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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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06 of the Listing Rules.

On 5 October 2023, the Board of Directors of the Company is pleased to announce that the Company granted a total of 117,000,000 Options to three Grantees in accordance with the terms of the Share Option Scheme, subject to acceptance. The details of the Options granted to the Grantees are as follows:

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| Date of Grant: | 5 October 2023 |
| Number of Options granted: | A total of 117,000,000 Options. Each Option granted to the Grantees represents a new Share to be issued as and when the Grantees have exercised their Options. |
| Closing price of the Shares on the Date of Grant: | HK\$0.086 per Share |
| Exercise price of the Options granted: | HK\$0.12 per Share |
| Validity, exercise period of the Options: | The Options are valid for 5 years from the Date of Grant unless lapsed pursuant to the terms of the Share Option Scheme and may be exercisable during such period provided that the Options are vested. |
| Vesting period of the Options: | (a) the first 30% of the Options are vested on the second-year anniversary from the Date of Grant; (b) the next 30% of the Options are vested on the third-year anniversary from the Date of Grant; and (c) the remaining 40% of the Options are vested on the fourth year anniversary from the Date of Grant. |

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| Performance Targets: | The Options granted are not subject to performance targets. Having considered that (i) the grant of Options to the Grantees would provide them with the opportunity to acquire equity interests in the Company as recognition of their contribution to the success and development of the Group; and (ii) the Options vest over a certain time period on a yearly basis which motivates them to remain with, and to strive for the future development and expansion of the Group and therefore aligns with the purpose of the Share Option Scheme. The Remuneration Committee is of the view that performance targets are not necessary for the Options granted to the Grantees. |
| Clawback Mechanism: | There is no clawback mechanism attached to the Options. The Remuneration Committee is of the view that a clawback mechanism is not necessary considering the lapse and cancellation of the Options under various scenarios have already been provided for under the Share Option Scheme, which could sufficiently safeguard the Company's interests. |
| Financial assistance: | The Group has not provided any financial assistance to the Grantees to facilitate the purchase of Shares upon the exercise of the Options under the Share Option Scheme. |

LISTING RULES IMPLICATIONS

To the best of the knowledge of the Directors having made all reasonable enquiries, as at the Date of Grant, (i) none of the Grantees is a Director, chief executive or substantial shareholder of the Company or an associate (as defined under the Listing Rules) of any of them; (ii) none of the Grantees is a participant with options and awards granted and to be granted exceeding the 1% individual limit under Rule 17.03D(1) of the Listing Rules; (iii) none of the Grantees is a related entity participant or a service provider (as defined under the Listing Rules); and (iv) no financial assistance has been provided by the Group to the Grantees to facilitate the purchase of Shares under the Share Option Scheme. The above grant of Options would not result in the Options granted and to be granted to a Grantee in the 12-month period up to and including the Date of Grant in aggregate exceed 1% of the Shares in issue.

NUMBER OF SHARES AVAILABLE FOR FUTURE GRANT

Upon the aforesaid grant of the Options, 160,544,800 Shares underlying the Options are available for future grant under the scheme mandate limit of the Share Option Scheme.

DEFINITIONS

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| “Board” | the board of directors of the Company |
| “Company” | Cybernaut International Holdings Company Limited, a company incorporated in Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange |

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| “Date of Grant” | 5 October 2023 |
| “Director(s)” | director(s) of the Company |
| “Grantees” | three eligible participants who are the employees of the Company and Options granted were in accordance with the Share Option Scheme on the Date of Grant |
| “Group” | the Company and its subsidiaries |
| “HK\$” | the Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited |
| “Options” | option(s) to subscribe for or acquire Shares which is/are granted in accordance with the Share Option Scheme, which entitles the Grantees to subscribe for one Share for each option |
| “Remuneration Committee” | the remuneration committee of the Company |
| “Share Option Scheme” | the share option scheme adopted by the Company at an extraordinary general meeting on 24 September 2021, the principal terms of which were set out on pages 8 to 15 of the Company’s circular dated 2 September 2021 |
| “Shares” | ordinary shares of the Company in issue |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “subsidiary” | has the same meaning ascribed to it under the Listing Rules |

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

Hong Kong, 5 October 2023

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