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GOLDEN THROAT HOLDINGS GROUP COMPANY LIMITED **金嚟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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**General Meeting**”) of Golden Throat Holdings Group Company Limited 金嚟子控股集團有限公司 (the “**Company**”) will be held at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 30 November 2021 at 10:30 a.m. (Hong Kong time) (or immediately after the conclusion or adjournment of the Court Meeting), for the purpose of considering and, if thought fit, passing the following resolutions. Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the scheme document of the Company dated 29 October 2021 of which this notice forms part.

SPECIAL RESOLUTION

1. “**THAT**, for the purpose of giving effect to the Scheme, on the Effective Date, any reduction of the issued share capital of the Company by the cancellation and extinguishment of the Scheme Shares be and is hereby approved.”

ORDINARY RESOLUTIONS

2. “**THAT**:
 - (A) subject to and forthwith upon such reduction of capital as referred to in resolution 1 taking effect, the issued share capital of the Company will be increased to its former amount by the issuance at par to Aureli Investments Ltd (the “**Offeror**”), credited as fully paid, of the aggregate number of new shares of the Company (the “**New Shares**”), as is equal to the number of the Scheme Shares cancelled and extinguished;

- (B) the reserve created in the Company's books of account as a result of the capital reduction will be applied in paying up in full at par the new Shares so issued, credited as fully paid, to the Offeror, and the directors of the Company be and are hereby authorised to allot and issue the same accordingly; and
- (C) any one of the directors of the Company be and is hereby authorised to do all acts and things considered by him or her to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation):
- (i) the making of an application to the Stock Exchange for the withdrawal of the listing of the shares of the Company from the Stock Exchange, subject to the Scheme taking effect;
 - (ii) any reduction of the issued share capital of the Company;
 - (iii) the allotment and issuance of the New Shares to the Offeror referred to above; and
 - (iv) the giving, on behalf of the Company, of consent to any modification of, or addition to, the Scheme which the Grand Court may see fit to impose."
3. "THAT, the Rollover Arrangement (a special deal under Rule 25 of the Takeovers Code), the terms thereof and all the transactions contemplated or arising thereunder, be and are hereby approved, confirmed and ratified."

By order of the Board of
Golden Throat Holdings Group Company Limited
金嚟子控股集團有限公司
Ms. Jiang Peizhen
Chairman

Guangxi, the PRC
29 October 2021

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
Dah Sing Financial Centre
No.248 Queen's Road East
Wanchai, Hong Kong

Notes:

1. Only the Disinterested Shareholders (as defined in the Scheme) shall be entitled to vote on the abovementioned resolution 3.
2. Each of the resolutions set out in the above notice will be put to the vote by way of a poll.
3. Any Shareholder entitled to attend and vote at the General Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a Shareholder of the Company. 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. 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.
4. Where there are joint holders of any shares in the Company, any one of such joint holders may vote at the General Meeting, either in person or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the General Meeting, 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 holder(s) and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

A **white** form of proxy for use at the General Meeting (or any adjournment thereof) is enclosed with the Scheme Document. In order to be valid, the **white** 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, must 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 not less than 48 hours before the time appointed for the holding of the General Meeting or any adjournment thereof. The completion and return of the **white** form of proxy shall not preclude a Shareholder from attending and voting in person at the General Meeting or any adjournment thereof and, in such event, the **white** form of proxy will be revoked by operation of law.

5. For the purpose of determining the entitlement of the Shareholders to attend and vote at the General 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 General 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.
6. Given the ever-evolving COVID-19 pandemic and the importance of safeguarding the health and safety of the Shareholders and attendees of the General Meeting, the Company will implement precautionary measures at the venue of the General 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 General 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 General 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 Shareholders to appoint the Chairman of the General Meeting as their proxy to vote on the resolution as an alternative to attending and voting at the General Meeting in person.

7. 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.