CIPRUN TECH

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

Financial adviser to the Company

中毅資本有限公司
Grand Moore Capital Limited

THE ACQUISITION

The Board is pleased to announce that on 21 August 2026 (after trading hours), the Company, the Purchaser (a direct wholly-owned subsidiary of the Company) and the Seller entered into the Sale and Purchase Agreement, pursuant to which the Purchaser conditionally agreed to purchase, and the Seller conditionally agreed to sell, the Sale Shares at the Consideration of RMB250,000,000 (equivalent to approximately HK$290,000,000).

As a Condition to the Completion, the Reorganization has to be completed, such that, immediately prior to Completion, the Seller shall be the sole registered and legal owner of 100% of the issued share capital of the BVI SPV, and the BVI SPV shall indirectly hold 100% of the equity interests in the Target Company through the HK SPV and the Target WFOE.

Upon Completion, the Group will hold the entire issued share capital of the BVI SPV, such that the Target Company will become an indirect wholly-owned subsidiary of the Company and the financial results of the Reorganized Target Group will be consolidated into the Company's financial statements. The Consideration Shares will be allotted and issued pursuant to the Specific Mandate to be sought for approval by the Shareholders at the EGM. Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares.

IMPLICATIONS OF THE LISTING RULES

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Acquisition is more than 25% and less than 100%, the Acquisition constitutes a major transaction of the Company under Rule 14.06 of the Listing Rules and is subject to the reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

GENERAL

The EGM will be convened and held to consider and, if thought fit, to approve the Sale and Purchase Agreement and the transactions contemplated thereunder (including the granting of the Specific Mandate for the allotment and issue of the Consideration Shares).

A circular containing, among other things, (i) further details of the Sale and Purchase Agreement and the transactions contemplated thereunder; (ii) financial information of the Target Group; (iii) the unaudited pro forma financial information of the Enlarged Group; (iv) the Valuation Report; and (v) other information as required under the Listing Rules, is expected to be despatched by the Company to the Shareholders in accordance with Listing Rules on or before 30 September 2026.

Shareholders and potential investors of the Company should note that the Completion is subject to the satisfaction and/or, where applicable, waiver of the Conditions. As the Acquisition may or may not proceed, Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company.

INTRODUCTION

The Board is pleased to announce that on 21 August 2026 (after trading hours), the Company, the Purchaser and the Seller entered into the Sale and Purchase Agreement, pursuant to which the Purchaser conditionally agreed to purchase, and the Seller conditionally agreed to sell, the Sale Shares.

THE ACQUISITION

The Sale and Purchase Agreement

Date 21 August 2026 (after trading hours)

Parties
(1) the Company
(2) the Purchaser (an indirect wholly-owned subsidiary of the Company)
(3) the Seller
(4) the Target Company

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, as at the date of this announcement, each of the Seller and the Target Company is a third party independent of the Company and its Connected Persons.

Asset to be acquired

Pursuant to the Sale and Purchase Agreement, the Purchaser conditionally agreed to purchase, and the Seller conditionally agreed to sell, the Sale Shares.

As a Condition to the Completion, the Reorganization has to be completed, such that, immediately prior to Completion, the Seller shall be the sole registered and legal owner of 100% of the issued share capital of the BVI SPV, and the BVI SPV shall indirectly hold 100% of the equity interests in the Target Company through the HK SPV and the Target WFOE.

The Consideration

The consideration for the sale and purchase of the Sale Shares shall be an amount equal to the Consideration of RMB250,000,000 (equivalent to approximately HK$290,000,000), to be satisfied by the allotment and issue by the Company to the Seller at Completion of the 1,450,000,000 Consideration Shares, credited as fully paid, at the Issue Price of HK$0.20.

