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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)**

#### **RESIGNATION OF CHAIRMAN AND EXECUTIVE DIRECTOR, RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, APPOINTMENT OF CHAIRMAN, AND NON-COMPLIANCE OF RULE 5.05(1) AND 5.28 OF THE GEM LISTING RULES**

The Board announces that Mr. Yue Dinglong (“**Mr. Yue**”) has resigned as Chairman and executive Director and Mr. Zhang Yuhao (“**Mr. Zhang**”) has resigned as Independent Non-Executive Director, of the Company, with effect from 10 July 2024.

This announcement is made pursuant to Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”).

#### **RESIGNATION OF CHAIRMAN, EXECUTIVE DIRECTOR AND MEMBERS OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Directors**”) of CBK Holdings Limited (the “**Company**”) announces that Mr. Yue has resigned as the chairman of the Board (“**Chairman**”), an executive Director, and a member of each of the nomination committee (“**Nomination Committee**”), the remuneration committee (the “**Remuneration Committee**”) and the legal compliance committee (the “**Legal Compliance Committee**”) of the Company, with effective from 10 July 2024, due to other business commitment; and

Mr. Yue has confirmed that there is no other disagreement with the Company in any respect and there are no other matters which need to be brought to the attention of the shareholders of the Company and the Stock Exchange in relation to his respective resignation.

## **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND MEMBERS OF BOARD COMMITTEES**

The Board further announces that Mr. Zhang has resigned as an independent non-executive Director, and a member of each of the audit committee (the “**Audit Committee**”), the Nomination Committee, the Remuneration Committee and the Legal Compliance Committee of the Company, with effective from 10 July 2024, due to other business commitment.

Mr. Zhang has confirmed that there is no other disagreement with the Company in any respect and there are no other matters which need to be brought to the attention of the shareholders of the Company and the Stock Exchange in relation to his respective resignation.

### **NON-COMPLIANCE OF RULE 5.05(1) AND 5.28 OF THE GEM LISTING RULES**

The Board noted that, upon the resignation of Mr. Zhang, the Company, having only two independent non-executive Directors, is not in compliance with

- (i) Rule 5.05(1) of the GEM Listing Rules, which stipulates that the Board must include at least three independent non-executive Directors; and
- (ii) Rule 5.28 of the GEM Listing Rules, which stipulates that the Audit Committee must comprise a minimum of three members.

The Board will appoint appropriate persons to fill the vacancies as soon as possible within three months from 10 July 2024, pursuant to Rule 5.06 of the GEM Listing Rules. Further announcement will be made by the Company in relation to such appointment as and when appropriate.

The Board expresses its gratitude to Mr. Yue, and Mr. Zhang for their contribution to the development of the Company during their tenure.

### **APPOINTMENT OF CHAIRMAN**

Mr. Chow Yik (“**Mr. Chow**”), an executive Director, has been appointed as the Chairman, replacing Mr. Yue with effect from 10 July 2024.

After the appointment, Mr. Chow will continue to be responsible for managing the Company. Mr. Chow will continue to serve as a member of the Nomination Committee of the Company, and the chairman of each of Remuneration Committee and Legal Compliance Committee of the Company.

For and on behalf of the Board  
**CBK Holdings Limited**  
**Chow Yik**  
*Chairman and Executive Director*

Hong Kong, 10 July 2024

*As at the date of this announcement, the Board comprises Mr. Chow Yik and Mr. Tsui Wing Tak as executive Directors; and Ms. Lau Man Kei and Mr. Tian Wuchun as independent non-executive Director.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 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](http://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 <https://cbkholdings.etnet.com.hk>. In the case of inconsistency, the English text of this announcement shall prevail over the Chinese text.*