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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)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of Cybernaut International Holdings Company Limited (the “**Company**”) proposed to make certain amendments to the articles of association of the Company for the purpose of conforming with Appendix 3 of the Listing Rules and for housekeeping purpose.

In this connection, the Board proposed to adopt the amended and restated articles of association in substitution of the existing one. The major amendments, among others, are summarized below:

- (1) The English and Chinese name of the Company is updated;
- (2) the Company shall hold an annual general meeting in each financial year within 6 months after the end of its financial year;
- (3) An annual general meeting must be called by notice of not less than 21 clear days.

All other general meetings (including an extraordinary general meeting) must be called by notice of not less than 14 clear days;

- (4) All members shall have the right to speak and vote at a general meeting except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
- (5) Any director appointed by the Board shall hold office only until the first annual general meeting of the Company after his appointment;
- (6) The members may by ordinary resolution remove the auditor at any time before the expiration of the term of office;
- (7) The directors may fill any casual vacancy in the office of auditor and such auditor shall hold office until the conclusion of the next annual general meeting of the Company; and
- (8) Unless otherwise determined by the directors, the financial year end of the Company shall be the 31st day of December in each year.

Reference is made to the Company's circular dated 30 June 2022 (the "**Circular**") in relation to the proposed issue of 933,333,000 convertible preference shares. In order to facilitate the issue of the convertible preference shares pursuant to the subscription agreement as set out in the Circular, the Board proposed to re-classify the authorized share capital of the Company by the creation of 933,333,000 limited voting convertible preference shares of par value of HK\$0.10 each and to amend the memorandum of association accordingly.

The proposed adoption of the amended and restated articles of association and amendments to the memorandum of association is subject to the approval of the shareholders of the Company by way of a special resolutions at an extraordinary general meeting. A circular containing, among other things, details relating to the proposed adoption of the amended and restated articles of association and amendments to the memorandum of association will be despatched to the shareholders of the Company as soon as possible.

By Order of the Board of
Cybernaut International Holdings Company Limited
Mr. Zhu Min
Chairman

Hong Kong, 9 September 2022

As at the date of this announcement, the executive Directors are Mr. Zhu Min, Dr. Chen Huabei, Mr. Lu Yongchao and Ms. Yip Sum Yu and the independent non-executive Directors are Mr. Cao Ke, Mr. Tong Yiu On and Mr. Li Yik Sang.