Basis of the Consideration

The Consideration was determined after arm's length negotiation between the Company and the Seller after considering the following factors: (i) the unaudited revenue of the Target Group for the trailing twelve months period ended 30 April 2026, being the period between 1 May 2025 and 30 April 2026, in the amount of approximately RMB56.59 million; (ii) the preliminary valuation assessment of 100% of the Target Group (excluding the Specified Interests in Associates and Joint Ventures) of approximately RMB270 million as at 31 July 2026 based on the market approach adopting the enterprise value to sales (EV/S) multiple conducted by the Valuer, details of which, including details of the assumptions, basis and methodology of the valuation, will be set forth in the circular to be despatched to the Shareholders in connection with, among others, the Acquisition; and (iii) the factors as set out in the section headed "Reasons for and Benefits of the Acquisition". Based on the above, the Directors are of the view that the Consideration is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The Consideration Shares

Upon Completion, the Company shall allot and issue the Consideration Shares, being 1,450,000,000 new Shares, to the Seller (or its nominee(s)) at the Issue Price.

The Consideration Shares represent (i) approximately 24.23% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 19.51% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares (assuming no further changes to the share capital from date of this announcement up to the Completion).

The Consideration Shares will be allotted and issued pursuant to the Specific Mandate to be sought for approval by the Shareholders at the EGM, and shall rank *pari passu* in all respects with the Shares in issue on the respective dates of allotment and issue thereof.

The Issue Price

The Issue Price of HK$0.20 per Consideration Share represents:

(i) a discount of approximately 2.4% to the closing price of HK$0.205 per Share as quoted on the Stock Exchange on the date of the Sale and Purchase Agreement;

(ii) a discount of approximately 2.4% to the average closing price of HK$0.205 per Share as quoted on the Stock Exchange in the last five (5) consecutive trading days immediately prior to the date of the Sale and Purchase Agreement;

(iii) a discount of approximately 4.8% to the average closing price of HK$0.210 per Share as quoted on the Stock Exchange in the last thirty (30) consecutive trading days immediately prior to the date of the Sale and Purchase Agreement; and

(iv) a premium of approximately 506.1% over the audited consolidated net asset value of approximately HK$0.033 per Share as at 31 December 2025 based on the audited consolidated net asset value of the Group attributable to the Shareholders as at 31 December 2025 of approximately RMB171,831,000 (equivalent to approximately HK$199,324,000) and 5,983,182,005 Shares in issue as at the date of this announcement.

The Company considers the Issue Price, which was determined after arm's length negotiation between the Purchaser and the Seller, to be fair and reasonable, having considered, among other things, the reasons for and benefits of the Acquisition as stated in the section headed "Reasons for and benefits of the Acquisition" in this announcement.

An application will be made by the Company to the Listing Committee for the listing of, and permission to deal in, the Consideration Shares.

Conditions precedent

The Completion is conditional on the followings:

a) the Reorganization is completed, such that, immediately prior to Completion, the Seller shall be the sole registered and legal owner of 100% of the issued share capital of the BVI SPV, and the BVI SPV shall indirectly hold 100% of the equity interests in the Target Company through the HK SPV and the Target WFOE;

b) the Stock Exchange has issued written approval for the listing of, and permission to deal in, the Consideration Shares on the Main Board of the Stock Exchange, and such written approval and permission have not been withdrawn;

c) each applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Acquisition is less than 100% and does not constitute a very substantial acquisition under Rule 14.06 of the Listing Rules;

d) the Company has published the announcement and the circular regarding the Sale and Purchase Agreement and the Acquisition in accordance with the requirements of Chapter 14 of the Listing Rules, and the Sale and Purchase Agreement, the Acquisition and the Specific Mandate have been approved by the Shareholders in the EGM;

e) The Target Company has obtained written legal advice from an independent PRC legal adviser that the Acquisition and the issue of the Consideration Shares do not fall within the scope of the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies and are therefore not subject to the filing requirements thereunder;

f) each of the seller warranties is true, accurate, complete and not misleading in any material respect as given as of the date of the Sale and Purchase Agreement and at all times up to and including the Completion Date, and that the Seller have not breached any of the seller warranties in any way;

g) each of the purchaser warranties is true, accurate, complete and not misleading in any material respect as given as of the date of the Sale and Purchase Agreement and at all times up to and including the Completion Date, and that the Purchasers have not breached any of the purchaser warranties in any way;

