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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Golden Throat Holdings Group Company Limited**, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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GOLDEN THROAT HOLDINGS GROUP COMPANY LIMITED **金嗓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)

PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES DECLARATION OF FINAL DIVIDEND PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Golden Throat Holdings Group Company Limited to be held physically at 9/F, The Center, 99 Queen's Road Central, Central, Hong Kong on Wednesday, 5 June 2024 at 10:30 a.m. is set out on pages 12 to 16 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. by 10:30 a.m. on Monday, 3 June 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude any shareholders from attending and voting in person at the annual general meeting or any adjournment thereof should they so wish and in such event, the form of proxy shall be deemed to be revoked.

All times and dates specified herein refer to Hong Kong local times and dates.

14 May 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held physically at 9/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Wednesday, 5 June 2024 at 10:30 a.m. or any adjournment thereof, the Notice of which is set out on pages 12 to 16 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act, Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor
“Company”	Golden Throat Holdings Group Company Limited (金嗓子控股集團有限公司), an exempted company incorporated under the laws of the Cayman Islands on 2 September 2014 with limited liability
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the General Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to allot, issue, grant, distribute and otherwise deal with additional Shares set out as resolution no. 6(A) and extended by resolution no. 6(C) in the Notice
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	10 May 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Board
“Notice”	the notice convening the Annual General Meeting, which is set out on pages 12 to 16 of this circular
“PRC” or “China”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the number of issued Shares as at the date of passing of the resolution no. 6(B) in the Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of US\$0.000025 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers, as amended from time to time
“US\$”	United States dollars, the lawful currency of United States of America
“%”	per cent

LETTER FROM THE BOARD



GOLDEN THROAT HOLDINGS GROUP COMPANY LIMITED

金嗓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)

Executive Directors

Mr. ZENG Yong
Mr. HUANG Jianping
Mr. ZENG Kexiong
Mr. HE Jinqiang

Non-executive Director

Ms. JIANG Peizhen (*Chairman*)

Independent Non-executive Directors

Mr. LI Hua
Mr. ZHU Jierong
Mr. CHENG Yiqun

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

14 May 2024

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES
DECLARATION OF FINAL DIVIDEND
PROPOSED APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide the Shareholders with the Notice and the information of the proposals to be put forward at the Annual General Meeting for, among others, i) the ordinary resolutions on the proposed grant to the Directors of each of the General Mandate, the Repurchase Mandate and the Extension Mandate; ii) the ordinary resolution on the proposed declaration of final dividend; and iii) the ordinary resolution on the proposed appointment of independent non-executive Director.

GENERAL MANDATE TO ISSUE SHARES

In order to ensure greater flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate. An ordinary resolution no. 6(A) will be proposed at the Annual General Meeting to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional Shares up to 20% of the number of issued Shares as at the date of the passing of the resolution in relation to the General Mandate for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution).

As at the Latest Practicable Date, there were 739,302,000 Shares in issue. Subject to the passing of the ordinary resolution no. 6(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 147,860,400 Shares.

In addition, subject to a separate approval of the ordinary resolutions no. 6(B) and no. 6(C), the number of Shares repurchased by the Company under ordinary resolution no. 6(B) will also be added to extend the 20% limit of the General Mandate as mentioned in ordinary resolution no. 6(A) provided that such additional number shall not exceed 10% of the number of issued Shares as at the date of the passing of the resolutions in relation to the General Mandate and Repurchase Mandate.

REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution no. 6(B) will be proposed at the Annual General Meeting to grant the Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase Shares representing up to 10% of the number of issued Shares as at the date of the passing of the resolution in relation to the Repurchase Mandate for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution).

As at the Latest Practicable Date, there were 739,302,000 Shares in issue. Subject to the passing of the ordinary resolution no. 6(B) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 73,930,200 Shares.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

DECLARATION OF FINAL DIVIDEND

As mentioned in the annual results announcement of the Company dated 27 March 2024, the Board recommended the payment of a final dividend of HK\$0.6 per Share for the year ended 31 December 2023 to the Shareholders, which is subject to the approval of the Shareholders at the Annual General Meeting.

The final dividend, if approved by the Shareholders at the Annual General Meeting, is expected to be paid around 26 June 2024 to Shareholders whose names appear on the register of members of the Company on 18 June 2024.

For the purpose of determining entitlement to the final dividend, the transfer books and register of members of the Company will be closed on 18 June 2024, during which day no transfer of Shares will be registered. In order to be entitled to the payment of final dividend, all transfers of Shares 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 17 June 2024.

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 10 May 2024, in relation to the proposed appointment of independent non-executive Director.

Pursuant to paragraph B.2.4(b) of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, where all the independent non-executive Directors of the Company have served more than nine years on the Board, the Company should appoint a new independent non-executive director on the board at the forthcoming annual general meeting.

