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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Boton Group Company Limited 中國波頓集團有限公司, you should at once hand this circular with the accompanying proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

A notice dated 19 April 2024 convening the annual general meeting of China Boton Group Company Limited 中國波頓集團有限公司 to 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 24 May 2024 at 3:30 p.m. is set out in this circular. A form of proxy for use at the annual general meeting is enclosed in this circular. 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 meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time fixed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the annual general meeting or any adjourned meeting if you so wish.

19 April 2024

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to 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 24 May 2024 at 3:30 p.m.
“Articles”	the second amended and restated articles of association of the Company adopted on 19 May 2023 as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“close associates”	has the meaning ascribed to it under the Listing Rules
“Company”	China Boton Group Company Limited 中國波頓集團有限公司, an exempted company incorporated in the Cayman Islands with limited liability with its securities listed on the Stock Exchange
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“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 any Shares repurchased under the Repurchase Mandate will be added to the total number of the Shares which may be allotted and issued under the Share Issue Mandate
“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 PRC
“Latest Practicable Date”	12 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which shall, for the purposes of this circular, exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase the Shares on the Stock Exchange up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares of HK\$0.10 each in the share capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and otherwise deal with the Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“Shareholder(s)”	holder(s) of the Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Wang Ming Fan

(Chairman & Chief Executive Officer)

Mr. Li Qing Long

Mr. Yang Ying Chun

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Non-executive Director:

Ms. Wan Shuk Ching, Candy

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

Flat A-B, 37/F

Boton Technology Innovation Tower

368 Kwun Tong Road

Kowloon

Hong Kong

Independent Non-Executive Directors:

Mr. Leung Wai Man, Roger

Mr. Ng Kwun Wan

Mr. Zhou Xiao Xiong

Mr. Yau How Boa

19 April 2024

To the Shareholders

Dear Sir or Madam,

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of the resolutions to be proposed at the AGM for the approval of, *inter alia*, (a) the Share Issue Mandate; (b) Repurchase Mandate; (c) the Extension Mandate; and (d) the re-election of Directors.

This circular contains the explanatory statement and gives all the information reasonably necessary to enable the Shareholders to make informed decisions on whether to vote for or against the resolutions to be proposed at the AGM.

A notice convening the AGM is set out on page AGM-1 to page AGM-4 of this circular.

LETTER FROM THE BOARD

2. GRANT OF SHARE ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the Share Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of the Shares which may be allotted and issued under the Share Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,080,512,146 Shares. On the basis that no further Shares are repurchased or issued prior to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 108,051,214 Shares and under the Share Issue Mandate to issue a maximum of 216,102,429 Shares, representing 10% and 20% of the issued Shares as at the Latest Practicable Date respectively.

Each of the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the date by which the next annual general meeting is required to be held under the Articles or any applicable laws of the Cayman Islands or the Listings Rules; or (c) when the authority given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Directors wish to state that they have no immediate plans to allot and issue any new Shares.

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement provides you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution in relation to the Repurchase Mandate.

3. PROPOSED RE-ELECTION OF DIRECTORS

As at the date of this circular, the executive Directors are Mr. Wang Ming Fan (“**Mr. Wang**”), Mr. Li Qing Long and Mr. Yang Ying Chun (“**Mr. Yang**”), the non-executive Director (“**NED**”) is Ms. Wan Shuk Ching, Candy (“**Ms. Wan**”) and the independent non-executive Directors (“**INED**”) are Mr. Leung Wai Man, Roger, Mr. Ng Kwun Wan, Mr. Zhou Xiao Xiong (“**Mr. Zhou**”) and Mr. Yau How Boa.

LETTER FROM THE BOARD

Pursuant to Article 86(3) of the Articles, Ms. Wan, who was appointed as a non-executive director of the Company on 29 December 2023, will hold office until the AGM, and who being eligible, offer herself for re-election at the AGM.

Pursuant to Article 87(1) of the Articles, one-third of the Directors shall retire from office by rotation at each annual general meeting. Accordingly, Mr. Wang, Mr Yang and Mr. Zhou will retire at the AGM, and who being eligible, offer themselves for re-election at the AGM.