h) there has not been any material adverse effect since the date of the Sale and Purchase Agreement and at all times up to and including the Completion Date;

i) the Purchaser is satisfied, at its sole discretion, with the results of the due diligence regarding (among others) the legal status, business, and financial condition of the Target Group;

j) the Target Company having delivered to the Purchasers (i) a legal opinion from independent PRC legal counsel reasonably acceptable to the Purchasers and (ii) where applicable, a written confirmation from the competent local commerce authority and/or State Administration for Market Regulation, in each case confirming that the acquisition by the Target WFOE of 100% of the equity interests in the Target Company (being an acquisition of a domestic enterprise affiliated with or connected to the Seller) has been or will be completed in compliance with, and does not contravene, the Provisions on the Merger and Acquisition of Domestic Enterprises by Foreign Investors (including Article 11 and the anti-circumvention rules thereunder), the Foreign Investment Law and all other applicable PRC Laws; and

k) immediately upon Completion and the allotment and issue of the Consideration Shares, the Company continuing to maintain the minimum public float required under Rule 8.08 of the Listing Rules (or such lower percentage as may be approved by the Stock Exchange).

Conditions (a) to (e), (j) and (k) above cannot be waived by any party. The Company may in its sole discretion and to such extent as it thinks fit, unilaterally waive in whole or in part any of Conditions (f), (h) and (i) above by signed written notice to the Seller. The Seller may in its sole discretion and to such extent as it thinks fit, unilaterally waive in whole or in part Condition (g) above by signed written notice to the Company.

As at the date of this announcement, neither the Seller nor the Purchaser has expressed an intention to waive any of the Conditions.

If any Condition cannot be fulfilled or (if applicable) waived by the Long Stop Date, the Sale and Purchase Agreement shall terminate and neither party shall have any obligations and liabilities under the Sale and Purchase Agreement save for any antecedent breaches of the terms thereof.

Completion

Completion of the Acquisition shall take place on the fifth (5th) Business Day after all the Conditions have been fulfilled or waived or such other date as may be agreed between the Seller and the Purchaser.

Upon Completion, the Target Group will become indirect wholly-owned subsidiaries of the Company and therefore, the financial information of the Reorganized Target Group will be consolidated into the consolidated financial statements of the Group.

INFORMATION ABOUT THE PARTIES

Information of the Group and the Purchaser

The Group comprised two segments of subsidiary groups, namely those engaged in the money lending business and internet businesses (eCommerce & intellectual property related services).

The Purchaser is an investment holding company incorporated in Hong Kong and an indirect wholly-owned subsidiary of the Company.

Information of the Seller

The Seller is Mr. Meng De Feng (孟德鳳先生), a PRC citizen and an independent third party of the Group.

Information of the Target Group

Principal business of the BVI SPV

The BVI SPV is a company to be incorporated in the British Virgin Islands and is expected to be principally engaged in investment holding.

Principal business of the HK SPV

The HK SPV is a company to be incorporated in Hong Kong and is expected to be principally engaged in investment holding.

Principal business of the Target WFOE

The Target WFOE is a wholly foreign-owned enterprise to be established in the PRC and is expected to be principally engaged in investment holding.

Principal business of the Target Company

The Target Company is a limited company established in the PRC on 24 September 2012. The Target Company, together with its subsidiaries, are principally engaged in the development and provision of manufacturing operation management (MOM) enterprise software solutions with the help of artificial intelligence (AI), including smart factory and cloud manufacturing execution system (MES), enterprise resource planning (ERP) platform, and related implementation services in the PRC.

