

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in CBK Holdings Limited, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agents through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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CBK Holdings Limited
漢諾佳池控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8428)

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
(3) PROPOSED RE-APPOINTMENT OF THE AUDITOR
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used on this cover page shall have the same meanings as those defined in this circular, unless the context requires otherwise.

This circular together with a form of proxy will remain on the “Latest Listed Company Information” page of The Stock Exchange of Hong Kong Limited website at www.hkexnews.hk for at least 7 days from the date of its publication and on the website of the Company at <https://cbkholdings.etnet.com.hk>.

A notice convening the AGM to be held at 7/F Wheelock House, 20 Pedder Street, Central, Hong Kong, on Thursday, 24 September 2026 at 1:00 p.m. is set out on pages 21 to 26 of this circular. Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. The completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
Introduction	4
Proposed Grant of General Mandates to Issue Shares and Repurchase Shares and Extension of Issue Mandate to Issue Shares	4
Proposed Re-election of Retiring Directors	5
Proposed Re-appointment of The Auditor	8
AGM, Notice of AGM and Proxy Arrangement	9
Voting by Poll	9
Responsibility Statement	9
Closure of Register of Members	10
General Information	10
Language	10
Recommendation	10
 APPENDIX I – EXPLANATORY STATEMENT ON REPURCHASE MANDATE .	 11
 APPENDIX II – DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM	 15
 NOTICE OF ANNUAL GENERAL MEETING	 21

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 7/F Wheelock House, 20 Pedder Street, Central, Hong Kong on Thursday, 24 September 2026 at 1:00 p.m., the notice of which is set out on pages 21 to 26 of this circular, or any adjournment thereof
“Articles”	the articles of association of the Company currently in force
“associate(s)” or “close associate(s)”	has the same meaning as defined in the GEM Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Companies Act”	the Companies Act (as amended) of the Cayman Islands, as amended, supplemented or modified from time to time
“Company”	CBK Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM (stock code: 8428)
“controlling shareholder(s)”	has the same meaning as defined in the GEM Listing Rules
“core connected person(s)”	has the same meaning as defined in the GEM Listing Rules
“Director(s)”	director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented and/or otherwise modified from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“INED(s)”	Independent non-executive Directors
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with new Shares with aggregate number of Shares not exceeding 20% of the aggregate number of Shares of the Company in issue as at the date of passing of the relevant resolutions at the AGM
“Latest Practicable Date”	21 August 2026 being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase the Shares with the aggregate number of Shares not exceeding 10% of the aggregate number of Shares of the Company in issue at the date of passing the relevant resolutions at the AGM
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented and otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”

the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong as amended, supplemented or otherwise modified from time to time

“%”

per cent

LETTER FROM THE BOARD

CBK Holdings Limited
漢諾佳池控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8428)

Executive Directors:

Mr. Tang Chu Ming (*Chairman*)

Mr. Chung Man Lai

Ms. Liu Zhongling

Mr. Lin Shixing

Non-executive Director:

Mr. He Jianbin

Independent non-executive Directors:

Mr. Wong Ching Wan

Ms. Yin Haiping

Ms. Hong Jianping

Registered office in the Cayman Islands:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Headquarter and principal place of
business in Hong Kong:*

Unit 501, 5/F, Bupa Centre

141 Connaught Road West

Hong Kong

27 August 2026

To the Shareholders,

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
(3) PROPOSED RE-APPOINTMENT OF THE AUDITOR
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM, among other things, (i) granting of general mandates to the Directors to issue Shares and repurchase Shares; (ii) the re-election of the retiring Directors; and (iii) the re-appointment of the auditor of the Company. These resolutions will be proposed at the AGM and are set out in the notice convening the AGM as contained in this circular.

**PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES AND EXTENSION OF ISSUE MANDATE TO ISSUE SHARES**

At the AGM, separate ordinary resolutions will be proposed to grant the general mandates to the Directors: (i) to allot, issue and otherwise deal with new Shares not exceeding in aggregate 20% of the aggregate number of issued Shares of the Company at the date of the passing of such resolution; (ii) to repurchase Shares which does not exceed

LETTER FROM THE BOARD

10% of the aggregate number of issued Shares of the Company at the date of passing of such resolution; and (iii) the general extension mandate, after the Repurchase Mandate is granted, to add the aggregate number of the Shares repurchased by the Company pursuant to the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the aggregate number of issued Shares of the Company at the date of passing of the resolution for approving the Issue Mandate.

