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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of CBK Holdings Limited (the “**Company**”) will be held at 21st Floor, Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong on Monday, 18 July 2022 at 10:00 a.m. to consider and, if thought fit, approve, with or without modifications, the following ordinary resolution and special resolution set out below:

ORDINARY RESOLUTION

1. **“THAT** subject to and conditional upon the fulfilment of all the conditions set out in the paragraph headed “Conditions of the Share Consolidation” in the circular of the Company dated 24 June 2022 (the “**Circular**”), a copy of which has been tabled at the EGM marked “A” and initialled by the chairman of the EGM for the purpose of identification, with effect from one clear business day immediately following the date on which this resolution is passed or these conditions are fulfilled (whichever is the later):
 - (a) every thirty (30) issued and unissued shares with a par value of HK\$0.01 each (the “**Existing Shares**”) in the share capital of the Company be consolidated into one (1) share with a par value of HK\$0.30 (the “**Consolidated Share(s)**”) in the share capital of the Company (the “**Share Consolidation**”);
 - (b) round down the number of Consolidated Shares in the issued share capital of the Company to the nearest whole number by cancelling any fraction of a Consolidated Share arising as a result of the Share Consolidation;
 - (c) any fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Director(s)**”) may think fit; and
 - (d) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Share Consolidation and of administrative nature, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Share Consolidation.”

SPECIAL RESOLUTION

2. “**THAT** subject to and conditional upon (i) the Share Consolidation becoming effective; (ii) the fulfilment of all the conditions set out in the section headed “Conditions of the Capital Reduction, the Share Premium Reduction and the Share Sub-division” in the Circular, with effect from the date on which these conditions are fulfilled (the “**Effective Date**”):
- (a) the issued share capital of the Company be reduced (the “**Capital Reduction**”) by cancelling the paid up capital of each of the issued Consolidated Shares to the extent of HK\$0.29 on each of the issued Consolidated Shares such that the par value of each issued Consolidated Shares will be reduced from HK\$0.30 to HK\$0.01 (each a “**New Share**”) so that following the Capital Reduction each such issued Consolidated Share with a par value of HK\$0.30 shall be treated as one fully paid-up New Share with a par value of HK\$0.01 in the share capital of the Company and any liability of the holders of such shares to make any further contribution to the capital of the Company on each such share shall be treated as satisfied and that the amount of issued share capital thereby cancelled be made available for issue of new shares of the Company;
 - (b) the entire amount standing to the credit of the share premium account (“**Share Premium Account**”) be reduced with effect from the Effective Date (“**Share Premium Reduction**”);
 - (c) the credit arising from the Capital Reduction and Share Premium Reduction be applied to set off against the accumulated losses of the Company as at the Effective Date and the directors of the Company be authorised to apply the balance of any such credit remaining in any manner as permitted by all applicable laws, the memorandum and articles of association of the Company at such time as they may think fit;
 - (d) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares with par value of HK\$0.30 each be sub-divided into thirty (30) New Shares of par value HK\$0.01 each (the “**Share Sub-division**”) such that, upon the Share Consolidation becoming effective, the authorised share capital of the Company of HK\$100,000,000 divided into 333,333,333 Consolidated Shares of par value HK\$0.30 each shall become HK\$100,000,000 divided into 10,000,000,000 New Shares of par value HK\$0.01 each following the Capital Reduction and Share Sub-division becoming effective;
 - (e) each of the New Shares arising from the Capital Reduction and the Share Sub-division shall rank *pari passu* in all respects with each other and have rights and privileges and be subject to the restrictions as contained in the memorandum and articles of association of the Company; and

- (f) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Capital Reduction, the Share Premium Reduction and the Share Sub-division and of administrative nature, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Capital Reduction, the Share Premium Reduction and the Share Sub-division.”

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

Hong Kong, 24 June 2022

Registered office:

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Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Unit 3205, 32/F
West Tower Shun Tak Centre
No. 168-200 Connaught Road Central
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not to be a shareholder of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, 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 the EGM (or any adjournment thereof).
3. Completion and delivery of a form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM or any adjournment thereof, and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint holders of any Shares, any one of such joint holder may vote, either in person or by proxy in respect of such Shares as if he/she were solely entitled hereto; but if more than one of such joint holders be present at the EGM, 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 of the Company.
5. The register of members of the Company will be closed from Wednesday, 13 July 2022 to Monday, 18 July 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered shareholders of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar 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 Tuesday, 12 July 2022.

6. A form of proxy for use at the EGM is attached herewith.
7. Any voting at the EGM shall be taken by poll.

As at the date of this notice, the Board comprises Mr. Chow Yik (Chairman), Mr. Chan Lap Ping, Mr. Tsui Wing Tak and Ms. Ho Oi Kwan, all being executive Directors, and Mr. Chan Kwan Yung, Mr. Chong Alex Tin Yam and Ms. Wong Syndia D, all being independent non-executive Directors.

This announcement, 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, 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 “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for at least seven days from the date of its publication and on the website of the Company at www.cbk.com.hk.

In the case of inconsistency, the English text of this announcement shall prevail over the Chinese text.