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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of the shareholders (the “**EGM**”) of China Boton Group Company Limited (the “**Company**”) will be held at Conference Room, ANPA Financial Services Group Limited, Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Central, Hong Kong on 11 December 2023, Monday at 3:00 pm to consider and, if thought fit, to pass with or without modifications the following ordinary resolutions:

ORDINARY RESOLUTIONS

(1) “**THAT:**

subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval of the listing of, and permission to deal in, on the Stock Exchange (among others) the shares of the Company which may be granted, allotted and issued from time to time under the share award scheme of the Company (the terms of which are contained in the document produced to the meeting marked “A” for identification purposes) (the “**Share Award Scheme**”), the Share Award Scheme be and is hereby approved and adopted; and any director of the Company or his/her delegate(s) be and are hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Award Scheme, including but without limitation:

- (i) to administer the Share Award Scheme under which award shares will be granted to the Eligible Participants eligible under the Share Award Scheme to subscribe for Shares, including but not limited to determining and granting the award shares in accordance with the terms of the Share Award Scheme;
- (ii) to modify and/or amend the Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Award Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Listing Rules;
- (iii) to grant award shares under the Share Award Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued in respect of the award shares to be granted under the Share Award Scheme and subject to the Listing Rules and the laws in Cayman Islands;

- (iv) to make application at appropriate time or times to the Hong Kong Stock Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued in respect of the award shares to be granted under the Share Award Scheme and subject to the Listing Rules and the laws in Cayman Islands; and
 - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Share Award Scheme and subject to the Listing Rules and the laws in Cayman Islands.”
- (2) **“THAT:**
- (a) subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, on the Stock Exchange (among others) the shares of the Company which may be allotted and issued upon the exercise of the options granted from time to time under the new share option scheme of the Company (the terms of which are contained in the document produced to the meeting marked “B” for identification purposes) (the **“New Share Option Scheme”**), the New Share Option Scheme be and is hereby approved and adopted, and the board of directors of the Company (or its duly authorised committee, officer(s) or delegate(s) pursuant to the terms of the New Share Option Scheme) be and is/are hereby authorised for and on behalf of the Company to do any and all such acts and things and to enter into, execute and deliver (and affix the Company’s common seal to, if necessary) any and all such transactions, arrangements, deeds, agreements and documents as he/they may in his/their absolute discretion consider necessary or expedient in connection with or for the purposes of the New Share Option Scheme and/or any of the matters contemplated thereby, including without limitation:
 - (i) to administer and operate the New Share Option Scheme under which options will be granted to participants eligible under the New Share Option Scheme to subscribe for shares in the Company;
 - (ii) to modify and/or amend the New Share Option Scheme from time to time, provided that such modification and/or amendment is/are effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment;
 - (iii) to allot and issue from time to time such number of shares in the Company as may be required to be allotted and issued pursuant to the exercise of the options granted from time to time under the New Share Option Scheme and subject to the Rules Governing the Listing of Securities on the Stock Exchange;

- (iv) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, on the Stock Exchange (among others) any shares in the Company which may from time to time be allotted and issued pursuant to the exercise of the options granted from time to time under the New Share Option Scheme, and where any such application has been made prior to the date of passing this resolution, the same be and is hereby approved, confirmed and ratified in all respects;
 - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme; and
 - (vi) in addition and without prejudice to the foregoing, any one director of the Company, or any two directors of the Company if affixation of the Company's common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to enter into, execute and deliver (and affix the Company's common seal to, if necessary) any and all such transactions, arrangements, deeds, agreements and documents as he/they may in his/their absolute discretion consider necessary or expedient involving any and all service providers engaged by or on behalf of the Company from time to time in connection with or for the purposes of the implementation, administration and operation of the New Share Option Scheme.
- (b) subject to and conditional upon the matters set out in number (2)(a) above, the existing share option scheme adopted by the Company's then shareholders on 8 May 2015 (the "**Existing Share Option Scheme**") be and is hereby terminated upon which the Existing Share Option Scheme shall cease to have any further force with effect from the date on which the New Share Option Scheme becomes unconditional and effective, except that the Existing Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of the options granted under the Existing Share Option Scheme prior to its termination, its termination and ancillary matters or otherwise to the extent as may be required in accordance with the terms of the Existing Share Option Scheme."

(3) **“THAT:**

- (a) the limit on the total number of Shares which may be issued in respect of all options and awards to be granted under the Share Award Scheme, the New Share Option Scheme and any other share schemes of the Group being 10% (or such other percentage which may be specified by the Hong Kong Stock Exchange from time to time) of the total number of Shares in issue as at the date of passing this resolution (the "**Scheme Mandate Limit**") be and is hereby approved; and

- (b) conditional upon the Share Award Scheme and the New Share Option Scheme being approved and adopted and within the Scheme Mandate Limit, the limit on the total number of Shares which may be issued in respect of all options and awards to be granted to the Service Providers (as defined in the Share Award Scheme and the New Share Option Scheme) under the Share Award Scheme, the New Share Option Scheme and any other share schemes of the Group being 3% of the Shares in issue as at the date of passing this resolution be and is hereby approved.”

By Order of the Board
China Boton Group Company Limited
Wang Ming Fan
Chairman

Hong Kong, 23 November 2023

Registered Office:

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Cayman Islands

*Head Office and Principal Place
of Business in Hong Kong:*

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368 Kwun Tong Road
Kowloon
Hong Kong

Notes:

- (a) The register of members of the Company will be closed from 6 December 2023 to 11 December 2023, both dates inclusive, during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the Extraordinary General Meeting, all transfers of Shares accompanied by the relevant share certificates and properly completed and signed transfer forms must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4: 30 p.m. on 5 December 2023.
- (b) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is appointed.
- (c) Form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding of the Extraordinary General Meeting or any adjourned meeting.
- (d) With reference to resolution above proposing the adoption of the Share Award Scheme at the EGM, summaries of the principal terms of the Share Award Scheme are set out in Appendix I to the circular dated 23 November 2023.
- (e) With reference to resolution above proposing the adoption of the New Share Option Scheme at the EGM, summaries of the principal terms of the New Share Option Scheme are set out in Appendix II to the circular dated 23 November 2023.
- (f) The ordinary resolutions set out above will be determined by way of poll.

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.