Based on 111,971,512 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are repurchased or issued prior to the AGM, subject to the passing of the ordinary resolution for approving the Issue Mandate and the Repurchase Mandate, the Directors will be authorised to allot, issue and deal with up to a limit of 22,394,302 Shares pursuant to the Issue Mandate and repurchase 11,197,151 Shares pursuant to the Repurchase Mandate.

The Issue Mandate, the Repurchase Mandate and the general extension mandate, if granted at the AGM, will remain in effect until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement, required by the GEM Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate, is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant proposed ordinary resolution for the grant of the Repurchase Mandate at the AGM.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprised four executive Directors, namely Mr. Tang Chu Ming, Mr. Chung Man Lai ("**Mr. Chung**"), Ms. Liu Zhongling ("**Ms. Liu**") and Mr. Lin Shixing ("**Mr. Lin**"), one non-executive Director, namely Mr. He Jianbin ("**Mr. He**"), and three independent non-executive Directors, namely, Mr. Wong Ching Wan ("**Mr. Wong**"), Ms. Yin Haiping ("**Ms. Yin**") and Ms. Hong Jianping ("**Ms. Hong**").

Pursuant to Article 83(3) of the Articles, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting of Members after his/her appointment and be subject to re-election at such meeting.

Pursuant to Article 84(1) of the Articles, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. According to Article 84(2)

LETTER FROM THE BOARD

of the Articles, the Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 83(3) of the Articles shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

In accordance with the above provisions of the Articles, Mr. Chung, Ms. Liu, Mr. Lin, Mr. He, Ms. Yin and Ms. Hong (collectively, the **“Retiring Directors”**) shall retire from office as Directors at the AGM and being eligible, offer themselves for re-election at the AGM. Particulars of the Retiring Directors to be re-elected at the AGM are set out in Appendix II to this circular.

The Board, upon the recommendation of the Nomination Committee, proposed the Retiring Directors to stand for re-election at the AGM.

Procedure and Process for Nomination of Directors

The Nomination Committee will recommend to the Board for the appointment of a Director including an INED in accordance with the following procedures and process:

- (a) The Nomination Committee will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;
- (b) The Nomination Committee may consult any source it considers appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from a third-party agency firm and proposals from the Shareholders with due consideration given to the criteria which include but are not limited to:
 - (i) diversity in the aspects, amongst others, of gender, age, cultural and educational background, professional experience, skills, knowledge and length of service;
 - (ii) commitment for responsibilities of the Board in respect of available time and relevant interest;
 - (iii) qualifications, including accomplishment and experience in the relevant industries in which the Group’s business is involved;
 - (iv) independence of the INEDs;

LETTER FROM THE BOARD

- (v) reputation for integrity;
- (vi) potential contributions that the individual can bring to the Board; and
- (vii) plan(s) in place for the orderly succession of the Board;
- (c) The Nomination Committee may adopt any process it considers appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third-party reference checks;
- (d) The Nomination Committee will consider a broad range of candidates who are in and outside of the Board's circle of contacts;
- (e) Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;
- (f) The Nomination Committee will provide the relevant information of the selected candidate to the Remuneration Committee for consideration of the remuneration package of such selected candidate;
- (g) The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment, and where a non-executive Director is considered, the Remuneration Committee will make the recommendation to the Board on the policy and structure for the remuneration;
- (h) The Board may arrange for the selected candidate to be interviewed by the members of the Board who are not members of the Nomination Committee and the Board will thereafter deliberate and decide the appointment as the case may be; and
- (i) All appointment of Directors will be confirmed by the filing of the consent to act as Director of the relevant Director (or any other similar filings requiring the relevant Director to acknowledge or accept the appointment as Director, as the case may be) to be filed with the relevant regulatory authorities, if required.

Recommendations of the Nomination Committee

The Nomination Committee had, among other matters, evaluated the performance of the Retiring Directors, which is of the opinion that their performance are satisfactory.

