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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)

POLL RESULTS AT THE RESCHEDULED ANNUAL GENERAL MEETING; RETIREMENT OF DIRECTOR; CHANGE OF COMPOSITION OF BOARD COMMITTEE; AND NON-COMPLIANCE WITH RULE 17.104 OF THE GEM LISTING RULES

The shareholders of the Company approved all resolutions at the rescheduled AGM held on 30 September 2024 by poll;

Ms. Lau Man Kei has retired by rotation as an independent non-executive director of the Company, a chairman of each of the audit committee and the remuneration committee of the Company and a member of each of nomination committee and legal compliance committee of the Company at the rescheduled AGM;

Mr. Wong Ching Wan, an independent non-executive director of the Company, has been succeeded as chairman of each of the audit committee and the remuneration committee of the Company with effect from 30 September 2024; and

Following the retirement by rotation of Ms. Lau Man Kei as independent non-executive director, the Company will be a single gender board which does not meet the requirement under Rule 17.104 of the GEM Listing Rules. The Board will identify and appoint a suitable female candidate as director of the Company as soon as practicable and not later 31 December 2024 in order to ensure compliance of the Company with the requirement under Rule 17.104 of the GEM Listing Rules.

References are made to (i) the circular and the notice of annual general meeting of CBK Holdings Limited (the “**Company**”) both dated 12 August 2024; (ii) the supplemental circular and the supplemental notice of annual general meeting of the Company both dated 11 September 2024 and (iii) the second supplemental circular and the second supplemental notice of annual general meeting of the Company both dated 23 September 2024 (collectively the “**Circulars and Notices**”) and the announcement of the Company dated 17 September 2024 (the “**Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circulars and Notices and the Announcement.

POLL RESULTS OF THE RESCHEDULED AGM

Details of the poll results of the Resolutions were as follows:

ORDINARY RESOLUTIONS		No. of votes cast and percentage of total number of votes cast (%)	
		FOR	AGAINST
1.	To receive, consider and approve the audited financial statements of the Company and the reports of the directors and auditors of the Company for the year ended 31 March 2024	72,231,605 (100.0000%)	0 (0.0000%)
2.	To re-elect Mr. Tian Wuchun as an independent non-executive director of the Company	64,350,006 (89.0884%)	7,881,599 (10.9116%)
3.	To authorise the board of directors of the Company to fix the directors' remuneration	72,231,605 (100.0000%)	0 (0.0000%)
4.	To re-appoint Forvis Mazars CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix the auditor's remuneration for the ensuing year	72,231,605 (100.0000%)	0 (0.0000%)
5.	To give a general mandate to the directors to issue new shares of the Company not exceeding 20% of the total number of issued shares of the Company	70,721,605 (97.9095%)	1,510,000 (2.0905%)
6.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company	70,721,605 (97.9095%)	1,510,000 (2.0905%)
7.	To extend the general mandate to be given to the directors to allot, issue and deal with additional shares of the Company of a number representing the total number of shares repurchased by the Company	70,721,605 (97.9095%)	1,510,000 (2.0905%)
8.	To re-elect Mr. Chung Man Lai as an executive director of the Company	64,350,006 (89.0884%)	7,881,599 (10.9116%)
9.	To re-elect Mr. Tang Chu Ming as an executive director of the Company	64,350,006 (89.0884%)	7,881,599 (10.9116%)
10.	To re-elect Mr. Wong Ching Wan as an independent non-executive director of the Company	64,350,006 (89.0884%)	7,881,599 (10.9116%)
11.	To re-elect Mr. Ding Junchen as an independent non-executive director of the Company	64,350,006 (89.0884%)	7,881,599 (10.9116%)

As more than 50% of the votes were cast in favour of each of the above resolutions, all the resolutions were duly passed as ordinary resolutions of the Company.

The full text of each of the above resolutions passed at the rescheduled AGM is set out in the Circulars and Notices. As at the date of the rescheduled AGM, the total number of issued Shares were 111,971,512 shares of HK\$0.01 each, which represented the total number of shares entitling the Shareholders to attend and vote for or against the resolutions at the rescheduled AGM. The shareholders of the Company and authorised proxies holding an aggregate of 72,231,605 shares carrying voting rights voted at the rescheduled AGM. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, there were no Shares entitling any Shareholders to attend and abstain from voting in favour of the Resolutions at the rescheduled AGM as set out in Rule 17.47A of the GEM Listing Rule and no Shareholders were required under the GEM Listing Rules to abstain from voting on the Resolutions at the rescheduled AGM. There were no restrictions on any shareholder to cast votes on any of the proposed resolutions at the rescheduled AGM.

All the Directors attended the rescheduled AGM.

The Company's Hong Kong branch share registrar, Union Registrars Limited, was appointed as the scrutineer at the rescheduled AGM for the purpose of vote-taking.

RETIREMENT OF DIRECTOR

Ms. Lau Man Kei (“**Ms. Lau**”), has retired by rotation as an independent non-executive director of the Company, a chairman of each of the audit committee and the remuneration committee of the Company and a member of each of nomination committee and legal compliance committee of the Company at the rescheduled AGM in accordance with the Articles of the Company. She did not seek re-election at the rescheduled AGM and confirmed that there is no disagreement with the Board and there is no matter relating to her retirement that needs to be brought to the attention of the shareholders of the Company.

The Board would like to thank Ms. Lau for her valuable contribution to the Company.

CHANGE OF COMPOSITION OF BOARD COMMITTEE

Following the retirement of Ms. Lau, Mr. Wong Ching Wan, an independent non-executive director of the Company, has been succeeded as chairman of each of the audit committee and the remuneration committee of the Company with effect from 30 September 2024.

NON-COMPLIANCE WITH RULE 17.104 OF THE GEM LISTING RULES

Pursuant to Rule 17.104 of the GEM Listing Rules, the Stock Exchange will not consider diversity to be achieved for a single gender board. Following the retirement by rotation of Ms. Lau Man Kei as independent non-executive director, the Company has still a single gender board which does not meet the requirement under Rule 17.104 of the GEM Listing Rules. The Board will identify and appoint a suitable female candidate as director of the Company as soon as practicable and not later than 31 December 2024 in order to ensure compliance by the Company with the requirement under Rule 17.104 of the GEM Listing Rules. The Company will make further announcement(s) as and when appropriate.

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

Hong Kong, 30 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 and Mr. Ding Junchen 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 <https://cbkholdings.etnet.com.hk>.