an initial term of three years commencing from 10 February 2018, which may be terminated in accordance with the terms of the appointment letter. For the year ended 31 December 2018, Mr. LI received a director fee of RMB120,000.

**Mr. ZHU Jierong (朱顏榕)**, aged 70, is an independent non-executive Director. Mr. ZHU was appointed as a Director on 10 February 2015 and is primarily responsible for supervising and providing independent judgment to the Board. Mr. ZHU has over 20 years experience in engineering and management. From 2002 to 2012, Mr. ZHU has been acting as deputy general manager of Zhejiang Shibao Company Limited (浙江世寶股份有限公司) (Stock Code: 1057) and has been acting as a director thereof from June 2004 to June 2018. Prior to this, Mr. ZHU worked as deputy technical director, deputy chief engineer and the head of Technical Audit Department in automotive steering plant of Zhejiang Wanda Group Corporation (浙江萬達集團) and other entities from 1990 to 2002. Mr. ZHU is a fellow member of the Hong Kong Institute of Directors since October 2014, and obtained the certificates of independent director qualification of listed companies issued by the Shenzhen Stock Exchange in June 2017. Mr. ZHU graduated from

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## APPENDIX I     DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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Management Institute of Automotive Technology (汽車工業管理幹部學院) (now known as Hubei University of Automotive Technology (湖北汽車工業學院)) in Wuhan, Hubei Province, China in August 1987.

Mr. ZHU has renewed the appointment contract with the Company for an initial term of three years commencing from 10 February 2018, which may be terminated in accordance with the terms of the appointment letter. For the year ended 31 December 2018, Mr. ZHU received a director fee of RMB120,000.

**Mr. CHENG Yiqun (程益群)**, aged 49, is an independent non-executive Director. Mr. CHENG was appointed as a Director on 10 February 2015 and is primarily responsible for supervising and providing independent judgment to the Board. Mr. CHENG has over 18 years experience in providing legal services. Mr. CHENG joined Commerce & Finance Law Offices in 2001 and has been a partner since 2009. Mr. CHENG was appointed as a Non-executive Director of Tianli Education International Holdings Limited (天立教育國際控股有限公司) in August 2009. Mr. CHENG is a PRC practising lawyer recognised by the Ministry of Justice of the PRC in August 2009. Mr. CHENG obtained a Bachelor's degree in laws from Wuhan University in Wuhan, Hubei Province, China in July 1997.

Mr. CHENG has renewed the appointment contract with the Company for an initial term of three years commencing from 10 February 2018, which may be terminated in accordance with the terms of the appointment letter. For the year ended 31 December 2018, Mr. CHENG received a director fee of RMB120,000.

*The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.*

## **SHARE CAPITAL**

As at the Latest Practicable Date, the total number of Shares in issue was 739,302,000 Shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 73,930,200 Shares, which represent 10% of the total number of issued Shares, during the period ending on the earliest of i) the conclusion of the next annual general meeting of the Company; or ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws or the Articles of Association; or iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

## **REASONS AND FUNDING OF REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Cayman Companies Law, the Listing Rules and any applicable laws. The Cayman Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Cayman Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares are repurchased in the manner provided for in the Cayman Companies Law.

The Directors would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the Repurchase Mandate was to be exercised in full at the current prevailing market value, it is expected not to have a material adverse impact on the working capital and/or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2018, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.



**GENERAL**

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their close associates, as defined in the Listing Rules, currently intend to sell any Shares to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. ZENG Yong, an executive Director, is deemed to be interested in a total of 516,013,700 Shares under Part XV of the SFO, representing approximately 69.79% of the issued Shares of the Company, of which (i) 41,837,400 Shares, 17,100,000 Shares and 453,025,800 Shares are held through Jin Chen Global Investment Company Limited ("**Jin Chen Global**"), Jin Qing Global Investment Company Limited ("**Jin Qing Global**") and Golden Throat International Holdings Limited respectively, and (ii) Mr. ZENG Yong also owns 4,050,500 Shares directly. Ms. JIANG Peizhen (mother of Mr. ZENG Yong), a non-executive Director and Chairman of the Board, is deemed to be interested in a total of 58,937,400 Shares under Part XV of the SFO through Jin Chen Global and Jin Qing Global, representing approximately 7.97% of the issued Shares of the Company.

In the event that the Directors should exercise in full the Repurchase Mandate, the shareholding of Mr. ZENG Yong in the Company will be increased to approximately 77.55% of the issued Shares of the Company. To the best knowledge and belief of the Directors, such increase would not give rise to any obligation to make a mandatory offer under the Takeovers Code.

The Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

**SHARE REPURCHASES MADE BY THE COMPANY**

No repurchase of Shares (whether on the Stock Exchange or otherwise) have been made by the Company in the six months preceding the Latest Practicable Date.

**SHARE PRICES**

The highest and lowest traded prices for Shares recorded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

| <b>Month</b>                              | <b>Highest<br/>traded prices<br/><i>HK\$</i></b> | <b>Lowest<br/>traded prices<br/><i>HK\$</i></b> |
|---|--|---|
| <b>2018</b>                               |  |   |
| April                                     | 1.86   | 1.64  |
| May                                       | 1.75   | 1.50  |
| June                                      | 1.72   | 1.43  |
| July                                      | 1.53   | 1.30  |
| August                                    | 1.51   | 1.12  |
| September                                 | 1.24   | 0.97  |
| October                                   | 1.04   | 0.92  |
| November                                  | 1.10   | 0.99  |
| December                                  | 1.31   | 1.00  |
| <b>2019</b>                               |  |   |
| January                                   | 1.40   | 1.14  |
| February                                  | 1.29   | 1.14  |
| March                                     | 1.58   | 1.17  |
| April (up to the Latest Practicable Date) | 1.66   | 1.49  |

