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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)

SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO THE 2018 ANNUAL REPORT

Reference is made to the 2018 annual report for the year ended 31 December 2018 (the “**Annual Report**”) of Cybernaut International Holdings Company Limited (the “**Company**”). Capitalized terms used in this announcement shall have the same meanings as those defined in the Annual Report.

Pursuant to Rules 14A.71 and 14A.72 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Board wishes to provide further information on the Annual Report as follows:

The independent non-executive directors of the Company have reviewed and confirmed that the continuing connected transactions (the “**CCTs**”) under Chapter 14A of the Listing Rules disclosed in the 2018 Annual Report had been entered into in the ordinary and usual course of business of the Group, on normal commercial terms or better, and according to the agreement governing them on terms that are fair and reasonable and in the interests of the Company’s shareholders as a whole.

Based on the work performed, the auditor of the Company has confirmed in a letter to the Board that nothing has come to their attention that causes them to believe that the CCTs entered into by the Group (i) have not been approved by the Board; (ii) were not, in all material respects, in accordance with the pricing policies of the Group for transactions involved the provision of goods and services by the Group; (iii) were not entered into, in all material respects, in accordance with the terms of the relevant agreements governing such transactions; and (iv) no dividends or other distributions have been made by Capital Wowxue (Beijing) Education Technology Limited to the holders of its equity interest which are not otherwise subsequently assigned or transferred to the Group.

Regarding the transactions disclosed in Note 38 “Related Party Transactions” and in Note 39 “Acquisition of Subsidiaries” of the Notes to the Financial Statements in the Annual Report, the transactions under “Related Party Transactions” category constitute exempted connected transactions or CCTs under Chapter 14A of the Listing Rules; the transactions under “Acquisition of Subsidiaries” category constitute non-exempted connected transactions and CCTs, and waivers been granted for the acquisition of 100% interest in Cybernaut Technology International Limited and the structure of VIE Agreements pursuant to the Listing Rules 14A.52 and 14A.53. With respect to the CCTs and related party transactions mentioned above, the requirements under Chapter 14A of the Listing Rules are complied with in respect of such transactions. There was no other disclosable non-exempted connected transactions or non-exempted CCTs under the Listing Rules during the Year 2018.

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

Hong Kong, 17 October 2019

As at the date of this announcement, the executive Directors are Mr. Zhu Min, Dr. Chen Huabei, Mr. Sin Kwok Wai Ronald and Mr. Lu Yongchao; 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.