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

(Incorporated under the laws of the Cayman Islands with limited liability of its members)

(Stock Code: 6896)

IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO: FSD 288 OF 2021 (IKJ)

IN THE MATTER OF SECTIONS 14 TO 16 AND 86 OF THE COMPANIES ACT (2021 REVISION)

AND

IN THE MATTER OF GOLDEN THROAT HOLDINGS GROUP COMPANY LIMITED
金嚜子控股集團有限公司

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order dated 25 October 2021 (the “**Order**”) made in the above matter, the Grand Court of the Cayman Islands (the “**Grand Court**”) has directed a meeting (the “**Court Meeting**”) to be convened of the registered holders of ordinary shares of a nominal or

par value of US\$0.000025 each in the issued share capital of Golden Throat Holdings Group Company Limited 金嚟子控股集團有限公司 (the “**Company**”) other than those beneficially owned by the Founder Shareholders, the Rollover Shareholders and the Offeror Concert Parties (which, for the avoidance of doubt, shall include the Founder Scheme Shares and the Rollover Scheme Shares as defined in the Scheme Document, of which this notice forms part) (the “**Disinterested Shareholders**”), for the purpose of considering and, if thought fit, approving (with or without modification), a scheme of arrangement (the “**Scheme**”) proposed to be made between the Company and the Scheme Shareholders (as defined in the Scheme Document). Unless otherwise provided, capitalised terms used in this Notice of Court Meeting have the same meanings as defined in the Scheme.

The Court Meeting will be held at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 30 November 2021 at 10:00 a.m. (**Hong Kong time**) at which place and time all such Scheme Shareholders are invited to attend either in person, by a fully authorised representative (if a corporation) or by proxy.

A copy of the Scheme and a copy of an explanatory memorandum required by Order 102, rule 20 (4)(e) of the Cayman Islands Grand Court Rules 1995 (Revised Edition) explaining, amongst other things, the effect of the Scheme are incorporated in the composite scheme document (the “**Scheme Document**”) of which this notice forms part. A copy of the Scheme Document has been made available on the Company’s website at <http://www.goldenthroat.com/en/>. A copy of the Scheme Document can also be obtained by the Scheme Shareholders from the Hong Kong Share Registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

At the Court Meeting, the following resolution will be proposed:

“THAT the Scheme of Arrangement, a print of which has been submitted to this Court Meeting and, for the purpose of identification, signed by the Chairman of this Court Meeting in its original form with such modifications, additions or conditions as may be approved or imposed by the Cayman Islands Grand Court and as may be agreed by the Company, be and is hereby approved.”

Disinterested Shareholders (as at the Meeting Record Date) are entitled to vote at the Court Meeting (and any adjournments thereof) either by voting in person or by proxy. Voting will be by way of poll. To be approved, the Scheme requires the approval by a majority in number representing 75 per cent in value or more, of the Disinterested Shareholders present and voting, whether in person or by proxy, at the Court Meeting. Such Disinterested Shareholders may vote in person at the Court Meeting or they may appoint a person (who must be an individual), whether a member of the Company or not, to attend and vote in their stead. A Shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her to attend and vote on his/her behalf (subject to and in accordance with the Order). If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A **pink** form of proxy for use at the Court Meeting (or any adjournment thereof) is enclosed with the Scheme Document. The completion and return of the **pink** form of proxy will not preclude a Disinterested

Shareholder from attending and voting in person at the Court Meeting, or any adjournment thereof, if he/she so wishes and in such event, the **pink** form of proxy previously submitted will be revoked by operation of law.

In the case of joint holders of a Scheme Share, any one of such joint holders may vote at the Court Meeting, either in person or by proxy, in respect of the Shares registered in their joint names as if he/she was solely entitled thereto. However, if more than one of such joint holders is present at the Court Meeting in person or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names of the joint holders stand on the register of members of the Company in respect of such joint holding of the Shares.

In the case of a Disinterested Shareholder which is a corporation, the Disinterested Shareholder may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its corporate representative at the Court Meeting and exercise the same powers on behalf of the corporate Disinterested Shareholder as if the corporate Disinterested Shareholder was an individual Disinterested Shareholder of the Company.

It is requested that the **pink** form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, be deposited at the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 10:00 a.m. on Sunday, 28 November 2021, but if the **pink** form of proxy is not so lodged, it may alternatively be handed to the chairman of the Court Meeting at the Court Meeting before the taking of the poll and the chairman of the Court Meeting shall have absolute discretion as to whether or not to accept it.