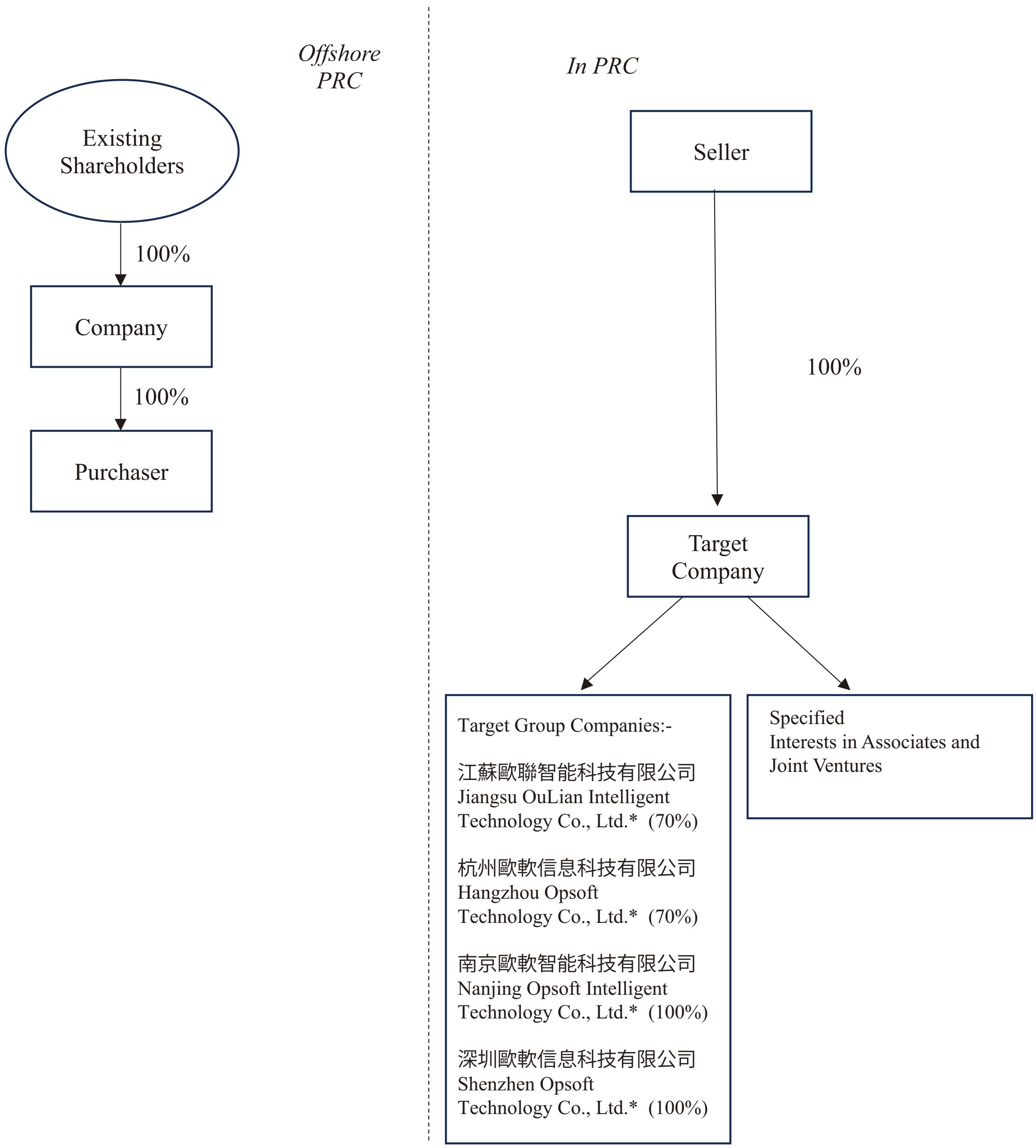
Financial information of the Target Company

Set out below are the unaudited consolidated financial information of the Target Company prepared in accordance with HKFRS for the two financial years ended 31 December 2024 and 2025, and the four months period ended 30 April 2026:

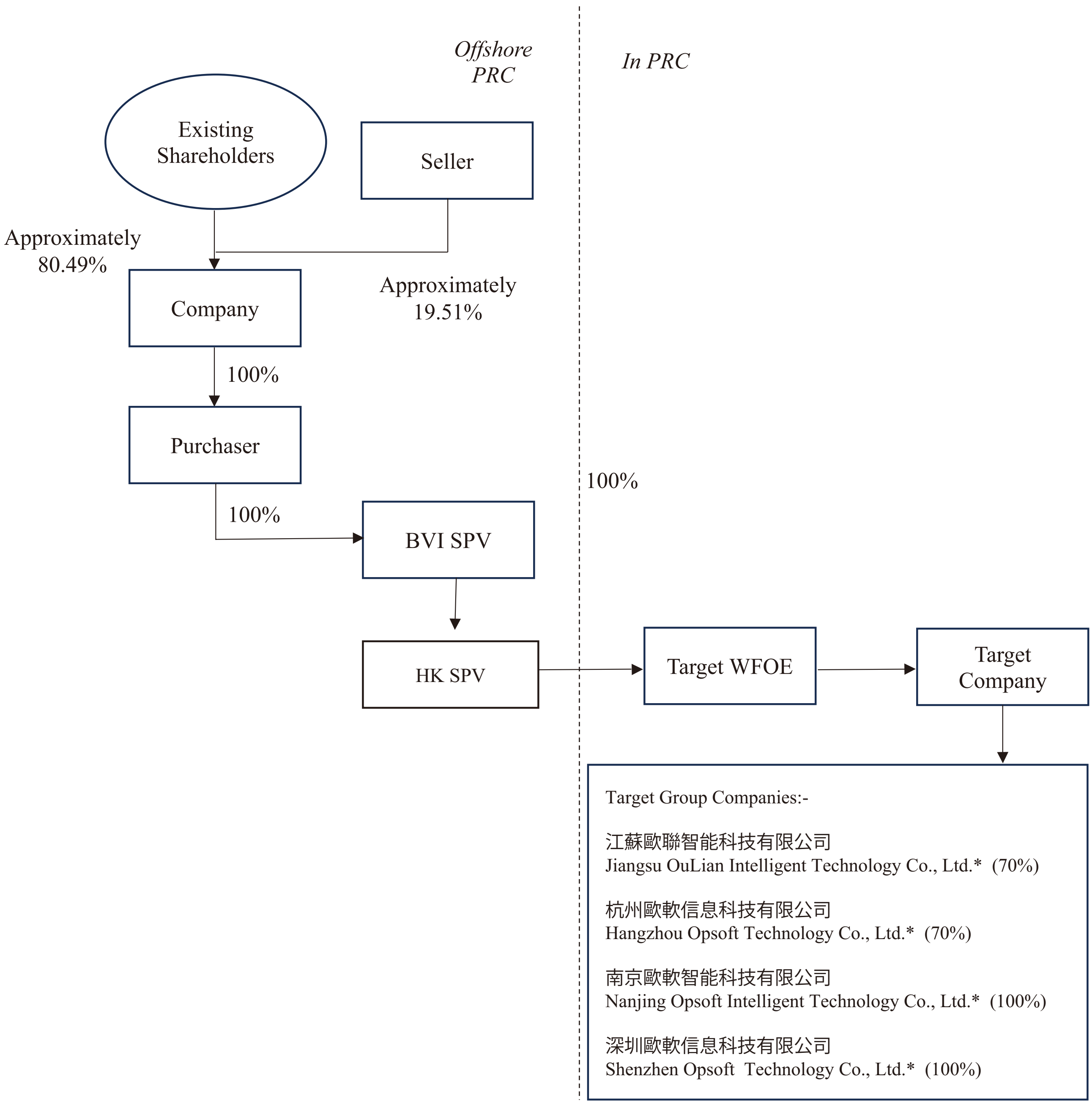
	For the financial year ended 31 December 2024 (unaudited) *RMB'000*	**For the financial year ended 31 December 2025 (unaudited)** *RMB'000*	**For the four months period ended 30 April 2026 (unaudited)** *RMB'000*
Revenue	40,686	48,566	15,777
Loss before taxation	(7,767)	(3,181)	(733)
Loss after taxation	(7,767)	(3,181)	(733)
Net liabilities as at the year/period end	8,983	10,244	10,977

Shareholding structure of the Target Group

The following diagram sets forth the shareholding structure of the Target Group as at the date of this announcement:



The following diagram sets forth the shareholding structure of the Target Group following the Reorganization and immediately upon Completion:



REASONS FOR AND BENEFITS OF THE ACQUISITION

The Target Group principally engaged in the development and provision of manufacturing operation management (MOM) enterprise software solutions with the help of artificial intelligence (AI), including smart factory and cloud manufacturing execution system (MES), enterprise resource planning (ERP) platform, and related implementation services in the PRC.

