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AURELI INVESTMENTS LTD
(Incorporated in the Cayman Islands with limited liability)


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)

JOINT ANNOUNCEMENT EXTENSION OF TIME FOR DESPATCH OF SCHEME DOCUMENT

Financial Adviser to the Offeror



Standard Chartered Bank (Hong Kong) Limited

Independent Financial Adviser to the Independent Board Committee



Reference is made to the joint announcement dated 12 August 2021 jointly issued by Aureli Investments Ltd (the “**Offeror**”) and Golden Throat Holdings Group Company Limited (the “**Company**”) in relation to, among others, the proposal for the take private of the Company by the Offeror by way of a scheme of arrangement under section 86 of the Companies Act (the “**Joint Announcement**”). Unless otherwise defined or the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Joint Announcement.

EXTENSION OF TIME FOR DESPATCH OF SCHEME DOCUMENT

Pursuant to Rule 8.2 of the Takeovers Code, the Scheme Document should normally be despatched to the Shareholders within 21 days of the date of the Joint Announcement, which is on or before 2 September 2021, unless consent is otherwise granted by the Executive to extend the deadline for the despatch of the Scheme Document.

As disclosed in the Joint Announcement, the making of the Proposal and the implementation of the Scheme will only become effective subject to the fulfilment or waiver of (as applicable), among other Conditions, the approval of the Scheme at the Court Meeting. A hearing before the Grand Court is required to give directions for the Court Meeting (“**Directions Hearing**”). As the timetable of the Grand Court is not yet determined and more time is required to: (i) accommodate the Grand Court’s timetable in relation to the Directions Hearing; and (ii) prepare and finalise certain information to be contained in the Scheme Document, including but not limited to the letter from the Independent Financial Adviser, the Company and the Offeror have made an application to the Executive for, and the Executive has granted, a waiver from the strict compliance with the requirement under Rule 8.2 of the Takeovers Code and consent to extend the latest date for the despatch of the Scheme Document to a date no later than 19 October 2021.

A detailed timetable for the Proposal will be set out in the Scheme Document and in the announcement to be jointly issued by the Offeror and the Company upon the despatch of the Scheme Document.

Warning: Shareholders and potential investors should be aware that the Proposal is subject to the Conditions being fulfilled or waived, as applicable, and therefore the Proposal may or may not be implemented and the Scheme may or may not be effective. Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By order of the board of directors of
AURELI INVESTMENTS LTD
Mr. Gilbert Zeng
Director

By order of the Board of
GOLDEN THROAT HOLDINGS GROUP
COMPANY LIMITED
Ms. Jiang Peizhen
Chairman

Hong Kong, 1 September 2021

As at the date of this announcement, the directors of Offeror are Ivo Laurence Philipps, Gilbert Zeng and Taeyub Kim and the directors of HoldCo are Ivo Laurence Philipps, Gilbert Zeng and Taeyub Kim.

The directors of the Offeror and HoldCo jointly and severally accept full responsibility for the accuracy of the information contained in this announcement in relation to the Offeror Group and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the respective directors of the Offeror and HoldCo have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.

As at the date of this announcement, the Board consists of Ms. Jiang as non-executive Director, Mr. Zeng, 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than any information relating to the Offeror Group, the Founder Group, the Affirma Group and the Rollover Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the respective directors of the Offeror, HoldCo, Founder HoldCo, Affirma HoldCo, Augusta GP Pte. Ltd., Affirma Capital Managers Korea Limited, Management HoldCos and the Rollover Parties) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.

As at the date of this announcement, the sole director of Founder HoldCo is Ms. Jiang.

The sole director of Founder HoldCo accepts full responsibility for the accuracy of the information contained in this announcement in relation to the Founder Group and confirms, having made all reasonable enquiries, that to the best of her knowledge, opinions expressed in this announcement by her the director of Founder HoldCo have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.

As at the date of this announcement, the directors of Affirma HoldCo are Ivo Laurence Philipps and Nainesh Jaisingh.

As at the date of this announcement, the directors of Augusta GP Pte. Ltd. are Ivo Laurence Philipps and Nainesh Jaisingh.

As at the date of this announcement, the sole director of Affirma Capital Managers Korea Limited is Taeyub Kim.

The directors of Affirma HoldCo, Augusta GP Pte. Ltd., and Affirma Capital Managers Korea Limited jointly and severally accept full responsibility for the accuracy of the information contained in this announcement in relation to the Affirma Group and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the respective directors of Affirma HoldCo, Augusta GP Pte. Ltd., and Affirma Capital Managers Korea Limited have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.

As at the date of this announcement, the sole director of each of Management HoldCos is Sovereign Directors Limited (as corporate director) and the sole director of the Employee Trustee is Sovereign Trust International Limited (as corporate director). The Employee Trustee is the trustee of the Senior Management Trust. The Founder Trustee and the Employee Trustee are professional corporate trustees accustomed to act in accordance with the wishes of Mr. Zeng (as the settlor of the Founder Trust and the Senior Management Trust) in relation to the conduct and affairs of the Founder Trust and the Senior Management Trust.

Mr. Fang accepts full responsibility for the accuracy of the information contained in this announcement in relation to himself and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement by him have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.

Mr. Zeng (whose wishes the Founder Trustee and the Employee Trustee are accustomed to act) accepts full responsibility for the accuracy of the information contained in this announcement in relation to the Rollover Parties (other than Mr. Fang) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement by the Rollover Parties (other than Mr. Fang) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.