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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 10:00 a.m. on Friday, 27 May 2022 at 21st Floor, Grand Millennium Plaza, 183 Queen’s Road Central, Sheung Wan, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions (with or without amendments) as ordinary resolutions:

### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the “**Share(s)**”) and to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into the Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into the Shares) which would or might require the exercise of such power during or after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above otherwise than
  - (i) a Rights Issue (as hereinafter defined); or
  - (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into the Shares; or

- (iii) an issue of Shares under any option scheme or similar arrangement for the grant or issue to the eligible participants under such option scheme or similar arrangement of Shares or rights to acquire the Shares; or
- (iv) an issue of Shares as scrip dividends pursuant to the articles of association of the Company,

from time to time shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the time 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 any applicable law to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of the Shares open for a period fixed by the Directors to holders of the Shares (and, where appropriate, to holders of other securities of the Company entitled to the offer) on the register on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate such other securities) as at that date (subject to such exclusions 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 any recognised regulatory body or any stock exchange in, any relevant jurisdiction).”

2. “**THAT** conditional upon the resolution numbered 1 set out above being passed, the general and unconditional mandate granted to the Directors pursuant to the resolution numbered 1 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of the Shares repurchased under the authority granted pursuant to resolution numbered 6 set out in the notice convening the annual general meeting of the Company dated 18 June 2021, provided that such amount shall not exceed 10% of the aggregate number of the issued shares as at the date of the annual general meeting of the Company held on 23 July 2021.”

3. “**THAT:**

- (a) conditional upon the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Shares to be issued upon the exercise of share options under the share option scheme adopted by the Company on 20 January 2017 (the “**Share Option Scheme**”), the existing share option scheme limit in respect of the granting of share options to subscribe for the Shares under the Share Option Scheme be refreshed and renewed provided that the total number of Shares which may be allotted and issued pursuant to the grant or exercise of the share options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the Shares in issue as at the date of passing this resolution; and
- (b) any one Director be and is hereby authorised to do all such acts and things as he in his sole and absolute discretion deems necessary, desirable or expedient, subject to compliance with the rules governing the listing of securities on GEM of the Stock Exchange, to grant share options under the Share Option Scheme up to the refreshed limit and to exercise all the powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such share options.”

Yours faithfully,  
By order of the Board  
**CBK Holdings Limited**  
**Chow Yik**  
*Chairman and Executive Director*

Hong Kong, 12 May 2022

*Registered Office:*  
Cricket Square  
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 notarially 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 and in such event, the instrument appoint a 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 was 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. For determining the entitlement to attend and vote at the EGM, the record date will be on Monday, 23 May 2022. 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 Monday, 23 May 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.*