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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)

**INSIDE INFORMATION
MEMORANDUM OF UNDERSTANDING
IN RELATION TO THE POTENTIAL DISPOSAL**

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the SFO.

THE MOU

The Board is pleased to announce that on 28 May 2018 (after trading hours), the Company and the Potential Purchaser entered into the MOU in relation to the Potential Disposal. Principal terms of the MOU are summarized below:

Date: 28 May 2018

Parties: (i) the Company
(ii) the Potential Purchaser

The Potential Purchaser is a company incorporated in the British Virgin Islands. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Potential Purchaser and its ultimate beneficial owners are Independent Third Parties.

Subject matter

The Potential Purchaser intends to purchase from the Company the Sale Shares.

Consideration

The consideration payable by the Potential Purchaser for the purchase of the Sale Shares shall be negotiated between the Company and the Potential Purchaser.

Due diligence

The Potential Purchaser shall engage its legal, financial or other professional advisers to conduct due diligence review of the Target Company prior to the signing of the Definitive Agreement.

Definitive Agreement

The parties to the MOU shall use reasonable endeavours to enter into the Definitive Agreement within ninety (90) days from the date of the MOU.

Legal obligations

Except for some general provisions on matters comprising confidentiality, cost obligations and governing law, the MOU shall not be legally binding and no legal obligations or liabilities will be incurred by the Potential Purchaser and the Company in respect of the Potential Disposal unless and until the Definitive Agreement has been executed.

GENERAL

As at the date of this announcement, the terms and conditions of the Potential Disposal are still being negotiated and no Definitive Agreement or other legally binding agreement has been entered into. The Potential Disposal, if materializes, may constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules. Further announcement(s) will be made by the Company as and when appropriate in compliance with the Listing Rules.

The Board wishes to emphasize that the Potential Disposal is subject to, among other things, the signing of the Definitive Agreement, the terms and conditions of which are yet to be agreed and may deviate from those set out in the MOU. As the Potential Disposal may or may not proceed, Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.

TERMS AND DEFINITIONS

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

“Board”	the board of Directors
“Company”	Cybernaut International Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 1020)
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Definitive Agreement”	a definitive sale and purchase agreement and any ancillary agreements or documents in respect of the Potential Disposal
“Director(s)”	the director(s) of the Company

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Group”	the Company and its subsidiaries (from time to time)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) independent of the Company and its connected persons (as defined in the Listing Rules)
“MOU”	the memorandum of understanding dated 28 May 2018 entered into between the Company and the Potential Purchaser
“PRC”	the People’s Republic of China, which, for the purpose of this announcement and for geographical reference only, excludes Taiwan, the Macao Special Administrative Region of the PRC and Hong Kong
“Potential Disposal”	the potential disposal of the Sale Shares
“Potential Purchaser”	the potential purchaser of the Sale Shares
“Sale Shares”	all of the issued shares of the Target Company
“SFO”	Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each of the Company
“Shareholder(s)”	Shareholder(s) of the Company
“Sinoref (BVI)/Target Company”	Sinoref (BVI) Limited, a company incorporated in the BVI with limited liability and a direct wholly-owned subsidiary of the Company as at the date of this announcement
“Sinoref (HK)”	Sinoref (Hong Kong) Limited (華耐科技(香港)有限公司), a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Target Company
“Sinoref (Yixing)”	Sinoref International (Yixing) Company Limited* (華耐國際(宜興)高級陶瓷有限公司), a company established in the PRC with limited liability and an indirect wholly-owned operating subsidiary of Sinoref (HK)

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“Target Group”

collectively, Sinoref (BVI), Sinoref (HK) and Sinoref (Yixing)

By order of the Board
Cybernaut International Holdings Company Limited
Mr. Zhu Min
Chairman

Hong Kong, 28 May 2018

As at the date of this announcement, the executive Directors are Mr. Zhu Min, Mr. Sin Kwok Wai Ronald, Mr. Lu Yongchao and Mr. Xu Yejun; the non-executive Directors are Mr. Chow Chi Wa and Ms. Yip Sum Yu, and the independent non-executive Directors are Mr. Cao Ke, Mr. Tong Yiu On and Mr. Li Yik Sang.

* *For identification purpose only*