Mr. LI Hua, Mr. ZHU Jierong and Mr. CHENG Yiqun were appointed as independent non-executive Directors on 10 February 2015. As each of their tenure reached nine years, the Company will appoint an additional independent non-executive Director at the Annual General Meeting. In consideration of the recommendation and approval of the Nomination Committee, Mr. QIN Jiesheng ("**Mr. Qin**") will be proposed at the Annual General Meeting to be appointed as an additional independent non-executive Director with effect from the conclusion of the Annual General Meeting.

Upon approval by the Shareholders of Mr. Qin's appointment at the Annual General Meeting, the Company will enter into a service contract with Mr. Qin for a term of three years, commencing from the date of the Annual General Meeting. Mr. Qin's service as an independent non-executive Director will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the provisions of the Articles of Association of the Company. Mr. Qin will be entitled to receive a director's fee of RMB126,000 per annum which was determined by the Board based on the recommendation of the remuneration committee of the Board with reference to his experience, qualifications, duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions.

In recommending Mr. Qin to stand for election as an independent non-executive Director, the Nomination Committee has considered his professional qualifications, skills, knowledge, experience and the diversity aspects and is of the view that his appointment will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and will contribute to the diversity of the

LETTER FROM THE BOARD

Board appropriate to the requirements of the Company's business. The Nomination Committee has also assessed the independence of Mr. Qin as an independent non-executive Director and was satisfied with his independence with reference to the criteria as set out in Rule 3.13 of the Listing Rules.

Biographical details of Mr. Qin are set out as follows:

Mr. Qin, aged 74, is a senior lawyer with over 40 years of experience in the provision of legal services. Mr. Qin has been a professional lawyer of Liuzhou Law Firm since 1986, the director of Liuzhou Xinhe Law Firm (柳州市信和律師事務所) since 1993 and the deputy director of Guangxi Guanghe Law Firm (廣西廣合律師事務所) since 2005. Mr. Qin served as an independent director of Liuzhou Liangmianzhen Co., Ltd. (柳州兩面針股份有限公司, Shanghai Stock Exchange stock code:600249.SH) from December 2009 to June 2018, and as an independent director of Guangxi Bossco Environmental Protection Technology Co., Ltd. (廣西博世科環保科技股份有限公司)(currently known as Anhui Bossco Environmental Protection Technology Co., Ltd. (安徽博世科環保科技股份有限公司)), Shenzhen Stock Exchange stock code: 300422.SZ) from June 2013 to July 2019.

Mr. Qin graduated from the Chinese Department of Guangxi Minzu University in 1977, and graduated from the School of International Economics and Law of Shanghai Institute of Foreign Trade in 1986.

As at the Latest Practicable Date, Mr. Qin (i) does not have any relationship with any Directors, senior management, substantial shareholders (as defined under the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) does not hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not hold any other positions in the Company or any of its subsidiaries; and (iv) has no interest in shares of the Company within the meaning of Part XV of the SFO.

Mr. Qin has confirmed (a) his independence as regards to each of the factors contained in Rules 3.13(1) to (8) of the Listing Rules; (b) that he had no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (c) that there are no other factors that may affect this independence at the time of his appointment. Save as disclosed above, there are no other matters in connection with the appointment of Mr. Qin that need to be disclosed according to Rules 13.51(2)(h) to (v) of the Listing Rules or to be brought to the attention of the Shareholders.

In this regard, an ordinary resolution for approving the proposed appointment of Mr. Qin as an independent non-executive Director will be submitted to the Annual General Meeting for consideration by Shareholders.

LENGTH OF TENURE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

According to paragraph B.2.4(a) of the Corporate Governance Code contained in Appendix C1 to the Listing Rules, the Company should disclose the length of tenure of each existing independent non-executive Director on a named basis if all of them have served more than nine years on the Board.

The length of tenure of each existing independent non-executive Director who has served the Board for more than nine years is set out below:

LETTER FROM THE BOARD

Name	Date of appointment	Length of tenure
Mr. LI Hua	10 February 2015	Nine years
Mr. ZHU Jierong	10 February 2015	Nine years
Mr. CHENG Yiqun	10 February 2015	Nine years

The Nomination Committee has reviewed and assessed the independence of the aforesaid directors, simultaneously formed the view that Mr. LI Hua, Mr. ZHU Jierong and Mr. CHENG Yiqun met the independence guidelines set out in Rule 3.13 of the Listing Rules, taking into account, among others, their ability to exercise independence of judgment in relation to the Company's affairs by offering or raising independent advices and the annual confirmation of independence to the Company. The Board believes that the long tenure of the independent non-executive Directors does not compromise their independence but instead brings significant positive qualities. The Board is satisfied that Mr. LI Hua, Mr. ZHU Jierong and Mr. CHENG Yiqun, have served on the Board for more than 9 years, remain independent and their character, integrity, ability and experience will continue to effectively fulfill their role as independent non-executive Directors and be of significant benefit to the Company.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 12 to 16 of this circular is the Notice containing, inter alia, ordinary resolutions which will be proposed to Shareholders to consider and approve i) the granting to the Directors of each of the General Mandate, the Repurchase Mandate and the Extension Mandate ; ii) the declaration of final dividend; and iii) the appointment of independent non-executive Director.

