
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in SuperRobotics Holdings Limited (超人智能控股有限公司) (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE
AND TO REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “**Annual General Meeting**”) of the Company to be held at Room 1405, 14/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on 30 June 2022 at 10:30 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the Annual General Meeting is enclosed with this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to read the notice and to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon, and return the completed form of proxy, to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. 28 June 2022 at 10:30 a.m. or any adjournment thereof (as the case may be). The completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof (as the case may be) in person if you so wish and in such event, the form of proxy shall be deemed to be revoked.

This circular will remain on the “Latest Listed Company Information” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and be posted on the website of the Group at <http://www.superrobotics.com.hk>.

CHARACTERISTICS OF GEM

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.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at Room 1405, 14/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on 30 June 2022 at 10:30 a.m. or adjournment thereof, notice of which is set out on pages 15 to 19 of this circular
“Board”	the board of Directors
“Bye-law(s)”	the bye-laws of the Company (as amended from time to time)
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Company”	SuperRobotics Holdings Limited (超人智能控股有限公司), a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, whose Shares are listed on GEM (Stock Code: 8176)
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company from time to time
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to the effect that the total number of Shares which may be allotted and issued under the General Mandate may be increased by an additional number of Shares representing such number of Shares actually repurchased by the Company under the Repurchase Mandate
“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
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue or otherwise deal with new Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	19 May 2022, being the latest practicable date prior to the publication of this circular for ascertaining certain information contained herein
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares of up to 10% of the total number of issued Shares as at the date of passing of the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers issued by the Securities and Futures Commission, as amended from time to time
“%”	per cent.

LETTER FROM THE BOARD

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)

Executive Director:

Mr. Su Zhituan (*Chairman*)

Non-executive Director:

Mr. Fan Yu

Independent non-executive Directors:

Mr. Tam B Ray, Billy

Ms. Han Xiao

Ms. Zhao Yang

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal place of business

in Hong Kong:

Room 1405, 14/F.

China Merchants Tower

Shun Tak Centre

168-200 Connaught Road Central

Sheung Wan, Hong Kong

20 May 2022

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE
AND TO REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM to seek approval of the Shareholders in respect of, among other matters, (i) the Issue Mandate, the Repurchase Mandate and the Extension Mandate, (ii) the re-election of retiring Directors, and (iii) the notice of the AGM.

ISSUE MANDATE AND REPURCHASE MANDATE

At the annual general meeting of the Company held on 2 June 2021 (“**2021 AGM**”), general mandates were granted to the Directors to exercise the powers of the Company to issue new Shares and to repurchase Shares respectively.

Such mandates granted at the 2021 AGM will lapse at the conclusion of the AGM.

LETTER FROM THE BOARD

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the Issue Mandate and the Repurchase Mandate.

Issue Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given a general and unconditional mandate (i.e. the Issue Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Bye-laws) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the total number of issued Shares as at the date of passing of the relevant resolution granting such mandate.

In addition, a separate ordinary resolution will further be proposed for the Extension Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company had an aggregate of 506,219,666 Shares in issue. Subject to the passing of the resolution for the approval of the Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Issue Mandate to allot, issue and deal with a maximum of 101,243,933 Shares.

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given a general and unconditional mandate to repurchase issued and fully paid Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the total number of issued Shares as at the date of passing of the relevant resolution granting such Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 50,621,966 Shares.

The Issue Mandate (including the Extension Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issue Mandate (including the Extension Mandate) and the Repurchase Mandate until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws of Bermuda to be held; or (iii) the passing of an ordinary resolution by the Shareholders in a general meeting prior to the next annual general meeting of the Company revoking or varying the authority given to the Directors.

LETTER FROM THE BOARD

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement is to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to grant the Directors the Repurchase Mandate at the AGM.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprised of one executive Director, namely Mr. Su Zhituan (Chairman); one non-executive Director, namely Mr. Fan Yu; and three independent non-executive Directors, namely Mr. Tam B Ray, Billy (“**Mr. Tam**”), Ms. Han Xiao (“**Ms. Han**”) and Ms. Zhao Yang (“**Ms. Zhao**”).

