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CBK Holdings Limited

國茂控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8428)

**PROPOSED AMENDMENTS TO
THE MEMORANDUM AND ARTICLES OF ASSOCIATION
AND ADOPTION OF THE NEW MEMORANDUM
AND ARTICLES OF ASSOCIATION**

This announcement is made by CBK Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing amended and restated memorandum and articles of association of the Company (“**Existing M&A**”) for the purpose of, among other things, (i) bringing the Existing M&A up to date and in line with the Core Shareholders Protection Standards as set out in Appendix 3 of the GEM Listing Rules; (ii) compliance to new requirements under Corporate Governance Code as set out in Appendix 15 of GEM Listing Rules; (iii) providing flexibility to the Company in relation to the holding of hybrid and electronic meetings; and (iv) reflecting certain updates in relation to the applicable laws of the Cayman Islands and making other housekeeping amendments (collectively, the “**Proposed Amendments**”). The Board also proposes to adopt the second amended and restated memorandum and articles of association of the Company (the “**New M&A**”) in substitution for, and to the exclusion of the Existing M&A.

The Proposed Amendments as well as the proposed adoption of the New M&A are subject to the approval of the Shareholders by way of special resolution at the forthcoming annual general meeting (the “**AGM**”) of the Company to be convened on Friday, 8 September 2023. A circular of the Company containing, among other things, details concerning the Proposed Amendments, the proposed adoption of the New M&A, together with a notice convening the AGM, will be dispatched to the Shareholders on 4 July 2023.

By Order of the Board
CBK Holdings Limited
CHOW Yik

Chairman and Executive Director

Hong Kong, 29 June 2023

As at the date of this announcement, the Board comprises Mr. Chow Yik and Mr. Tsui Wing Tak as executive Directors; and Mr. Chan Kwan Yung, Mr. Chong Alex Tin Yam and Ms. Lau Man Kei as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange 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 announcement 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 announcement misleading.

This announcement will remain on the website of the Stock Exchange at www.hkexnews.hk on the “Latest Listed Company Information” page for at least 7 days from the date of its posting. This announcement will also be published and remains on the website of the Company at www.cbk.com.hk.