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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)**

**MAJOR TRANSACTION**  
**SUBSCRIPTIONS OF THE WEALTH MANAGEMENT PRODUCTS**

**THE SUBSCRIPTIONS**

The Board announces that between 6 September 2017 and 15 March 2018, Shenzhen Anzer, a 99%-owned subsidiary of the Company, subscribed for the Wealth Management Products offered by CSC Asset Management and CSC Financial to increase the return of the idle cash reserve of the Group.

**GEM LISTING RULES IMPLICATIONS**

As the Wealth Management Products were subscribed by Shenzhen Anzer within a twelve-month period and such Wealth Management Products were offered by CSC Financial and its close associate, CSC Asset Management, the Subscriptions shall be aggregated under Rule 19.22 of the GEM Listing Rules. As one or more of the applicable percentage ratios in respect of the Subscriptions, when aggregated, exceed 25% but are less than 100%, the Subscriptions in aggregate constituted a major transaction for the Company under Chapter 19 of the GEM Listing Rules and were subject to notification, announcement and Shareholders' approval requirements pursuant to Chapter 19 of the GEM Listing Rules.

The Company had failed to comply with the notification, announcement and Shareholders' approval requirements under Rule 19.34, 19.38 and 19.40 of the GEM Listing Rules by omitting to issue an announcement and circular for Shareholders' approval at the material time of making the relevant Subscriptions. In order to re-comply with Chapter 19 of the GEM Listing Rules, the Company has unwound the Subscriptions and publish this announcement to inform the Shareholders and the potential investors of the details of the Subscriptions and the remedial actions taken and to be taken by the Company.

## THE SUBSCRIPTIONS

The Board announces that between 6 September 2017 (the “**1st Subscription Date**”) and 15 March 2018, Shenzhen Anzer, a wholly-owned subsidiary of the Company, subscribed for the Wealth Management Products offered by CSC Asset Management and CSC Financial to increase the return of the idle cash reserve of the Group.

The principal terms of the Wealth Management Products are set out as follows:

### **1st Wealth Management Product offered by CSC Financial**

Name of the Wealth Management Product:	CSC Bi-quarterly Yield Collective Asset Management Plan* 中信建投雙季收益集合資產管理計劃
Date of Subscription:	(i) 18 September 2017 (redeemed on 18 October 2017) (ii) 24 October 2017 (redeemed on 21 December 2017) (iii) 10 January 2018 (redeemed on 8 February 2018)
Parties:	(i) Shenzhen Anzer (ii) CSC Financial
Subscription amount:	(i) and (ii) RMB50,000,000 (iii) RMB16,000,000
Investment period:	(i) 28 days (ii) 56 days (iii) 27 days
Investment portfolio:	Fixed income securities, cash, bank deposits, short term government bonds and money market funds, exchange traded repo and other financial products including commercial bank wealth management plan and bonds funds
Management fee:	0.5% of the net asset value per annum
Rate of return (per annum):	(i) 4.60% (ii) 4.70% (iii) 4.90%

## 2nd Wealth Management Product offered by CSC Financial

Name of the Wealth Management Product:	CSC Monthly Yield Collective Asset Management Plan No. 1* 中信建投月享收益1號集合資產管理計劃
Date of Subscription:	(i) 12 October 2017 (redeemed on 13 November 2017) (ii) 13 November 2017 (redeemed on 12 December 2017) (iii) 3 November 2017 (redeemed on 6 December 2017) (iv) 15 March 2018 (redeemed on 11 May 2018)
Parties:	(i) Shenzhen Anzer (ii) CSC Financial
Subscription amount:	(i) and (ii) RMB15,000,000 (iii) RMB10,308,000 (iv) RMB50,000,000
Investment period:	(i) 32 days (ii) 29 days (iii) 31 days (iv) 57 days
Investment portfolio:	Fixed income securities, cash, bank deposits, short term government bonds and money market funds, exchange traded repo and other financial products including commercial bank wealth management plan, bonds funds, preferred equity funds and mixed funds
Management fee:	0.5% of the net asset value per annum
Rate of return (per annum):	(i) and (iii) 4.60% (ii) 4.55% (iv) 4.90%