According to Bye-law 83(2), any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

According to Bye-law 84(1), at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.

Ms. Han and Ms. Zhao were appointed as independent non-executive Directors to fill causal vacancies on 30 November 2021 and 30 December 2021 respectively. Ms. Han and Ms. Zhao shall retire at the AGM in accordance with Bye-law 83(2). Mr. Tam, shall retire by rotation at the AGM in accordance with Bye-law 84(1).

Ms. Han, Ms. Zhao and Mr. Tam, the retiring Directors, being eligible, will offer themselves for re-election at the AGM.

The nomination committee of the Company (the “**Nomination Committee**”) and the Board consider that the re-election of Ms. Han, Ms. Zhao and Mr. Tam is in the best interest of the Company and the Shareholders as a whole and recommended the Shareholders to vote for their re-election at the AGM.

The nominations were made in accordance with the nomination policy of the Company and with due regard for the benefits of diversity as set out under the board diversity policy of the Company and the independence of Ms. Han, Ms. Zhao and Mr. Tam. The Nomination Committee had also taken into account the respective contributions of Ms. Han, Ms. Zhao and Mr. Tam to the Board and their commitment to their roles. The Nomination Committee considered that in view of their diverse professional qualifications, skills, knowledge and experience, Ms. Han, Ms. Zhao and Mr. Tam will bring valuable perspectives, skills, knowledge and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Group’s business.

LETTER FROM THE BOARD

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

AGM

A notice convening the AGM to be held at Room 1405, 14/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on 30 June 2022 at 10:30 a.m. is set out on pages 15 to 19 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the ordinary resolutions in relation to the Issue Mandate (including the Extension Mandate), the Repurchase Mandate and the re-election of Directors.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. 28 June 2022 at 10:30 a.m.) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment (as the care may be) thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions set out in the notice of the AGM will be voted by poll.

No Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 24 June 2022 to 30 June 2022, both days inclusive, in order to determine the entitlement to attend the AGM. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 23 June 2022.

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider the proposed grant of the Issue Mandate (including the Extension Mandate), the Repurchase Mandate and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

Your attention is also drawn to the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By Order of the Board
SuperRobotics Holdings Limited
Su Zhituan
Chairman and Executive Director

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 of the GEM Listing Rules, to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution at the AGM to approve the Repurchase Mandate.

1. NUMBER OF SHARES WHICH MAY BE REPURCHASED

As at the Latest Practicable Date, there was a total of 506,219,666 Shares in issue.

Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Directors would be authorised under the Repurchase Mandate to repurchase a maximum of 50,621,966 Shares (representing 10% of the total number of issued share as at the date of passing of the resolution) during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws of Bermuda to be held; or (iii) the passing of an ordinary resolution by the Shareholders in a general meeting prior to the next annual general meeting of the Company revoking or varying the authority given to the Directors.

2. REASONS FOR PROPOSED REPURCHASE OF SHARES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have general authority from the Shareholders to enable the Directors to repurchase Shares on GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share of the Company and will be only made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

The Repurchase Mandate will only be exercised when the Directors believe that such purchases will benefit the Company and the Shareholders as a whole. The Directors have no present intention to repurchase any Shares.

3. SOURCE OF FUNDS

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of continuance and Bye-laws, the GEM Listing Rules and the applicable laws of Bermuda. The Company will not repurchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2021) in the event that the Repurchase Mandate is exercised in full at any time during the Relevant Period (as remain defined). However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

5. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules), has any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders at the AGM.

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Bye-laws, the GEM Listing Rules and the applicable laws of Bermuda.

7. THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 the Takeovers Code.

As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Tai Dong New Energy Holding Limited (“**Tai Dong**”), a company which is wholly-owned by Mr. Su Zhituan, held 151,425,197 Shares, representing approximately 29.91% of the issued share capital of the Company. In the event that the Directors exercise in full the Repurchase Mandate and assuming that there will be no change in the issued share capital of the Company and Tai Dong does not dispose of their interest in Shares nor acquire additional interest in Shares prior to any repurchase of Shares, the interest of Tai Dong in the Shares would be increased to approximately 33.23% of the then issued share capital of the Company respectively. In such circumstances, Tai Dong would be obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Directors had no intention to exercise the Repurchase Mandate to an extent which will trigger off the mandatory offer requirement pursuant to the rules of the Takeovers Code or which will result in the amount of the Shares held by the public being reduced to less than the prescribed minimum percentage of 25%.

8. SHARES REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the previous six months preceding the Latest Practicable Date.

9. CORE CONNECTED PERSON

No core connected persons (as defined in the GEM Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

10. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
May	0.650	0.650
June	0.750	0.650
July	0.780	0.780
August	—	—
September	0.800	0.600
October	0.850	0.415
November	—	—
December	0.435	0.355
2022		
January	—	—
February	0.395	0.295
March	0.395	0.220
April	0.235	0.230
May (up to the Latest Practicable Date)	—	—

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

Detail of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

- (1) Ms. Han Xiao (“**Ms. Han**”), was appointed as independent non-executive Director on 30 November 2021 and is the Chairman of each of the audit committee (the “**Audit Committee**”), the remuneration committee (the “**Remuneration Committee**”) and the Nomination Committee.

Ms. Han, aged 36, obtained a Bachelor of Commerce degree from Massey University in New Zealand in 2008. She is a member of CPA Australia. She has over ten years of experience in finance and accounting. She is currently a deputy financial controller of Suning Rundong Equity Investment Management Company Limited* (蘇寧潤東股權投資管理有限公司).

Ms. Han has entered into a letter of appointment with the Company. The appointment of Ms. Han as an independent non-executive Director is for a term of three years commencing from 30 November 2021 and is subject to retirement at the next general meeting of the Company after her appointment and thereafter subject to retirement by rotation at least once every three years in accordance with the bye-laws of the Company. She is entitled to a director’s fee of CNY120,000 per annum which is determined by the Board by reference to her duties and responsibilities and the prevailing market conditions and the recommendation from the remuneration committee of the Company.

Save as disclosed above, as at the Latest Practicable Date, Ms. Han (i) did not hold any other major appointment or professional qualifications; (ii) did not have any relationship with any Director, senior management or substantial Shareholders or controlling Shareholders of the Company; (iii) did not hold any other positions in the Group; and (iv) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Ms. Han did not, and was not deemed to have any interest in any Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Ms. Han that needs to be brought to the attention of the Shareholders nor is there any information relating to Ms. Han that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

- (2) Ms. Zhao Yang (“**Ms. Zhao**”), was appointed as an independent non-executive Director on 30 December 2021, and is a member of each of the Audit Committee and the Remuneration Committee.

Ms. Zhao, aged 36, obtained a Bachelor of Management degree from Business College of Shanxi University (now known as Shanxi Vocational University of Engineering Science and Technology) in Shanxi, China in 2007 and obtained a Master of Business Administration degree from Tiffin University in Ohio, USA in 2010. She has obtained a qualification certificate of board secretary issued by Shenzhen Stock Exchange. She has been the officer of the secretariat of the board of directors and the secretary of the board of directors of Zhongao Wufu Group Company Limited* (中奧伍福集團股份有限公司) since September 2017. She was the secretary of the chairman of the board of directors of Guowei Fortune Investment Group Limited* (國維財富投資集團有限公司) (“**Guowei**”) and the secretary of the committee of an education foundation created by a subsidiary of Guowei from August 2012 to September 2016.

Ms. Zhao has entered into a letter of appointment with the Company. The appointment of Ms. Zhao as an independent non-executive Director is for a term of 3 years commencing from 30 December 2021 and is subject to retirement at the next general meeting of the Company after her appointment and thereafter subject to retirement by rotation at least once every three years in accordance with the bye-laws of the Company. She is entitled to a director’s fee of CNY120,000 per annum which is determined by the Board by reference to her duties and responsibilities and the prevailing market conditions and the recommendation from the Remuneration Committee.

