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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 Cayman Islands with limited liability)

(Stock code: 1020)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Meeting**”) of Cybernaut International Holdings Company Limited (the “**Company**”) will be held at Unit 1002, Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong on Friday, 22 July 2022 at 11:00 a.m. to consider and, if thought fit, pass the following resolution (with or without amendments) as ordinary resolution:

ORDINARY RESOLUTION

“THAT:

- (a) the subscription agreement dated 27 May 2022 (the “**Subscription Agreement**”) entered into between the Company and Wide Select Investments Limited (the “**Subscriber**”) in relation to the subscription by the Subscriber of a total of 933,333,000 new non-voting and non-redeemable convertible preference shares in the share capital of the Company (the “**Convertible Preference Share(s)**”) at a subscription price of approximately HK\$0.15 per Convertible Preference Share (a copy of which has been produced to the Meeting marked “A” and initialed by the Chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the allotment and issue of the 933,333,000 Convertible Preference Shares to the Subscriber pursuant to the terms and conditions of the Subscription Agreement be and is hereby approved and the directors of the Company be and are hereby authorised to take all steps necessary to allot and issue the Convertible Preference Shares, and to allot and issue the new ordinary shares of the Company which may fall to be allotted and issued upon the exercise of the conversion rights attached to the 933,333,000 Convertible Preference Shares, in accordance with the articles of association of the Company; and

- (c) the directors of the Company be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in their opinion necessary, desirable or expedient to implement and/or give effect to the terms of the Subscription Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 30 June 2022

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of business
in Hong Kong:*

Unit 1002, Capital Centre
151 Gloucester Road
Wanchai
Hong Kong

Notes:

1. A member entitled to attend and vote at the Meeting may appoint a proxy or, if holding two or more shares, more than one proxy to attend, and speak and vote at, the Meeting or any adjournment thereof (as the case may be) on his behalf. If a member appoints more than one proxy, he must specify the number of shares each proxy is appointed to represent. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong at least 48 hours before the time appointed for holding the Meeting or any adjournment thereof as the case may be and in default thereof the form of proxy and such power or authority shall not be treated as valid.
3. Completion and return of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
4. In order to determine the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 19 July 2022 to Friday, 22 July 2022 (both days inclusive) during which period no transfer of Share will be registered. In order to qualify for attending the Meeting, all share transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 18 July 2022 for such purpose.
5. Where there are joint registered holders of any share, any one of such persons may vote at any Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.

As at the date of this notice, the directors of the Company are as follow:

Executive Directors:

Mr. Zhu Min (*Chairman*)
Dr. Chen Huabei
Mr. Lu Yongchao
Ms. Yip Sum Yu

Independent Non-executive Directors:

Mr. Tong Yiu On
Mr. Li Yik Sang
Mr. Cao Ke

This notice, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the 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 notice 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 notice misleading.