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SuperRobotics Limited
超人智能有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8176)

**MEMORANDUM OF UNDERSTANDING
IN RELATION TO POSSIBLE TRANSACTION**

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the SFO.

The Board announces that on 30 March 2020 (after trading hours of the Stock Exchange), Shenzhen Diguang, an indirect non-wholly owned subsidiary of the Company, entered into the MOU with Huizhou Jindasheng in relation to the Possible Transaction.

Shenzhen Diguang is a company established in the People's Republic of China and, through its subsidiaries, principally engaged in the development and manufacturing of robotics products. As at the date of this announcement, Shenzhen Diguang owed the Debt in the amount of approximately RMB42,130,000 to Huizhou Jindasheng. As at the date of this announcement, the equity interest in Shenzhen Diguang is ultimately owned as to 99% by the Company and as to 1% by a party independent of and not connected with the Company and its connected persons (as defined under the GEM Listing Rules).

Pursuant to the MOU, Shenzhen Diguang and Huizhou Jindasheng shall negotiate in good faith towards one another in ensuring that the Formal Agreement be entered into as soon as possible and in any event within six (6) months from the date of the MOU (or such later date as the parties thereto may agree in writing).

The MOU does not constitute legally binding commitment in respect of the Possible Transaction. The Possible Transaction is subject to execution and completion of the Formal Agreement.

The Board wishes to emphasise that no binding agreement in relation to the Possible Transaction has been entered into between Shenzhen Diguang and Huizhou Jindasheng as at the date of this announcement. As such, the Possible Transaction may or may not proceed.

Given that Shenzhen Diguang is an indirect non-wholly owned subsidiary of the Company, if the Possible Transaction materialises, it will constitute a deemed disposal and may constitute a notifiable transaction on the part of the Company under Chapter 19 of the GEM Listing Rules.

Shareholders and investors of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement in respect of the Possible Transaction will be made by the Company in compliance with the GEM Listing Rules as and when appropriate.

This announcement is made by SuperRobotics Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)(the “**SFO**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) announces that on 30 March 2020 (after trading hours of the Stock Exchange), 深圳市帝光實業有限公司 (transliterated as Shenzhen Shi Diguang Industrial Company Limited[#]) (“**Shenzhen Diguang**”), an indirect non-wholly owned subsidiary of the Company, entered into a memorandum of understanding (the “**MOU**”) with 惠州市金達勝投資有限公司 (transliterated as Huizhou Shi Jindasheng Investment Company Limited[#]) (“**Huizhou Jindasheng**”) in relation to the Possible Transaction (as defined below).

THE MOU

Date : 30 March 2020

Parties : Shenzhen Diguang, as the company

Huizhou Jindasheng, as the investor

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, save that Shenzhen Diguang owed a debt (the “**Debt**”) in the amount of approximately RMB42,130,000 to Huizhou Jindasheng as at the date of this announcement, among which RMB40,000,000 is the outstanding principal amount and approximately RMB2,130,000 is the interest accrued thereon, each of Huizhou Jindasheng and its ultimate beneficial owner(s) is a party independent of and not connected with the Company and its connected persons (as defined under the GEM Listing Rules).

Subject matter

Pursuant to the MOU, Shenzhen Diguang and Huizhou Jindasheng intend to capitalise the Debt into the equity interest in the registered capital of Shenzhen Diguang (the “**Possible Transaction**”).

The terms of the Possible Transaction, including but not limited to the amount of the Debt to be capitalised and the equity interest to be owned by Huizhou Jindasheng in the registered capital of Shenzhen Diguang upon completion of the Possible Transaction (which will be determined with reference to the audited accounts of Shenzhen Diguang, valuation of Shenzhen Diguang by an independent valuer and/or such other criteria as may be mutually agreed between Shenzhen Diguang and Huizhou Jindasheng), shall be subject to further negotiation by the parties thereto, provided always that upon completion of the Possible Transaction, the equity interest owned by Huizhou Jindasheng in the registered capital of Shenzhen Diguang shall not in any event exceed 49%.

Formal Agreement

Pursuant to the MOU, Shenzhen Diguang and Huizhou Jindasheng shall negotiate in good faith towards one another in ensuring that the formal agreement for the Possible Transaction (the “**Formal Agreement**”) be entered into as soon as possible and in any event within six (6) months from the date of the MOU (or such later date as the parties thereto may agree in writing).

The Formal Agreement shall contain, in particular, the following terms: (i) representations, warranties, undertakings and indemnities to be given by Shenzhen Diguang which are usual for transactions similar to the Possible Transaction as contemplated by the MOU; and (ii) any other conditions which may be agreed by the parties thereto and included in the Formal Agreement.

