

# 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 2022**

## 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 2022 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 2022 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 2022.*

### 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 2022 together with the comparative figures for the corresponding period in 2021 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	
		2022 HK\$'000	2021 HK\$'000	2022 HK\$'000	2021 HK\$'000
<b>Continuing Operations</b>					
Turnover	4	1,689	3,293	2,923	13,636
Cost of sales		<u>(1,431)</u>	<u>(2,108)</u>	<u>(2,397)</u>	<u>(11,176)</u>
Gross Profit		258	1,185	526	2,460
Other revenue		(54)	801	805	1,933
Other gains/(losses), net		—	—	2,783	(18,266)
Selling and distribution costs		(716)	(1,662)	(2,958)	(5,154)
Administrative expenses		<u>(4,518)</u>	<u>(13,362)</u>	<u>(15,332)</u>	<u>(40,295)</u>
Loss from operations	5	(5,030)	(13,038)	(14,176)	(59,322)
Finance costs		<u>(5,651)</u>	<u>(5,536)</u>	<u>(16,143)</u>	<u>(14,143)</u>
Loss before taxation		(10,681)	(18,574)	(30,319)	(73,465)
Income tax expense	6	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Loss from continuing operations		(10,681)	(18,574)	(30,319)	(73,465)
<b>Discontinued operations</b>					
(Loss)/profit for the period from discontinued operations		<u>—</u>	<u>(213)</u>	<u>—</u>	<u>(3,424)</u>
Loss for the period		<u><u>(10,681)</u></u>	<u><u>(18,787)</u></u>	<u><u>(30,319)</u></u>	<u><u>(76,889)</u></u>

	Unaudited for the three months ended 30 September		Unaudited for the nine months ended 30 September	
	2022	2021	2022	2021
	<i>Notes</i> <b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>
<b>Other comprehensive income/ (expenses) for the period</b>				
<b>Item that may be reclassified subsequently to profit or loss:</b>				
Exchange differences on translating foreign operations	<u>(46)</u>	<u>(5,367)</u>	<u>(254)</u>	<u>(2,819)</u>
Total comprehensive loss for the period	<u><b>(10,727)</b></u>	<u><b>(24,154)</b></u>	<u><b>(30,573)</b></u>	<u><b>(79,708)</b></u>
<b>Loss for the period attributable to:</b>				
<b>Owners of the Company</b>	<u><b>(5,924)</b></u>	<u><b>(11,889)</b></u>	<u><b>(16,506)</b></u>	<u><b>(59,945)</b></u>
<b>Non-controlling interests</b>	<u><b>(4,757)</b></u>	<u><b>(6,898)</b></u>	<u><b>(13,813)</b></u>	<u><b>(19,944)</b></u>
	<u><b>(10,681)</b></u>	<u><b>(18,787)</b></u>	<u><b>(30,319)</b></u>	<u><b>(76,889)</b></u>
<b>Loss attributable to the owners of the Company:</b>				
<b>Continuing operations</b>	<u><b>(5,925)</b></u>	<u><b>(11,676)</b></u>	<u><b>(16,506)</b></u>	<u><b>(53,521)</b></u>
<b>Discontinued operations</b>	<u><b>–</b></u>	<u><b>(213)</b></u>	<u><b>–</b></u>	<u><b>(3,424)</b></u>
	<u><b>(5,925)</b></u>	<u><b>(11,889)</b></u>	<u><b>(16,506)</b></u>	<u><b>(56,945)</b></u>
<b>Total comprehensive loss for the period attributable to:</b>				
<b>Owners of the Company</b>	<u><b>(13,888)</b></u>	<u><b>(16,911)</b></u>	<u><b>(28,625)</b></u>	<u><b>(54,499)</b></u>
<b>Non-controlling interests</b>	<u><b>3,161</b></u>	<u><b>(7,243)</b></u>	<u><b>(1,948)</b></u>	<u><b>(25,209)</b></u>
	<u><b>(10,727)</b></u>	<u><b>(24,154)</b></u>	<u><b>(30,573)</b></u>	<u><b>(79,708)</b></u>

