

SuperRobotics Holdings Limited

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

(Stock Code: 8176)

**THIRD QUARTERLY REPORT
FOR THE NINE MONTHS ENDED
30 SEPTEMBER 2023**

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

This report, for which the directors (the “Directors” and each, a “Director”) of SuperRobotics Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) collectively and individually accept responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this report 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 report misleading.

This report, containing the full text of the 2023 Third Quarterly Report of the Company, complies with the relevant requirements of the GEM Listing Rules in relation to information to accompany preliminary announcement of quarterly results. Printed version of the Company’s 2023 Third Quarterly Report will be delivered to the shareholders of the Company and available for viewing on the GEM website at <http://www.hkgem.com> and the Company’s website at <http://www.superrobotics.com.hk> on 14 November 2023.

THIRD QUARTERLY RESULTS (UNAUDITED)

The board of Directors of the Company (the “**Board**”) is pleased to present the unaudited condensed consolidated results of the Group for the three months and nine months ended 30 September 2023 together with the comparative figures for the corresponding period in 2022 as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Notes	Unaudited for the three months ended 30 September		Unaudited for the nine months ended 30 September	
		2023 HK\$'000	2022 HK\$'000 (Restated)	2023 HK\$'000	2022 HK\$'000 (Restated)
Continuing Operations					
Turnover	3	7,740	1,689	9,475	2,923
Cost of sales		<u>(909)</u>	<u>(1,431)</u>	<u>(1,950)</u>	<u>(2,397)</u>
Gross Profit		6,831	258	7,525	526
Other revenue		(219)	(54)	208	805
Other gains/(losses), net		(40)	—	1,713	2,783
Selling and distribution costs		(696)	(716)	(1,813)	(2,958)
Administrative expenses		<u>(2,281)</u>	<u>(4,518)</u>	<u>(11,150)</u>	<u>(15,332)</u>
Profit/(loss) from operations	4	3,595	(5,030)	(3,517)	(14,176)
Finance costs		<u>(5,343)</u>	<u>(5,651)</u>	<u>(17,739)</u>	<u>(16,143)</u>
Loss before taxation		(1,748)	(10,681)	(21,256)	(30,319)
Income tax expense	5	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Loss from continuing operations		<u>(1,748)</u>	<u>(10,681)</u>	<u>(21,256)</u>	<u>(30,319)</u>
Loss for the period		<u><u>(1,748)</u></u>	<u><u>(10,681)</u></u>	<u><u>(21,256)</u></u>	<u><u>(30,319)</u></u>

	Unaudited for the three months ended 30 September		Unaudited for the nine months ended 30 September	
	2023	2022	2023	2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(Restated)		(Restated)
Other comprehensive income/ (expenses) for the period				
Item that may be reclassified subsequently to profit or loss:				
Exchange differences on translating foreign operations	<u>11,178</u>	<u>(46)</u>	<u>828</u>	<u>(254)</u>
Total comprehensive profit/(loss) for the period	<u><u>9,430</u></u>	<u><u>(10,727)</u></u>	<u><u>(20,428)</u></u>	<u><u>(30,573)</u></u>
Profit/(loss) for the period attributable to:				
Owners of the Company	<u>2,880</u>	<u>(5,924)</u>	<u>(11,938)</u>	<u>(16,506)</u>
Non-controlling interests	<u>(4,628)</u>	<u>(4,757)</u>	<u>(9,318)</u>	<u>(13,813)</u>
	<u><u>(1,748)</u></u>	<u><u>(10,681)</u></u>	<u><u>(21,256)</u></u>	<u><u>(30,319)</u></u>
Profit/(loss) attributable to the owners of the Company:				
Continuing operations	<u>2,880</u>	<u>(5,924)</u>	<u>(11,938)</u>	<u>(16,506)</u>
	<u><u>2,880</u></u>	<u><u>(5,924)</u></u>	<u><u>(11,938)</u></u>	<u><u>(16,506)</u></u>

