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賽伯樂國際控股

CYBERNAUT INTERNATIONAL HOLDINGS COMPANY LIMITED

賽伯樂國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1020)

**CONNECTED TRANSACTION
ESTABLISHMENT OF AND SUBSCRIPTION FOR INTEREST IN A FUND**

THE FUND

The Board is pleased to announce that on 5 July 2019, the Company entered into:

- (1) the Limited Partnership Agreement with the General Partner, the Initial Limited Partner and Hana Financial Investment Co., Limited, and
- (2) the Subscription Agreement with the General Partner

in respect of the establishment of the Fund and the subscription for limited partnership interest with a capital commitment of US\$5,000,000 (approximately HK\$38,925,500) to the Fund as a limited partner of the Fund.

LISTING RULES IMPLICATIONS

The General Partner is owned as to 81% by Cybernaut Capital Management, which is owned as to 99% by Mr. Zhu Min, an executive Director of the Company. The General Partner is an associate of Mr. Zhu Min and hence a connected person of the Company for the purpose of Chapter 14A of the Listing Rules.

Mr. Matthew Yang Wang, a director and the chief executive officer of the General Partner, is also the chief executive officer of the Company.

As at the date of this announcement, the applicable percentage ratios as defined under the Listing Rules in respect of the Transaction is expected to be exceeding 0.1% but less than 5%, the Transaction is therefore subject to the reporting and announcement requirement, but exempted from dispatch of circular and independent shareholders' approval requirements pursuant to Chapter 14A of the Listing Rules.

INTRODUCTION

The Board is pleased to announce that on 5 July 2019, the Company entered into:

- (1) the Limited Partnership Agreement with the General Partner, the Initial Limited Partner and Hana Financial Investment Co., Limited, and
- (2) the Subscription Agreement with the General Partner

in respect of the establishment of the Fund and the subscription for limited partnership interest with a capital commitment of US\$5,000,000 (approximately HK\$38,925,500) to the Fund as a limited partner of the Fund.

THE LIMITED PARTNERSHIP AGREEMENT

Date: 5 July 2019.

Parties:

- (1) The General Partner;
- (2) Hana Financial Investment Co., Limited being a Limited Partner;
- (3) The Company being a Limited Partner; and
- (4) The Initial Limited Partner.

Fund: Hana Cybernaut Fund, L.P.

Duration of the Fund: The term of the Fund shall commence on the date of the Fund's registration as an exempted limited partnership with the Registrar of Exempted Limited Partnerships in the Cayman Islands and shall continue in full force and effect until dissolution and/or winding up in accordance with the provisions of the Limited Partnership Agreement and the applicable law of the Cayman Islands.

Business Scope: The Fund will engage primarily in investing in companies that have high growth potential in business sectors such as but not limited to innovative manufacturing, smart city/smart factory technology, 3D printing, telecommunications media technology, education, healthcare, e-commerce and environmental technology, etc.

Capital contribution: Each of the General Partner and the Initial Limited Partner shall contribute US\$1.00 (approximately HK\$7.785) to the Fund, respectively.

Each of Hana Financial Investment Co., Limited and the Company shall contribute US\$5,000,000 (approximately HK\$38,925,500) to the Fund, respectively.

Each of the Limited Partners shall make capital contribution to the Fund in an aggregate amount not to exceed such limited partner's commitment when and as called by the General Partner on an as-needed basis during the investment period. All commitments are irrevocable once made to the Fund. The amount of the commitment is specified in such Limited Partner's duly executed subscription agreement, as may be adjusted in accordance with the terms of the Limited Partnership Agreement.

Management: The General Partner shall have the sole and exclusive control to manage and conduct the business and affairs of the Fund under the name of the Fund or, to the extent permitted by applicable laws, under such other name or names as the General Partner may determine from time to time.

An annual management fee equal to 2% of the aggregate amount of the Partners' commitment during the calendar year shall be paid to the General Partner on a calendar basis and shall be paid in advance no later than 31 January of each year.

