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CBK Holdings Limited **漢諾佳池控股有限公司**

(formerly known as 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 AN INDEPENDENT NON-EXECUTIVE DIRECTOR;
(2) APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR;
(3) CHANGE OF COMPOSITION OF BOARD COMMITTEES;
AND
(4) COMPLIANCE WITH RULE 17.104 OF THE GEM LISTING RULES

The Board announced the following changes with effect from 30 December 2024,

- (i) Mr. Tian Wuchun has tendered his resignation as an independent non-executive Director, and a member of each of the audit committee (the “**Audit Committee**”), the nomination committee (the “**Nomination Committee**”), the remuneration committee (the “**Remuneration Committee**”) and the legal compliance committee (the “**Legal Compliance Committee**”) of the Company;
- (ii) Ms. Yin Haiping has been appointed as an independent non-executive Director, and a member of each of the Audit Committee, the Nomination Committee, the Remuneration Committee and the Legal Compliance Committee of the Company; and
- (iii) the Company has complied with Rule 17.104 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”).

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

(1) RESIGNATION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBERS OF BOARD COMMITTEES

Mr. Tian Wuchun (“**Mr. Tian**”) has tendered his resignation as an independent non-executive Director, and a member of each of the Audit Committee, the Nomination Committee, the Remuneration Committee and the Legal Compliance Committee of the Company with effect from 30 December 2024 due to other business commitment.

Mr. Tian has confirmed that he has no 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.

The Board would like to express its sincere gratitude to Mr. Tian for his valuable contributions to the Company during his tenure of office.

(2) APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBERS OF BOARD COMMITTEES

Ms. Yin Haiping (“**Ms. Yin**”) has been appointed as the independent non-executive Director, and a member of each of the Audit Committee, the Nomination Committee, the Remuneration Committee and the Legal Compliance Committee of the Company with effect from 30 December 2024.

Biographical details of Ms. Yin are set out as follows:

Ms. Yin, aged 33, has over 5 years of experience in marketing and corporate management. She is currently the legal representative of 深圳市鑫茂鑫珠寶實業有限公司. She was graduated from Yunnan University*.

Ms. Yin has entered into an appointment letter with the Company for a term of one year commencing from 30 December 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. Her appointment is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association of the Company and the GEM Listing Rules. Pursuant to the appointment letter, she will receive a director’s fee of HK\$120,000 per annum.

Save as disclosed above, as at the date of this announcement, Ms. Yin has confirmed that she (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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Ms. Yin has confirmed that (a) her independence as regard to each of the factors contained in Rule 5.09 of the GEM Listing Rules; (b) that she 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 her independence at the time of her appointment. Save as disclosed above, there is no further information relating to Ms. Yin 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 Ms. Yin that needs to be brought to the attention of the shareholders of the Company.

The Board would like to warmly welcome Ms. Yin for joining the Board.

(3) COMPLIANCE WITH RULE 17.104 OF THE GEM LISTING RULES

Reference is made to the announcement of the Company dated 30 September 2024 in relation to, among others, following the retirement by rotation of Ms. Lau Man Kei, the then independent non-executive Director, the Company has a single gender board which has been non-compliance with Rule 17.104 of the GEM Listing Rules.

As at the date of this announcement, following the appointment of Ms. Yin as an independent non-executive Director, the Board has one Director of another gender. Accordingly, the Company meets the requirement of gender diversity of the Board as set out in Rule 17.104 of the GEM Listing Rules.

By order of the Board
CBK Holdings Limited
CHOW Yik
Chairman and Executive Director

Hong Kong, 30 December 2024

As of the date of this announcement, the Board comprises Mr. Chow Yik (Chairman), Mr. Tang Chu Ming, Mr. Chung Man Lai as executive Directors; and Mr. Wong Ching Wan, Mr. Ding Junchen and Ms. Yin Haiping 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 of Hong Kong Limited 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>.

* for identification purpose only