

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.

SuperRobotics Holdings Limited **超人智能控股有限公司**

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

(Stock Code: 8176)

(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR; (2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; (3) CHANGE IN COMPOSITION OF THE BOARD COMMITTEES; AND (4) NON-COMPLIANCE WITH RULE 17.104 OF THE GEM LISTING RULES

The Board announces that with effect from 5 July 2024:

- (1) Ms. Han Xiao has resigned as an independent non-executive Director and the chairman of each of the Audit Committee, the Remuneration Committee and the Nomination Committee; and
- (2) Mr. Xue Wei has been appointed as an independent non-executive Director and the chairman of each of the Audit Committee, the Remuneration Committee and the Nomination Committee.

This announcement is made pursuant to Rule 17.50(2) of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of SuperRobotics Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that with effect from 5 July 2024, Ms. Han Xiao (“**Ms. Han**”) has resigned as an independent non-executive Director and the chairman of each of the audit committee (the “**Audit Committee**”), the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Board as she wishes to devote more time to her other business commitments.

Ms. Han has confirmed that she has no disagreement with the Board and there are no other matters that need to be brought to the attention of the Stock Exchange and the holders of securities of the Company in respect of her resignation.

The Board would like to express its sincere gratitude to Ms. Han for her valuable contributions to the Company during her tenure of service.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that, with effect from 5 July 2024, Mr. Xue Wei (“**Mr. Xue**”) has been appointed as an independent non-executive Director and the chairman of each of the Audit Committee, the Remuneration Committee and the Nomination Committee .

The biographical details of Mr. Xue are set out as follows:

Mr. Xue, aged 53, obtained a diploma in industrial and civil engineering from Jiangnan University, the People’s Republic of China (the “**PRC**”) in July 1991, a master of business administration from the Wuhan University of Technology, the PRC in July 2001 and a doctoral degree in history of economic thoughts from Wuhan University, the PRC in June 2023. Mr. Xue also has accreditations as a certified public accountant, certified public valuer, certified tax agent, certified cost engineer, certified real estate appraiser and certified land valuer in the PRC.

Mr. Xue was the chairman and the chief accountant of Hubei Zhongxin CPA Limited* (湖北中信會計師事務有限責任公司) from July 2001 to October 2013. Since 2001, Mr. Xue has been the chairman of each of Hubei Zhonghengxin Engineering Cost Consulting Company Limited* (湖北中衡信工程造價諮詢有限公司), Hubei Zhonghengxin Asset Appraisal Company Limited* (湖北中衡信資產評估有限公司) and Hubei Kunheng Real Estate Appraisal Company Limited* (湖北坤衡房地產評估有限公司). Mr. Xue has also been a partner of Tianyuanquan CPA (Special General Partnership)* (天圓全會計師事務所 (特殊普通合夥)) and head of its Hubei branch since October 2013. Mr. Xue was appointed as an independent director of QingHai HuaDing Industrial Co Ltd (青海華鼎實業股份有限公司) on 29 December 2023, a company listed on the Shanghai Stock Exchange (stock code: 600243).

Mr. Xue has entered into a letter of appointment with the Company on 5 July 2024, pursuant to which Mr. Xue has been appointed as an independent non-executive Director for an initial term of three years commencing from 5 July 2024 which shall be renewed automatically for successive terms of one year each subject to termination by either party with one month’s written notice. Mr. Xue shall be subject to retirement at the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. Mr. Xue shall also be subject to retirement by rotation at least once every three years at the annual general meetings of the Company since his last re-election pursuant to bye-laws of the Company. Pursuant to the letter of appointment, Mr. Xue will be entitled to a Director’s remuneration of RMB120,000 per annum which has been determined by the Board with reference to his duties and experience and the prevailing marketing conditions.

Save as disclosed herein, as at the date of this announcement, (i) Mr. Xue does not hold any position in the Company or any of its subsidiaries nor does he have any relationship with any Director, senior management or substantial or controlling shareholders of the Company; (ii) Mr. Xue has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) Mr. Xue does not have, and is not deemed to have, any interests or short

positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Mr. Xue has confirmed that (i) he has satisfied all the criteria for independence set out in Rule 5.09 of the GEM Listing Rules, (ii) he had no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as defined in the GEM Listing Rules) of the Company, and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed herein, there is no information relating to the appointment of Mr. Xue that needs to be brought to the attention of the shareholders of the Company nor is there any information relating to Mr. Xue that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

Following the resignation of Ms. Han, (i) Ms. Han has resigned as the chairman of each of the Audit Committee, the Remuneration Committee and the Nomination Committee; and (ii) with effect from 5 July 2024, Mr. Xue has been appointed as the chairman of each of the Audit Committee, the Remuneration Committee and the Nomination Committee.

NON-COMPLIANCE WITH RULE 17.104 OF THE GEM LISTING RULES

Pursuant to Rule 17.104 of the GEM Listing Rules, the Stock Exchange will not consider diversity to be achieved for a single gender board. As such, following the resignation of Ms. Han, the Company has a single gender board which does not meet the diversity requirement under Rule 17.104 of the GEM Listing Rules. The Board will use its best endeavours to ensure that a suitable candidate is appointed as soon as practicable and, in any event, within three months from 5 July 2024 to ensure compliance with Rule 17.104 of the GEM Listing Rules. Further announcement(s) will be made by the Company as and when appropriate.

By Order of the Board
SuperRobotics Holdings Limited
Mr. Su Zhenhui
Chairman and Executive Director

Hong Kong, 5 July 2024

As at the date of this announcement, the Board comprises of two executive Directors, namely Mr. Su Zhenhui and Mr. Feng Zheng, and three independent non-executive Directors, namely Mr. Tam B Ray, Billy, Mr. Xu Guojun and Mr. Xue Wei.

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 Stock Exchange’s website at <http://www.hkexnews.hk> 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>.