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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)**

### **NOTICE OF ANNUAL GENERAL MEETING**

#### **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

In view of the COVID-19 pandemic, certain precautionary measures will be implemented at the Annual General Meeting to safeguard the health and safety of every attendee, including, without limitation:

- Comply with the epidemic prevention policies by the state and local governments
- compulsory body temperature checks and health declarations
- compulsory wearing of a surgical face mask for each attendee
- compulsory hand sanitizing at the entrance of the meeting venue
- no distribution of corporate gift or refreshment

Any person who does not comply with the precautionary measures may be denied entry into the meeting venue. The Company encourages shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

**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 with the combination of a physical meeting at Conference Room 1, 2nd Floor, No. 28 Fengxiang Road, Liuzhou, Guangxi, China and a virtual meeting online on 13 May 2022 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 2021.
2. To declare a final dividend of HK\$0.18 per share for the year ended 31 December 2021.
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. HE Jinqiang
  - vi. Mr. LI Hua
  - vii. Mr. ZHU Jierong
  - viii. 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.
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:
    - (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 to be held by any applicable laws or the articles of association of the Company; 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).”

(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 Code on Share Buy-backs 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 to be held by any applicable laws or the articles of association of the Company; 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.”

(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  
22 April 2022

*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, Fengxiang 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:*

- (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 11 May 2022) 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 10 May 2022 to 13 May 2022, 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 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 6 May 2022. Shareholders whose names appear on the register of members of the Company on 13 May 2022 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 2022 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 26 May 2022.
- (vi) 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 I to the circular of the Company dated 22 April 2022.
- (vii) All times and dates specified herein refer to Hong Kong local times and dates.

- (viii) The Company will conduct a hybrid meeting via online platform, which allows shareholders to participate in the Annual General Meeting online in a convenient and efficient way from anywhere with an internet connection. Shareholders will be able to view the live video broadcast and participate in voting and submit questions in written form to the meeting by visiting the website at [http://meetings.computershare.com/GOT\\_2022AGM](http://meetings.computershare.com/GOT_2022AGM) via smartphones, tablets, or computers. The live broadcast option can also broaden the reach of the Annual General Meeting to shareholders who do not wish to attend physically due to concerns on attending large scale events under the current COVID-19 situation, or for other overseas Shareholders who are unable to attend in person.
- (ix) Although shareholders are welcome to attend the Annual General Meeting in person if they so wish, the Company strongly recommends shareholders to attend the Annual General Meeting via online platform in view of the current COVID-19 situation. For online voting at the Annual General Meeting, shareholders can refer to the enclosed notification letter and the Online Meeting User Guide for details. If you have any queries on the above, please contact the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, via their hotline at (852) 2862 8555 from 9:00 a.m. to 6:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).
- (x) Shareholders who wish to attend the Annual General Meeting and exercise their voting rights can be achieved in one of the following ways:
- (1) attend the Annual General Meeting in person and vote at the meeting venue; or
  - (2) attend the Annual General Meeting via online platform which enables live streaming and interactive platform for Q&A and vote online; or
  - (3) appoint chairman of the Annual General Meeting or other persons as your proxy to vote on your behalf. Your proxy's authority and instruction will be revoked if you attend and vote in person or via online platform at the Annual General Meeting.

Non-registered shareholders who wish to attend and participate in the Annual General Meeting via online platform should liaise with your bank(s), broker(s), custodian(s), nominee(s) or HKSCC Nominees Limited through which your shares are held (collectively, the "Intermediaries") and provide your email addresses to your Intermediaries. Details regarding the arrangements of the Annual General Meeting, including login details to access the online platform and online voting, will be sent by Computershare Hong Kong Investor Services Limited to the email addresses provided by the non-registered shareholders.

For corporate shareholders who wish to attend the Annual General Meeting and vote online, please contact the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at (852) 2862 8555 on or before Tuesday, 10 May 2022 for arrangement.

*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 and Mr. HE Jinqiang as executive Directors, and Mr. LI Hua, Mr. ZHU Jierong and Mr. CHENG Yiqun as independent non-executive Directors.*