By the Order, the Grand Court has appointed Mr. Cheng Yiqun, an independent non-executive director of the Company, or failing him any other director of the Company or the secretary of the Company as at the date of the Court Meeting (who is not an Offeror Concert Party, or a connected party thereto), to act as the chairman of the Court Meeting and has directed the chairman of the Court Meeting to report the proceedings of and voting at the Court Meeting to the Grand Court within seven days of the Court Meeting. The results of the Court Meeting will also be made available on the Company's website at <http://www.goldenthroat.com/en/and> and will be the subject of a public announcement to be published on the Stock Exchange.

NOTICE IS FURTHER GIVEN THAT if approved at the Court Meeting, the Scheme will be subject to the subsequent approval and sanction of the Grand Court (the “**Sanction Hearing**”), which is listed to be heard at the Law Courts, George Town, Grand Cayman at 10:00 a.m. on Thursday, 9 December 2021 (Cayman Islands time), or as soon as practicable thereafter as it may be heard. Any Scheme Shareholder is entitled (but not obliged) to attend the Sanction Hearing, through legal counsel, to support or oppose the sanction of the Scheme.

Dated: 29 October 2021

By order of the Grand Court
**GOLDEN THROAT HOLDINGS
GROUP COMPANY LIMITED**
金嚜子控股集團有限公司

Registered Office

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

Principal place of business in Hong Kong

40th Floor
Dah Sing Financial Centre
No.248 Queen’s Road East
Wanchai, Hong Kong

Notes:

1. For the purpose of determining the entitlement of holders of Scheme Shares to attend and vote at the Court Meeting, the register of members of the Company will be closed from Thursday, 25 November 2021 to Tuesday, 30 November 2021, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the right to attend and vote at the Court Meeting, all transfers of shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company’s Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 24 November 2021.
2. Given the ever-evolving COVID-19 pandemic and the importance of safeguarding the health and safety of the Shareholders and attendees of the Court Meeting, the Company will implement precautionary measures at the venue of the Court Meeting which include but are not limited to the following:
 - (i) All Shareholders, proxies and other attendees are subject to a compulsory body temperature check at the entrance of the venue. Any person with a body temperature of over 37.5 degrees Celsius or who has any flu-like symptoms or is otherwise unwell will not be permitted to enter into the venue.
 - (ii) All attending Shareholders, proxies and other attendees are required to submit at the entrance of the venue a completed declaration form (a copy can be downloaded from the Company’s website at <http://www.goldenthroat.com/en/>). Any Shareholder, proxy and other attendee who has travelled to areas outside of Hong Kong at any time in the preceding 14 days of the Court Meeting, or is subject to any compulsory quarantine prescribed by Department of Health of Hong Kong, or has

close contact with confirmed case(s) and/or probable case(s) of COVID-19 patient(s), or lives with or has close contact with any person under home quarantine or self-quarantine in relation to COVID-19, will be denied entry into the venue.

- (iii) All Shareholders, proxies and other attendees are required to clean their hands with alcohol-based hand sanitiser before entering the venue. All participants must wear a surgical mask and observe good personal hygiene throughout the Court Meeting.
- (iv) Appropriate distance and space will be maintained in the seating plan. As the meeting room is of limited capacity, the Company may have other alternative arrangements at the venue as may be necessary.
- (v) The Company will not provide refreshments and will not distribute corporate gifts.
- (vi) If any participant declines to comply with any of the abovementioned measures, the Company reserves the right to deny such person from entering into the venue or to request him/her to leave the venue.
- (vii) The Company shall follow the latest directions under the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation and implement further precautionary measures as and when necessary.

The Company strongly advises the Disinterested Shareholders to appoint the Chairman of the Court Meeting as their proxy to vote on the resolution as an alternative to attending and voting at the Court Meeting in person.

3. All times and dates specified herein refer to Hong Kong local times and dates, unless otherwise stated.

As at the date of this notice, the Board consists of Ms. Jiang Peizhen as non-executive director, Mr. Zeng Yong, Mr. Huang Jianping, Mr. Zeng Kexiong, Mr. Lu Xinghong and Mr. He Jinqiang as executive directors and Mr. Li Hua, Mr. Zhu Jierong and Mr. Cheng Yiqun as independent non-executive directors.