Shareholders whose names appear on the register of members of the Company on 5 June 2024 will be eligible to attend and vote at the Annual General Meeting. For the purpose of determining entitlement to attend and vote at the Annual General Meeting, the transfer books and register of members of the Company will be closed from Saturday, 1 June 2024 to Wednesday, 5 June 2024, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfers of Shares 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 Friday, 31 May 2024.

FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to 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, as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the Annual General Meeting (i.e. by 10:30 a.m. on Monday, 3 June 2024) or any adjournment thereof.

Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the Annual General Meeting or any adjournment thereof should they so wish and in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66(1) of the Articles of Association, any resolution put to the vote of the Shareholders at the Annual General Meeting must be decided by poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the Notice will be decided by way of poll.

On a poll, every Shareholder present in person or by proxy or in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the General Mandate, the Repurchase Mandate, the Extension Mandate, the declaration of final dividend and the appointment of independent non-executive Director are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully

By order of the Board

Golden Throat Holdings Group Company Limited

JIANG Peizhen

Chairman

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 739,302,000 Shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 73,930,200 Shares, which represent 10% of the total number of issued Shares, during the period ending on the earliest of i) the conclusion of the next annual general meeting of the Company; or ii) 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; or iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Cayman Companies Act, the Listing Rules and any applicable laws. The Cayman Companies Act provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Cayman Companies Act. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares are repurchased in the manner provided for in the Cayman Companies Act.

The Directors would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the Repurchase Mandate were to be exercised in full at the current prevailing market value, it is expected not to have a material adverse impact on the working capital and/or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2023, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their close associates, as defined in the Listing Rules, currently intend to sell any Shares to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. ZENG Yong, an executive Director, is deemed to be interested in a total of 516,013,700 Shares under Part XV of the SFO, representing approximately 69.79% of the issued Shares of the Company, of which (i) 41,837,400 Shares, 17,100,000 Shares and 453,025,800 Shares are held through Jin Chen Global Investment Company Limited ("**Jin Chen Global**"), Jin Qing Global Investment Company Limited ("**Jin Qing Global**") and Golden Throat International Holdings Limited respectively, and (ii) 4,050,500 Shares are held directly by Mr. ZENG Yong.

In the event that the Directors should exercise in full the Repurchase Mandate, the shareholding of Mr. ZENG Yong in the Company will be increased to approximately 77.55% of the issued Shares of the Company. To the best knowledge and belief of the Directors, such increase would not give rise to any obligation to make a mandatory offer under the Takeovers Code.

Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

The Company confirms that neither this explanatory statement nor the proposed share repurchase has any unusual features.

SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) have been made by the Company in the six months preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

Month	Highest traded prices <i>HK\$</i>	Lowest traded prices <i>HK\$</i>
2023		
May	2.82	2.58
June	2.82	2.44
July	2.78	2.48
August	2.70	2.43
September	2.71	2.51
October	2.70	2.55
November	2.88	2.69
December	3.68	2.71
2024		
January	3.62	3.15
February	4.09	3.23
March	3.98	3.41
April	3.92	3.61
May (up to the Latest Practicable Date)	3.87	3.68

NOTICE OF ANNUAL GENERAL MEETING



GOLDEN THROAT HOLDINGS GROUP COMPANY LIMITED **金嗓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)

NOTICE OF ANNUAL GENERAL MEETING

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 physically at 9/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Wednesday, 5 June 2024 at 10:30 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 2023.
2. To declare a final dividend of HK\$0.6 per share for the year ended 31 December 2023.
3. To appoint Mr. QIN Jiesheng as an independent non-executive Director of the Company.
4. To authorise the board of Directors (the “**Board**”) of the Company to fix the remuneration of the Directors.
5. 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.
6. 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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. 6(C)) the aggregate number of Shares of the Company repurchased by the Company subsequent to the passing of resolution no. 6(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. 6(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;

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- (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

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(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. 6(A) and 6(B) set out in this notice, the general mandate granted to the Directors pursuant to the ordinary resolution no. 6(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. 6(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
14 May 2024

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

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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 10:30 a.m. on Monday, 3 June 2024) 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 and in such event, the form of proxy shall be deemed to be revoked.
- (iv) The transfer books and register of members of the Company will be closed from Saturday, 1 June 2024 to Wednesday, 5 June 2024, 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 Friday, 31 May 2024. Shareholders whose names appear on the register of members of the Company on 5 June 2024 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 18 June 2024 to determine the entitlement of the shareholders to receive final dividend, during which day 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 17 June 2024.
- (vi) In respect of ordinary resolution no. 6(B) above, the Directors 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 14 May 2024.
- (vii) All times and dates specified herein refer to Hong Kong local times and dates.

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.