Distribution of investment proceeds:

The General Partner shall make distribution of investment proceeds to the Partners of the Fund from time to time in accordance with the provisions of the Limited Partnership Agreement. Investment proceeds received by the Fund shall be apportioned preliminarily among the Limited Partners in proportion to their sharing percentages with respect to the applicable investment. Such investment proceeds shall be distributed as follows:

1. First, 100% to the Limited Partners until cumulative distributions equal the Limited Partners' aggregate capital contributions attributable to the relevant investment;
2. Second, 100% to the Limited Partners until the aggregate amount distributed is equal to an 8% per annum cumulative compounded return on the Limited Partners' unreturned capital contributions attributable to the relevant investment; and
3. Third,
 - (A) for any investment that returns a profit of 20% or less, 80% to the Limited Partners and 20% to the General Partner;
 - (B) for any investment that returns a profit of more than 20% but not greater than 30%, 75% to the Limited Partners and 25% to the General Partner; and
 - (C) for any investment that returns a profit of more than 30%, 70% to the Limited Partners and 30% to the General Partner.

The liability of the Partners:

The Limited Partners shall not be personally liable for any debts, obligations or liabilities of the Fund, whether arising in tort, contract or otherwise, and shall have no obligation to make contributions to the Fund in excess of their respective commitments except to the extent required by the applicable laws or as otherwise expressly provided in the Limited Partnership Agreement; provided, that the Limited Partners shall be required to return any distribution made in error.

The General Partner shall not have any personal liability for the repayment, to the Limited Partners, of any capital contribution by the Limited Partners.

THE SUBSCRIPTION AGREEMENT

- Date:** 5 July 2019.
- Parties:** (1) The Company; and
(2) The General Partner
- Fund:** Hana Cybernaut Fund, L.P.
- Commitment:** The Company agrees to make a commitment of US\$5,000,000 (approximately HK\$38,925,500) to the Fund as a limited partner of the Fund, which was determined after arm's length negotiations between the parties. The commitment to the Fund will be funded by the Group's internal resources.

REASONS FOR AND BENEFITS OF THE TRANSACTION

The Group has been engaged in the e-commerce industry and it is expected that the subscription in the Fund will enable the Group to echo and enjoy the business opportunities and allow the Group to participate in investment of business sectors which would generate a favourable return to the Group. It is expected that the Fund will provide additional income sources to the Group. The Board believes that the Transaction will enable the Group to grow further and expand its businesses.

The Directors consider that the terms and conditions of the Limited Partnership Agreement and the Subscription Agreement are fair and reasonable and on normal commercial terms and the Transaction will be in the interests of the Group and the shareholders as a whole.

LISTING RULES IMPLICATIONS

As at the date of this announcement, the General Partner is owned as to 81% by Cybernaut Capital Management, which is owned as to 99% by Mr. Zhu Min, an executive Director of the Company. The General Partner is an associate of Mr. Zhu Min and hence a connected person of the Company for the purpose of Chapter 14A of the Listing Rules.

Mr. Zhu Min has been abstained from voting on the resolutions of the Board in relation to the Transaction. Save as disclosed above, none of the other Directors has any material interest in the Transaction or is required to abstain from voting from the relevant Board resolutions.

Mr. Matthew Yang Wang, being a director and the chief executive officer of the General Partner, is also the chief executive officer of the Company.

The Transaction under the Limited Partnership Agreement and the Subscription Agreement constitutes connected transaction of the Company under Chapter 14A of the Listing Rules.

As at the date of this announcement, the applicable percentage ratios as defined under the Listing Rules in respect of the Transaction is expected to be exceeding 0.1% but less than 5%, the Transaction is therefore subject to the reporting and announcement requirement, but exempted from dispatch of circular and independent shareholders' approval requirements pursuant to Chapter 14A of the Listing Rules.

INFORMATION ABOUT THE PARTIES

The Company

The Company is incorporated in the Cayman Islands with limited liability and the shares of the Company have been listed on the Main Board of the Stock Exchange (Stock Code 1020). The Company is mainly engaged in e-Commerce business, provision of internet online education services, manufacture and sales of paper converting equipment business and money lending business.