	Unaudited for the three months ended 30 September		Unaudited for the nine months ended 30 September	
	2023	2022	2023	2022
Notes	HK\$'000	HK\$'000 (Restated)	HK\$'000	HK\$'000 (Restated)
Total comprehensive profit/(loss) for the period attributable to:				
Owners of the Company	13,540	(13,888)	(15,216)	(28,625)
Non-controlling interests	(4,110)	3,161	(5,212)	(1,948)
	9,430	(10,727)	(20,428)	(30,573)
Total comprehensive profit/(loss) for the period attributable to the owners of the Company:				
Continuing operations	13,540	(13,888)	(15,216)	(28,625)
	13,540	(13,888)	(15,216)	(28,625)
Loss per share				
Basic and diluted				
— Continuing operations	HK0.47 cents	HK(0.98) cents	HK(2.15) cents	HK(2.98) cents
Basic and diluted				
Total from continuing and discontinued operations	HK0.47 cents	HK(0.98) cents	HK(2.15) cents	HK(2.98) cents

The accompanying notes form an integral part of these unaudited condensed consolidated financial statements.

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2023

	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Contributed surplus <i>HK\$'000</i>	Translation reserve <i>HK\$'000</i>	Accumulated losses <i>HK\$'000</i>	Share-based payment reserve <i>HK\$'000</i>	Sub-total <i>HK\$'000</i>	Non- controlling interests <i>HK\$'000</i>	Total equity <i>HK\$'000</i>
At 1 January 2023 (audited)	50,622	488,163	38,991	(14,458)	(635,604)	—	(72,286)	(128,059)	(200,345)
Loss for the period	—	—	—	—	(11,938)	—	(11,938)	(9,318)	(21,256)
Other comprehensive expenses for the period:									
Exchange differences on translating foreign operations	—	—	—	(3,278)	—	—	(3,278)	4,106	828
Total comprehensive expenses for the period	—	—	—	(3,278)	(11,938)	—	(15,216)	(5,212)	(20,428)
Placement of new shares	10,125	13,162	—	—	—	—	23,287	—	23,287
At 30 September 2023 (unaudited)	<u>60,747</u>	<u>501,325</u>	<u>38,991</u>	<u>(17,736)</u>	<u>(647,542)</u>	<u>—</u>	<u>(64,215)</u>	<u>(133,271)</u>	<u>(197,486)</u>

	Share capital – ordinary shares <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Contributed surplus <i>HK\$'000</i>	Translation reserve <i>HK\$'000</i>	Accumulated losses <i>HK\$'000</i>	Share-based payment reserve <i>HK\$'000</i>	Sub-total <i>HK\$'000</i>	Non- controlling interests <i>HK\$'000</i>	Total equity <i>HK\$'000</i>
At 1 January 2022 (audited)	50,622	488,163	38,991	(8,254)	(626,653)	2,783	(54,348)	(110,773)	(165,121)
Loss for the period	—	—	—	—	(16,506)	—	(16,506)	(13,813)	(30,319)
Other comprehensive expenses for the period:									
Exchange differences on translating foreign operations	—	—	—	(12,118)	—	—	(12,118)	11,864	(254)
Total comprehensive loss for the period	—	—	—	(12,118)	(16,506)	—	(28,624)	(1,949)	(30,573)
Forfeiture of share option	—	—	—	—	2,783	(2,783)	—	—	—
At 30 September 2022 (unaudited)	<u>50,622</u>	<u>488,163</u>	<u>38,991</u>	<u>(20,372)</u>	<u>(640,376)</u>	<u>—</u>	<u>(82,972)</u>	<u>(112,722)</u>	<u>(195,694)</u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

SuperRobotics Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands and with effect from 22 April 2014, the Company deregistered in the Cayman Islands and continued in Bermuda with limited liability. The Company’s shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The address of the registered office and principal place of business of the Company are disclosed in the “**Company Information**” section to the annual report.

The principal activities of the Company and its subsidiaries (collectively referred to as the “**Group**”) are provision of engineering products and related services (the “**Robotics Business**”). The Group was also principally engaged in the sale of beauty products and provision of therapy services (collectively referred as the “**Beauty Business**”) during 31 December 2021. On 30 June 2021, China Honest Enterprise Limited (“**CHEL**”), a non-wholly owned subsidiary of the Company, completed to novate all its rights, benefits, interests, obligation and liabilities of contracts entered into by CHEL with the customers (the “**Novation**”) in connection with the Beauty Business to an independent third party. Upon completion of the Novation, the Group was ceased to engaged into Beauty Business, thus sale of beauty and provision of therapy services were discontinued accordingly.