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## NOTICE OF ANNUAL GENERAL MEETING

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### GOLDEN THROAT HOLDINGS GROUP COMPANY LIMITED 金嗓子控股集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 06896)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**Annual General Meeting**”) of Golden Throat Holdings Group Company Limited (the “**Company**”) will be held at Room 1, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 15 May 2019 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and of the independent auditor of the Company for the year ended 31 December 2018.
2. To declare a final dividend of HK\$0.12 per share for the year ended 31 December 2018.
3. a. To re-elect the following retiring Directors:
  - i. Ms. JIANG Peizhen
  - ii. Mr. ZENG Yong
  - iii. Mr. HUANG Jianping
  - iv. Mr. ZENG Kexiong
  - v. Mr. LU Xinghong
  - vi. Mr. HE Jinqiang
  - vii. Mr. LI Hua
  - viii. Mr. ZHU Jierong
  - ix. Mr. CHENG Yiqun
- b. To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint Ernst & Young as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. To consider and, if thought fit, to pass (with or without amendments) the following resolutions as ordinary resolutions:

(A) **“That:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, grant, distribute or otherwise deal with additional shares of the Company (the “Shares”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into Shares) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options (including bonds, warrants and debentures exchangeable or convertible into Shares) and rights of exchange or conversion which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) and (ii) above, otherwise than pursuant to:
  - (1) a Rights Issue (as hereinafter defined); or
  - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or
  - (3) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or
  - (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of:

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## NOTICE OF ANNUAL GENERAL MEETING

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(a) 20% of the total number of issued Shares as at the date of passing this resolution; and

(b) (if the Board is so authorized by resolution no. 5(C)) the aggregate number of Shares of the Company repurchased by the Company subsequent to the passing of resolution no. 5(B) (up to a maximum equivalent to 10% of the number of issued Shares of the Company as at the date of passing resolution no. 5(B)),

and the said approval shall be limited accordingly; and

(iv) for the purpose of this resolution:—

(a) **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:—

(1) the conclusion of the next annual general meeting of the Company;

(2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or

(3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(b) **“Rights Issue”** means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares whose names appear on the register of members on a fixed record date in proportion to their holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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(B) **“That:**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws including the Hong Kong Code on Share Buy-back and the Rules Governing the Listing of Securities on the Stock Exchange (the **“Listing Rules”**), be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of Shares, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:–

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:–

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or
- (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- (C) “**That** conditional upon the passing of the resolutions no. 5(A) and 5(B) set out in this notice, the general mandate granted to the Directors pursuant to the ordinary resolution no. 5(A) set out in this notice be and is hereby extended by the addition thereto of such number of Shares repurchased by the Company under the repurchase mandate granted pursuant to ordinary resolution no. 5(B) set out in this notice, provided that such amount of Shares shall not exceed 10% of the total number of issued shares of the Company at the date of passing of the said resolutions.”

By order of the Board  
**Golden Throat Holdings Group Company Limited**  
**JIANG Peizhen**  
*Chairman*

Guangxi, the PRC

10 April 2019

|                               |                                      |                                    |
|-------------------------------|--------------------------------------|------------------------------------|
| <i>Registered office:</i>     | <i>Headquarters and principal</i>    | <i>Principal place of business</i> |
| Cricket Square                | <i>place of business in the PRC:</i> | <i>in Hong Kong:</i>               |
| Hutchins Drive, P.O. Box 2681 | No. 28, Yuejin Road                  | 40th Floor                         |
| Grand Cayman KY1-1111         | Liuzhou                              | Sunlight Tower                     |
| Cayman Islands                | Guangxi Zhuang                       | No. 248 Queen's Road East          |
|                               | Autonomous Region                    | Wanchai, Hong Kong                 |
|                               | China                                |                                    |

*Notes:*

- (i) A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.
- (ii) In the case of joint holders of any Share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the Annual General Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy must be completed, signed and deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. by 10:00 a.m. on 13 May 2019, Hong Kong time) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the Annual General Meeting (or any adjourned meeting thereof) if they so wish.
- (iv) The transfer books and register of members of the Company will be closed from 9 May 2019 to 15 May 2019, both days inclusive, to determine the entitlement of the shareholders to attend and vote at the Annual General Meeting, during which period no Share transfers can be registered. All transfers accompanied by the relevant Share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services

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## NOTICE OF ANNUAL GENERAL MEETING

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Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 8 May 2019. Shareholders whose names appear on the register of members of the Company on 15 May 2019 will be eligible to attend and vote at the Annual General Meeting.

- (v) The transfer books and register of members will also be closed on 27 May 2019 to determine the entitlement of the shareholders to receive final dividend, during which period no Share transfers can be registered. All transfers accompanied by the relevant Share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 24 May 2019.
- (vi) In respect of ordinary resolution no. 3 above, Ms. JIANG Peizhen, Mr. ZENG Yong, Mr. HUANG Jianping, Mr. ZENG Kexiong, Mr. LU Xinghong, Mr. HE Jinqiang, Mr. LI Hua, Mr. ZHU Jierong and Mr. CHENG Yiqun shall retire and being eligible, offered themselves for re-election at the Annual General Meeting. Details of the above retiring directors are set out in Appendix I to the circular of the Company dated 10 April 2019.
- (vii) In respect of ordinary resolution no. 5(B) above, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances where they consider that the repurchase would be in the best interest of the Company and its shareholders. An explanatory statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the general mandate to repurchase shares of the Company, as required by the Listing Rules, is set out in Appendix II to the circular of the Company dated 10 April 2019.
- (viii) All times and dates specified herein refer to Hong Kong local times and dates.