### 3rd Wealth Management Product offered by CSC Financial

Name of the Wealth Management Product:	CSC Financial Fixed Yield Bao* 中信建投証券固收寶
Date of Subscription:	(i) 9 October 2017 (redeemed on 16 October 2017) (ii) 16 October 2017 (redeemed on 23 October 2017) (iii) 23 October 2017 (redeemed on 30 October 2017) (iv) 30 October 2017 (redeemed on 6 November 2017) (v) 6 November 2017 (redeemed on 20 November 2017) (vi) 20 November 2017 (redeemed on 27 November 2017) (vii) 6 December 2017 (redeemed on 13 December 2017) (viii) 14 December 2017 (redeemed on 15 December 2017) (ix) 18 December 2017 (redeemed on 1 January 2018) (x) 21 December 2017 (redeemed on 4 January 2018) (xi) 21 December 2017 (redeemed on 4 January 2018)
Parties:	(i) Shenzhen Anzer (ii) CSC Financial
Subscription amount:	(i) to (v), (vii) to (ix), (xi): RMB10,000,000 (vi): RMB8,007,000 (x): RMB31,000,000
Investment period:	(i) to (vii): 7 days (viii): 1 day (ix) to (xi): 14 days
Investment portfolio:	Pledged-type repo
Rate of return (per annum):	4.10% to 6.20%

#### 4th Wealth Management Product offered by CSC Financial

Name of the Wealth Management Product:	CSC Yield Certificate “Fixed Yield Xin. Smart Enjoyment” 34-day period (No. 064) – Gold-linked Futures Bullish* 中信建投收益憑証 “固收鑫·智享” 34天期(064號) – 掛鈎黃金期貨看漲
Date of Subscription:	(i) 6 September 2017 (redeemed on 11 October 2017) (ii) 12 October 2017 (redeemed on 26 October 2017)
Parties:	(i) Shenzhen Anzer (ii) CSC Financial
Subscription amount:	(i) RMB10,000,000 (ii) RMB10,070,000
Investment period:	(i) 35 days (ii) 14 days
Underlying:	Twelve months gold futures contract (AU1712)
Guaranteed principal at redemption:	(i) RMB 10,000,000 (ii) RMB 10,070,000
Guaranteed minimum return (per annum):	2%
Maximum return (per annum):	12%
Actual rate of return (per annum):	(i) 2% (ii) 4%

## 5th Wealth Management Product offered by CSC Financial

Name of the Wealth Management Product:	CSC Zhiduoixin Collective Asset Management Plan* 中信建投智多鑫集合資產管理計劃
Date of Subscription:	31 December 2017 (redeemed over the period from 29 January 2018 to 12 March 2018)
Parties:	(i) Shenzhen Anzer  (ii) CSC Financial
Subscription amount:	RMB5,101,906
Investment period:	Redeemable on demand
Investment portfolio:	Fixed-income securities such as bank deposits (including but not limited to current deposit, call deposit, agreement deposit, term deposit), interbank deposit, money market funds, repurchase of bonds, commercial bank asset management plans with guaranteed return, floating return commercial bank asset management plans with guaranteed capital protection, government bonds with a maturity date of less than 397 days, treasury bills, policy financial bills, medium term notes, short term financial notes, as corporate bonds (the issuer credit rating of short term financial notes must be AAA or above, the bond credit rating of short term financial notes must be A-1 or above; and the issuer credit rating and bond credit rating of medium term notes and corporate bonds must be AAA or above) and other investment products as approved by the China Securities Regulatory Commission.
Rate of return (per annum):	2.62%