Completion of the Possible Transaction shall be subject to (i) Huizhou Jindasheng being satisfied with the results of the due diligence review on Shenzhen Diguang to be conducted; (ii) Shenzhen Diguang and Huizhou Jindasheng being satisfied with the valuation on Shenzhen Diguang to be conducted by an independent valuer; and (iii) all necessary approval, consent and permit required to be obtained by the Company having been obtained.

Exclusivity

Pursuant to the MOU, Shenzhen Diguang will not, directly or indirectly, for the period of six (6) months from the date of the MOU (or such later date as the parties thereto may agree) (i) solicit, initiate or encourage inquiries or offers from; or (ii) initiate or continue negotiations or discussions with or furnish any information to; or (iii) enter into any agreement or statement of intent or understanding with, any person or entity other than Huizhou Jindasheng with respect to the increase in and/or subscription for the registered capital in Shenzhen Diguang (the “**Exclusivity Period**”). If Shenzhen Diguang receives any such inquiry or offer, Shenzhen Diguang will promptly notify Huizhou Jindasheng.

Due Diligence Review

Huizhou Jindasheng shall and shall procure that its advisers and agents shall, forthwith upon the signing of the MOU, conduct such review of the assets, indebtedness, operations and other aspects of Shenzhen Diguang as it may consider appropriate and Shenzhen Diguang shall provide and procure its agents to provide such assistance as Huizhou Jindasheng and its advisers and agents may require in connection with such review.

INFORMATION OF SHENZHEN DIGUANG

Shenzhen Diguang is a company established in the People's Republic of China and, through its subsidiaries, principally engaged in the development and manufacturing of robotics products. As at the date of this announcement, Shenzhen Diguang owed the Debt in the amount of approximately RMB42,130,000 to Huizhou Jindasheng. As at the date of this announcement, the equity interest in Shenzhen Diguang is ultimately owned as to 99% by the Company and as to 1% by a party independent of and not connected with the Company and its connected persons (as defined under the GEM Listing Rules).

REASONS FOR AND BENEFITS OF THE POSSIBLE TRANSACTION

The Group is principally engaged in the sale of beauty products, provision of therapy services and provision of engineering products and related services.

Given that (i) the Debt is interest-bearing at the rate of 15% per annum and will reach its maturity date within two years; and (ii) Huizhou Jindasheng is mainly engaged in trading and investment activities and in negotiation with the Group to become a sales agent of robotics products of the Group, the Possible Transaction, if materialises, will enlarge the capital base of Shenzhen Diguang and will reduce the gearing level and cash outflow of the Group thereby strengthening the financial position of the Group, while at the same time foster cooperation between the Group and Huizhou Jindasheng.

Taking into consideration of the aforesaid, the Board considers that the terms and conditions of the MOU are fair and reasonable and in the interests of the Company and its shareholders as a whole.

GENERAL

The MOU does not constitute legally binding commitment in respect of the Possible Transaction. The Possible Transaction is subject to execution and completion of the Formal Agreement.

The Board wishes to emphasise that no binding agreement in relation to the Possible Transaction has been entered into between Shenzhen Diguang and Huizhou Jindasheng as at the date of this announcement. As such, the Possible Transaction may or may not proceed.

Given that Shenzhen Diguang is an indirect non-wholly owned subsidiary of the Company, if the Possible Transaction materialises, it will constitute a deemed disposal and may constitute a notifiable transaction on the part of the Company under Chapter 19 of the GEM Listing Rules.

Shareholders and investors of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement in respect of the Possible Transaction will be made by the Company in compliance with the GEM Listing Rules as and when appropriate.

By Order of the Board

SuperRobotics Limited

Su Zhituan

Chairman and Executive Director

Hong Kong, 30 March 2020

the English translation of Chinese names or words in this announcement, where indicated, is included for information purpose only, and should not be regarded as the official English translation of such Chinese names or words

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Su Zhituan (Chairman), Mr. Sun Ziqiang (Vice-chairman) and Mr. Fu Hengke; one non-executive Director, namely Mr. Cheng Yu; and three independent non-executive Directors, namely Dr. Wang Dangxiao, Mr. Chu Kin Wang, Peleus and Mr. Tam B Ray, Billy.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 announcement 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 announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of the GEM at <http://www.hkgem.com> for at least 7 days from the date of its posting and be posted on the website of the Company at <http://www.superrobotics.com.hk>.