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*This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.*

## **CBK Holdings Limited**

### **國茂控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8428)**

## **PLACING OF NEW SHARES UNDER GENERAL MANDATE**

### **Placing Agent**



#### **THE PLACING**

On 21 February 2024 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Company proposes to offer for subscription and the Placing Agent has agreed, as agent of the Company, to procure not less than six Placées on a best effort basis to subscribe for up to 18,661,918 Placing Shares at a price of HK\$1.09 per Placing Share during the Placing Period.

Up to 18,661,918 Placing Shares under the Placing represent (i) approximately 20.00% of the existing issued Shares as at the date of this announcement; and (ii) approximately 16.67% of the total number of issued Shares as enlarged by the Placing, assuming no further change in the issued Shares prior to the Completion. The aggregate nominal value of the Placing Shares under the Placing will be HK\$186,619.18.

The Placing Price of HK\$1.09 represents (i) a discount of approximately 18.66% to the closing price of HK\$1.34 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a discount of approximately 19.26% to the average closing price of HK\$1.35 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Placing Agreement.

The Placing Shares will be allotted and issued pursuant to the General Mandate and accordingly the issue of the Placing Shares is not subject to Shareholders' approval. Application will be made by the Company to the Listing Committee for the granting of the listing of, and permission to deal in, the Placing Shares.

The maximum gross proceeds from the Placing will be approximately HK\$20.34 million. The maximum net proceeds from the Placing (after deducting the commission payable to the Placing Agent, professional fees and other related costs and expenses incurred in the Placing) will be approximately HK\$19.70 million which will be used for the general working capital of the Group.

**Completion is conditional upon the satisfaction or fulfilment of the Conditions in the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

## THE PLACING

On 21 February 2024 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Company proposes to offer for subscription and the Placing Agent has agreed, as agent of the Company, to procure not less than six Placees on a best effort basis to subscribe for up to 18,661,918 Placing Shares at a price of HK\$1.09 per Placing Share during the Placing Period.

Date: 21 February 2024 (after trading hours)

Parties: (i) the Company, as issuer; and  
(ii) Gransing Securities Co., Limited, as the Placing Agent.

In consideration of the services of the Placing Agent in relation to the Placing, at Completion, the Company shall pay to the Placing Agent a placing commission equivalent to 3% of the amount equivalent to the Placing Price multiplied by the number of Placing Shares actually placed in the Placing. The placing commission in respect of the Placing was negotiated on arm's length basis between the Company and the Placing Agent under normal commercial terms and was determined with reference to, among other things, the prevailing commission rate charged by other placing agents. The Directors are of the view that the placing commission of 3% is fair and reasonable.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.

### Placees

The Placing Shares will be placed to not less than six Placees. The Placee(s) shall be any professional, institutional or other investor procured by or on behalf of the Placing Agent who and whose ultimate beneficial owner(s) are Independent Third Parties.

## **Number of Placing Shares**

Up to 18,661,918 Placing Shares under the Placing represent (i) approximately 20.00% of the existing issued Shares as at the date of this announcement; and (ii) approximately 16.67% of the total number of issued Shares as enlarged by the Placing, assuming no further change in the issued Shares prior to the Completion. The aggregate nominal value of the Placing Shares under the Placing will be HK\$186,619.18.

## **Issuance of Placing Shares**

The Company shall issue and allot the Placing Shares by utilising the General Mandate free and clear from all liens, charges, encumbrances, claims, options and third party rights and with all rights attaching thereto as at the Completion Date, including the right to receive all future dividends and other distributions thereafter declared, made or paid on the Shares. The Placing Shares, when issued and fully paid, will rank *pari passu* in all respects with the existing Shares in issue as at the date of allotment and issue of the Placing Shares.

## **Placing Price**

The Placing Price of HK\$1.09 represents (i) a discount of approximately 18.66% to the closing price of HK\$1.34 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a discount of approximately 19.26% to the average closing price of HK\$1.35 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Placing Agreement.

The net placing price under the Placing is approximately HK\$1.06 per Placing Share.