## 6th Wealth Management Product offered by CSC Financial

Name of the Wealth Management Product:	CSC Quarterly Yield Collective Asset Management Plan* 中信建投季享收益集合資產管理計劃
Date of Subscription:	(i) 18 January 2018 (redeemed on 14 March 2018) (ii) 12 February 2018 (redeemed on 18 March 2018)
Parties:	(i) Shenzhen Anzer (ii) CSC Financial
Subscription amount:	(i) RMB50,000,000 (ii) RMB15,000,000
Investment period:	(i) 53 days (ii) 42 days
Investment portfolio:	Fixed income securities, cash, bank deposits, short term government bonds and money market funds, exchange traded repo and other financial products including commercial bank wealth management plan, bonds funds, preferred equity funds and mixed funds
Management fee:	0.5% of the net asset value per annum
Rate of return (per annum):	(i) 5.30% (ii) 4.60%

## **1st Wealth Management Product offered by CSC Asset Management**

Name of the Wealth Management Product:	CSC Asset Management – Xintianli No. 10 Dedicated Asset Management Plan* 元達信資本 – 信天利10號專項資產管理計劃
Dates of Subscription:	21 December 2017 (redeemed on 5 January 2018)
Parties:	(i) Shenzhen Anzer  (ii) CSC Asset Management
Subscription amount:	RMB31,400,000
Investment period:	15 days
Investment portfolio:	Debt securities such as the treasury bonds, central bank bills with issuer rating above AA — or above, corporate bonds and bonds with issuer rating of AA — or above, short-term financing bills, medium-term notes, and non-publicly-directed debt financing instruments, repurchase of bonds and reverse repurchase of bonds with repurchase period of less than one year; financial interbank deposits, term deposits, deposit agreements or certificates of deposits with large principal amount, open-end money market funds, bills with high credit rating or premium credit rating and residual period of less than six months, asset management plans of the subsidiaries of fund management companies, low risk asset management with a term of less than two years, trust products, bills with high credit rating or premium credit rating and residual period from six months to three years, assets securitization products with high credit rating or premium credit rating and residual period of less than three years, and other short term financial instruments or other financial instruments or products with high security as permitted by law and the regulatory authorities.
Rate of return (per annum):	2%

## **Maximum outstanding balance of the Wealth Management Products**

From the 1st Subscription Date up to the date of this announcement, the maximum outstanding balance of the aggregate Subscriptions amount of the Wealth Management Products was RMB85,308,000.

## **INFORMATION ABOUT THE PARTIES**

Shenzhen Anzer is an indirect 99%-owned subsidiary of the Company.

CSC Financial a company established in the PRC with limited liability and is principally engaged in investment banking business, wealth management business, trading and institutional client services business and investment management business .

CSC Asset Management a company established in the PRC with limited liability and is principally engaged in asset management business. CSC Asset Management is owned as to 55% by CSC Financial and as to 45% by Independent Third Parties.

To the best of the Directors' knowledge, information and belief having made reasonable enquiries, CSC Financial, CSC Asset Management and their respective ultimate beneficial owners are Independent Third Parties.

## **REASONS FOR AND BENEFITS OF THE SUBSCRIPTIONS**

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

The Group intended to manage the surplus cash reserves by utilising such surplus cash reserve in the Subscriptions to increase the return of the idle cash reserves. Given that the investment portfolio of the Subscriptions comprised low risk investments, the Board considers that such utilisation does not cause any adverse impact on the working capital of the Company.

Appropriate short-term wealth management with low risk exposure is conducive to enhancing the utilisation of capital and increasing income from idle funds. The Board is therefore of the view that the Subscriptions were made on normal commercial terms, in the ordinary course of business of the Company and are in the interest of the Company and its Shareholders as a whole.

## **GEM LISTING RULES IMPLICATIONS**

As the Wealth Management Products were subscribed by Shenzhen Anzer within a twelve-month period and such Wealth Management Products were offered by CSC Financial and its close associate, CSC Asset Management, the Subscriptions shall be aggregated under Rule 19.22 of the GEM Listing Rules. As one or more of the applicable percentage ratios in respect of the Subscriptions, when aggregated, exceed 25% but are less than 100%, the Subscriptions in aggregate constituted a major transaction for the Company under Chapter 19 of the GEM Listing Rules and were subject to notification, announcement and Shareholders' approval requirements pursuant to Chapter 19 of the GEM Listing Rules.