	Unaudited for the three months ended 30 September		Unaudited for the nine months ended 30 September	
	2022	2021	2022	2021
<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
<b>Total comprehensive loss for the period attributable to the owners of the Company:</b>				
<b>Continuing operations</b>	<b>(13,888)</b>	(16,698)	<b>(28,625)</b>	(51,075)
<b>Discontinued operations</b>	<b>—</b>	(213)	<b>—</b>	(3,424)
	<b><u>(13,888)</u></b>	<u>(16,911)</u>	<b><u>(28,625)</u></b>	<u>(54,499)</u>
<b>Loss per share</b>				
Basic and diluted				
– Continuing operations	<b>HK(5.33) cents</b>	HK(2.33) cents	<b>HK(3.26) cents</b>	HK(10.73) cents
– Discontinued operations	<b>HK Nil cents</b>	HK(0.02) cents	<b>HK Nil cents</b>	HK(0.51) cents
Basic and diluted				
Total from continuing and discontinued operations	<b><u>HK(5.33) cents</u></b>	<u>HK(2.35) cents</u>	<b><u>HK(3.26) cents</u></b>	<u>HK(11.24) cents</u>

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 2022*

	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 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 expenses for the period	—	—	—	(12,118)	(16,506)	—	(28,624)	(1,949)	(30,573)
Forfeiture of share options	—	—	—	—	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>
	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 2021 (audited)	50,622	488,163	27,141	(3,589)	(589,709)	2,768	(24,604)	(93,939)	(118,543)
Loss for the period	—	—	—	—	(56,945)	—	(56,945)	(19,944)	(76,889)
Other comprehensive expenses for the period:									
Exchange differences on translating foreign operations	—	—	—	2,446	—	—	2,446	(5,265)	(2,819)
Total comprehensive loss for the period	—	—	—	2,446	(56,945)	—	(54,499)	(25,209)	(79,708)
Transactions with owners in their capacity as owners:									
Employee share option scheme									
Value of employee services	—	—	—	—	—	15	15	—	15
At 30 September 2021 (unaudited)	<u>50,622</u>	<u>488,163</u>	<u>27,141</u>	<u>(1,143)</u>	<u>(646,654)</u>	<u>2,783</u>	<u>(79,088)</u>	<u>(119,148)</u>	<u>(198,236)</u>

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands and with effect from 22 April 2014, the Company was deregistered in the Cayman Islands and continued in Bermuda as an exempted company with limited liability and its shares are listed on GEM of the Stock Exchange. The Company's addresses of the registered office and the principal place of business in Hong Kong are Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and Room 1405, 14/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong respectively.

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.

The Company's principal activity is investment holding and the principal activities of its principal subsidiaries are the provision of engineering products and related services (the "**Engineering Business**").

The beauty products and provision of therapy services (the "**Beauty Business**") was discontinued with effect from 30 June 2021. Accordingly, the results of the operation for the three months and nine months ended 30 September 2022 have been separately presented as a discontinued operation in the unaudited condensed consolidated statement of profit or loss and other comprehensive income. The comparative figures in the unaudited condensed consolidated statement of profit or loss and other comprehensive income have been restated to re-present the Beauty Business as a discontinued operation.

## 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 2021, 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 2022. 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	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
<b>Continuing operations</b>				
Provision of engineering products and related services	1,689	3,293	2,923	13,636
	<u>1,689</u>	<u>3,293</u>	<u>2,923</u>	<u>13,636</u>

### 4. LOSS FROM OPERATIONS

	For the three months ended 30 September		For the nine months ended 30 September	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
<b>Continuing operations</b>				
Loss from operations has been arrived at after charging:				
Depreciation on property, plant and equipment	508	306	1,046	1,130
Impairment of goodwill	—	—	—	18,266
Operating lease rentals in respect of rented premises	159	658	1,267	3,087
Staff costs including directors' emoluments				
– salaries and other allowances	820	3,675	2,401	11,907
– contributions to retirement benefits scheme	43	159	191	662
	<u>820</u>	<u>3,675</u>	<u>2,401</u>	<u>11,907</u>
	<u>43</u>	<u>159</u>	<u>191</u>	<u>662</u>

### 5. INCOME TAX

	For the three months ended 30 September		For the nine months ended 30 September	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
<b>Continuing operations</b>				
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 2021: 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 2021: 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 2022.