The Directors consider that the Placing Price, which was agreed after arm's length negotiations between the Company and the Placing Agent with reference to current market price and the recent trading performance of the Shares, is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **Conditions of the Placing**

The Placing is conditional upon the following Conditions being fulfilled by the Long Stop Date:

- (i) the passing of requisite resolutions by the Board for approval of the Placing and the transactions contemplated thereunder;
- (ii) the Stock Exchange having granted the listing of, and permission to deal in, the Placing Shares;
- (iii) the issued Shares remain listed on the GEM; and
- (iv) the Placing Agreement not having been terminated in accordance with its terms.

None of the Conditions can be waived. The Company shall use its best endeavours to procure the fulfillment of the Conditions as soon as practicable after the execution of the Placing Agreement and in any event, by the Long Stop Date. In case any of the Conditions is not, or cannot be, fulfilled or satisfied by the Long Stop Date (or such later date as the Company and the Placing Agent may agree in writing), the Placing Agreement shall terminate and all rights, obligations and liabilities of the respective parties shall cease and terminate forthwith and the Placing Agent shall be released and discharged from the Placing Agreement and no party shall have any claim against the other party for or in relation to the Placing save for any antecedent breach of and/or any rights or obligations which may have accrued under the Placing Agreement prior to such termination.

### **General Mandate**

The Placing Shares will be allotted and issued pursuant to the General Mandate. The maximum number of Shares that can be issued under the General Mandate is 18,661,918 Shares. As at the date of this announcement, no new Shares have been issued under the General Mandate since its grant. The General Mandate is sufficient for the allotment and issue of all the Placing Shares. As such, the issue of the Placing Shares is not subject to Shareholders' approval. The General Mandate will be fully utilised upon the allotment and issue of all the Placing Shares.

### **Application for listing**

Application will be made by the Company to the Listing Committee for the granting of the listing of, and permission to deal in, the Placing Shares.

### **Completion of the Placing**

Completion of the Placing will take place within four (4) Business Days after the fulfillment of the Conditions (or such other date as the Company and the Placing Agent may agree in writing).

### **Termination**

The Placing Agent shall be entitled by notice in writing to the Company given prior to 8:00 a.m. on the Completion Date to terminate the Placing Agreement if any Specified Event comes to the notice of the Placing Agent.

If notice is given pursuant to the above, the Placing Agreement shall terminate and shall have no further effect and neither party shall be under any liability to the other party in respect of the Placing Agreement save for any rights or obligations which may have accrued under the Placing Agreement prior to such termination.

## REASONS FOR THE PLACING AND USE OF PROCEEDS

The Group is principally engaged in the provision of food catering services and sales and processing of food in Hong Kong.

The maximum gross proceeds from the Placing will be approximately HK\$20.34 million. The maximum net proceeds from the Placing (after deducting the commission payable to the Placing Agent, professional fees and other related costs and expenses incurred in the Placing) will be approximately HK\$19.70 million which will be used for general working capital of the Group.

The Directors are of the view that (i) the Placing Agreement is entered into upon normal commercial terms following arm's length negotiations between the Company and the Placing Agent; (ii) net proceeds of the Placing can strengthen the financial position of the Group and provide additional working capital to the Group; and (iii) the Placing also represents good opportunities to broaden the shareholder base and the capital base of the Company. Accordingly, they consider that the Placing is in the interests of the Company and the Shareholders as a whole.

## EQUITY FUND RAISING ACTIVITIES DURING THE PAST TWELVE MONTHS

Date of announcement/ prospectus	Fund raising activity	Net proceeds to be raised (approximately)	Proposed use of net proceeds	Actual use of net proceeds
6 March 2023, 17 May 2023, 5 June 2023 and 13 June 2023	Rights Issue on the basis of five rights shares for every one share held on the record date (the "Rights Issue")	Approximately HK\$18.9 million	(i) HK\$11.0 million for opening new restaurants; (ii) HK\$5.2 million for the repayment of debts; and (iii) HK\$2.7 million for general working capital of the Group	Approximately (i) HK\$5.5 million was utilised for opening new restaurants; (ii) HK\$5.2 million was utilised for the repayment of debts; and (iii) HK\$2.7 million was utilised for general working capital of the Group ( <i>Note 1</i> )

*Note 1:* As at the date of the announcement, the remaining net proceeds from the Rights Issue was approximately HK\$5.5 million. Such net proceeds will be utilised for the opening new restaurant in the coming month.

