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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)**

**(1) RESIGNATION OF EXECUTIVE DIRECTOR;  
(2) APPOINTMENT OF DIRECTORS;  
(3) CHANGE OF COMPOSITION OF BOARD COMMITTEE;  
AND  
(4) COMPLIANCE WITH RULES 5.05(1) AND 5.28 OF THE GEM  
LISTING RULES**

The Board announced the following changes with effect from 16 September 2024,

- (i) Mr. Tsui Wing Tak has tendered his resignation as an executive Director of the Company;
- (ii) Mr. Tang Chu Ming has been appointed as an executive Director of the Company, and a member of each of the Nomination Committee, the Remuneration Committee and the Legal Compliance Committee;
- (iii) Each of Mr. Wong Ching Wan and Mr. Ding Junchen has been appointed as an independent non-executive Director of the Company, and a member of each of the Audit Committee, the Nomination Committee, the Remuneration Committee and the Legal Compliance Committee respectively; and
- (iv) the Company has complied with rules 5.05(1) and 5.28 of the GEM Listing Rules.

The board (the “**Board**”) of directors (the “**Directors**”) of the CBK Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) would like to announce that,

#### **(1) RESIGNATION OF EXECUTIVE DIRECTOR**

Mr. Tsui Wing Tak (“**Mr. Tsui**”) has tendered his resignation as an executive Director of the Company with effective from 16 September 2024 due to devote more time to his personal commitments.

Mr. Tsui has confirmed that he has no disagreement with the Board and there are no matters which need to be brought to the attention of the shareholders of the Company and the Stock Exchange in relation to his resignation.

The Board expresses its sincere gratitude to Mr. Tsui for his valuable contributions to the Company during his tenure of office.

## (2) APPOINTMENT OF EXECUTIVE DIRECTOR

Mr. Tang Chu Ming (“**Mr. Tang**”) has been appointed as an executive Director of the Company and a member of each of the nomination committee of the Company (the “**Nomination Committee**”), the remuneration committee of the Company (the “**Remuneration Committee**”) and the legal compliance committee of the Company (the “**Legal Compliance Committee**”) with effect from 16 September 2024;

Mr. Tang will enter into a letter of appointment with the Company, which may be terminated by either party giving to the other not less than one-month prior notice in writing. His directorship shall be subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company (“**Articles**”). He will hold office until the first annual general meeting of the Company at which he will subject to re-election in accordance with the Articles. Mr. Tang is entitled to an emolument of HK\$240,000 per annum which was determined by the Board and the Remuneration Committee with reference to the prevailing market conditions, qualifications, duties and responsibilities of Mr. Tang.

Biographical details of Mr. Tang are set out as follows:

Mr. Tang, aged 36, has over 10 years of experience in finance and management. He obtained an associate degree of Business Management from Shenzhen Polytechnic University (formerly known as Shenzhen Polytechnic College\*). After joining the Company, Mr. Tang will be responsible for managing the Company.

Save as disclosed above, as at the date of this announcement, Mr. Tang did not hold any directorship in any listed public companies in the last three years; nor has any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and did not have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which are required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

Save as disclosed above, there is no information relating to the appointment of Mr. Tang as an executive Director that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the Rules Governing the Listing of the Securities on GEM of the Stock Exchange (“**GEM Listing Rules**”) and there is no matter that needs to be brought to the attention of the shareholders and the Stock Exchange.

\* For identification purpose only

### (3) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Each of Mr. Wong Ching Wan (“**Mr. Wong**”) and Mr. Ding Junchen (“**Mr. Ding**”) has been appointed as an independent non-executive Director of the Company, and a member of each of the audit committee of the Company (the “**Audit Committee**”), the Nomination Committee, the Remuneration Committee and the Legal Compliance Committee of the Company, with effect from 16 September 2024 respectively.

Biographical details of independent non-executive Directors are set out as follows:

#### **Mr. Wong Ching Wan**

Mr. Wong, aged 57, has profound experience in audit, internal control, financial control and capital markets. He has acted as director in different listed companies in Hong Kong. Mr. Wong has been an independent non-executive director of Top Standard Corporation, a company listed on the GEM of the Stock Exchange (stock code: 8510) since January 2020. He has been the chief financial officer of Intelligent Living Application Group Inc. (stock code: ILAG) since June 2020. He was a director of Network CN, Inc. (stock code: NWCN), which shares are traded in the USA, from August 2015 to July 2017, and has been its independent director since January 2022. Since June 2022, Mr. Wong has been an independent non-executive director of Prime Intelligence Solutions Group Limited, a company listed on the GEM of the Stock Exchange (stock code: 8379).

Previously, Mr. Wong was an independent non-executive director of Grand Field Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 115) between December 2008 to January 2009. From May 2015 to June 2018, he was an independent non-executive director of Huge China Holdings Limited (currently known as Cocoon Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 428). He served as the company secretary and authorized representative of China Oil Gangran Energy Group Holdings Limited (currently known as Century Energy International Holdings Limited), a company listed on the GEM of the Stock Exchange (stock code: 8132) from December 2015 to October 2016 and from December 2015 to January 2017, respectively. From March 2016 to April 2022, he was an independent non-executive director of On Real International Holdings Limited (currently known as Shanyu Group Holdings Company Limited), a company listed on the GEM of the Stock Exchange (stock code: 8245).