All of the independent non-executive Directors, namely Mr. Wong, Ms. Yin and Ms. Hong, have made confirmation of independence pursuant to the independence guidelines set out in Rule 5.09 of the GEM Listing Rules. The Nomination Committee has also assessed and reviewed the annual written confirmation of independence based on the

LETTER FROM THE BOARD

independence criteria as set out in Rule 5.09 of the GEM Listing Rules received from each of the INEDs and confirmed that all of them remained independent.

In view of the diversified knowledge, experience and skills of each of the Retiring Directors, the Board believes that their expertise will enable to fulfill their roles as an executive Director, a non-executive Director, and an independent non-executive Director effectively and can provide useful and constructive opinion and make contribution to the Board and future development of the Company. Also, based on the background of the Retiring Directors including but not limited to their gender, cultural and educational background, ethnicity, professional experience, skills and knowledge, it is believed that the Retiring Directors can contribute to diversity of the Board.

Accordingly, the Nomination Committee recommended to the Board that the Retiring Directors stand for re-election as Directors at the AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting himself/herself at the relevant Board meeting.

The biographical details of the Retiring Directors to be re-elected at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements under the GEM Listing Rules.

PROPOSED RE-APPOINTMENT OF THE AUDITOR

With the recommendation of the Audit Committee of the Company, the Board proposes to re-appoint Infinity CPA Limited (“**Infinity**”) as the auditor of the Company for the year ending 31 March 2027 and to hold office until the conclusion of the next annual general meeting. A resolution will also be proposed to authorise the Board to fix the auditor’s remuneration for such year. The estimated audit fee for the audit of the consolidated financial statements of the Group for the financial year ending 31 March 2027 is expected to be in the range of approximately HK\$510,000 to HK\$550,000. The estimated audit fee represents a fair and reasonable estimation, after due consideration and arm’s length negotiation between the Company and Infinity. The estimation takes into account various factors such as the size and structure of the Group, the nature and complexity of the Group’s businesses, the expected scope, timetable and direction of the audit, the time and resources deployed by the auditor, and prevailing market rates for comparable services. Furthermore, the estimated audit fee assumes there will be no material changes in the Group’s businesses and operations, accounting policies or regulatory environment, and that the Company will provide timely and adequate assistance and information as required for the audit. Such estimated audit fee remains largely similar to the audit fee for the financial year ended 31 March 2026 (i.e. HK\$510,000).

The Board considers that the estimated audit fee is fair and reasonable based on the information presently available.

Unless there are material changes in the basis or assumptions set out above, the final audit fee to be agreed following the AGM will not deviate materially from the estimated amount disclosed above. In the event of any material change, the Company will make further disclosure as appropriate.

LETTER FROM THE BOARD

Having considered the above factors, the Audit Committee assessed and considered that Infinity would be independent, competent and capable and suitable to act as the auditor of the Company, and the Audit Committee and the Board are of the view that the re-appointment of Infinity as the auditor of the Company is in the interest of the Company and the Shareholders as a whole.

The Board proposed to re-appoint Infinity as the auditor of the Company and to hold office until the conclusion of the next annual general meeting.

AGM, NOTICE OF AGM AND PROXY ARRANGEMENT

The notice convening the AGM at which resolutions will be proposed, *inter alia*, the granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate; the re-election of Retiring Directors; and the re-appointment of the auditor of the Company are set out on pages 21 to 26 of this circular.

A form of proxy for the AGM is enclosed herewith. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM (or any adjournment thereof). The completion and return of the form of proxy will not preclude you from attending and voting at the AGM in person (or any adjournment thereof) if you so wish and in such event, the form of proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, the voting of the Shareholders at the AGM must be taken by poll. The chairman of the AGM will therefore demand a poll for all resolutions to be put to the vote at the meeting pursuant to the Articles. The Company will appoint Union Registrars Limited, the Hong Kong branch share registrar and transfer office of the Company, as the scrutineer to handle the vote-taking procedures at the AGM. An announcement on the poll vote results will be made by the Company after the AGM, in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules, on the results of the poll on all resolutions voted at the AGM.

RESPONSIBILITY STATEMENT

This circular, 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, (i) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 21 September 2026 to Thursday, 24 September 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Friday, 18 September 2026 for registration. The record date for determining the entitlement of the Shareholders to attend and vote at the AGM is on Thursday, 24 September 2026.