Save as disclosed above, the Company has not conducted any other equity fund raising activities in the past twelve months immediately prior to the date of this announcement.

## EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The existing shareholding structure of the Company and the effect on the shareholding structure of the Company immediately upon Completion are set out below for illustration purposes:

Shareholders	As at the date of this announcement		Immediately upon Completion (assuming the Placing Shares are fully placed)	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Placees	–	–	18,661,918	16.67
Ms Zuo Ping*	28,200,000	30.22	28,200,000	25.18
Public Shareholders	65,109,594	69.78	65,109,594	58.15
Total	<u>93,309,594</u>	<u>100.00</u>	<u>111,971,512</u>	<u>100.00</u>

\* *For identification purposes only*

**Completion is conditional upon the satisfaction or fulfilment of the Conditions in the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

## DEFINITIONS

The following terms have the following meanings in this announcement unless the context otherwise requires:

“Board”	the board of Directors
“Business Day”	any day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for business throughout their normal business hours
“Company”	CBK Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“Completion”	the completion of the Placing

“Completion Date”	Completion of the Placing will take place within four (4) Business Days after the fulfillment of the conditions set out in the Placing Agreement (or such other date as the Company and the Placing Agent may agree in writing).
“Conditions”	the conditions precedent set out in the Placing Agreement
“connected person(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 13 September 2023 to allot, issue or otherwise deal with up to 20% of the total number of the issued Shares at the date of such meeting, i.e. a total of 18,661,918 Shares.
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	any person or company who, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries are third parties independent of and not connected with the Company and its connected persons
“Listing Committee”	the listing committee of (and appointed by) the Stock Exchange for considering applications for listing and the granting of listing of securities on the Stock Exchange
“Long Stop Date”	the date on which all Conditions shall be satisfied or fulfilled, which shall be 15 March 2024 or such later date as the Company and the Placing Agent may agree in writing

“Placee(s)”	any professional, institutional or other investor independent of and not connected with the Company, the connected persons of the Company and their respective associates procured by or on behalf of the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agent’s obligations under the Placing Agreement
“Placing”	the placing of the Placing Shares by the Placing Agent on the terms and subject to the conditions of the Placing Agreement
“Placing Agent”	Gransing Securities Co., Limited, a licensed corporation to carry on business in type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Placing Agreement”	a conditional placing agreement dated 21 February 2024 entered into between the Company and the Placing Agent in relation to the Placing
“Placing Period”	the period commencing forthwith upon the execution of the Placing Agreement and expiring on 15 March 2024 (both days inclusive) or such later date as the Company and the Placing Agent may agree in writing
“Placing Price”	HK\$1.09 per Placing Share
“Placing Shares”	up to 18,661,918 new Shares to be placed pursuant to the Placing Agreement
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Specified Event”	an event occurring or matter arising on or after the date of the Placing Agreement and prior to the Completion Date which if it had occurred or arisen before the date of the Placing Agreement would have rendered any of the undertakings, warranties and representations of each of the parties contained in the Placing Agreement untrue or incorrect and such would have an adverse impact or effect on the Placing

“Stock Exchange”      The Stock Exchange of Hong Kong Limited

“%”      per cent

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

Hong Kong, 21 February 2024

*As at the date of this announcement, the Board comprises Mr. Chow Yik (Chairman), Mr. He Zhiwei, Mr. Tsui Wing Tak and Mr. Zheng Haoze as being executive Directors, and Mr. Yue Dinglong, Ms. Lau Man Kei and Mr. Zhang Yuhao as 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 website of the Stock Exchange at [www.hkexnews.hk](http://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>.*

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