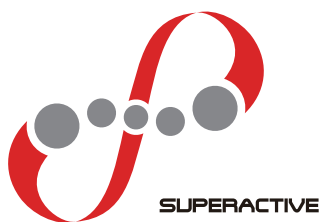


*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **SUPERACTIVE GROUP COMPANY LIMITED**

**先機企業集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 0176)**

### **VOLUNTARY ANNOUNCEMENT MEMORANDUM OF UNDERSTANDING IN RELATION TO THE POTENTIAL COOPERATION**

This announcement is made by Superactive Group Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis for the purpose of providing to the shareholders and potential investors of the Company an update on the latest business development of the Group.

#### **MEMORANDUM OF UNDERSTANDING**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 16 December 2022, Mercury Concept Holdings Limited (“**Mercury Concept**”), a wholly-owned subsidiary of the Company, Shanghai Brand Development Equity Investment Fund Partnership (L.P.)\* (上海品牌發展股權投資基金合夥企業(有限合夥), “**Shanghai BD Fund**”) and Shanghai Xiangtao Investment Management Co. Ltd.\* (上海香濤投資管理有限公司, “**Shanghai XT Investment**”) and together with Shanghai BD Fund collectively as the “**Potential Strategic Partners**”) entered into a non-legal binding memorandum of understanding (the “**MOU**”), pursuant to which the parties intend to cooperate (the “**Potential Cooperation**”) in relation to certain project for setting up commodity trading business in Chongzuo City, Guangxi Province of the People’s Republic of China (the “**PRC**”).

Under the MOU, subject to certain conditions precedent including the parties having obtained relevant requisite consents and approvals in relation to the Potential Cooperation, the Potential Strategic Partners shall utilise their resources to (i) assist a subsidiary of Mercury Concept to set up a wholly foreign owned enterprise which is expected to in turn hold a project company (“**Project Company**”) at Chongzuo City for the operation of commodity trading business and (ii) introduce Guangxi Chongzuo Industry Guiding Fund\* (廣西崇左產業引導基金)(“**Investment Fund**”) as an investor to invest in the Project Company. It is proposed that upon completion of cooperation between the parties, Shanghai BD Fund and Shanghai XT Investment would be awarded from the Project Company, among others, 4% and 2% equity interests in the Project Company and the amount equivalent to 4% and 2% of investment from the Investment Fund, respectively. The parties shall negotiate and enter into a formal cooperation agreement within 90 days from the date of the MOU or any other later date as may be agreed between the parties.

## **NATURE OF THE MOU**

Save for certain provisions including those regarding confidentiality, costs and governing law and jurisdiction, the MOU is not legally binding. The terms and conditions of the Potential Cooperation are subject to further negotiations between the parties and the execution of a formal cooperation agreement.

## **INFORMATION ON THE POTENTIAL STRATEGIC PARTNERS**

Shanghai BD Fund is a limited liability company established under the PRC laws. It is principally engaged in fund management and is the fund manager of the Chongzuo Industry Transformation and Development Fund\* (崇左產業轉型發展基金).

Shanghai XT Investment is a limited liability company established under the PRC laws. It is principally engaged in investment consultancy and management.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, each of Shanghai BD Fund and Shanghai XT Investment and their respective ultimate beneficial owners are independent third parties and are not connected with the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)).

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE MOU**

The Board considers that the Potential Cooperation is in line with the Group’s strategy to look for investment opportunities to enhance the development of the Group and to strengthen the revenue bases of the Group. In the event of the transactions contemplated under the MOU being materialised, it is expected that the diversification of business of the Group will provide a better return to the shareholders of the Company.

**The Board wishes to emphasise that, no binding agreement in relation to the Potential Cooperation has been entered into by the Company as at the date of this announcement. Except for certain provisions, the MOU is not legally binding and may or may not lead to the entering into of a formal cooperation agreement and transactions contemplated thereunder may or may not be consummated. If the transactions contemplated under the MOU materialise, the Group will make further announcement(s) as and when appropriate in accordance with the Listing Rules. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

By Order of the Board  
**Superactive Group Company Limited**  
**Yeung So Lai**  
*Chairman*

*\* For identification purposes only*

Hong Kong, 16 December 2022

*At the date of this announcement, the executive Directors are Ms. Yeung So Lai and Mr. Lee Chi Shing Caesar; and the independent non-executive Directors are Mr. Chow Wai Leung William, Mr. Leung Man Man and Mr. Tse Ting Kwan.*