Mr. Wong obtained a Bachelor of Business and Administration from the Chinese University of Hong Kong in May 1989 and a Bachelor of Business from The University of Southern Queensland in April 1992. Mr. Wong is a member of CPA Australia since October 1992, Chartered Professional Accountants of Canada since January 1999, the Hong Kong Institute of Certified Public Accountants since March 1999 and fellow member of The Taxation Institute of Hong Kong since October 2012.

Mr. Wong has entered into an appointment letter with the Company for a term of one year commencing from 16 September 2024 provided that at any time during the term of appointment, either party may terminate the appointment by giving to the other not less than one month’s prior notice in writing. His appointment is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles and the GEM Listing Rules. Pursuant to the appointment letter, he will receive a director’s fee of HK\$120,000 per annum.

Save as disclosed above, as at the date of this announcement, Mr. Wong confirm that he (i) does not hold any other position with the Group and other members of the Group or any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or have any other major appointments and professional qualifications; (ii) does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company (as defined in the GEM Listing Rules); and (iii) does not have any interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Wong has confirmed (a) his independence as regard to each of the factors contained in Rule 5.09 of the GEM Listing Rules; (b) that he had no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the GEM Listing Rules) of the Company; and (c) that there are no other factors that may affect his independence at the time of his appointment. Save as disclosed above, there is no further information relating to Mr. Wong that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter in relation to the appointment of Mr. Wong that needs to be brought to the attention of the shareholders of the Company.

### **Mr. Ding Junchen**

Mr. Ding, aged 54, has over 10 years' experience in operating and managing catering industry and other industries in Mainland China.

Mr. Ding was the general manager of 鯤鵬優選(北京)供應鏈管理有限公司 from August 2015 to August 2024 and is currently the deputy chairman and general secretary of 中華環保聯合會室內環保專業委員會 from August 2020.

Mr. Ding was graduated from Huazhong University of Science and Technology.

Mr. Ding has entered into an appointment letter with the Company for a term of one year commencing from 16 September 2024 provided that at any time during the term of appointment, either party may terminate the appointment by giving to the other not less than one month's prior notice in writing. His appointment is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles and the GEM Listing Rules. Pursuant to the appointment letter, he will receive a director's fee of HK\$120,000 per annum.

Save as disclosed above, as at the date of this announcement, Mr. Ding confirm that he (i) does not hold any other position with the Group and other members of the Group or any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or have any other major appointments and professional qualifications; (ii) does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company (as defined in the GEM Listing Rules); and (iii) does not have any interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Ding has confirmed (a) his independence as regard to each of the factors contained in Rule 5.09 of the GEM Listing Rules; (b) that he had no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the GEM Listing Rules) of the Company; and (c) that there are no other factors that may affect his independence at the time of his appointment. Save as disclosed above, there is no further information relating to Mr. Ding that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter in relation to the appointment of Mr. Ding that needs to be brought to the attention of the shareholders of the Company.

Following the appointment of Mr. Wong and Mr. Ding, the number of independent non-executive Directors and the number of members of the Audit Committee, Remuneration Committee and Nomination Committee meet the requirements under Rules 5.05 and 5.28 of the GEM Listing Rules and the requirements as stipulated in the terms of reference of the respective committees.

**(4) COMPLIANCE WITH THE REQUIREMENTS UNDER RULES 5.05(1) AND 5.28 OF THE GEM LISTING RULES**

Reference is made to the announcement of the Company dated 10 July 2024 in relation to, among others, the resignation of Mr. Zhang Yuhao, the then independent non-executive Director and the Company's non-compliance with, among others, Rule 5.05(1) and 5.28 of the GEM Listing Rules. Pursuant to Rule 5.05(1) of the GEM Listing Rules, every board of directors of an issuer must include at least three independent non-executive directors. Pursuant to Rule 5.28 of the GEM Listing Rules, the number of members of the audit committee of the issuer must comprise a minimum of three members.

The Company shall appoint a sufficient number of independent non-executive directors to meet the minimum number required under Rule 5.05(1) and 5.28 of the GEM Listing Rules within three months after failing to meet the requirement.

As at the date of this announcement, following the appointment of each of Mr. Wong and Mr. Ding as an independent non-executive Director and a member of the Audit Committee, the number of independent non-executive Directors and members of the Audit Committee has, respectively, met the minimum number as required under Rule 5.05(1) and 5.28 of the GEM Listing Rules.

A second supplemental circular containing, among other things, the proposed re-election of directors, together with a second supplemental notice of the general meeting, a supplemental form of proxy, will be despatched to the shareholders of the Company in due course.

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

Hong Kong, 16 September 2024

*As at the date of this announcement, the Board comprises Mr. Chow Yik, Mr. Chung Man Lai and Mr. Tang Chu Ming, as executive Directors; and Mr. Tian Wuchun, Mr. Wong Ching Wan, Mr. Ding Junchen 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](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>.*