## 6. DIVIDEND

The Board does not recommend the payment of any dividend for the nine months ended 30 September 2022 (nine months ended 30 September 2021: Nil).

## 7. LOSS PER SHARE

	For the three months ended 30 September		For the nine months ended 30 September	
	2022	2021	2022	2021
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Loss for the period attributable to owners of the Company	<u>(5,925)</u>	<u>(11,889)</u>	<u>(16,506)</u>	<u>(56,945)</u>
	<b>Number of ordinary shares</b>			
	<i>'000</i>	<i>'000</i>	<i>'000</i>	<i>'000</i>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	<u>506,220</u>	<u>506,220</u>	<u>506,220</u>	<u>506,220</u>

Diluted loss per share for the three months ended and nine months ended 30 September 2022 and 2021 were the same as the exercise of the outstanding share options would be anti-dilutive.

## 8. CONTINGENT LIABILITIES

The Group does not have significant contingent liability as at 30 September 2022.

## 9. EVENTS AFTER REPORTING PERIOD

There is no significant event after the report period.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business review

On 30 June 2021, China Honest Enterprise Limited (the “CHEL”), an indirect non-wholly owned subsidiary of the Company entered into the Deed of Assignment and Novation (the “Novation”), to transfer of all the obligations and liabilities under the contracts (the “Contracts”) with the customers in the sales of beauty products and provision of therapy services segments (the “Beauty Business”) to an independent third party, Collagen Plus Company Limited (the “CPCL”). CHEL also agreed to assign all its rights, benefits and interests (including the prepayments) in the Contracts to CPCL. After completion of the Novation, the Beauty Business has been discontinued with effect from 30 June 2021 (the “Discontinued Operations”). Details of transaction were set out in the Company’s announcement dated 30 June 2021. As a result, no revenue was derived from the Beauty Business in the current period.

For the engineering products, 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 2022, 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 decreased by approximately 78.6% as compared to the corresponding period in 2021 and contributed a total revenue of approximately HK\$2.9 million to the total turnover of the Group.

The Omicron COVID-19 variant driven wave of the pandemic emerging in Hong Kong and the PRC in late March, The PRC unexpectedly announced the largest city-wide lockdown since the outbreak began. Shanghai had been locked down in two stages. There were also restrictions on internal movement in the PRC, which halted all activities. The lockdown and Omicron COVID-19 disruptions severely dented the Group’s marketing activities as well as our PRC client’s business operation. Some of the planned projects and marketing activities of the Group have been postponed as the Group’s clients are being affected. The performance of the Group has been temporarily impacted.

### Financial review

#### *Continuing Operations*

During the period under review, the Group recorded a turnover of approximately HK\$2.9 million, representing a decrease of approximately 78.6% as compared with the corresponding period in 2021, (2021: approximately HK\$13.6 million), which was generated from sale of robotic products.

Other income of approximately HK\$0.8 million (2021: approximately HK\$1.9 million) mainly consists of government grants received during the period.

The selling and distribution costs was approximately HK\$2.9 million for the nine months ended 30 September 2022 (2021: approximately HK\$5.1 million), representing a decrease of approximately 42.6% over the corresponding period in 2021. The decrease is mainly due to reduce in marketing expense of Engineering Business.

The administrative expenses was approximately HK\$15.3 million for the nine months ended 30 September 2022 (2021: approximately HK\$40.3 million), representing a decrease of approximately 62.5% over the corresponding period in 2021. 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\$30.3 million for the nine months ended 30 September 2022 (2021: approximately HK\$73.5 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.

### ***Discontinued Operations***

Loss for the nine months ended 30 September 2022 from discontinued operations amounted to HK\$Nil million (2021: loss of approximately HK\$3.4 million).