As at the date of this announcement, the Target Company has served over 100 publicly listed enterprises, more than 200 national, provincial, and municipal-level demonstration factories, and over 500 entry-level digital factories.

The Target Company provides four major products/services:-

Smart consulting	including but not limited to digital factory diagnosis, digital talent development and lean factory planning
Industrial software	including but not limited to Enterprise resources planning (ERP), manufacturing execution system (MES), enterprise asset management system (EAM) and environmental, social and governance system (ESG)
Smart AI	including but not limited to smart energy management, smart visual inspection and improvement of automated optical inspection (AOI) first pass yield
Smart hardware	including but not limited to manufacturing operation management, automation solution and iCamera enabling enterprise management upgrades

On 9 October 2025, the Group completed the acquisition of Newsbaba Limited, a company that provides intellectual property (IP) related services within the PRC. Its offerings encompass (1) IP application agency and registration services, and (2) IP trading facilitation services, which are delivered through an online platform supported by on-the-ground staff across multiple locations, including Beijing, Tianjin, and Suzhou. In less than three months after completion of the acquisition, Newsbaba Limited has generated segment revenue and profit of approximately RMB14.4 million and RMB4.9 million, respectively under the "internet business — intellectual property related services" segment during the year ended 31 December 2025.

Certain aspects of the Group's intellectual property (IP) related services is labor intensive. As illustrated in the Company's annual report for the financial year ended 31 December 2025, following acquisition of Newsbaba Limited, the Group has 181 employees as at 31 December 2025, as compared to 39 employees as at 31 December 2024.

The Directors believe that the Acquisition would bring significant strategic advantages for the Group, particularly by enhancing the Group's operational efficiency, in particular, in the intellectual property (IP) related services. By integrating the Target Company's expertise in automation solution on the Group's intellectual property (IP) related services on which the Group has a deep understanding, the Group can facilitate business automation on its IP application agency and registration services and IP trading facilitation services which currently involve very labour intensive work (e.g. manually looking up at past patent registration, etc.), thereby freeing up the Group's existing human resources to more customer servicing role and/or decreasing the Group's labour cost thereby creating improved efficiency and therefore profitability for the Group. The Acquisition also presents an opportunity for product/service diversification, enabling the Group to expand its offerings to include a broader range of solutions. This diversification can attract new clients seeking comprehensive support and create valuable cross-selling opportunities with the Group's existing customer base which include patent holders that are involved in factory/manufacturing operations which may benefit from the Target Company's services, thus creating synergies between the Group's existing IP business and that of the Target Company and potential new business opportunities. In the future, the Directors expect that the Group could demonstrate its own success in the AI driven automated IP related services segment, and be able to cross-sell of smart IP related services to existing and new customers of the Group's intellectual property (IP) related services.

Leveraging their respective core advantages, both parties will achieve deep synergy and mutual prosperity, creating core barriers in intellectual property (IP) AI that are difficult for the industry to replicate. At the strategic level, this acquisition will deliver multifaceted value enhancement for the Group: from an industry chain perspective, the Group could leverage cutting-edge AI expertise to optimize business layout, and accelerate the transition from a labour intensive model toward a data-driven smart model, thus improving core competitiveness; from a service perspective, through the deployment of advanced AI technologies, the Group could effectively enhance operational efficiency across on-the-ground staff across multiple locations in the PRC (in particular, the Group's IP trading facilitation services, which are delivered through an online platform supported by on-the-ground staff across multiple locations, including Beijing, Tianjin, and Suzhou), thereby better addressing client needs; and from an industry positioning perspective, the acquisition facilitates the Group to seize growth opportunities in the intellectual property (IP) AI sector, solidify its first-mover advantage, drive steady business expansion, thus reinforcing its leading position in China's intellectual property (IP) AI industry.