In addition, pursuant to code provision B.2.3 of Part 2 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules, Mr. Zhou has been serving as an INED for more than 9 years, and his re-election will be subject to a separate resolution to be approved by the Shareholders. Mr. Zhou has confirmed his independence by reference to all factors set out in Rule 3.13 of the Listing Rules.

The Board considers that Mr. Zhou is independent in accordance with the independence guidelines as set out in the Listing Rules notwithstanding the length of his tenure with the Company and will continue to bring valuable business experience, knowledge and professionalism to the Board. The Board is not aware of any circumstances that may influence Mr. Zhou in exercising his independent judgment.

The biographical details of the four Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

4. THE AGM AND PROXY ARRANGEMENT

A notice convening the AGM to 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 24 May 2024 at 3: 30 p.m. is set out on pages AGM-1 to AGM-4 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and, in any event, not less than 48 hours before the time appointed for the holding of the AGM (or any adjournment thereof) to the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

5. VOTING BY WAY OF POLL

In accordance with Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the voting on all resolutions at the AGM will be conducted by way of poll.

LETTER FROM THE BOARD

6. 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 circular misleading.

7. RECOMMENDATION

The Directors consider that all the proposed resolutions in the AGM are in the best interest of the Company and the Shareholders as a whole and, accordingly, recommend all Shareholders to vote in favour of all such resolutions to be proposed at the AGM.

8. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

Yours faithfully,
For and on behalf of the Board
China Boton Group Company Limited
Wang Ming Fan
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Repurchase Mandate for your consideration.

1. LISTING RULES RELATING TO THE REPURCHASES OF SECURITIES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the important of which are summarized below:

(i) Shareholders' approval

All proposed purchase of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by its shareholders by an ordinary resolution, either by way of a general mandate or by a specific approval in relation to a specific transaction.

(ii) Share capital

Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the aggregate nominal amount of its issued share capital at the date of the passing of the proposed resolution granting the Repurchase Mandate.

As at the Latest Practicable Date, the Company has 1,080,512,146 Shares in issue. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the AGM, the exercise of the Repurchase Mandate in full would result in up to 108,051,214 Shares being repurchased by the Company during the period from the date of passing of the relevant resolution to the next annual general meeting of the Company or the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

(iii) Reason for repurchase

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

(iv) Funding of repurchase

Any repurchase by the Company may be made out of the profits of the Company or out of a fresh issue of Shares made for the purpose of the purchase or, subject to the laws of the Cayman Islands, out of its capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the laws of the Cayman Islands, out of its capital.

As compared with the financial position of the Company as at 31 December 2023 (being the date of its latest audited accounts), the Directors consider that there would not be a material adverse impact on the working capital or gearing position of the Company if the Repurchase Mandate is to be exercised in full during the proposed repurchase period.

However, 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 or the gearing level (as compared with the position disclosed in its most recent published audited accounts) which in the opinion of the Directors are from time to time appropriate for the Company.

(v) Connected parties

None of the Directors nor, to the best knowledge of the Directors having made all reasonable enquiries, any of their close associates has any present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

(vi) Undertaking by Directors

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

(vii) Takeovers Code

If as a result of a repurchase of Shares a Shareholder's proportionate interest in the voting rights of the repurchasing company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, 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 of the knowledge and belief of the Directors:

- (a) Creative China Limited, being the controlling Shareholder of the Company, held 348,320,509 Shares representing approximately 32.24% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution, the shareholding interest of Creative China Limited in the Company would be increased to approximately 35.82% of the issued share capital of the Company and such an increase may give rise to an obligation

on the part of Creative China Limited to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in such takeover obligation; and

- (b) Mr. Wang Ming Fan, an executive Director, had a direct interest of 336,555,052 Shares, was deemed by the SFO to be interested in all the 348,320,509 Shares held by Creative China Limited (for reason that Mr. Wang Ming Fan is interested in approximately 41.19% of the issued share capital of Creative China Limited), was deemed by the SFO to be interested in all the 19,318,234 Shares held by Full Ashley Enterprises Limited (for the reason that Mr. Wang Ming Fan is interested in 100% of the issued share capital of Full Ashley Enterprises Limited) and was deemed by the SFO to be interested in all the 25,262,431 Shares held by Ms. Yang Yifan (being spouse of Mr. Wang). As such, each of Mr. Wang Ming Fan and Ms. Yang Yifan had an aggregate interest of 729,456,226 Shares, representing approximately 67.51% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution, the shareholding interest of Mr. Wang Ming Fan and Ms. Yang Yifan in the Company would be increased to approximately 75.01% of the issued share capital of the Company and such an increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

- (c) The Company will not repurchase Shares if that repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the Company's issued share capital.

