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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“EGM”) of Cybernaut International Holdings Company Limited (“**Company**”) will be held at Unit 1002, Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong on Monday, 10 October 2022 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions of the Company each as a special resolution:

SPECIAL RESOLUTIONS

1. “THAT the amended and restated articles of association of the Company, a copy of which is produced to the meeting and marked “A” and has been signed by the Chairman of the meeting for the purpose of identification, be and are hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of all of the existing articles of association of the Company.”
2. “THAT:
 - (a) the authorised share capital of the Company be and is hereby re-classified and re-designated from HK\$2,000,000,000 divided into 20,000,000,000 shares of a nominal or par value of HK\$0.10 each to HK\$2,000,000,000 divided into 20,000,000,000 shares of a nominal or par value of HK\$0.10 each of which 19,066,667,000 shares are designated as ordinary shares of par value of HK\$0.10 each (the “Ordinary Shares”) and 933,333,000 shares are designated as limited voting convertible preference shares of par value of HK\$0.10 each (the “Limited Voting Convertible Preference Shares”) by the creation of 933,333,000 Limited Voting Convertible Preference Shares which shall have attached thereto the rights and conditions as set out in Appendix A to the subscription agreement dated 27 May 2022 entered into between the Company and Wide Select Investments Limited relating to the subscription of 933,333,000 convertible preference shares in the Company by Wide Select Investments Limited (the “Subscription Agreement”);
 - (b) clause 8 of the existing Memorandum of Association of the Company be deleted in its entirety and the following be substituted therefor:

“The authorised share capital of the Company is HK\$2,000,000,000 divided into 20,000,000,000 shares of a nominal or par value of HK\$0.10 each of which 19,066,667,000 shares are ordinary shares of par value of HK\$0.10 each (the

“Ordinary Shares”) and 933,333,000 shares are limited voting convertible preference shares of par value of HK\$0.10 each (the “Limited Voting Convertible Preference Shares”) with power for the Company to insofar as is permitted by law to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Act and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether stated to be preference or otherwise shall be subject to the powers hereinbefore contained.”

- (c) the existing issued shares of HK\$0.10 par value each of the Company shall be classified as Ordinary Shares;
- (d) the issue of the Limited Voting Convertible Preference Shares (which are being referred to as the “Convertible Preference Shares” in the Subscription Agreement as approved at the extraordinary general meeting of the Company held on 22 July 2022) pursuant to the Subscription Agreement be and is hereby approved, confirmed and ratified;
- (e) any one director of the Company be and is hereby authorised to allot and issue such number of new Ordinary Shares in the capital of the Company as may be allotted and issued upon the exercise of the conversion rights attaching to the Limited Voting Convertible Preference Shares in accordance with its terms of issue; and
- (f) any one director of the Company be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps which, in the opinion of such director, are necessary, appropriate, desirable or expedient to give effect to or implement the issue and/or conversion of the Limited Voting Convertible Preference Shares.”

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

Hong Kong, 16 September 2022

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

Principal Place of Business in Hong Kong:
Unit 1002
Capital Centre
151 Gloucester Road
Wanchai, Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the meeting is entitled to appoint a person or if he is the holder of two or more shares, more than one person as his proxy or proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting, and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting, and in such event the instrument appointing a proxy shall be deemed to be revoked.
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 Wednesday, 5 October 2022 to Monday, 10 October 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 3 October 2022 for such purpose.
5. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
6. As at the date of this notice, the executive directors of the Company are Mr. Zhu Min, Dr. Chen Huabei, Mr. Lu Yongchao and Ms. Yip Sum Yu and the independent non-executive directors of the Company are Mr. Tong Yiu On, Mr. Li Yik Sang and 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.