Accordingly, the Directors are of the view that the Acquisition is fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company has 5,983,182,005 Shares in issue. The following table illustrates the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the allotment and issue of the Consideration Shares (assuming there is no further change to the share capital and the shareholding structure of the Company between the date of this announcement and the date of Completion:

Shareholders	**As at the date of this announcement**		**Immediately after issue and allotment of the Consideration Shares**	
	Number of Shares	*Approximate %*	*Number of Shares*	*Approximate %*
Mr. Kong Junmin *(Note 1)*	1,605,334,000	26.83	1,605,334,000	21.60
Mr. Zhu Min *(Note 2)*	990,284,000	16.55	990,284,000	13.32
Seller	—	—	1,450,000,000	19.51
Other public shareholders	3,387,564,005	56.62	3,387,564,005	45.57
Total	5,983,182,005	100.00	7,433,182,005	100.00

Notes:

1. *Mr. Kong Junmin is a Director. He owns 1,605,334,000 Shares through CIPRUN LTD, a company of which he is the ultimately beneficial owner of approximately 44.46% of the issued share capital. Under the SFO, he is deemed to be interested in the Shares which CIPRUN LTD is interested in.*

2. *Mr. Zhu Min is a Director. He owns 356,000,000 Shares in his own name and 634,284,000 through Cybernaut International Limited, a company of which he is the sole shareholder. Under the SFO, he is deemed to be interested in the Shares which Cybernaut International Limited is interested in.*

3. *Certain percentage figures included in this table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.*

Upon Completion, the Seller (or its designated third party) will become a substantial Shareholder, holding approximately 19.51% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares (assuming there will be no further change in the share capital of the Company prior to the Completion).

IMPLICATIONS UNDER THE LISTING RULES

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Acquisition is more than 25% and less than 100%, the Acquisition constitutes a major transaction of the Group under Rule 14.06 of the Listing Rules and is subject to the reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

GENERAL

The EGM will be convened and held to consider and, if thought fit, to approve the Sale and Purchase Agreement and the transactions contemplated thereunder (including the granting of the Specific Mandate for the allotment and issue of the Consideration Shares).

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder or any of their respective close associates have a material interest in the Sale and Purchase Agreement and the transactions contemplated thereunder and is required to abstain from voting at the EGM for approving the Sale and Purchase Agreement and the transactions contemplated thereunder.

A circular containing, among other things, (i) further details of the Sale and Purchase Agreement and the transactions contemplated thereunder; (ii) financial information of the Target Group; (iii) the unaudited pro forma financial information of the Enlarged Group; (iv) the Valuation Report; and (v) general information, is expected to be despatched by the Company to the Shareholders in accordance with Listing Rules on or before 30 September 2026.

Shareholders and potential investors of the Company should note that Completion is subject to the satisfaction and/or, where applicable, waiver of the Conditions. As the Acquisition may or may not proceed, Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings, unless the context requires otherwise:

"Acquisition" or "Transaction"	the acquisition of the Sale Shares by the Purchaser from the Seller, as contemplated under the Sale and Purchase Agreement
"Board"	the board of Directors
"Business Day(s)"	a day (excluding Saturday, Sunday and other general holidays in Hong Kong) on which licensed banks in Hong Kong are generally open for business
"BVI SPV"	a company to be incorporated in the British Virgin Islands by or on behalf of the Seller pursuant to the Reorganization
"Company"	Ciprun Technology Holdings Company Limited (stock code: 1020) (formerly known as Cybernaut International Holdings Company Limited), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
"Completion"	completion of the Acquisition pursuant to the terms and conditions of the Sale and Purchase Agreement
"Conditions"	the conditions precedent to the sale and purchase of the issued shares in the Target Company set out in the Sale and Purchase Agreement
"Connected Person(s)"	has the same meaning as ascribed thereto under the Listing Rules
"Consideration"	the consideration of RMB250,000,000 payable by the Company to the Seller under the Acquisition
"Consideration Shares"	a total of 1,450,000,000 new Shares to be allotted and issued at the Issue Price, credited as fully paid, to the Seller (or its nominee(s)), on the date of Completion, pursuant to the Sale and Purchase Agreement
"Director(s)"	the directors of the Company