2. SHARE PURCHASE MADE BY THE COMPANY

No purchase of Shares has been made by the Company during the last six months (whether on the Stock Exchange or otherwise).

3. SHARE PRICES

The highest and lowest prices at which the Shares of the Company have been traded on the Stock Exchange during each of the previous twelve months were as follows:

Month	Highest (HK\$)	Lowest (HK\$)
2023		
April	2.95	2.73
May	2.93	2.26
June	2.32	1.95
July	2.29	1.98
August	2.00	1.45
September	1.55	1.35
October	1.50	1.17
November	1.31	1.15
December	1.32	1.13
2024		
January	1.22	0.81
February	1.02	0.82
March	1.93	0.82
April <i>(Note)</i>	1.69	1.58

Note: Up to the Latest Practicable Date

APPENDIX II PARTICULARS OF DIRECTORS TO BE RE-ELECTED AT THE AGM

Stated below are the biographical details of Directors who will be eligible for re-election at the AGM:

Mr. Wang Ming Fan

Mr. WANG Ming Fan (王明凡) *MH*, aged 57, has been an executive director and chief executive officer of the Company since April 2005, responsible for the daily operation of the Group and has been appointed as the Chairman of the Company since 25 October 2012. Mr. Wang holds directorship in subsidiaries across the Group; in particular, principal subsidiaries of the Company, namely, Shenzhen Boton, Dongguan Boton and Kimree. In addition, Mr. Wang is also the managing director and president of Shenzhen Boton and the chairman of Dongguan Boton.

Mr. Wang has over 30 years of corporate management experience in the flavors and fragrances industry. Mr. Wang first joined the Group in 1996 as a general manager. Prior to joining the Group, he was the deputy general manager of 深圳聯海化工有限公司 (Shenzhen Lianhai Chemical Industrial Co., Ltd.) for approximately 10 years. Mr. Wang was accredited as one of the “Ten Outstanding Young People in the Nanshan District of Shenzhen” by 中共深圳市南山區委員會 (Nanshan District Committee, Shenzhen of China Communist) and 深圳市南山區政府 (Nanshan District Government, Shenzhen) in 2004 and the “Chinese Distinguished Privately Operated Science and Technology Entrepreneur” by 中華全國工商業聯合會 (All-China Federation of Industry & Commerce) and 中國民營科技實業家協會 (Chinese Privately Operated Science and Technology Industrialist Association) in 2004. He was the vice chairman of Shenzhen Federation of Young Entrepreneurs in March 2005 and was accredited as an Outstanding Entrepreneur by Guangdong Food Profession Association. Mr. Wang is a keen supporter of social service and constantly subsidizes and makes contributions to schools, poverty alleviation, charity and donation functions. He is now both a member of the 14th National Committee of Chinese People’s Political Consultative Conference (“CPPCC”) and the 13th CPPCC Guangxi Zhuang Autonomous Region Committee. He also serves as the Chief and Permanent Chairman of Federation of HK Guangxi Community Organizations and the Executive Vice Chairman of Federation of Hong Kong Shenzhen Associations and other important positions in several townsmen associations. Mr. Wang has been awarded the Medal of Honour by the Government of the Hong Kong Special Administrative Region in 2015 for recognition of his social service.

