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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)

(1) CHANGES IN SHAREHOLDING INTEREST IN THE COMPANY AND (2) RESUMPTION OF TRADING

Reference is made to the announcement relating to trading halt of the shares of CBK Holdings Limited (the “**Company**”) dated 12 December 2023. This announcement is made by the Company pursuant to Rule 17.10(2) of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “**Stock Exchange**”) of Hong Kong Limited (the “**GEM Listing Rules**”) 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) (the “**SFO**”).

On 11 December 2023, the board of directors of the Company (the “**Board**”) was notified by a letter (the “**Letter**”) from 左萍 (Ms. Zuo Ping*) (“**Ms. Zuo**”), a shareholder of the Company since 2 November 2023, stating that there were changes in her shareholding in the Company during the period from 2 November 2023 to 28 November 2023 (the “**Transaction Period**”) as detailed below. Save for being a controlling shareholder, Ms. Zuo is an independent third party not connected with any of the directors of the Company (the “**Directors**”) or the Company.

BACKGROUND

With reference to the Letter, below are the details of the transactions of Shares by Ms. Zuo:

Date	Action	Number of Shares Involved	Average Price per Share	Highest Price paid for acquisition (Note)	Aggregate Shares held by Ms. Zuo	Percentage of Interested in the Company
2 November 2023	Acquisition	9,320,000	HK\$0.4924	HK\$0.4950	9,320,000	9.99%
3 November 2023	Acquisition	9,490,000	HK\$0.6400	HK\$0.6400	18,810,000	20.16%
7 November 2023	Acquisition	4,630,000	HK\$0.8750	HK\$0.9000	23,440,000	25.12%
16 November 2023	Disposal	1,240,000	HK\$1.2609	N/A	22,200,000	23.79%
20 November 2023	Acquisition	6,000,000	HK\$1.2300	HK\$1.2300	28,200,000	30.22%
24 November 2023	Acquisition	700,000	HK\$1.8400	HK\$1.8400	28,900,000	30.97%
28 November 2023	Disposal	40,000	HK\$1.8000	N/A	28,860,000	30.93%

Note: The highest price paid for acquisition of the Shares during the Transaction Period is HK\$1.8400

* *For identification purpose only*

As such, the acquisition of Shares on 20 November 2023 has the effect of increasing Ms. Zuo holding of voting rights of the Company to 30% or more. Pursuant to Rule 26.1 of the Code on Takeovers and Mergers (the “**Takeovers Code**”), Ms. Zuo is required to make mandatory unconditional general offers (the “**Offer**”) for all the relevant securities (as defined in note 4 to Rule 22 of the Takeovers Code) of the Company other than those already owned or agreed to be acquired by her and parties acting in concert with her.

After receiving the Letter on 11 December 2023, the Directors noted that Ms. Zuo may have triggered an obligation of making the Offer under the Takeovers Code. In the Letter, Ms. Zuo also stated that her breach of Rule 26.1 of the Takeovers Code was due to her inadvertent mistake and she has no intention to make the Offer due to the lack of financial resources.

The Executive (as defined under the Takeovers Code) is currently considering appropriate action(s) to take which may include disciplinary action(s) against Ms. Zuo in relation to this matter.

EFFECT ON THE COMPANY

The Share Transactions have no impact on any asset or the business operation of the Company and its subsidiaries. The Company will make further announcement(s) in compliance with the GEM Listing Rules and the Takeovers Code on further developments of this matter as and when appropriate.

Shareholders of the Company and potential investors are advised to monitor the progress and update of this matter and exercise caution when dealing in the securities of the Company. If shareholders of the Company and potential investors are in any doubt about their position, they should consult their professional advisers.

RESUMPTION OF TRADING

At the request of the Company, trading in the shares on the Stock Exchange has been halted from 9:00 a.m. on 12 December 2023 pending the release of this announcement. An application has been made by the Company to The Stock Exchange of Hong Kong Limited for the resumption of trading in the shares with effect from 1:00 p.m. on 18 December 2023.

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

Hong Kong, 18 December 2023

As at the date of this announcement, the Board comprises Mr. Chow Yik, Mr. He Zhiwei and Mr. Tsui Wing Tak as executive Directors; and Mr. Chan Kwan Yung, Mr. Yue Dinglong, Mr. Zhang Yuhao and Ms. Lau Man Kei 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>.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.