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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)**

**CHANGE OF CHAIRMAN,  
REDESIGNATION OF EXECUTIVE DIRECTOR,  
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
RESIGNATION OF EXECUTIVE DIRECTOR**

The Board announced the following changes with effect from 3 May 2024:

- (i) Mr. Chow Yik has retired as the Chairman. He will continue to be an executive Director after the change;
- (ii) Mr. Yue Dinglong, an independent non-executive Director, has been re-designated as executive Director and succeeded Mr. Chow Yik as the Chairman;
- (iii) Mr. Tian Wuchun has been appointed as an independent non-executive Director of the Company, and a member of each of the audit committee, the nomination committee, the remuneration committee and the legal compliance committee of the Company; and
- (iv) Mr. He Zhiwei has resigned as an executive Director.

The board (the “**Board**”) of directors (the “**Directors**”) of the CBK Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) would like to announce that:

**(i) RETIREMENT OF CHAIRMAN**

Mr. Chow Yik (“**Mr. Chow**”) has retired as the chairman of Board (the “**Chairman**”) with effect from 3 May 2024. Mr. Chow will continue to be an executive Director after the change.

Mr. Chow has confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the shareholders of the Company in connection with his retirement as the Chairman.

**(ii) REDESIGNATION OF EXECUTIVE DIRECTOR AND APPOINTMENT OF CHAIRMAN**

Mr. Yue Dinglong (“**Mr. Yue**”), an independent non-executive Director, has been re-designated as executive Director and succeeded Mr. Chow as the Chairman with effect from 3 May 2024.

After the change, Mr. Yue will be responsible for managing the Company. Mr. Yue will continue to serve as a member of each of the nomination committee (“**Nomination Committee**”), remuneration committee (the “**Remuneration Committee**”) and legal compliance committee (the “**Legal Compliance Committee**”) of the Company, but no longer serve as member of the audit committee (the “**Audit Committee**”).

Mr. Yue will enter into a letter of appointment with the Company, which may be terminated by either party giving to the other not less than one-month prior notice in writing. His directorship shall be subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company (“**Articles**”). He will hold office until the first annual general meeting of the Company after his appointment at which he will subject to re-election in accordance with the Articles. Mr. Yue is entitled to an emolument of HK\$240,000 per annum which was determined by the Board and the Remuneration Committee with reference to the prevailing market conditions, qualifications, duties and responsibilities of Mr. Yue.

Biographical details of Mr. Yue are set out as follows:

Yue Dinglong, aged 40, has over thirteen years of experience in marketing, finance and investment. Currently serving as the marketing executive of Securities Business Department at Guoyuan Securities Limited since 2008. Mr. Yue holds a bachelor’s degree of business management from Xi’an Jiaotong University.

Save as disclosed above, as at the date of this announcement, Mr. Yue did not hold any directorship in any listed public companies in the last three years; nor has any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and did not have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which are required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

Save as disclosed above, there is no information relating to the appointment of Mr. Yue as an executive Director that is required to be disclosed pursuant to Rule 17.50(2) (h) to (v) of the Rules Governing the Listing of the Securities on GEM of the Stock Exchange (“**GEM Listing Rules**”) and there is no matter that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

### **(iii) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Tian Wuchun (“**Mr. Tian**”) has been appointed as an independent non-executive Director of the Company, and a member of each of the Audit Committee, the Nomination Committee, the Remuneration Committee and the Legal Compliance Committee of the Company, with effect from 3 May 2024.

Mr. Tian, aged 47, has over 18 years of experience in management, finance and investment. He currently serves as the legal representative of Da Qian (Shenzhen) Education Group Limited\* and Daqian (Shenzhen) Investment Group Limited\*. Mr. Tian graduated from Jiangxi Normal University with a major in Geography Education and is a Fellow Chartered Financial Practitioner.

Mr. Tian has entered into an appointment letter with the Company for a term of one year commencing from 3 May 2024 provided that at any time during the term of appointment, either party may terminate the appointment by giving to the other not less than one month’s prior notice in writing. His appointment is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles and the GEM Listing Rules. Pursuant to the appointment letter, he will receive a director’s fee of HK\$120,000 per annum.

Save as disclosed above, as at the date of this announcement, Mr. Tian confirm that he (i) does not hold any other position with the Group and other members of the Group or any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or have any other major appointments and professional qualifications; (ii) does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company (as defined in the GEM Listing Rules); and (iii) does not have any interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Tian has confirmed (a) his independence as regard to each of the factors contained in Rule 5.09 of the GEM Listing Rules; (b) that he had no past or present or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons of the Company; and (c) that there are no other factors that may affect his independence at the time of his appointment. Save as disclosed above, there is no further information relating to Mr. Tian that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter in relation to the appointment of Mr. Tian that needs to be brought to the attention of the shareholders of the Company. Following the appointment of Mr. Tian, the number of independent non-executive Director and the number of members of the Audit Committee, Remuneration Committee and Nomination Committee meet the requirements under Rules 5.05 and 5.28 of the GEM Listing Rules and the requirements as stipulated in the terms of reference of the respective committees.

\* *for identification only*

The Board further announces that the appointment of Mr. Tian as a member of each of the Audit Committee, Nomination Committee, Remuneration Committee and Legal Compliance Committee have been effective as of the date of this announcement.

**(iv) RESIGNATION OF DIRECTOR**

The Board hereby announces that Mr. He Zhiwei (“**Mr. He**”) has tendered his resignation as executive director of the Company with effect from 3 May 2024 due to devote more time to his other business commitments.

In accordance with rule 17.50(2) of the GEM Listing Rules, Mr. He confirmed that he has no disagreement with the Board and there is nothing relating to his resignation that needs to be brought to the attention to the shareholders of the Company.

The Board would like to take this opportunity to express its gratitude Mr. He for his contributions to the Company during his tenure of office and warmest welcome Mr. Tian in joining the Board.

For and on behalf of the Board  
**CBK Holdings Limited**  
**Yue Dinglong**  
*Chairman and Executive Director*

Hong Kong, 3 May 2024

*As at the date of this announcement, the Board comprises Mr. Yue Dinglong, Mr. Chow Yik and Mr. Tsui Wing Tak as executive Directors; and Mr. Tian Wuchun, 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.*

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