

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

CLARIFICATION ANNOUNCEMENT IN RELATION TO THE FORM OF PROXY FOR THE ANNUAL GENERAL MEETING

Reference is made to the form of proxy for the annual general meeting published on 18 April 2023 (the “**Proxy Form**”) by China Boton Group Company Limited (the “**Company**”). The board of directors (the “**Directors**”) of the Company (the “**Board**”) noted that there was a typo error in the numbering of a resolution in the Proxy Form, namely the resolution “4(D) To approve the proposed amendments to the existing amended and restated memorandum and articles of the Company as set out in the Appendix III headed “Proposed Amendments to The Existing Memorandum and Articles of Association” to the circular of the Company dated 18 April 2023 and the adoption of the second amended and restated memorandum and articles of association of the Company with immediate effect after the close of the Meeting” was mistakenly stated as the resolution “5 To approve the proposed amendments to the existing amended and restated memorandum and articles of the Company as set out in the Appendix III headed “Proposed Amendments to The Existing Memorandum and Articles of Association” to the circular of the Company dated 18 April 2023 and the adoption of the second amended and restated memorandum and articles of association of the Company with immediate effect after the close of the Meeting” in the Proxy Form (the “Typo Error”). The Company hereby clarifies the correct numbering of resolutions 4(A) to 4(D) in the Proxy Form as follows.

Current numbering of resolutions 4(A) to 5 in the Proxy Form as follows:

4.	(A) To grant a general mandate to the Company’s directors to allot, issue and otherwise deal with the Company’s shares
	(B) To grant a general mandate to the Company’s directors to repurchase the Company’s shares
	(C) To add the nominal amount of the shares repurchased by the Company to the mandate granted to the Company’s directors under resolution no. 4(A)
SPECIAL RESOLUTION	
5.	To approve the proposed amendments to the existing amended and restated memorandum and articles of the Company as set out in the Appendix III headed “Proposed Amendments to The Existing Memorandum and Articles of Association” to the circular of the Company dated 18 April 2023 and the adoption of the second amended and restated memorandum and articles of association of the Company with immediate effect after the close of the Meeting

Rectification of the Typo Error as follows:

4.	(A) To grant a general mandate to the Company’s directors to allot, issue and otherwise deal with the Company’s shares
	(B) To grant a general mandate to the Company’s directors to repurchase the Company’s shares
	(C) To add the nominal amount of the shares repurchased by the Company to the mandate granted to the Company’s directors under resolution no. 4(A)
	SPECIAL RESOLUTION
5.	<u>(D)</u> To approve the proposed amendments to the existing amended and restated memorandum and articles of the Company as set out in the Appendix III headed “Proposed Amendments to The Existing Memorandum and Articles of Association” to the circular of the Company dated 18 April 2023 and the adoption of the second amended and restated memorandum and articles of association of the Company with immediate effect after the close of the Meeting

Correct numbering of resolutions 4(A) to 4(D) in the Proxy Form as follows:

4.	(A) To grant a general mandate to the Company’s directors to allot, issue and otherwise deal with the Company’s shares
	(B) To grant a general mandate to the Company’s directors to repurchase the Company’s shares
	(C) To add the nominal amount of the shares repurchased by the Company to the mandate granted to the Company’s directors under resolution no. 4(A)
	SPECIAL RESOLUTION
	(D) To approve the proposed amendments to the existing amended and restated memorandum and articles of the Company as set out in the Appendix III headed “Proposed Amendments to The Existing Memorandum and Articles of Association” to the circular of the Company dated 18 April 2023 and the adoption of the second amended and restated memorandum and articles of association of the Company with immediate effect after the close of the Meeting

The proxy forms which have been delivered by the shareholders of the Company will remain valid. For the avoidance of doubt, the proxy forms delivered by the shareholders of the Company, regardless of whether prior to or after the date hereof, shall continue to be valid to the fullest extent applicable, if correctly completed. In the event that the shareholders of the Company voted on the resolution “5” in the Proxy Form, it would be interpreted and recognized as to vote on the resolution “4(D)”. This announcement is supplemental to and shall be read in conjunction with the Proxy Form.

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

Hong Kong, 19 April 2023

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