



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: 06896)

FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING

I/We (Name) _____ (Block capitals, please)

of (Address) _____

being the holder(s) of _____ (see Note 1) shares of US\$0.000025 each in the capital of Golden Throat Holdings Group Company Limited (the "Company") hereby appoint (Name) _____

of (Address) _____

or failing him/her (Name) _____

of (Address) _____

or failing him/her, the chairman of the annual general meeting (see Note 2) as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at 9/F, The Center, 99 Queen's Road Central, Central, Hong Kong on Wednesday, 14 June 2023 at 10:30 a.m. (the "Annual General Meeting"), and at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modification, the resolutions as set out in the notice of the Annual General Meeting and to vote on any matters properly put to the Annual General Meeting in such manner as he/she thinks fit (see Note 3).

Ordinary Resolutions (see Note 3)		For (see Note 3)	Against (see Note 3)
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 and of the independent auditor of the Company for the year ended 31 December 2022.		
2.	To declare a final dividend of HK\$0.36 per share for the year ended 31 December 2022.		
3.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
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 of directors of the Company to fix its remuneration.		
5.	(A) To grant a general mandate to the directors of the Company to allot, issue, grant, distribute or otherwise deal with additional shares not exceeding 20% of the total number of issued shares of the Company.		
	(B) To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the total number of issued shares of the Company.		
	(C) To extend the authority given to the directors of the Company pursuant to ordinary resolution no. 5(A) to issue additional shares by adding the number of shares repurchased under ordinary resolution no. 5(B).		
Special Resolution (see Note 3)		For (see Note 3)	Against (see Note 3)
6.	To consider and approve the proposed amendments to the existing amended and restated memorandum of association and articles of association of the Company as set out in Appendix II of the circular of the Company dated 18 May 2023 and the adoption of second amended and restated memorandum and articles of association of the Company.		

Dated this _____ day of _____, 2023

Signature(s) _____ (see Note 5)

Notes:

1. Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
2. A member may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words “the chairman of the Annual General Meeting”, and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
3. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “Against”.** Failure to tick a box will entitle your proxy to cast your vote or to abstain from voting at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
4. If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
5. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
6. To be valid, this 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 holding the meeting (i.e. by 10:30 a.m. on 12 June 2023, Hong Kong time) 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 above meeting (or any adjourned meeting thereof) if they so wish.
7. A proxy need not be a shareholder of the Company.