### **SHARE CAPITAL**

During the nine months ended 30 September 2022, there was no movement in the Company's issued share capital.

### **OUTLOOK**

In 2022, it is the norm for society to fight against the COVID-19 epidemic and thus the impact of it is diminishing gradually. Driven by the epidemic, more and more industries have begun to use intelligent robots, which has promoted the development of robot, and the structural divergence trend in terms of market demand is increasingly obvious. Firstly, the break out of new energy has become an important driving force for the development of industrial robots. Secondly, increasing investment in the electronics industry will provide continuous force for the growth of robots. Thirdly, affected by the COVID-19 epidemic, many industries have sped up the rate of replacing human labor with machines, such as industries of metal processing, medical supplies, food and beverage, household appliances, etc.. It is estimated that the annual sales growth rate of China's robot market is around 15%-20%, and the localization rate is steadily increasing, which is expected to exceed 41% in 2022.

In China, the robotics industry has gained strategic attention at the national level and it will achieve further development benefit by favorable policies. In December 2021, 15 departments including the Ministry of Industry and Information Technology, the national Development and Reform Commission, and the Ministry of Science and Technology officially issued the “Fourteenth Five-Year Plan for the Robotics Industry”, proposing that during the “Fourteenth Five-Year Plan” period, a number of core robot technologies and high-end products will be promoted to make breakthroughs, the comprehensive indicators of whole machines will reach international advanced levels, and the performance and reliability of key components will reach a level similar to international products. The annual average growth rate of the robotics industry operation income will exceed 20%. A batch of leading enterprises with international competitiveness and a large number of specialized and new “Small Technology Giants” enterprises with strong innovative abilities and good growth potential will stand out, to build three to five industrial clusters with international influence. The density of manufacturing robot doubled.

In April 2021, the “Fourteenth Five-Year Plan for Intelligent Manufacturing Development” also proposed to take actions to innovate and develop the intelligent manufacturing equipment and promote the development of innovative products such as intelligent mobile robots and semiconductor robots. As a result, the direction for Group’s future development and its prospects are clearer.

Under the dual promotion of government capital and social capital, various AI technologies have been brought out from the labs to society. They penetrated in various fields of industries at a faster pace, and were widely applied in intelligent robot, finance, security, search, education and other fields. Driven by the new generation of artificial intelligence, venture capital into the AI investment market has grown steadily, and the investment value reached HK\$9.3 billion in 2018. In 2021, enterprises in the intelligent robotics industry are widely favored by the capital. In the past ten years, the investment and financing of the industry has exceeded HK\$100 billion. Financed by major investment institutions, a large number of robotics industry companies have greatly expanded their recruitment, increased R&D investment and marketing expenses, driving the continuous expansion of the robotics industry. It is estimated that the AI market will bring 14% additional increase in global GDP, representing HK\$1.57 billion. Due to the huge market potential, robot products have gained huge exposure and have widely penetrated in market. In addition, the corporate customers’ understanding and awareness of the industry have been significantly improved, resulting in the emergence of many high-quality companies and independent brands in the industry. However, certain unreasonable venture capital activities have intensified the fierce competition in the industry and the expansion of the industry scale, resulting in a great waste of resources. The application of artificial intelligence and robot technology in daily life needs more comprehensive test, and the business model needs further exploration to prove the sustainability of the business. The Group calls on all market participants, including peer companies and investment institutions, to actively take responsibility for the market.

According to the Report on the Development of the Robotics Industry in China for 2021, China's intelligent robot market in 2021 was expected to reach RMB83.9 billion, among which, the industrial robot market reached RMB44.57 billion, and is expected to break through RMB58.9 billion by 2023. By 2023, the China industrial robot market will exceed HK\$10 billion. Currently, with the increasing demand for intelligent transformation and upgrades in production and manufacturing in China, the demand for industrial robots remains booming. China's industrial robot market, accounting for about one-third of the global market share and being the world's largest industrial robotics application market, has maintained positive development. With the development of traditional robots in vision, intelligent sensing and cloud technology, robots will be more intelligent and flexible in the future, and will be optimized from traditional robots to co-integration robots. The Group will also continue to insist on driving innovation, intelligent transformation, foundation enhancement, and green development, focusing on promoting the research and development and application of robot products, improving performance, quality and safety, developing and utilizing networked, digital and intelligent technologies, combining mobile Internet, cloud computing, big data and IoT, and actively promoting the high-end and intelligent development of products.