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

LANGUAGE

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

RECOMMENDATION

The Directors consider that (i) the proposed grant of the Issue Mandate and the Repurchase Mandate; (ii) the proposed re-election of Retiring Directors; and (iii) the proposed re-appointment of the auditor of the Company as set out in the notice of the AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM as set out in the notice of the AGM on pages 21 to 26 of this circular.

Yours faithfully,
For and on behalf of the Board
CBK Holdings Limited
Tang Chu Ming
Chairman and Executive Director

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules, to provide you with the requisite information for your consideration of the Repurchase Mandate.

1. GEM LISTING RULES FOR REPURCHASES OF SHARES

The GEM Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The GEM Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 111,971,512 Shares.

Subject to the passing of the relevant ordinary resolutions granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 11,197,151 Shares, being 10% of the aggregate number of issued Shares of the Company as at the date of the AGM. The Shares repurchased by the Company shall, subject to applicable law, be automatically cancelled upon such repurchase.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. FUNDING AND EFFECT OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for such purpose in accordance with the memorandum of association of the Company, the Articles, the GEM Listing Rules, and the applicable laws of the Cayman Islands.

Under the GEM Listing Rules, a listed company may not repurchase its own shares listed on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as amended from time to time.

The Directors consider that, if the Repurchase Mandate was to be exercised in full at any time during the proposed purchase period, there might be a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 March 2026, being the date of its latest published audited consolidated financial statements. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum of association of the Company, the Articles and the applicable laws of the Cayman Islands.

6. TAKEOVER CODE CONSEQUENCE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, based on disclosures made under Part XV of the SFO and to the best of the knowledge and belief of the Directors, the interests of substantial Shareholders were as follows:

Name of substantial shareholders	Capacity/Nature of interest	Number of Shares held (Long positions)	Approximate percentage of existing shareholding (Note 1)	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Mr. Wu Rong*	Beneficial owner	28,860,000	25.77%	28.64%
Mr. Zhou Lei*	Beneficial owner	15,110,000	13.49%	14.99%
Mr. Wang Zhao Hui*	Beneficial owner	13,490,000	12.05%	13.39%

Note:

- (1) The percentage of shareholding was calculated based on the total 111,971,512 Shares in issue as at the Latest Practicable Date.

* for identification only

In the event that the Repurchase Mandate is exercised in full, assuming that the present shareholdings and capital structure of the Company remain the same, the shareholding interests in the Company of Mr. Wu Rong, Mr. Zhou Lei and Mr. Wang Zhao Hui will increase to approximately the respective percentages shown in the last column of the table above. Such increases would not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed above and as at the Latest Practicable Date, the Directors are not aware of any Shareholders, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent as would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code or result in the number of the Shares which are in the hands of the public falling below 25% of the total number of the Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the GEM Listing Rules).

7. SHARE REPURCHASES MADE BY THE COMPANY

The Company has not made any repurchases of its Shares (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

8. CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective close associates, have any present intention, in the event that the proposal on the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company or its subsidiaries.

As at the Latest Practicable Date, no core connected persons of the Company (as defined in the GEM Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, nor have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. SHARE PRICES

The trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on Wednesday, 2 July 2025 at the request of the Company. The highest and lowest traded prices for the Shares on the Stock Exchange during each of the twelve months immediately preceding and the Latest Practicable Date were as follows:

	Share prices	
	Highest HK\$	Lowest HK\$
2025		
August	N/A	N/A
September	N/A	N/A
October	N/A	N/A
November	N/A	N/A
December	N/A	N/A
2026		
January	N/A	N/A
February	N/A	N/A
March	N/A	N/A
April	N/A	N/A
May	N/A	N/A
June	N/A	N/A
July	N/A	N/A
August (up to the Latest Practicable Date)	N/A	N/A

Stated below are the details of the Director who will retire and be eligible for re-election at the AGM in accordance with the Articles.

EXECUTIVE DIRECTORS

Mr. Chung Man Lai (“Mr. Chung”)

Mr. Chung, aged 50, was appointed as an executive director on 29 August 2024 and as the chairman of the legal compliance committee on 24 January 2025. Mr. Chung was appointed as the company secretary of the Company on 30 September 2024. Mr. Chung has over 24 years of professional accounting, commercial and financial management experience. Mr. Chung obtained a bachelor of arts degree in accountancy from The Hong Kong Polytechnic University in November 1998 and a master of business administration degree with a major in international business from EU Business School in December 2018. Mr. Chung is a fellow member of the Hong Kong Institute of Certified Public Accountants.

