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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)

AMENDMENTS TO PLACING AGREEMENT FOR PLACING OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcement of CBK Holdings Limited (the “**Company**”) dated 21 February 2024 (the “**Announcement**”) in relation to the placing of up to 18,661,918 Placing Shares under the General Mandate. Unless otherwise defined, capitalised terms used herein have the same meanings as defined in the Announcement.

AMENDMENTS TO THE PLACING AGREEMENT

On 8 March 2024, the Company and the Placing Agent entered into a supplemental agreement to the Placing Agreement (the “**Supplemental Agreement**”) to the effect that:

- (1) the Long Stop Date is extended from 15 March 2024 to 27 March 2024 (or such other date as may be agreed between the Company and the Placing Agent); and
- (2) the Placing Price is adjusted from HK\$1.09 to HK\$0.55 (the “**Adjusted Placing Price**”).

Save and except for the aforesaid changes, all the terms and conditions of the Placing Agreement remain unchanged and continue in full force and effect.

The Adjusted Placing Price of HK\$0.55 is represents:

- (i) a discount of approximately 3.51% to the closing price of HK\$0.57 per Share as quoted on the Stock Exchange on the date of the Supplemental Agreement; and
- (ii) a discount of approximately 18.40% to the average closing price of HK\$0.674 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Supplemental Agreement.

The Adjusted Placing Price was determined with reference to the prevailing market prices and the recent trading volume of the Shares and was negotiated on an arm's length basis between the Company and the Placing Agent. The Directors (including the independent non-executive Directors), after taking into account the Adjusted Placing Price, consider that the terms of the Placing Agreement (as supplemented by the Supplemental Agreement thereto) are fair and reasonable and in the best interests of the Company and the Shareholders as a whole.

The net issue price per Placing Share (after deduction of the commission payable to the Placing Agent, professional fees and other related costs and expenses incurred in the Placing) is approximately HK\$0.53, assuming that the Placing is completed in full.

Assuming that all the 18,661,918 Placing Shares are successfully placed by the Placing Agent, the adjusted maximum gross proceeds from the Placing are estimated to be approximately HK\$10.26 million, and the maximum net proceeds from the Placing (after deducting the placing commission, professional fees and other related costs and expenses) are estimated to be approximately HK\$9.93 million. The maximum net proceeds from the Placing of approximately HK\$9.93 million are intended to be used for general working capital of the Group.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

By order of the Board
CBK Holdings Limited
CHOW Yik

Chairman and Executive Director

Hong Kong, 8 March 2024

As at the date of this announcement, the Board comprises Mr. Chow Yik (Chairman), Mr. He Zhiwei and Mr. Tsui Wing Tak 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 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.