



**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)**

**PINK FORM OF PROXY FOR USE AT THE COURT MEETING TO BE HELD  
ON TUESDAY, 30 NOVEMBER 2021 AT 10:00 A.M. (HONG KONG TIME)  
(OR ANY ADJOURNMENT THEREOF)**

**Pink** form of proxy for use at the court meeting (or any adjournment thereof) (the “**Court Meeting**”) of Disinterested Shareholders of ordinary shares of par value USD0.000025 each (the “**Shares**”) in the share capital of Golden Throat Holdings Group Company Limited 金嚜子控股集團有限公司 (the “**Company**”).

**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

I/We (*Note 1*) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_  
ordinary shares (*Note 2*) of par value USD0.000025 each in the share capital of the Company, **HEREBY APPOINT THE CHAIRMAN OF THE COURT MEETING** (*Note 3*) or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us and on my/our behalf at the Court Meeting convened at the direction of the Grand Court of the Cayman Islands (or at any adjournment thereof) of the Disinterested Shareholders to 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) for the purpose of considering and, if thought fit, approving the scheme of arrangement (the “**Scheme of Arrangement**”) referred to in the notice of the Court Meeting dated 29 October 2021 (the “**Notice of the Court Meeting**”) and at the Court Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme of Arrangement (either with or without modification(s), as my/our proxy may approve) or against the Scheme of Arrangement, as indicated below (*Note 4*), or if no such indication is given, as my/our proxy thinks fit and in respect of any other resolution that may properly come before the Court Meeting and/or any adjournment thereof.

<b>FOR</b> the Scheme of Arrangement ( <i>Notes 4 and 9</i> )	<b>AGAINST</b> the Scheme of Arrangement ( <i>Notes 4 and 9</i> )

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2021

Disinterested Shareholder’s signature (*Note 5*): \_\_\_\_\_

Contact phone number: \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of Shares registered in your name(s) and to which this **pink** form of proxy relates. A Disinterested Shareholder may appoint a proxy in respect of part only of his holding of Shares in the Company (subject to and in accordance with the terms of the Convening Order). If no number is inserted, this **pink** form of proxy will be deemed to relate to all the Shares registered in your name(s).

3. Any Disinterested Shareholder entitled to attend and vote at the Court Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. If any proxy other than the Chairman of the Court Meeting is preferred, strike out the words “THE CHAIRMAN OF THE COURT MEETING or” and insert the name and address of the proxy desired in the space provided. A Disinterested Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his behalf at the Court Meeting (subject to and in accordance with the terms of the Convening Order) provided that 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. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE COURT MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS PINK FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME OF ARRANGEMENT, PLEASE (“✓”) TICK THE BOX MARKED “FOR the Scheme of Arrangement”. IF YOU WISH TO VOTE AGAINST THE SCHEME OF ARRANGEMENT, PLEASE (“✓”) TICK THE BOX MARKED “AGAINST the Scheme of Arrangement”.** Subject to and in accordance with the terms of the Convening Order, you must vote all of the Shares registered in your name (s) either FOR the Scheme of Arrangement or AGAINST the Scheme of Arrangement and you cannot vote some Shares registered in your name (s) FOR the Scheme of Arrangement and some Shares registered in your name (s) AGAINST the Scheme of Arrangement. Subject to and in accordance with the terms of the Convening Order, if more than one proxy form is submitted and the voting instructions require the proxies to vote both FOR and AGAINST the Scheme of Arrangement, the proxy forms will not be accepted. If more than one proxy form is submitted and the voting instructions require the proxies to vote either FOR or AGAINST the Scheme of Arrangement but not both FOR and AGAINST the Scheme of Arrangement, the Chairman shall have absolute discretion as to whether or not to accept the proxy forms. Failure to tick either box will entitle your proxy to cast his vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Court Meeting other than those referred to in the Notice of the Court Meeting or abstain.
5. This **pink** form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the relevant joint holding.
7. To be valid, this **pink** form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be completed, signed and deposited at the Company’s Hong Kong share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time fixed for holding the Court Meeting (i.e. by 10:00 a.m on Sunday, 28 November 2021, Hong Kong time) or any adjournment thereof. If this **pink** form of proxy is not so deposited, it may, however, be handed to the Chairman of the Court Meeting at the Court Meeting before taking of the poll and the Chairman of the Court Meeting should have absolute discretion whether or not to accept it. Completion and delivery of this **pink** form of proxy will not preclude you from attending the Court Meeting and voting in person at the Court Meeting if you so wish, but in the event of your attending the Court Meeting and voting at the Court Meeting after having lodged this **pink** form of proxy, this **pink** form of proxy will be deemed to have been revoked by operation of law.
8. The proxy need not be a member of the Company but must attend the Court Meeting in person to represent you.
9. The full text of the Scheme of Arrangement and a copy of an explanatory memorandum explaining the effect of the Scheme of Arrangement appear in the scheme document of the Company dated 29 October 2021.
10. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the scheme document of the Company dated 29 October 2021.
11. In light of the continuing risks posed by the COVID-19 pandemic, 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.

#### **PERSONAL INFORMATION COLLECTION STATEMENT**

---

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Court Meeting (the ‘**Purposes**’). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at the above address.