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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)

INSIDE INFORMATION
WINDING UP PETITION; AND
CONTINUED SUSPENSION OF TRADING

This announcement is made by the board (the "**Board**") of directors (the "**Directors**") of CBK Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") pursuant to Rule 17.10 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**") and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

WINDING UP PETITION AGAINST THE COMPANY

The Board wishes to inform the shareholders of the Company that on 23 October 2025, the Company received a winding up petition against the Company ("**Winding Up Petition**") filed by (1) China New Consumption Group Limited (中國新消費集團有限公司) (the "**1st Petitioner**") and (2) Heaven Collect Capital Limited (凱凡資本有限公司) (the "**2nd Petitioner**", together with 1st Petitioner, the "**Petitioners**") with the High Court of the Hong Kong (the "**High Court**") on 16 October 2025, pursuant to which the Petitioners requested the High Court to issue an order to wind up the Company on the ground that the Company allegedly failed to repay its debts of HK$1,165,000, representing the principal amount together with accrued interests of a bond issued by the Company to the 1st Petitioner on 22 August 2024 (the "**Bond**"), who had subsequently assigned the debt under the Bond to the 2nd Petitioner on 8 May 2025. The Petition will be heard at the High Court at 09:30 a.m. on 24 December 2025.

The 1st Petitioner is company incorporated in Cayman Islands whose shares are listed on the Stock Exchange with stock code 8275. The 2nd Petitioner is a company incorporate in Hong Kong wholly owned by Mr. Yip Chun Pong Bonny.

POTENTIAL IMPACT OF THE WINDING UP PETITION

As at the date of this announcement, to the best of the Directors' knowledge, information and belief, the Petition has no material impact to the Company's financial performance and financial position and there is no cross defaults or breach of loan covenants in relation to the Company's bank and other borrowings.

EFFECTS OF WINDING UP PETITION

Pursuant to section 182 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), any disposition of the property of the Company, including things in action, and any transfer of shares, or alteration in the status of the members of the Company after the commencement date of the winding up, namely the date of the presentation of the Winding Up Petition (i.e. 16 October 2025), will be void as a matter of Hong Kong law unless a validation order is obtained from the High Court. Any disposition made on or after 16 October 2025 will not be affected if the Winding Up Petition is subsequently struck out, dismissed or permanently stayed, and hence the board of directors of the Company wishes to remind its shareholders and potential investors that, the transfer of shares in the Company made on or after 16 October 2025 would be void without a validation order from the High Court in the event that the Company is ultimately wound up. Pursuant to the circular dated 28 December 2016 issued by Hong Kong Securities Clearing Company Limited ("**HKSCC**") in relation to the transfer of the shares of listed issuers after a winding up petition has been presented, and in view of the restrictions and the uncertainties that may arise in relation to the transfer of shares of the Company, for participant(s) who conduct share transfers through HKSCC (the "**Participant**"), HKSCC may at any time, and without notice, exercise its powers under the General Rules of Central Clearing and Settlement System ("**CCASS**") to temporarily suspend any of its services in respect of shares of the Company. This may include the suspension of acceptance of deposits of share certificates of the Company into CCASS. The share certificates of the Company received by HKSCC but not yet re-registered in HKSCC Nominees Limited's name will also be returned to the relevant Participant and HKSCC shall reserve the right to reverse any credit granted to such Participant by debiting the relevant securities from its CCASS account accordingly. These measures would generally cease to apply from the date when the Winding Up Petition has been struck out, dismissed or permanently stayed, or the Company has obtained the necessary validation order from the High Court.

The filing of the Winding Up Petition does not represent the successful winding up of the Company by the Petitioner. No winding-up order has been granted by the High Court to wind up the Company as at the date of this announcement.

ACTIONS TO BE TAKEN BY THE COMPANY

The Company is seeking advice to determine the next steps and possible actions in respect of the Winding Up Petition. The Company will keep its shareholders and investors informed of any significant development in relation to the Winding Up Petition, and make further announcements as and when appropriate.

CONTINUED SUSPENSION OF TRADING

Reference is made to the announcement of the Company dated 2 July 2025 in relation to suspension of trading. Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 2 July 2025 and will remain suspended pending fulfilment of all the conditions stated in the Resumption Guidance.

Shareholders and potential investors of the Company should exercise caution when dealing in the shares or other securities of the Company, and if they are in any doubt about their position, they should consult their independent professional adviser(s).

By Order of the Board
CBK Holdings Limited
Tang Chu Ming
Chairman and Executive Director

Hong Kong, 28 October 2025

As of the date of this announcement, the Board comprises Mr. Tang Chu Ming (Chairman), Mr. Chung Man Lai and Ms. Liu Zhongling as executive Directors; Mr. He Jianbin as non-executive Director; and Mr. Wong Ching Wan, Mr. Ding Junchen and Ms. Yin Haiping as independent non-executive Directors.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Listed Company Information" page of the Stock Exchange website at http://www.hkexnews.hk for at least seven days from the date of its publication and the Company's website at https://cbkholdings.etnet.com.hk.