

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**EGM**”) of Cybernaut International Holdings Company Limited (“**Company**”, together with its subsidiaries, the “**Group**”) will be held at Unit 1002, Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong, on Friday, 5 September 2025 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the following resolution as an ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT** subject to the passing of ordinary resolution numbered 2 herein:
 - a. the sale and purchase agreement dated 9 February 2025 (as supplemented by the supplemental sale and purchase agreement dated 31 July 2025) (the “**Sale and Purchase Agreement**”) and entered into among the Company, Cybernaut Technology Development Limited (the “**Purchaser**”) and CIPRUN.LTD (the “**Seller**”) (copy of the Sale and Purchase Agreement is tabled at the meeting and marked “A” and signed by the chairman of the meeting for identification purpose) pursuant to which, among others, the Purchaser has conditionally agreed to acquire and the Seller has conditionally agreed to sell, 100% of the issued shares in Newsbaba LTD (the “**Target Company**”) (the “**Acquisition**”), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
 - b. any one director of the Company (the “**Director(s)**”) be and is hereby authorised to, on behalf of the Company, do all such acts and sign, seal, execute and deliver all such documents and take all such actions as he may consider necessary or desirable for the purpose of or in connection with or to give effect to the Sale and Purchase Agreement and the transactions contemplated thereunder;”

2. “**THAT** subject to the passing of ordinary resolution numbered 1 herein and the Listing Committee of The Stock Exchange of Hong Kong Limited having granted the listing of, and permission to deal in the Consideration Shares (as defined below), the Directors be and are hereby granted a specific mandate (the “**Specific Mandate**”) which shall entitle the Directors to exercise all the powers of the Company to allot and issue up to 1,605,334,000 new ordinary shares of the Company (the “**Consideration Shares**”) at an issue price of not lower than HK\$0.10 per Consideration Share to the Seller as part of the consideration for the Acquisition subject to the terms and conditions of the Sale and Purchase Agreement, where such Consideration Shares shall rank pari passu in all respects with the other ordinary shares of the Company in issue or to be issued by the Company on or prior to the date of allotment of the Consideration Shares, provided that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke, any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution.”

Yours faithfully,
For and on behalf of the Board
Cybernaut International Holdings
Company Limited
Mr. Zhu Min
Chairman

Hong Kong, 20 August 2025

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

Principal Place of Business in the PRC:

Room 801, 8/F, Xinghua Mansion Block B,
No. 2018 Middle Shennan Road,
Fuqiang Community, Huaqiangbei Street,
Futian District,
Shenzhen, the PRC

Notes:

1. A member of the Company (the “**Member**” or “**Shareholder**”) entitled to attend, speak and vote at the EGM (or at any adjournment thereof) convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the Articles, vote in his/her/its stead. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the above meeting. A proxy needs not be a Member but must be present in person at the EGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. Completion and return of the form of proxy will not preclude a Member from attending, speaking and voting in person at the EGM if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the EGM in person, the form of proxy will be deemed to have been revoked.
3. In order 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 certified copy of such power or authority must be deposited at the Company’s branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time of the above meeting or any adjourned meeting.
4. For the purposes of determining shareholders’ eligibility to attend and vote at the EGM, the register of members of the Company will be closed.

Details of such closure are set out below:

Latest time for lodging transfer of shares to qualify

for attendance and voting at the EGM 4:30 p.m. on Monday,
1 September 2025

Closure of register of members of the Company Tuesday, 2 September 2025
to Friday, 5 September 2025
(both dates inclusive)

Record date Friday, 5 September 2025

During the above closure period, no transfer of shares will be registered. To be eligible to attend and vote at the EGM, all properly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than the aforementioned latest times.

5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. The Company reminds all shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending the Meeting in person, by completing and return the form of proxy.
7. If any shareholder chooses not to attend the EGM in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to the head office and principal place of business in Hong Kong of the Company. If any shareholder has any question relating to the EGM, please contact Tricor Investor Services Limited, the Company’s Hong Kong branch share registrar as follows:

17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong

8. If tropical cyclone warning signal no. 8 or above, “extreme conditions” caused by super typhoons or a black rainstorm warning signal is in force at 9:00 a.m. on Friday, 5 September 2025, the EGM will be postponed and further announcement for details of alternative meeting arrangements will be made. The EGM will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the EGM under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.
9. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the executive Directors are Mr. Zhu Min and Ms. Yip Sum Yu and the independent non-executive Directors are Mr. Li Yik Sang, Mr. Cao Ke and Mr. Lee Kam Wing, Victor.