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China Boton Group Company Limited
中國波頓集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3318)

WAIVER UNDER RULE 14A.37
OF THE LISTING RULES
AND
DELAY IN DESPATCH OF CIRCULAR

Reference is made to the announcement of the Company dated 31 May 2023 (the “**Announcement**”). Unless the context otherwise stated, capitalised terms used in this announcement have the same meanings as those defined in the Announcement.

WAIVER UNDER RULE 14A.37 OF THE LISTING RULES

As disclosed in the Announcement, the Disposal constituted a discloseable and connected transaction of the Company and is subject to reporting, announcement, circular and Independent Shareholders’ approval requirements under Chapter 14 and 14A of the Listing Rules. An EGM will be convened for the Independent Shareholders to consider and, if thought fit, to approve by way of poll, among other matters, the Disposal Agreement and the transactions contemplated thereunder.

The Company has made an application to the Stock Exchange for a waiver from the requirement for the Company to convene a general meeting under Rule 14A.37 of the Listing Rules (the “**Rule 14A.37 Waiver**”) on the basis that (i) to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholder had a material interest in the Disposal who would be required to abstain from voting if the general meeting of the Company was convened to approve the Disposal; and (ii) written approval by a closely allied group of Shareholders, namely Mr. Wang Ming Fan (“**Mr. Wang**”) and Creative China Limited (“**Creative China**”), had been obtained by the Company in respect of the Disposal in lieu of convening a general meeting. Mr. Wang is the controlling shareholder of Creative China holding approximately 41.2% in Creative China. As at the date of this announcement, Creative China is interested in 348,320,509 Shares (representing approximately 32.2% of the issued share capital of the Company) whereas Mr. Wang is personally interested in 336,555,052 Shares (representing approximately 31.1% of the issued share capital of the Company). Hence, Mr. Wang and Creative China together hold 684,875,561 Shares (representing approximately 63.3% of the issued share capital of the Company) and have the right to attend and vote at the Company’s general meetings.

On 21 June 2023, the Rule 14A.37 Waiver has been granted by the Stock Exchange. Therefore, no EGM will be convened for the purposes of considering and approving the Disposal.

DELAY IN DESPATCH OF CIRCULAR

As disclosed in the Announcement, a circular containing, inter alia, (a) further information about the Disposal; (b) the recommendation from the Independent Board Committee in relation to the Disposal; (c) the advice of an independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Disposal (the “**Circular**”) will be despatched to the Shareholders on or before 21 June 2023.

As additional time is required for the Company finalise the contents of the Circular and to arrange for bulk printing of the Circular, the Company had made an application to the Stock Exchange for a waiver from strict compliance with the requirements set out in Rule 14A.46(2) of the Listing Rules (“**Rule 14A.46(2) Waiver**”). The Board is pleased to announce that on 21 June 2023, the Stock Exchange has granted the Rule 14A.46(2) Waiver to the Company. It is expected that the Circular will be despatched to the Shareholders on or before 10 July 2023.

By order of the Board
China Boton Group Company Limited
WANG Ming Fan
Chairman

Hong Kong, 21 June 2023

As at the date of this announcement, the executive directors are Mr. Wang Ming Fan, Mr. Li Qing Long and Mr. Yang Ying Chun. The independent non-executive directors are Mr. Ng Kwun Wan, Mr. Leung Wai Man, Roger, Mr. Zhou Xiao Xiong and Mr. Yau How Boa.