



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)

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

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

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 GENERAL MEETING** (*Note 3*) or _____
of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the General Meeting (or at any adjournment thereof) of the Shareholders to 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 purposes of considering and, if thought fit, passing the resolutions set out in the notice dated 29 October 2021 convening the General Meeting (the “**GM Notice**”) and at such General Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as my/our proxy may approve) as hereunder indicated, and 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 General Meeting and/or any adjournment thereof.

	Special Resolution	FOR (<i>Notes 4 and 10</i>)	AGAINST (<i>Notes 4 and 10</i>)
1.	To approve the reduction of the issued share capital of the Company.		
Ordinary Resolutions			
2.	To approve: (A) the increase of the issued share capital of the Company to its former amount; (B) the application of the reserve created in the Company’s books of account as a result of the capital reduction in paying up in full at par the New Shares; and (C) the authorisation of the directors of the Company to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme.		
3.	To approve the Rollover Arrangement (<i>Note 11</i>).		

Dated this _____ day of _____ 2021

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 ordinary shares of par value USD0.000025 each in the share capital of the Company (the “**Shares**”) registered in your name(s) and to which this **white** form of proxy relates. If no number is inserted, this **white** form of proxy will be deemed to relate to all of such Shares registered in your name(s).
3. Any Shareholder entitled to attend and vote at the General 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 General Meeting is preferred, please strike out the words “THE CHAIRMAN OF THE GENERAL MEETING or” and insert the name and address of the proxy desired in the space provided. A 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 General Meeting 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 GENERAL MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS WHITE FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SPECIAL/ORDINARY RESOLUTIONS, PLEASE (“✓”) TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE SPECIAL/ORDINARY RESOLUTIONS, PLEASE (“✓”) TICK THE BOX MARKED “AGAINST”.** Failure to tick either box in relation to the Special Resolution and the Ordinary Resolutions 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 General Meeting other than that referred to in the GM Notice or abstain. **IF YOU WISH TO VOTE SOME OF YOUR SHARES FOR THE SPECIAL/ORDINARY RESOLUTION(S) AND SOME OF YOUR SHARES AGAINST THE SPECIAL/ORDINARY RESOLUTION(S), PLEASE INSERT IN THE RELEVANT BOX MARKED “FOR” THE NUMBER OF SHARES TO BE VOTED FOR THE SPECIAL/ORDINARY RESOLUTION(S), AS APPLICABLE, AND PLEASE INSERT IN THE RELEVANT BOX MARKED “AGAINST” THE RELEVANT NUMBER OF SHARES TO BE VOTED AGAINST THE SPECIAL/ORDINARY RESOLUTION(S), AS APPLICABLE.**
5. This **white** 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. The resolutions set out above will be determined by way of poll at the Extraordinary General Meeting. Every member of the Company present in person (or being a corporate, is present by its duly authorised representative), or by proxy shall have one vote for every fully paid Share of which he or she is a holder.
8. To be valid, this **white** form of proxy together with any 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 appointed for holding the General Meeting (i.e. by 10:30 a.m on Sunday, 28 November 2021, Hong Kong time) or any adjournment thereof and in default, this **white** form of proxy shall not be treated as valid. Completion and delivery of this **white** form of proxy will not preclude you from attending the General Meeting and voting in person at the General Meeting if you so wish, but in the event of your attending the General Meeting and voting at the General Meeting after having lodged this **white** form of proxy, this **white** form of proxy will be deemed to have been revoked by operation of law.
9. The proxy need not be a member of the Company but must attend the General Meeting in person to represent you.
10. The full text of the resolutions appears in the GM Notice.
11. Only the Disinterested Shareholders shall be entitled to vote on the Rollover Arrangement.
12. 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.
13. In light of the continuing risks posed by the COVID-19 pandemic, 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.

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 General 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.