Prior to joining of the Group, Mr. Chung worked in a reputable international accounting firm from 2004 to 2007 and was the chief financial officers of CM Energy Tech Co., Ltd. (formerly known as CMIC Ocean EnTech Holding Co., Ltd. and TSC Group Holdings Limited) (stock code: 206) and IDT International Limited (stock code: 167), both are companies listed on the Main Board of the Stock Exchange, for the period from January 2008 to April 2016 and from April 2016 to December 2016, respectively. He was also a non-executive director of Century Plaza Hotel Group (formerly known as Greatwalle Inc.) (the share of which are listed on GEM of the Stock Exchange, stock code: 8315) from March 2020 to June 2024. He was also an independent non-executive director of Wuxi Life International Holdings Group Limited (formerly known as Aurum Pacific (China) Group Limited) (the shares of which are listed on GEM of the Stock Exchange, stock code: 8148) for the period from April to September 2020 and redesignated as an executive director from September 2020 to November 2023. Mr. Chung was also the chief financial officer, company secretary, member of the risk management committee and authorised representative of D&G Technology Holding Company Limited (the shares of which are listed on the Main Board of the Stock Exchange, stock code: 1301) from September 2020 to December 2023.

Mr. Chung is currently an independent non-executive director of Century Group International Holdings Limited (the shares of which are listed on Main Board of the Stock Exchange, stock code: 2113) since December 2019, and an independent non-executive director of Langu Company Limited (formerly known as Roma (meta) Group Limited) (the shares of which are listed on GEM of the Stock Exchange, stock code: 8072) since March 2020.

Mr. Chung has entered 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. He is entitled to an emolument of HK\$960,000 per annum which was determined by the Board and the remuneration committee of the Company with reference to the prevailing market conditions, qualifications, duties and responsibilities of Mr. Chung.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chung does not hold any directorship in any other listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; nor has any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; does 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 SFO; does not have any information that needs to be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules; and does not have any other matters that need to be brought to the attention of the Shareholders.

Ms. Liu Zhongling (“Ms. Liu”)

Ms. Liu, aged 38, was appointed as an executive Director on 7 May 2025. Ms. Liu has over 11 years of experience in marketing, operations and management. She obtained a master’s degree in Business Administration from Universidad Europea Miguel de Cervantes in 2020. Ms. Liu is responsible for managing the Company.

Ms. Liu has entered 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. Her directorship shall be subject to retirement by rotation and re-election pursuant to the Articles. She holds office until the first annual general meeting of the Company at which she is subject to re-election in accordance with the Articles. She is entitled to an emolument of HK\$120,000 per annum which was determined by the Board and the remuneration committee of the Company with reference to the prevailing market conditions, qualifications, duties and responsibilities of Ms. Liu.

Save as disclosed above, as at the Latest Practicable Date, Ms. Liu does not hold any directorship in any other listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; nor has any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; does 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 SFO; does not have any information that needs to be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules; and does not have any other matters that need to be brought to the attention of the Shareholders.

Mr. Lin Shixing (“Mr. Lin”)

Mr. Lin, aged 50, was appointed as an executive Director on 27 November 2025. Mr. Lin has around 21 years of experience in the food and beverage industry. Since 2016, he has been the general manager of Guangzhou City Jiachi Wine Company Limited (廣州市佳池酒業股份有限公司) and Shandong Hannuo Jiachi Wine Company Limited (山東漢諾佳池酒業股份有限公司). He is also currently the general manager of 長沙豐尚餐飲管理有限公司. Prior to that, Mr. Lin has approximately 12 years of working experience in several wine companies, including Jinan Nver Hong Liquor Sales Limited (濟南女兒紅白酒銷售有限公司), Changsha Sanliangsan Good Wine Limited (長沙三兩三好酒業有限公司) and Shaanxi Xifengjiu Group Company Limited (陝西西鳳酒集團股份有限公司). Mr. Lin has been appointed as the committee member of Zaozhuang City Political and Consultative Conference. He has also been appointed as the executive chairman of Zaozhuang City Fujian Chamber of Commerce and the vice chairman of Hunan Province Wine Industry Association. Mr. Lin completed the Advanced Management Program at Guanghua School of Management of Peking University in 2022. Mr. Lin is responsible for managing the Company.