The unaudited condensed consolidated financial statements are presented in units of thousands of Hong Kong dollars (HK\$’000), unless otherwise stated, which is the same as the functional currency of the Company.

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”), which is a collective term that includes all applicable HKFRSs, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations (“**Int**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”), and accounting principles generally accepted in Hong Kong. In addition, the unaudited condensed consolidated financial statements include applicable disclosures required by the GEM Listing Rules and the disclosure requirements of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

The unaudited condensed consolidated financial statements have been prepared on the historical cost basis. The accounting policies and basis of preparation adopted in the preparation of the unaudited condensed consolidated financial statements are consistent with those adopted in the audited consolidated financial statements for the year ended 31 December 2022, except for the adoption of new and amendments to HKFRSs that affect the Group and has adopted the first time for the current period’s unaudited condensed consolidated third quarterly results.

The HKICPA has issued a number of new and revised standards, amendments to standards and Int (collectively referred to as “**new and revised HKFRSs**”). The Group has adopted the new and revised HKFRSs which are relevant to the Group’s operations and are mandatory for the financial year beginning on 1 January 2023. The adoption of these new and revised HKFRSs does not have any significant financial effect on the Group’s unaudited results of operations and financial position.

3. TURNOVER

	For the three months ended 30 September		For the nine months ended 30 September	
	2023	2022	2023	2022
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Continuing operations				
Provision of engineering products and related services	7,740	1,689	9,475	2,923
	<u>7,740</u>	<u>1,689</u>	<u>9,475</u>	<u>2,923</u>

4. LOSS FROM OPERATIONS

	For the three months ended 30 September		For the nine months ended 30 September	
	2023	2022	2023	2022
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Continuing operations				
Loss from operations has been arrived at after charging:				
Depreciation on property, plant and equipment	20	508	467	1,046
Operating lease rentals in respect of rented premises	283	159	1,459	1,267
Staff costs including directors' emoluments				
– salaries and other allowances	1,433	820	5,408	2,401
– contributions to retirement benefits scheme	61	43	144	191
	<u>1,433</u>	<u>820</u>	<u>5,408</u>	<u>2,401</u>

5. INCOME TAX

	For the three months ended 30 September		For the nine months ended 30 September	
	2023	2022	2023	2022
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Continuing operations				
Current tax expense				
– Hong Kong Profits Tax	—	—	—	—
– China Corporate Income Tax	—	—	—	—
	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>

Hong Kong profits tax has been provided for at the rate of 16.5% (nine months ended 30 September 2022: 16.5%) on the estimated assessable profit for the period. The Group's subsidiaries in Mainland China are subject to the China corporate income tax at a rate of 25% on the estimated assessable profit (nine months ended 30 September 2022: Nil). No income tax has been provided for the subsidiary in Canada since the subsidiary has no assessable profit for the nine months ended 30 September 2023.

6. DIVIDEND

The Board does not recommend the payment of any dividend for the nine months ended 30 September 2023 (nine months ended 30 September 2022: Nil).

7. LOSS PER SHARE

	For the three months ended 30 September		For the nine months ended 30 September	
	2023 <i>HK\$'000</i> (unaudited)	2022 <i>HK\$'000</i> (unaudited)	2023 <i>HK\$'000</i> (unaudited)	2022 <i>HK\$'000</i> (unaudited)
Profit/(loss) for the period attributable to owners of the Company	2,880	(5,924)	(11,938)	(16,506)
	Number of ordinary shares			
	<i>'000</i> (unaudited)	<i>'000</i> (unaudited)	<i>'000</i> (unaudited)	<i>'000</i> (unaudited)
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	607,464	607,464	554,431	554,431

Diluted loss per share for the three months ended and nine months ended 30 September 2023 and 2022 were the same as the exercise of the outstanding share options would be anti-dilutive.