The Company had failed to comply with the notification, announcement and Shareholders' approval requirements under Rule 19.34, 19.38 and 19.40 of the GEM Listing Rules by omitting to issue an announcement and circular for Shareholders' approval at the material time of making the relevant Subscriptions.

## **REMEDIAL ACTIONS**

At the material time of making the relevant Subscriptions, the Company believed that the management of the surplus cash reserve by utilising such surplus cash reserve in low risk and fixed return or fixed minimum return investments to increase the return of the idle cash reserve of the Group was analogous to putting cash in structured term deposit with fixed income with banks, which should be part of the usual and ordinary course of business of the Group and should not constitute a transaction under Chapter 19 of the GEM Listing Rules. As the Wealth Management Products were for a fixed term and of low risk, the agreements for the Subscriptions were treated internally as if they were not notifiable transactions under Chapter 19 of the GEM Listing Rules. As such, the Company did not publish announcement(s) and/or seek Shareholders' approval for the Subscriptions after making the Subscriptions.

In order to re-comply with Chapter 19 of the GEM Listing Rules, the Company has unwound the Subscriptions and publish this announcement to inform the Shareholders and the potential investors of the details of the Subscriptions and the remedial actions taken and to be taken by the Company.

As at the date of this announcement, the Group has already realised all the Subscriptions. The Group was able to recover the principal amount of the Subscriptions in full with a total income of approximately RMB2.1 million.

It is always the intention of the Company to fully comply with the GEM Listing Rules. The management of the Company is now fully aware of the GEM Listing Rules requirements in respect of financial investments of the Group and will ensure that the Company will comply with the relevant GEM Listing Rules for all of its future financial investments, if any.

## **DEFINITIONS**

Unless the context requires otherwise, the following terms have the following meanings in this announcement:

“Board”	the board of Directors
“Company”	SuperRobotics Limited (超人智能有限公司), a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, whose issued shares are listed on GEM

“CSC Asset Management”	元達信資本管理(北京)有限公司 (CSC Asset Management Co., Ltd.*), a company established in the PRC with limited liability
“CSC Financial”	中信建投證券股份有限公司 (CSC Financial Co., Ltd.*), a joint stock company incorporated in the PRC with limited liability, the H shares of which have been listed and traded on the Stock Exchange (stock Code: 6066)
“Directors”	the director(s) of the Company from time to time
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	party(ies) independent of and not connected with the Company and its connected persons (as defined under the GEM Listing Rules)
“PRC”	The People’s Republic of China (for the purposes of this announcement, excluding Hong Kong, the Macau Special Administrative Region and Taiwan)
“RMB”	Renminbi, the lawful currency of the PRC
“Shenzhen Anzer”	深圳市安澤智能工程有限公司 (Shenzhen Anzer Intelligence Engineering Company Limited*), an indirect 99%-owned subsidiary of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriptions”	subscriptions of the Wealth Management Products

“Wealth Management Products” the wealth management products offered by CSC Asset Management and CSC Financial and subscribed by Shenzhen Anzer, the details of which are set out in the section headed “The Subscriptions” in this announcement

“%” per cent.

By Order of the Board  
**SuperRobotics Limited**  
**Cai Zhaoyang**  
*Executive Director and Chairman*

Hong Kong, 16 May 2018

*As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Cai Zhaoyang, Mr. Zhang Chong, Mr. Zhang Chongdi and Dr. Andrew Goldenberg; and three independent non-executive Directors, namely Mr. Tam B Ray, Billy, Mr. Chu Kin Wang, Peleus and Mr. Tse Joseph.*

*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 Company Announcements” page of the GEM website at <http://www.hkgem.com> for a minimum period of 7 days from the date of its publication and on the Company’s website at <http://www.superrobotics.com.hk>.*

*\* For identification purposes only*