Previously, Mr. Lin was an executive director of Prime Intelligence Solutions Group Limited, a company listed on the GEM of the Stock Exchange (stock code: 8379) from December 2023 to September 2025.

Mr. Lin has entered 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. He holds office until the first annual general meeting of the Company at which he is subject to re-election in accordance with the Articles. He is entitled to an emolument of HK\$120,000 per annum which was determined by the Board and the remuneration committee of the Company with reference to the prevailing market conditions, qualifications, duties and responsibilities of Mr. Lin.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lin does not hold any directorship in any other listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; nor has any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; does 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 SFO; does not have any information that needs to be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules; and does not have any other matters that need to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTOR

Mr. He Jianbin (“Mr. He”)

Mr. He, aged 39, was appointed as a non-executive Director of the Company on 19 September 2025. Mr. He has over 10 years of experience in sales and marketing, operations and management, and innovative intelligent and digital technology. Mr. He is currently the executive vice president of 雲南數願科技有限公司 from June 2024. Mr. He has not involved in the day-to-day operations of the Company.

Mr. He has entered 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. He holds office until the first annual general meeting of the Company at which he is subject to re-election in accordance with the Articles. Mr. He does not receive any Directors’ fee or other emoluments from the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. He does not hold any directorship in any other listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; nor has any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; does 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 SFO; does not have any information that needs to be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules; and does not have any other matters that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Yin Haiping (“Ms. Yin”)

Ms. Yin, aged 34, was 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 on 30 December 2024. Ms. Yin has over 6 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 and the GEM Listing Rules. Pursuant to the appointment letter, she is entitled to an emolument of HK\$120,000 per annum which was determined by the Board at the recommendation of the Remuneration Committee with reference to her duties and responsibilities with the Company, her experience and qualifications and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Ms. Yin (i) did 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 did not hold any other major appointments and professional qualifications; (ii) did 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) did not have any interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

The Board has received from Ms. Yin a confirmation of her independence pursuant to Rule 5.09 of the GEM Listing Rules. Ms. Yin also confirmed that (i) she meets the independence criteria as set out in Rules 5.09 (1) to (8) of the GEM Listing Rules; (ii) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the GEM Listing Rules) of the Company, and (iii) there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed above, the Company considers that in relation to the proposed appointment of Ms. Yin as an independent non-executive Director, there is no further information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Ms. Hong Jianping (“Ms. Hong”)

Ms. Hong, aged 51, was 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 on 3 November 2025. Ms. Hong has over 20 years of experience in operating and managing catering industry in Mainland China. She is currently the operations manager of 重慶小黍米餐飲有限公司.

Ms. Hong has entered into an appointment letter with the Company for a term of one year commencing from 3 November 2025 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 and the GEM Listing Rules. Pursuant to the appointment letter, she is entitled to an emolument of HK\$120,000 per annum which was determined by the Board at the recommendation of the Remuneration Committee with reference to her duties and responsibilities with the Company, her experience and qualifications and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Ms. Hong (i) did 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 did not hold any other major appointments and professional qualifications; (ii) did 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) did not have any interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

The Board has received from Ms. Hong a confirmation of her independence pursuant to Rule 5.09 of the GEM Listing Rules. Ms. Hong also confirmed that (i) she meets the independence criteria as set out in Rules 5.09 (1) to (8) of the GEM Listing Rules; (ii) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the GEM Listing Rules) of the Company, and (iii) there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed above, the Company considers that in relation to the proposed appointment of Ms. Hong as an independent non-executive Director, there is no further information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

CBK Holdings Limited
漢諾佳池控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8428)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of CBK Holdings Limited (the “**Company**”) will be held at 7/F Wheelock House, 20 Pedder Street, Central, Hong Kong, on Thursday, 24 September 2026 at 1:00 p.m. for the following purposes:

1. To receive, consider and approve the audited consolidated financial statements of the Company and its subsidiaries, and reports of the directors and the independent auditor of the Company for the years ended 31 March 2025 and 2026;
2. To re-elect retiring directors of the Company, each as a separate resolution;
3. To authorise the board (the “**Board**”) of directors (the “**Directors**”) of the Company to fix the Directors’ remuneration;
4. To re-appoint Infinity CPA Limited as the auditor of the Company for the year ending 31 March 2027 and to authorise the Board to fix its remuneration;