With the explosive growth of the robot market, the risks of the industry cannot be ignored. More and more enterprises are entering this area, and at the same time, the demand for robot products is affected by changes in the macro economy and industry cycles, which brings certain risks to the price of robot products or services as well as changes in supply and demand. Secondly, the adequacy, stability and price changes of the supply of raw materials and key components of robots will also pose market risks. In terms of suppliers, once the suppliers fail to provide the production factors required for the production and operation to robotics enterprises in a timely manner, the credit risks of suppliers may occur, which may result in the failure of the production and operation of enterprises to proceed normally. At the same time, the robotics industry is also vulnerable to the impact of national industrial policies, and changes in tax policies and interest rates may bring unexpected risks to enterprises at any time. In addition, the threat of potential entrants, the threat of competition from existing enterprises, and the threat of substitution of alternatives may also lead to market risks. Technological innovation is also a dynamic risk with its own complexity. The Group needs to be well prepared for a variety of scenarios. There will be no cold winter for AI in the future, however, we still need to take into account the intensity and duration of the impact on the service industry and intelligent manufacturing in the process of continuous technological advancement and business model improvement. The Group's business will also face significant challenges in the future as demand for AI is further released.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS

As at 30 September 2022, the interests and short positions of the Directors or the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or were required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein, or as otherwise were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules were as follows:

### Long and short positions in the ordinary shares and underlying shares of the Company

Name of Director/ chief executive	Nature of interests	Notes	Interest in shares (Note 1)	Interest	Total interest in shares (Note 1)	Approximate percentage of shareholding (Notes 1 and 3)
				in underlying shares of the Company (Note 1)		
Mr. Su Zhituan	Interest of controlled corporation	2	151,425,197(L)	—	151,425,197(L)	29.91%(L)

Notes:

1. "L" represents long position in shares of the Company and "S" represents short position in shares of the Company.
2. Tai Dong New Energy Limited ("Tai Dong") is ultimately owned as 100% by Mr. Su Zhituan and holds long positions in 151,425,197 shares of the Company. Accordingly, Mr. Su Zhituan is deemed to be interested in the long positions in 151,425,197 shares of the Company.
3. The percentage is calculated on the basis of 506,219,666 shares of the Company in issue as at 30 September 2022.

Save as disclosed above, as at 30 September 2022, so far as is known to any Directors or chief executive of the Company, none of the Directors and chief executives of the Company had any interests or short positions in any shares, underlying shares and debenture of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required, pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

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

As at 30 September 2022, 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	Notes	Interest		Total interest in shares of the Company (Note 1)	Approximate percentage of shareholding (Notes 1 and 8)
			Interest in shares of the Company (Note 1)	in underlying shares of the Company (Note 1)		
Tai Dong	Beneficial owner	2	151,425,197(L)	—	151,425,197(L)	29.91%(L)
Hong Kong Bridge Investments Limited (“Hong Kong Bridge Investments”)	Beneficial owner	3	41,666,666(L)	—	41,666,666(L)	8.23%(L)
HKBridge Absolute Return Fund, L.P (“HKBridge Absolute”)	Beneficial owner	4	64,148,063(L)	—	64,148,063(L)	12.67%(L)
On Top Global Limited (“On Top Global”)	Beneficial owner	5	24,397,946(L)	—	24,397,946(L)	4.82%(L)
Renco Holdings Group Limited (“Renco Holdings”)	Interest of controlled corporation	3,4,5	130,212,675(L)	—	130,212,675(L)	25.72%(L)
KE10MA Holdings Inc. (“KE10MA Holdings”)	Beneficial Owner	6	29,286,971(L)	—	29,286,971(L)	5.79%(L)
Andrew Avi Goldenberg	Interest of controlled corporation	6	29,286,971(L)	—	29,286,971(L)	5.79%(L)
Goldenberg Aviva C	Interest of controlled corporation	6	29,286,971(L)	—	29,286,971(L)	5.79%(L)
Greater Harmony Limited (“Greater Harmony”)	Beneficial Owner	7	30,000,000(L)	—	30,000,000(L)	5.93%(L)
Ko Chun Shun Johnson	Interest of controlled corporation	7	30,000,000(L)	—	30,000,000(L)	5.93%(L)