"EGM"	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve the Sale and Purchase Agreement and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Consideration Shares under the Specific Mandate)
"Group"	the Company and its subsidiaries
"HKFRS" / "Accounting Standards"	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
"HK SPV"	a company to be incorporated in Hong Kong by or on behalf of the BVI SPV pursuant to the Reorganization
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Third Party(ies)"	a third party independent of the Company and its connected persons
"Issue Price"	HK$0.20 per Consideration Share
"Listing Committee"	has the meaning ascribed to it under the Listing Rules
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Leakage"	any dividend, distribution, return of capital, payment, transfer of asset, assumption or incurrence of liability, waiver or release of indebtedness, transaction cost, tax, duty or other benefit made, paid, incurred, waived, released, agreed or committed by any member of the Target Group to, on behalf of, or for the benefit of, the Seller or any of her connected persons or affiliates, during the period from the Locked Box Date to Completion, other than certain permitted leakage
"Locked Box Date"	30 April 2026
"Long Stop Date"	the date falling on 30 November 2026, or such other date as agreed in writing by the parties to the Sale and Purchase Agreement

"PRC" or "China"	the People's Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Purchaser"	Aspire Enterprise Holding Limited (傲派企業控股有限公司), a company incorporated in Hong Kong with limited liability, and an indirect wholly-owned subsidiary of the Company
"Reorganization"	restructuring steps to be completed prior to Completion for the purpose of establishing the offshore holding structure of the Target Company
"Reorganized Target Group"	collectively, the BVI SPV, the HK SPV, the Target WFOE, the Target Company and its subsidiaries, and "Reorganized Target Group Company" means any one of them
"RMB"	Renminbi, the lawful currency of the PRC
"Sale and Purchase Agreement"	the share sale and purchase agreement dated 21 August 2026 entered into by the Company, the Purchaser, the Seller and the Target Company, in relation to the Acquisition
"Sale Shares"	all of the ordinary shares in the issued share capital of the BVI SPV to be issued and allotted to, and registered in the name of, the Seller upon completion of the Reorganization, representing 100% of the issued share capital of the BVI SPV as at Completion, which shall be sold by the Seller to the Purchasers pursuant to the Sale and Purchase Agreement, and which BVI SPV shall, upon completion of the Reorganization and as at Completion, directly or indirectly hold 100% of the equity interests in the Target Company
"Seller"	Mr. Meng De Feng (孟德鳳先生), an independent third party
"Share(s)"	ordinary share(s) of HK$0.10 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Specific Mandate"	a specific mandate to be sought from the Shareholders at the EGM to allot and issue the Consideration Shares

"Specified Interests in Associates and Joint Ventures"	Certain interests in associates and joint ventures to be disposed from the Target Group prior to Completion as stipulated in the Sale and Purchase Agreement
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Target Company"	Jiangsu Opsoft Technology Co., Ltd.* (江蘇歐軟信息科技有限公司), a company incorporated in the PRC with limited liability
"Target Group"	the Target Company and its subsidiaries, and "Target Group Company/ies" means any one of them
"Target WFOE"	a wholly foreign-owned enterprise to be established in the PRC by or on behalf of the HK SPV pursuant to the Reorganization
"Valuation Report"	the formal valuation report on the Target Group prepared and issued by an independent valuer in accordance with the applicable requirements of the Listing Rules
"%"	per cent.

By order of the Board of Directors
Ciprun Technology Holdings Company Limited
Mr. Kong Junmin
Chairman

Hong Kong, 21 August 2026

* *For identification purposes only*

For the purpose of this announcement and for illustrative purpose only, unless otherwise indicated, conversions of RMB to HK$ are based on the exchange rate of RMB1.00 = HK$1.16. No representation is made that any amounts in HK$ or RMB can be or could have been converted at the relevant dates at the above rate or at any other rates or at all.

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