Save as disclosed above, Mr. Wang has not previously held any position with the Company or any of its subsidiaries and has not been a director in any other listed companies in the past 3 years. As at the Latest Practicable Date, Mr. Wang was beneficially interested in 336,555,052 Shares, was deemed by the SFO to be interested in all the 348,320,509 Shares held by Creative China Limited (for the reason that Mr. Wang is interested in approximately 41.19% of the issued share capital of Creative China Limited), all the 19,318,234 Shares held by Full Ashley Enterprises Limited (for the reason that Mr. Wang is interested in the entire issued share capital of Full Ashley Enterprises Limited), all the 25,262,431 Shares held by Ms. Yang Yifan (being spouse of Mr. Wang). As such, Mr. Wang had an aggregate interest of 729,456,226 Shares of the Company (equivalent to approximately 67.51% of the total number of issued Shares), within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

APPENDIX II PARTICULARS OF DIRECTORS TO BE RE-ELECTED AT THE AGM

Mr. Wang has entered into a service contract with the Company for a term of three years commencing from 9 December 2005 which shall continue thereafter until terminated by either party giving not less than 3 months' notice in writing to the other party. Mr. Wang is entitled to an annual salary of RMB1,938,000 which is determined on the basis of his relevant experience, responsibility, workload and time devoted to the Group. In addition, Mr. Wang is entitled to a management bonus by reference to the audited consolidated net profits of the Group after taxation and minority interests but before extraordinary items (the "Net Profits") as the remuneration committee of the Board may, at its absolute discretion, approves provided that the aggregate amount of the management bonuses payable to all executive Directors in respect of any financial year shall not exceed 10% of the Net Profits for the relevant financial year. Mr. Wang is subject to retirement by rotation and re-election in accordance with the Articles.

Mr. Yang Ying Chun

Mr. YANG Ying Chun (楊迎春), aged 49, has been appointed as an executive director and financial controller of the Company on 5 January 2018. Mr. Yang was the financial controller and a vice president of the Group. He is also a director of Shenzhen Boton. He is responsible of the Group's overall financial planning and management.

Mr. Yang holds the postgraduate degrees in accounting and business administration field. He graduated from 天津財經大學 (Tianjin Finance University) and 蘭州大學管理學院 (Lanzhou University). Mr. Yang joined the Group since 2005 and has accumulated over 20 years experience in finance field. Prior to joining the Group, Mr. Yang worked with different companies as finance manager.

Save as disclosed above, Mr. Yang has not previously held any position with the Company or any of its subsidiaries and has not been a director in any other listed company in the past 3 years. He does not have any relationship with any Directors, senior management or substantial Shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Yang does not have any director service agreement with the Company and his appointment is subject to retirement by rotation and re-election in accordance with the provisions of the Articles. He is entitled to an annual salary of RMB1,113,000 which is determined by the Board with reference to his duties and responsibilities in the Company, the Company's performance and the prevailing market situation.

As at the date the Latest Practicable Date, Mr. Yang holds 2,000,000 Shares of the Company, which represent approximately 0.19% of the total number of issued Shares. Save as disclosed in the foregoing, Mr. Yang does not have any interest within the meaning of Part XV of the SFO in any Shares, underlying Shares or debentures of the Company and/or its associated corporation.

Ms. Wan Shuk Ching, Candy

Ms. Wan Shuk Ching (尹淑貞), Candy, aged 51, obtained a bachelor's degree of business (accounting) in Central Queensland University in 2001. She is a CPA Australia Member. Ms. Wan has more than 20 years of working experience in the finance and accounting field and worked in various commercial companies. She had been working in the Company as assistant financial controller since 2007 until December 2018 and had thorough understanding in the business operation and financial background of the Company and its subsidiaries.

Save as disclosed above, Ms. Wan has not previously held any position with the Company or any of its subsidiaries and has not been a director in any other listed company in the past 3 years.

Ms. Wan has entered into an appointment letter with the Company in relation to her appointment as the NED of the Company for a term of two years commencing 29 December 2023 and she will be entitled to a director's fee of HK\$20,000 per month which is determined with reference to her qualification, experience and responsibilities to the Company and the prevailing market situation.

