



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 2 FEBRUARY 2026 OR  
AT ANY ADJOURNMENT THEREOF  
FORM OF PROXY

I/We<sup>1</sup> \_\_\_\_\_ (name)

of \_\_\_\_\_ (address)

being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ 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 MEETING<sup>3</sup>, or \_\_\_\_\_ (name)

of \_\_\_\_\_ (address)

(who represents \_\_\_\_\_ shares held by me/us)<sup>2</sup> 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 of ProTop Financial Press Limited, Room 908, 9/F, Gloucester Tower, The Landmark, 15 Queen’s Road Central, Hong Kong on 2 February 2026 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 resolution 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 RESOLUTION		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	<b>“THAT:</b> (a) (i) the Land Resumption Agreement dated 7 December 2025 (a copy of which is produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) and entered into between Xili Residential District Office in Nanshan District of Shenzhen* (深圳市南山區西麗街道辦事處) (the “Local Authority”) and Shenzhen Boton Flavor & Fragrances Co., Ltd. (深圳波頓香料有限公司) (“Shenzhen Boton”) and (ii) the Supplemental Agreement dated 24 December 2025 (a copy of which is produced to the Meeting marked “B” and signed by the chairman of the Meeting for the purpose of identification) and entered into between the Local Authority, Shenzhen Boton and Shenzhen Baishuo New City Investment Co., Ltd. (深圳市百碩新城投資有限公司), in relation to, among other things, the resumption of the land located at Le Li Road, Nanshan District, Shenzhen, Guangdong Province, the PRC with an aggregate site area of approximately 64,662.42 sq.m., and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and (b) the Directors be and are hereby authorised for and on behalf of the Company and in its name to execute all such documents, instruments and agreements and do all such acts, matters and things as they may in their absolute discretion consider necessary, desirable or expedient for the purposes of or in connection with implementing, completing and giving effect to the Land Resumption Agreement and the transactions contemplated thereunder and to agree to such variations of the terms of the Land Resumption Agreement as they may in their absolute discretion consider necessary or desirable and all such acts and things the Directors have done, all such documents the Directors have executed, and all such steps the Directors have taken are hereby approved, confirmed and ratified.”		

Signature<sup>5</sup>: \_\_\_\_\_

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 INITIALLED 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 EGM, 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 EGM 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.