8. SHARE CAPITAL

	Number of shares '000	Amount HK\$ '000
Ordinary shares of HK\$0.10 each (2022: HK\$0.10 each)		
<i>Authorised:</i>		
At 31 December 2022 and 30 September 2023	<u>4,950,000</u>	<u>495,000</u>
<i>Issued and fully paid:</i>		
At 1 January 2022	<u>506,220</u>	<u>50,622</u>
At 31 December 2022 and at 1 January 2023	506,220	50,622
Placement of new shares (<i>Note (a) (b)</i>)	<u>101,244</u>	<u>10,125</u>
At 30 September 2023	<u>607,464</u>	<u>60,747</u>

Notes:

- (a) On 9 May 2023 of the settlement deed, 11,273,263 new ordinary shares of HK\$0.1 each were placed at a price of HK\$0.23 per ordinary share by way of placement of new shares under general mandate, approximately HK\$2,807,156 was intended to be used to settle Loan A.
- (b) On 9 May 2023 of the settlement deed, 89,970,697 new ordinary shares of HK\$0.1 each were placed at a price of HK\$0.23 per ordinary share by way of placement of new shares under general mandate, approximately HK\$20,693,260 was intended to be used to settle Loan B due by China SuperRobotics Limited wholly-owned indirect subsidiary of the Company.

9. CONTINGENT LIABILITIES

The Group does not have significant contingent liability as at 30 September 2023.

10. EVENTS AFTER REPORTING PERIOD

There is no significant event after the report period.

MANAGEMENT DISCUSSION AND ANALYSIS

Business review

The Group mainly offers robotic products. For the provision of engineering related services, the Group provides equipment installation, support and maintenance services for robotics and automation systems (collectively, the “**Engineering Business**”).

For the Engineering Business, during the nine months ended 30 September 2023, the Group continued to develop and improve its robotic products. The Group has also driven the commercialization of its products at steady pace through domestic platforms, upon which large-scale of civil application can be expected. For the period under review, the revenue of the Engineering Business has increased by approximately 224.1% as compared to the corresponding period in 2022 and contributed a total revenue of approximately HK\$9.5 million to the total turnover of the Group.

A. Business Model of the Group

Shenzhen Anzer Intelligent Robotics Co. Limited (“**Anzer**”), a controlled subsidiary of SuperRobotics Holdings Limited (“**SuperRobotics**”), conducts the business operations mainly in the mainland market.

Anzer applies the latest AI and robotic technologies into two main products – commercial patrol robots and special purpose robots.

The patrol robot product offers patrolling/surveillance functions equipped with AI detection and recognition capabilities in autonomous navigation mode. The product requires minimum human intervention when working, and it can also endure more severe working environment than human. Therefore, customers are able to free up its workforce and employ them in much more needed positions, hence to improve productivity.

The special purpose robot products are mainly marketed to government agencies such as public security bureau. Customers are using the products to handle dangerous explosives and chemicals by remote control, so trained personnels can move, disarm, destroy or transport dangerous goods at safe distance without causing personal injury or public damage.

Anzer’s major customers include robotics unicorn firms such as CloudMinds Technologies Company Limited (“**CloudMinds**”) and Shenzhen Intellifusion Technologies Company Limited (“**Intellifusion**”), and property firms such as Gemdale and Central China Real Estate. Our special purpose robot customers mainly include public security bureaus from a number of provinces in Xinjiang, Shandong, Zhejiang, Henan, Guangdong and etc.

Apart from traditional robotic product business, Anzer takes advantage of existing property business customer base and endeavors to further exploit business opportunities with them. The company expands its business dealings with customers via vertical integration, called “smart property management projects”. Anzer provides property management related equipment/device and offers engineering, installation services. The business application scenarios include carpark control, building and lift intercom, community surveillance and system integration.

B. Reasons of the Revenue Change

Significant change in robotic business market

The past success of robotic market lies with the favor of capital market and the technological advances. However, the recent performance of capital market and macro economy has been unpromising which in turn affects both firms’ funding ability and end-users’ purchasing ability. In addition, the pace of robotic technological advance seems to slow down and reaches a bottleneck, causing a mismatch between what firms could offer and what clients would want.