The General Partner

The General Partner is incorporated in the Cayman Islands with limited liability. To the best knowledge of the Directors having made reasonable enquiry, it is principally engaged in investment holding.

Hana Financial Investment Co., Limited

Hana Financial Investment Co., Limited is a regulated financial institution, incorporated under The Act on the Capital Markets and the Financial Investment Industry in the Republic of Korea. To the best knowledge of the Directors having made reasonable enquiry, it engages in all areas of financial investment industry related to retail, wholesale, investment banking and sales & trading.

The Initial Limited Partner

The Initial Limited Partner is a company incorporated in the Cayman Islands with limited liability. Pursuant to the Limited Partnership Agreement, immediately upon one or more additional persons becoming Limited Partners, the Initial Limited Partner shall withdraw as a Limited Partner and shall accordingly have no further interest or obligation of any kind whatsoever as a Partner of the Fund.

To the best knowledge of the Directors having made reasonable enquiry, Hana Financial Investment Co., Limited, the Initial Limited Partner and their respective ultimate beneficial owners are third parties independent of the Company and its connected persons.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“associate(s)”	has the same meaning ascribed to it in the Listing Rules
“Board”	the Board of Directors of the Company from time to time
“Company”	Cybernaut International Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code 1020)
“connected person”	has the same meaning ascribed to it in the Listing Rules
“connected transaction”	has the same meaning ascribed to it in the Listing Rules
“Cybernaut Capital Management”	Cybernaut Capital Management Limited, a company incorporated in the Cayman Islands with limited liability
“Director(s)”	the director(s) of the Company from time to time
“Fund”	Hana Cybernaut Fund, L.P., an exempted limited partnership established under the laws of the Cayman Islands, of which Hana Cybernaut International Limited is the sole General Partner and the Company is a Limited Partner pursuant to the Limited Partnership Agreement and the Subscription Agreement
“General Partner”	Hana Cybernaut International Limited, a company incorporated in the Cayman Islands with limited liability
“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
“Initial Limited Partner”	Intertrust Nominee 2 (Cayman) Limited, a company incorporated in the Cayman Islands with limited liability, who has agreed to withdraw from the Fund upon one or more additional persons becoming Limited Partners
“Limited Partner(s)”	the Company and any other limited partners admitted to the Fund, or each of them

“Limited Partnership Agreement”	the Amended And Restated Exempted Limited Partnership Agreement dated 5 July 2019 entered into by Hana Cybernaut International, Intertrust Nominee 2 (Cayman) Limited, Hana Financial Investment Co., Limited and the Company in relation to the establishment of and subscription for interest in the Fund
“Listing Rules”	the Rules Governing the Listing Rules of Securities on the Main Board of the Stock Exchange, as updated, amended and modified from time to time
“Partner(s)”	collectively, the General Partner and the Limited Partner(s), each a “Partner”
“Main Board”	the Main Board of the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subscription”	the subscription for limited partnership interest in the Fund made by the Company with a capital commitment of US\$5,000,000 (approximately HK\$38,925,500) pursuant to the Limited Partnership Agreement and the Subscription Agreement
“Subscription Agreement”	the Subscription Agreement dated 5 July 2019 entered into between the General Partner and the Company in relation to the subscription for interest in the Fund
“Transaction”	the transaction contemplated under the Limited Partnership Agreement and the Subscription Agreement, in respect of the establishment of the Fund and the subscription for limited partnership interest in the Fund by the Company
“US\$”	US dollars, the lawful currency of the United States of America
“%”	percentage

By order of the Board
Cybernaut International Holdings Company Limited
Zhu Min
Chairman

Hong Kong, 5 July 2019

As at the date of this announcement, the executive Directors are Mr. Zhu Min, Dr. Chen Huabei, Mr. Sin Kwok Wai Ronald, Mr. Lu Yongchao and Mr. Xu Yejun; the non-executive Directors are Mr. Chow Chi Wa and Ms. Yip Sum Yu, and the independent non-executive Directors are Mr. Tong Yiu On, Mr. Li Yik Sang and Mr. Cao Ke.