



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)

**EXTRAORDINARY GENERAL MEETING TO BE HELD ON 11 DECEMBER 2023 OR
AT ANY ADJOURNMENT THEREOF
FORM OF PROXY**

I/We¹ _____ (name)

of _____ (address)

being the registered holder(s) of² _____ shares (the “Shares”) of HK\$0.10 each

in the share capital of China Boton Group Company Limited (中國波頓集團有限公司) (the “Company”), HEREBY

APPOINT THE CHAIRMAN OF THE MEETING³, or _____ (name)

of _____ (address)

(who represents _____ shares held by me/us)² as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting (the “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 11 December 2023 at 3:00 pm (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting (the “Notice”) and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/Our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

	ORDINARY RESOLUTIONS	FOR⁴	AGAINST⁴
1.	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, ordinary shares in the share capital of the Company (the “ Shares ”) which may fall to be allotted and issued pursuant to the awards granted under Share Award Scheme (as defined in the circular of the Company dated 23 November 2023 (the “ Circular ”)), to approve the adoption of the Share Award Scheme, and to authorise the directors of the Company 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, as set out in resolution no. 1 of the Notice		
2	(a) Subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, the Shares which may fall to be allotted and issued pursuant to the exercise of any share options granted under New Share Option Scheme (as defined in the Circular), to approve the adoption of New Share Option Scheme, and to authorise the directors of the Company 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 New Share Option Scheme, as set out in resolution no. 2(a) of the Notice		
	(b) Conditional on resolution no. 2(a) above being passed, to approve the termination of the Existing Share Option Scheme (as defined in the Circular)		
3	(a) To approve the Scheme Mandate Limit (as defined in the Circular)		
	(b) Conditional upon the resolutions no. 1 and no. 2 above being passed, and within the Scheme Mandate Limit (as defined in the Circular), to approve the Service Provider Sublimit (as defined in the Circular)		

Signature⁵: _____

Date: _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT:** If you wish to vote for a resolution, tick in the box marked “For”. If you wish to vote against a resolution, tick in the box marked “Against”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than referred to the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
6. In order to be valid, this form of proxy together with the notarially certified power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged with the branch share registrar of the Company, Tricor Investor Services Limited, 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.
7. In the case of joint holders of shares, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.
10. The full text of the proposed resolution appears in the notice of the Meeting.