Reliance on big customer

A very large portion of the Group’s income between 2019 and 2021 was from one single client – CloudMinds. However, since the contract came to the end in 2021, neither the client intended to place further orders nor Anzer was able to obtain new business orders elsewhere, thus the Group’s income dropped significantly. The Group continues to develop new sales & marketing channels to secure new customers as well as to exploit more business opportunities out of existing customer base for the new “smart property management projects”.

Financial review

Continuing Operations

During the period under review, the Group recorded a turnover of approximately HK\$9.5 million, representing an increase of approximately 224.1% as compared with the corresponding period in 2022, (2022: approximately HK\$2.9 million), which was generated from sale of robotic products.

For the robotics products, it is mainly generated from customers namely Huizhou Taidong Smart Property Services Company Limited* (惠州太東智慧物業有限公司) CloudMinds Technologies Company Limited* (達闢科技(北京)有限公司) approximately 54.6% and 27.5% of the total turnover respectively.

For the automation and services, it mainly generated from customers Huizhou City Dayawan Dongbang Industry Trade Company Limited* (惠州市大亞灣東邦工貿有限公司) and Huizhou Taidong Industrial Investment Company Limited* (惠州市太東實業投資有限公司) approximately 2.7% and 4.8% of the total turnover respectively.

Other income of approximately HK\$0.2 million (2022: approximately HK\$0.8 million) mainly consists of government grants received during the period.

Other gains or losses (net) of approximately HK\$1.7 million (2022: approximately HK\$2.8 million) mainly attributable to waiver of loan interest expenses.

The selling and distribution costs was approximately HK\$1.8 million for the nine months ended 30 September 2023 (2022: approximately HK\$2.9 million), representing a decrease of approximately 38.7% over the corresponding period in 2022. The decrease is mainly due to reduce in marketing expense of the Engineering Business.

The administrative expenses was approximately HK\$11.2 million for the nine months ended 30 September 2023 (2022: approximately HK\$15.3 million), representing a decrease of approximately 27.2% over the corresponding period in 2022. Such decrease was mainly attributed to decrease in research and development expenses and staff cost.

Loss attributable to owners of the Company amounted to approximately HK\$21.2 million for the nine months ended 30 September 2023 (2022: approximately HK\$30.3 million). The decrease in loss was mainly contributed by the decrease in research and development cost incurred by the Engineering Business. The decrease are partially offset by the increase in finance costs.

SHARE CAPITAL

Details of the movements in the share capital of the Company during the period under review are set out in the consolidated statement of changes in equity on page 9 and note 8 to the consolidated financial statements respectively.

OUTLOOK

According to the Report on the Development of the Robotics Industry in China (the “**Report**”) released at the World Robot Conference 2022, the global robot market is expected to reach US\$51.3 billion in 2022. In recent years, China’s robot market has grown rapidly, and “robot+” applications have continued to expand and deepen. It is expected that China’s robot market will reach US\$17.4 billion in 2022 with an average annual growth rate of 22% for a five-year period. Specifically, the industrial robot, service robot and special robot markets are expected to reach US\$8.7 billion, US\$6.5 billion and US\$2.2 billion, respectively.

As the Report stated, China has prioritised breakthroughs in key robotic technologies, and domestic manufacturers have resolved some of the difficulties in the field of core components such as reducers, controllers and servo systems. More and more core components are made in China. The Soochow Securities research report pointed out that core components of robotics are extremely important because on the one hand, high-performance components are the basis for enabling sensing and kinetics; on the other hand, the core components account for fairly high proportion of the total costs. Taking traditional industrial robots as an example, the core components account for more than 70% of the total costs.

In recent years, service robots have been working in medical care and public service scenarios. Besides, due to explosive growth in demand for “non-contact” services during the epidemic, there is more accurate market demand in the service robotics industry. The global service robot market is expected to reach US\$21.7 billion in 2022, and grow to US\$29 billion in 2024.

In recent years, global special robots have been showing better performance, and their operation in extreme environments, dangerous operations and other scenarios has increased significantly, contributing to the rapid development of space exploration, deep-sea exploration, emergency rescue and other applications. Since 2017, the average annual growth rate of the global special robotics industry has reached 21.7%. It is estimated that the market size of the global special robot market will exceed US\$10 billion in 2022 and reach US\$14 billion in 2024.