Notes:

- “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.
- 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. KE10MA Holdings is interested in 29,286,971 shares of the Company. As KE10MA Holdings is 50%-owned by Dr. Andrew Avi Goldenberg and 50%-owned by Mrs. Aviva C Goldenberg and Mrs. Aviva C Goldenberg is the spouse of Dr. Andrew Avi Goldenberg, each of Dr. Andrew Avi Goldenberg and Mrs. Aviva C Goldenberg is deemed to be interested in such 29,286,971 shares of the Company.
7. Greater Harmony is interested in 30,000,000 shares of the Company. As Greater Harmony is ultimately wholly-owned by Mr. Ko Chun Shun Johnson. Mr. Ko Chun Shun Johnson is deemed to be interested in such 30,000,000 shares of the Company.
8. The percentage is calculated on the basis of 506,219,666 Shares in issue as at 30 September 2022.

Save as disclosed above, as at 30 September 2022, 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 2022.



## SHARE OPTION SCHEME

Pursuant to an ordinary resolution passed by the shareholders of the Company on 7 November 2014, the Company adopted a new share option scheme to replace the share option scheme adopted on 30 January 2002. The principal terms of the share option scheme were disclosed in the Company's 2016 annual report. Details of movements in the Company's share options during the nine months ended 30 September 2022 are set out as follows:

	Number of share options						Outstanding as at 30 September 2022
	Outstanding as at 1 January 2022	Exercise price HK\$	Granted during the period (Note 1)	Exercised during the period	Cancelled during the period (Note 2)	Lapsed during the period	
Employees	743,475	8.90	—	—	(743,475)	—	—
Total	743,475		—	—	(743,475)	—	—
Exercisable at the end of the period							—

Note:

- A total of 7,480,000 share options were granted on 3 January 2017 and the outstanding share options as at 30 September 2021 were 743,475, with an exercise price of HK\$8.9 and exercise period from 3 January 2018 to 2 January 2022, of which (i) 25% of the share options are exercisable from 3 January 2018 to 2 January 2022; (ii) 25% of the share options are exercisable from 3 January 2019 to 2 January 2022; (iii) 25% of the share options are exercisable from 3 January 2020 to 2 January 2022; and (iv) 25% of the share options are exercisable from 3 January 2021 to 2 January 2022.
- The share options granted to the employees of the Group shall be vested in four equal tranches. The vesting periods of the share options are between the date of grant and the dates of commencement of exercise periods. The vesting periods and exercise periods of the share options are as follows:

Number of options outstanding at 1 January 2022	Vesting period	Exercise period
185,868	3 January 2017 to 2 January 2018	3 January 2018 to 2 January 2022
185,869	3 January 2017 to 2 January 2019	3 January 2019 to 2 January 2022
185,869	3 January 2017 to 2 January 2020	3 January 2020 to 2 January 2022
185,869	3 January 2017 to 2 January 2021	3 January 2021 to 2 January 2022
<u>743,475</u>		

## COMPETING INTERESTS

As at 30 September 2022, 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 2022. 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 2022.

## 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 2022 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 2022, 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 A.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 contract entered into between the Company and all the independent non-executive Directors. Their appointments will be reviewed when they are due for re-election, the Board considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those set out in the CG Code set out in writing. The position of the chairman is held by Mr. Su Zhituan. The responsibilities of the chairman of the Company is to 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 at 30 September 2022 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 is handled by the executive Directors collectively.

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

Hong Kong, 14 November 2022

*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.*