Save as disclosed above and as at the Latest Practicable Date, Ms. Wan does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Zhou Xiao Xiong

Mr. ZHOU Xiao Xiong (周小雄), aged 63, has been an independent non-executive director of the Company since November 2005. Mr. Zhou obtained a bachelor's degree in 經濟信息管理系 (Economic Information Management) from the 中國人民大學 (Renmin University of China) in 1983. Mr. Zhou obtained a master degree in Master of Business Administration from 清華大學 (Tsinghua University) in 2008. Mr. Zhou has worked as senior management in a number of financial institutions in the PRC including 廣東證券有限公司 (Guangdong Securities Company Limited), 中國銀行股份有限公司 (Bank of China Limited), 中山證券有限責任公司 (Zhongshan Securities Company Limited), and 摩根大通期貨有限公司 (J.P. Morgan Futures Company Limited) in the PRC, and has over 40 years of experience in the fields of financial services and investment banking.

Save as disclosed above, Mr. Zhou has not previously held any position with the Company or any of its subsidiaries and has not been a director in any other listed company in the past 3 years.

Mr. Zhou has renewed his 2-year agreement with the Company, commencing from 17 December 2023 and will receive an annual director fee of HK\$150,000. Save and except for the director fee, Mr. Zhou will not be entitled to any other remuneration for holding his office as an independent non-executive director of the Company. He will be subject to retirement by rotation and re-election in accordance with the Articles.

Mr. Zhou, who has served the Company for more than nine years, confirmed that he has satisfied all factors set out in Rule 3.13 of the Listing Rules in assessing his independence. Save as disclosed above, as at the Latest Practicable Date, Mr. Zhou does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

APPENDIX II PARTICULARS OF DIRECTORS TO BE RE-ELECTED AT THE AGM

The Board has assessed and reviewed the annual confirmation of independence of Mr. Zhou based on the criteria set out in Rule 3.13 of the Listing Rules. Taking into account his independent scope of work in the past years, the Board considers that Mr. Zhou remains independent of the Group's management notwithstanding he has served as an independent non-executive Director for more than nine years.

Save as disclosed above, there is no information about any of the retiring Directors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to the aforesaid re-elections that is required to be brought to the attention of the Stock Exchange or the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN THAT the annual general meeting 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 24 May 2024 at 3:30 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31 December 2023.
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. Wang Ming Fan as an executive director of the Company;
 - (b) to re-elect Mr. Yang Ying Chun as an executive director of the Company;
 - (c) to re-elect Ms. Wan Shuk Ching, Candy as a non-executive director of the Company;
 - (d) to re-elect Mr. Zhou Xiao Xiong as an independent non-executive director of the Company; and
 - (e) to authorize the board of directors of the Company to fix the directors’ remuneration.
3. To re-appoint the Company’s auditor and to authorise the board of directors of the Company to fix the remuneration of the auditor.
4. As special business, to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

(A) “**THAT**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

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- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which (including warrants, bonds and debentures convertible into shares of the Company) would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b), otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) an issue of shares pursuant to any share scheme (including share option schemes and share award schemes) adopted by the Company; (iii) an issue of shares upon the exercise of subscription rights attached to the warrants which might be issued by the Company; (iv) an issue of shares in lieu of the whole or part of a dividend pursuant to any scrip dividend scheme or similar arrangement in accordance with the articles of association of the Company; and (v) any adjustment, after the date of grant or issue of any options, rights to subscribe for other securities referred to in (ii) and (iii) above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe for other securities, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the time of passing this resolution; and
- (d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
- (iii) the date of which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares or other securities of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any recognized regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China).”

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(B) “**THAT**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase shares of the Company, subject to and in accordance with all applicable laws and requirements, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares of the Company which may be purchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
 - (iii) the date which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**THAT** conditional upon Resolutions 4(A) and 4(B) set out above being passed, the aggregate nominal amount of the shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution 4(B) above shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Resolution 4(A) above provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution.”

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

Hong Kong, 19 April 2024

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Notes:

1. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the Company's Hong Kong branch share registrar, 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 meeting or the adjourned meeting.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorized.
4. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, then one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holder stand on the register in respect of the relevant joint holding.
6. The enclosed form of proxy must be signed by the appointor or by his attorney authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an office, attorney or other person duly authorized to sign the same.
7. The Register of Members of the Company will be closed from 20 May 2024 to 24 May 2024, both days inclusive, during which period no transfers of shares shall be effected. In order to qualify for attending the forthcoming Annual General Meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 17 May 2024.