There were 500 robotics-related corporate financing events with a total amount of approximately RMB84 billion from 2018 to Q3 2022. In terms of financing amount, the amount rocketed rapidly in 2018, continued to rise after a relative fall in 2019, and went upward to hit RMB22.8 billion in 2021. As of September 2022, the financing amount remained stable, having reached the highest average amount in recent years of RMB260 million/transaction. With respect to financing rounds, the proportion of Series A-related events decreased year by year, and Series C and follow-up financing events increased. The concentration of financing in the robot market increased, and the market gradually moved into a stable development stage, with companies leading ahead. Traditional robotics manufacturers are still the main force of the industry, taking the lead in the field of core component manufacturing. Intelligent technology companies enriched the applications of robots. Meanwhile, technology transfer enabled penetration of robot applications into multiple fields. Top tech companies are paying special attention to the robotics with a view to expanding their portfolio, and empowering their own main businesses of e-commerce and consumer entertainment, thus promoting the application of technology in the industry and other fields.

With the declined population, accelerated aging population and rising costs of various factors, intelligent manufacturing, such as robotics, will become the essential pathway towards high-quality development of the domestic manufacturing industry. The robotics industry will be deeply integrated with more industries. Along with recovery of consumption and investment, the domestic robotics industry as a whole is expected to experience a new fast growth. The Ministry of Industry and Information Technology of the People's Republic of China and other 17 departments issued the “**Robot+**” Application Action Plan, indicating that by 2025, the robot density in the manufacturing industry will double as compared to 2020; the depth and width of application of service robots and special robots in industries will rise significantly, and robots will be much better at promoting the high-quality development of economy and society. The repeated outbreaks of the epidemic have created strong demand for unmanned, automated and intelligent productivity and labour in many fields. The entire robotics industry is showing healthy growth momentum. The market size of the intelligent robot market in China is estimated to reach approximately RMB100 billion in 2025.

SUBSTANTIAL SHAREHOLDER'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 September 2023, so far as is known to the Directors and the chief executive of the Company, the interests and shorts positions of the persons or corporations (other than the Directors and the chief executive of the Company) in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO were as follows:

Name of shareholder	Nature of interests	<i>Notes</i>	Interest in shares of the Company <i>(Note 1)</i>	Interest in underlying shares of the Company <i>(Note 1)</i>	Total interest in shares of the Company <i>(Note 1)</i>	Approximate percentage of shareholding <i>(Notes 1 and 7)</i>
Tai Dong	Beneficial owner	2	151,425,197(L)	–	151,425,197(L)	24.93%(L)
Mr. Su Zhituan	Interest of controlled corporation	2	151,425,197(L)	–	151,425,197(L)	24.93%(L)
Hong Kong Bridge Investments Limited ("Hong Kong Bridge Investments")	Beneficial owner	3	41,666,666(L)	–	41,666,666(L)	6.86%(L)
HKBridge Absolute Return Fund, L.P ("HKBridge Absolute")	Beneficial owner	4	64,148,063(L)	–	64,148,063(L)	10.56%(L)
On Top Global Limited ("On Top Global")	Beneficial owner	5	24,397,946(L)	–	24,397,946(L)	4.02%(L)
Renco Holdings Group Limited ("Renco Holdings")	Interest of controlled corporation	3,4,5	130,212,675(L)	–	130,212,675(L)	21.44%(L)
Mr. Huang Jianhang	Beneficial owner	6	89,970,697(L)	–	89,970,697(L)	14.81%(L)

Notes:

1. “L” represents long position in shares or underlying shares of the Company and “S” represents short position in shares or underlying shares of the Company.
2. Tai Dong is interested in 151,425,197 shares of the Company. As Tai Dong is ultimately wholly-owned by Mr. Su Zhituan, Mr. Su Zhituan is deemed to be interested in such 151,425,197 shares of the Company.
3. Hong Kong Bridge Investments is interested in 41,666,666 shares of the Company. As Hong Kong Bridge Investments is a wholly-owned subsidiary of Renco Holdings, Renco Holdings is deemed to be interested in such 41,666,666 shares of the Company.
4. HKBridge Absolute, a Cayman Islands exempted limited partnership, the general partner of which is HKBridge (Cayman) GP2 Limited, a Cayman Islands limited liability company, is interested in 64,148,063 shares of the Company. As the entire issued share capital of the general partner of HKBridge Absolute is indirectly owned by Renco Holdings, Renco Holdings is deemed to be interested in such 64,148,063 shares of the Company.
5. On Top Global is interested in 24,397,946 shares of the Company. As On Top Global is a wholly-owned subsidiary of Hong Kong Bridge High-Tech Investment Fund L.P. (“**Hong Kong Bridge High-Tech**”), Hong Kong Bridge High-Tech is deemed to be interested in such 24,397,946 shares. Hong Kong Bridge High-Tech, a Cayman Islands exempted limited partnership, the general partner of which is Hong Kong Bridge High-Tech Investment G.P Limited, a Cayman Islands limited liability company. As the entire issued share capital of the general partner of the Hong Kong Bridge High-Tech is indirectly owned by Renco Holdings, Renco Holdings is deemed to be interest in such 24,397,946 shares of the Company.
6. Mr. Huang Jianhang is interested in 89,970,697 shares of the Company.
7. The percentage is calculated on the basis of 607,463,599 Shares in issue as at 30 September 2023.

Save as disclosed above, as at 30 September 2023, so far as is known to the Directors and the chief executive of the Company, and based on the public records filed on the website of the Stock Exchange and records kept by the Company, no other persons or corporations (other than the Directors and the chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted its own codes of conduct regarding Directors' and relevant employees' securities transactions, namely "Code for Securities Transactions by Directors" and "Code for Securities Transactions by Relevant Employees", both of which apply to all Directors and relevant employees of the Company on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules.

Having made specific enquiry with each of the Directors, all Directors have confirmed that they have complied with such code and the required standard of dealings on Directors' securities transactions during the nine months ended 30 September 2023.

COMPETING INTERESTS

As at 30 September 2023, none of the Directors, substantial shareholders of the Company nor any of their respective close associates (as defined in the GEM Listing Rules) had any interest in a business which causes or may cause any significant competition with the business of the Group.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

The Company did not redeem any of its listed shares during the nine months ended 30 September 2023. Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the nine months ended 30 September 2023.

AUDIT COMMITTEE

The Board has established an audit committee (the "**Audit Committee**") with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. As at the date of this report, the Audit Committee comprises three independent non-executive Directors, namely, Ms. Han Xiao (chairman), Mr. Tam B Ray, Billy and Ms. Zhao Yang. The Audit Committee has reviewed the unaudited condensed consolidated third quarterly results of the Group for the nine months ended 30 September 2023 and has provided advice and comments thereon.

CORPORATE GOVERNANCE CODE

The Board believes that corporate governance is essential to the success of the Company. The Board is committed to maintaining corporate governance with high standard and ensuring compliance of the legal and regulatory requirements. The Company has put in place governance practices with emphasis on the integrity, quality of disclosures, transparency and accountability for the shareholders of the Company.

Throughout the nine months ended 30 September 2023, the Company has complied with the code provisions in the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules.

Pursuant to the code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer of the Company should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and the chief executive officer should be clearly established and set out in writing. The position of the chairman is held by Mr. Fan Yu. The responsibilities of the chairman of the Company are to, among others, ensure the Board to work effectively and perform its responsibilities, and all key and appropriate issues are discussed by the Board, draw up and approve the agenda for each board meeting and take into accounts, any matters proposed by others Directors for inclusion in the agenda as well as handling other matters as prescribed by the CG Code.

As at 30 September 2023 and up to the date of this report, the Company has not appointed a chief executive officer and is looking for a suitable candidate to act as chief executive officer in order to comply with the CG Code. The office and duties of the chief executive officer in respect of the day-to-day management of the Group's business are handled by the executive Directors collectively.

By Order of the Board
SuperRobotics Holdings Limited
Fan Yu
Chairman and Executive Director

Hong Kong, 14 November 2023

As at the date of this report, the Board comprises two executive Directors, namely Mr. Fan Yu (Chairman) and Ms. Qiu Xueyun; and three independent non-executive Directors, namely Mr. Tam B Ray, Billy, Ms. Han Xiao and Ms. Zhao Yang.