Save as disclosed above, as at the Latest Practicable Date, Ms. Zhao (i) did not hold any other major appointment or professional qualifications; (ii) did not have any relationship with any Director, senior management or substantial Shareholders or controlling Shareholders of the Company; (iii) did not hold any other positions in the Group; and (iv) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Ms. Zhao did not, and was not deemed to have any interest in any Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Ms. Zhao that needs to be brought to the attention of the Shareholders nor is there any information relating to Ms. Zhao that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

- (3) Mr. Tam B Ray, Billy (“**Mr. Tam**”), was appointed as an independent non-executive Director on 5 March 2012 and is a member of each of the Audit Committee and the Nomination Committee.

Mr. Tam, aged 53, has been a practicing solicitor in Hong Kong for over 25 years. He holds an EMBA from the Chinese University of Hong Kong, a Bachelor of Laws degree from the University of London, a Bachelor degree in laws of the People’s Republic of China from Tsinghua University and a Master of Laws degree from the University of Hong Kong. Mr. Tam is a partner of Messr. Ho & Tam. He has been an independent non-executive directors of China Fortune Financial Group Limited (stock code: 290), a company listed on the Main Board of the Stock Exchange, from 4 December 2007 to 21 December 2016. He has also been an independent non-executive director of Silk Road Energy Services Group Limited (stock code: 8250), a company listed on GEM, from 10 November 2011 to 18 June 2014. Mr Tam has also been a non-executive director of Larry Jewelry International Company Limited (stock code: 8351), a company listed on GEM of the Stock Exchange, from 16 December 2010 to 19 September 2014 and Milan Station Holdings Limited (stock code: 1150), a company listed on the Main Board of the Stock Exchange, since 28 April 2011 to 3 March 2017.

The GEM Listing Committee of the Stock Exchange (“**Committee**”) made a public statement on 6 August 2015 which involves criticism on, among others, Mr. Tam as a former non-executive director of Larry Jewelry International Company Limited (stock code: 8351) (“**Larry Jewelry**”), a company listed on GEM of the Stock Exchange, from 16 December 2010 to 19 September 2014. The Committee found that Mr. Tam breached:

- (1) Rule 5.01(6) of the GEM Listing Rules (“**Rule 5.01(6)**”) for (a) failure to consider the application of the announcement requirement under Rule 19.36 of the GEM Listing Rules (“**Rule 19.36**”) to the waiver (the “**Waiver**”) by a supplemental agreement (the “**Supplemental Agreement**”) of a profit guarantee arrangement in relation to an acquisition (the “**Acquisition**”) by a subsidiary of Larry Jewelry at the relevant time; (b) alternatively, if Mr. Tam did in fact consider the application of Rule 19.36 at the material time, his failure to properly understand the requirements of the GEM Listing Rules and Rule 19.36 in arriving at the decision that the Waiver and the Supplemental Agreement was not a material variation to the Acquisition and was not subject to announcement; and (c) his failure to consult and seek advice from the compliance adviser of Larry Jewelry (the “**Compliance Adviser**”); and
- (2) his obligations under the Director’s Declaration and Undertaking given to the Stock Exchange in the form set out in Appendix 6A to the GEM Listing Rules (a) to use his best endeavours to procure Larry Jewelry’s compliance with the GEM Listing Rules by reason of (i) failing to contemplate and consider the application of Rule 19.36 in respect of the Waiver and the Supplemental Agreement; and (ii) failing to consult the Compliance Adviser who, had he done so, could and should have reasonably advised that the Waiver and the Supplemental Agreement constituted a material variation to the Acquisition requiring announcement and shareholders’ approval hence preventing a breach of Rule 19.36; and (b) to comply with the GEM Listing Rules to the best of his ability by reason of his breach of Rule 5.01(6). Further details relating to the aforesaid public statement are set out in the news release made by the Stock Exchange on 6 August 2015.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Tam's appointment will be subject to retirement by rotation and re-election in accordance with the Bye-laws. He is entitled to an emolument of HK\$12,500 per month which was determined with reference to his duties and responsibilities with the Company, the Company's performance, prevailing market conditions and the market emoluments for directors of other listed companies.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tam (i) did not hold any other major appointment or professional qualifications; (ii) did not have any relationship with any Director, senior management or substantial Shareholders or controlling Shareholders of the Company; (iii) did not hold any other positions in the Group; and (iv) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tam did not, and was not deemed to have any interest in any Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Tam that needs to be brought to the attention of the Shareholders nor is there any information relating to Mr. Tam that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