As special business, to consider and, if thought fit, to pass the following resolutions with or without amendments as ordinary resolutions:

ORDINARY RESOLUTIONS

5. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with unissued shares of HK\$0.01 each in the share capital of the Company and to make or grant offers, agreements and options, including bonds and warrants to subscribe for shares of the Company, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the GEM Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription, conversion or exchange under the terms of any warrants of the Company or any securities which are convertible into or exchange for shares of the Company, shall not exceed the aggregate of:

- (aa) 20% of the number of shares of the Company in issue as at the date of the passing of this resolution; and

- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of shares of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate number of shares of the Company in issue as at the date of the passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares of the Company on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this resolution) of all powers of the Company to purchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the **“Commission”**) and the Stock Exchange under the Hong Kong Code on Share Buy-backs issued by the Commission for such purpose, and otherwise in accordance with the rules and regulations of the Commission, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of the issued shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

7. “**THAT** conditional on the passing of resolutions numbered 5 and 6 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 5 above be and is hereby approved to be extended by adding to the aggregate number of the shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate number of shares of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 6 above.”

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

Hong Kong, 27 August 2026

Notes:

- (1) Any member of the Company (the “**Member**”) entitled to attend and vote at the Meeting or its adjourned meeting (as the case may be) is entitled to appoint one or more proxies (if such member is the holder of two or more shares in the Company) to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the articles of association of the Company. A proxy need not be a Member but must be present in person at the Meeting to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) Where there are joint holders of any share of the Company, any one of such joint holders may vote at the Meeting or its adjourned meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

NOTICE OF ANNUAL GENERAL MEETING

- (3) A form of proxy for use at the Meeting or its adjourned meeting is enclosed. Such form of proxy is also published on the website of the Company at <https://cbkholdings.etnet.com.hk> and the website of the Stock Exchange at www.hkexnews.hk.
- (4) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or its adjourned meeting. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the Meeting or its adjourned meeting and in such event, the form of proxy shall be deemed to be revoked.
- (5) For determining Members' entitlement to attend and vote at the Meeting, the register of Members will be closed from Monday, 21 September 2026 to Thursday, 24 September 2026 (both days inclusive), during which period no transfer of shares of the Company will be effected. The record date of the Meeting will be on Thursday, 24 September 2026. In order to qualify for attending the Meeting, all transfer documents accompanied by the relevant share certificate must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Friday, 18 September 2026.
- (6) In relation to the proposed resolution numbered 4 above, the Board concurs with the views of the audit committee of the Company and has recommended that Infinity CPA Limited be re-appointed as the auditor of the Company.
- (7) In relation to the proposed resolutions numbered 5 and 7 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the GEM Listing Rules. The Directors have no immediate plans to issue any new shares of the Company.
- (8) In relation to the proposed resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they consider appropriate for the benefit of the Company and the Members. An explanatory statement containing the information necessary to enable Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I of the circular.
- (9) According to Rule 17.47(4) of the GEM Listing Rules, the voting at the meeting or its adjourned meeting will be taken by poll.
- (10) If tropical cyclone warning signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in effect any time after 9:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of Company at <https://cbkholdings.etnet.com.hk> and on the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the re-scheduled meeting.

If a tropical cyclone warning signal No. 8 or above or a "black" rainstorm warning signal is lowered or cancelled at or before 9:00 a.m. on the date of the Meeting and where conditions permit, the Meeting will be held as scheduled.

The Meeting will be held as scheduled when an "amber" or "red" rainstorm warning signal is in force.

After considering their own situations, Members should decide on their own whether or not they would attend the Meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.

NOTICE OF ANNUAL GENERAL MEETING

As at the date of this notice, the Directors are:

Executive Directors

Mr. Tang Chu Ming (*Chairman*)

Mr. Chung Man Lai

Ms. Liu Zhongling

Mr. Lin Shixing

Non-executive Director

Mr. He Jianbin

Independent Non-executive Directors

Mr. Wong Ching Wan

Ms. Yin Haiping

Ms. Hong Jianping

This notice will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of its publication and on the website of Company at <https://cbkholdings.etnet.com.hk>.

This notice is prepared in both English and Chinese. In the event of inconsistency, the English text of the notice shall prevail over the Chinese text.