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## CIPRUN TECHNOLOGY HOLDINGS COMPANY LIMITED

中細軟科技控股有限公司

(formerly known as Cybernaut International Holdings Company Limited)  
(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1020)

### MAJOR TRANSACTION IN RELATION TO ACQUISITION OF 100% OF THE ISSUED SHARES IN THE TARGET COMPANY INVOLVING THE ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE – FULFILMENT OF EARN-OUT CONDITION

Financial adviser to the Company



Reference is made to the announcements of Cybernaut International Holdings Company Limited (currently known as Ciprun Technology Holdings Company Limited, the “**Company**”) dated 9 February 2025, 7 March 2025 and 9 October 2025, and the circular of the Company dated 20 August 2025 (the “**Circular**”) in relation to the major transaction to acquire the entire issued share capital of Newsbaba LTD. Capitalized terms used herein shall have the same meanings as defined in the Circular unless otherwise defined.

Completion took place on 9 October 2025 in accordance with the terms of the Sale and Purchase Agreement. Upon Completion, the Company allotted and issued the Initial Consideration Shares, being 1,205,334,000 new Shares, to the Seller at the Issue Price of HK\$0.10 per Consideration Share.

Pursuant to the Sale and Purchase Agreement and as described in the section headed “The Acquisition – The Consideration – Earn-out” in the Circular, the Consideration is subject to the following Price Adjustment as extracted from the Circular:–

*“In the event that the audited net profit after tax as shown in the audited financial statements of the Target Group for the financial year ending 31 December 2025 is equal to or exceeds RMB15,000,000 (i.e. the Earn-out Condition), the Consideration shall be increased by HK\$40,000,000 (i.e. the Earn-out Consideration), which shall be satisfied by the further allotment and issue of 400,000,000 new Earn-out Consideration Shares by the Company to the Seller (or its nominee(s)) at the Issue Price.”*

Based on the agreed-upon procedures report on verification of the Earn-out Condition relating to the acquisition of the Target Group prepared by the Company's auditor, the consolidated net profit after tax of the Target Group for the year ended 31 December 2025 is RMB16,431,371, which is equal to or exceeds RMB15,000,000. Accordingly, the Board is pleased to announce that the Earn-out Condition has been satisfied.

An application will be made by the Company to the Stock Exchange for the listing of and permission to deal in the Earn-out Consideration Shares. Further announcement will be made when the Earn-out Consideration Shares have been allotted and issued.

For and on behalf of the Board  
**Ciprun Technology Holdings Company Limited**  
**Kong Junmin**  
*Chairman*

Hong Kong, 28 May 2026

*As at the date of this announcement, the executive Directors are Mr. Kong Junmin (Chairman and Chief Executive Officer), Mr. Zhu Min and Ms. Yip Sum Yu and the independent non-executive Directors are Mr. Li Yik Sang, Mr. Lee Kam Wing Victor and Ms. Lu Yonghao.*