* *for identification purposes only*

NOTICE OF AGM

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of SuperRobotics Holdings Limited (the “**Company**”) will be held at Room 1405, 14/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on 30 June 2022 at 10:30 a.m., for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2021.
2.
 - (a) To re-elect Ms. Han Xiao as an independent non-executive Director.
 - (b) To re-elect Ms. Zhao Yang as an independent non-executive Director.
 - (c) To re-elect Mr. Tam B. Ray, Billy as an independent non-executive Director.
 - (d) To authorise the board of Directors to fix the Directors’ remuneration.
3. To appoint Elite Partners CPA Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration.
4. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM operated by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company), which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company), which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF AGM

- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under a share option scheme of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
- (aa) 20 per cent. of the total number of the issued Shares of the Company in issue on the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of any Shares of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of issued Shares of the Company on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any other applicable laws of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting prior to the next annual general meeting of the Company revoking or varying the authority given to the Directors by this resolution.

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“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

5. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose under the Hong Kong Code on Share Buy-backs, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent. of the total number of issued Shares of the Company as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purposes of this resolution,

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any other applicable laws of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting prior to the next annual general meeting of the Company revoking or varying the authority given to the Directors by this Resolution.”

NOTICE OF AGM

6. To consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10 per cent of the total number of issued Shares of the Company as at the date of passing of this Resolution.”

By Order of the Board
SuperRobotics Holdings Limited
Su Zhituan
Chairman and Executive Director

Hong Kong, 20 May 2022

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Principal place of
business in Hong Kong:*
Room 1405, 14/F.
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Sheung Wan, Hong Kong

Notes:

1. A member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the AGM (i.e. 28 June 2022 at 10:30 a.m.) or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending and voting in person at the AGM or any adjournment thereof (as the case may be) and in such event, the form of proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from 24 June 2022 to 30 June 2022, both days inclusive, in order to determine the entitlement to attend the AGM. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 23 June 2022.

NOTICE OF AGM

4. In relation to the proposed resolution no. 2 above, Ms. Han Xiao, Ms. Zhao Yang and Mr. Tam B Ray, Billy will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the bye-laws of the Company. Biographical details of them are set out in Appendix II to the circular (the “Circular”) of the Company dated 20 May 2022.
5. In relation to the proposed resolutions nos. 4 and 5 above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to allot, issue or otherwise deal with new Shares under the GEM Listing Rules. The Directors have no immediate plans to issue new Shares other than the Shares which may fall to be issued under the existing share option scheme of the Company or any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of whole or part of a dividend which may be approved by shareholders of the Company.
6. In relation to the proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to the Circular.

As at the date of this notice, the Board comprises one executive Director, namely Mr. Su Zhituan (Chairman), one non-executive Director, namely Mr. Fan Yu and three independent non-executive Directors, namely Mr. Tam B Ray, Billy, Ms. Han Xiao and Ms. Zhao Yang.

This notice, 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 notice 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 notice misleading.

This notice will remain on the “Latest Listed Company Information” page of the website of the GEM at <http://www.hkgem.com> for at least 7 days from the date of its posting and be posted on the website of the Company at <http://www.superrobotics.com.hk>.