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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;
**(3) FURTHER APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE
DIRECTOR WHO HAS SERVED FOR MORE THAN NINE YEARS; AND**
(4) 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 28 June 2024 at 11:00 a.m. is set out on pages 17 to 21 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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. 26 June 2024 at 11:00 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 website of the Stock Exchange at <http://www.hkexnews.hk> 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 28 June 2024 at 11:00 a.m. or adjournment thereof, notice of which is set out on pages 17 to 21 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 for the time being
“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 or resell treasury shares of the Company (if permitted under the GEM Listing Rules) of not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	30 May 2024, 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 (excluding treasury shares) as at the date of passing of the relevant resolution granting such mandate
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“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
“treasury shares”	has the meaning ascribed thereto under the GEM Listing Rules (effective on 11 June 2024)
“%”	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 Directors:

Mr. Su Zhenhui (Chairman)

Mr. Feng Zheng

Independent non-executive Directors:

Mr. Tam B Ray, Billy

Ms. Han Xiao

Mr. Xu Guojun

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

31 May 2024

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;**
- (3) FURTHER APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE
DIRECTOR WHO HAS SERVED FOR MORE THAN NINE YEARS; AND**
- (4) 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; (iii) the further appointment of an independent non-executive Director who has served for more than nine years; and (iv) the notice of the AGM.

ISSUE MANDATE AND REPURCHASE MANDATE

At the annual general meeting of the Company held on 30 June 2023 (“**2023 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 2023 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 or resell treasury shares of the Company (if permitted under the GEM Listing Rules) (other than by way of rights issue 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 (excluding treasury 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 607,463,599 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 121,492,719 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 (excluding treasury 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 60,746,359 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 AND FURTHER APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED FOR MORE THAN NINE YEARS

As at the Latest Practicable Date, the Board comprised of two executive Directors, namely Mr. Su Zhenhui (“**Mr. Su**”) (*Chairman*) and Mr. Feng Zheng (“**Mr. Feng**”); and three independent non-executive Directors, namely Mr. Tam B Ray, Billy (“**Mr. Tam**”), Ms. Han Xiao and Mr. Xu Guojun (“**Mr. Xu**”).

According to Bye-law 83(2), any Director appointed by the Board to fill a casual vacancy only on the Board or any Director appointed by the Board as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment 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.

Pursuant to the code provision B.2.3 of the Corporate Governance Code as set out in Appendix C1 of the GEM Listing Rules, if an independent non-executive Director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by the Shareholders.

Mr. Xu was appointed as an independent non-executive Director to fill a casual vacancy on 30 November 2023 and Mr. Su and Mr. Feng were appointed as executive Directors to fill casual vacancies on 19 April 2024. As such, Mr. Xu, Mr. Su and Mr. Feng shall retire at the AGM in accordance with Bye-law 83(2) and being eligible, will offer themselves for re-election at the AGM.

Mr. Tam was appointed as an independent non-executive Director on 5 March 2012 and has served for more than nine years. In accordance with Bye-law 84(1) and code provision B.2.3 of the Corporate Governance Code, Mr. Tam shall retire by rotation at the AGM and being eligible, will offer himself for re-election at the AGM.

Mr. Tam is an existing independent non-executive Director. Mr. Tam has been a practicing solicitor in Hong Kong for over 26 years and is a partner of Messrs. Ho & Tam. Mr. Tam has demonstrated his ability to provide an independent view on the Company’s matters in different perspectives and his presence in the Board with his experience and background contributes to the diversity of the Board.

LETTER FROM THE BOARD

Mr. Tam has given an annual confirmation of his independence to the Company and the nomination committee (the “**Nomination Committee**”) of the Company has assessed the independence of Mr. Tam with reference to the criteria as set out under Rule 5.09 of the GEM Listing Rules and is of the view that Mr. Tam meets such independence guidelines and maintains his independence in accordance with the terms of the guidelines despite that he has served the Board for more than nine years. Mr. Tam has not engaged in any executive management of the Group. In particular, the Nomination Committee is satisfied that Mr. Tam, the independent non-executive Director who will stand for re-election at the AGM, has and will continue to provide valuable contributions to the Company and demonstrate his ability to exercise independence of judgement and provide a balanced and objective view in relation to the Company’s affairs which will continue to be of significant benefit to the Company. The re-appointment of Mr. Tam at the AGM will be subject to the approval of by the Shareholders by way of a separate resolution.

Additionally, Mr. Xu, being an independent non-executive Director eligible for re-election at the AGM, has given an annual confirmation of his independence to the Company and the Nomination Committee has assessed the independence of Mr. Xu with reference to the criteria as set out under Rule 5.09 of the GEM Listing Rules and is of the view that Mr. Xu meets such independence guidelines and maintains his independence in accordance with the terms of the guidelines.

The Nomination Committee and the Board consider that the re-election of Mr. Xu, Mr. Su, Mr. Feng 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 Mr. Tam and Mr. Xu. The Nomination Committee had also taken into account the respective contributions of Mr. Xu, Mr. Su, Mr. Feng 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, Mr. Xu, Mr. Su, Mr. Feng 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.

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 28 June 2024 at 11:00 a.m. is set out on pages 17 to 21 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 the re-election of Directors and the further appointment of an independent non-executive Director who has served for more than nine years.

LETTER FROM THE BOARD

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 17/F, Far East Finance Centre, 16 Harcourt Road, 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. 26 June 2024 at 11:00 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 case 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 Tuesday, 25 June 2024 to Friday, 28 June 2024, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 24 June 2024.

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) and the Repurchase Mandate, the proposed re-election of Directors and the further appointment of an independent non-executive Director who has served for more than nine years 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
Mr. Su Zhenhui
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.

The Company confirms that the explanatory statement set out in this Appendix contains the information required under Rule 13.08 of the GEM Listing Rules and that neither the explanatory statement nor the Repurchase Mandate has unusual features.

1. NUMBER OF SHARES WHICH MAY BE REPURCHASED

As at the Latest Practicable Date, there was a total of 607,463,599 Shares in issue and the Company did not have any treasury shares.

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 60,746,359 Shares (representing 10% of the total number of issued shares (excluding treasury shares) 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 the 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 2023) 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. COMPLIANCE

The Directors 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 24.93% 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 27.70% of the then issued share capital of the Company respectively. In such circumstances, Tai Dong would not be obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any purchases made pursuant to the Repurchase Mandate.

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>
2023		
May	0.330	0.220
June	—	—
July	0.250	0.250
August	—	—
September	0.250	0.250
October	—	—
November	—	—
December	—	—
2024		
January	0.230	0.230
February	0.420	0.260
March	0.670	0.305
April	0.520	0.355
May (up to the Latest Practicable Date)	0.310	0.300

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) Mr. Su Zhenhui (“**Mr. Su**”), an executive Director and chairman of the Company

Mr. Su, aged 30, obtained a Bachelor of Commerce – Professional Accounting from Macquarie University in Sydney, Australia, in April 2020. Since January 2021, Mr. Su has worked in the roles of an accountant, operations supervisor and finance manager at Shenzhen Anzer Intelligent Robot Company Limited, a non-wholly owned subsidiary of the Company, with an annual remuneration of RMB204,000.

Mr. Su has entered into a service agreement with the Company on 19 April 2024, pursuant to which Mr. Su has been appointed as an executive Director for an initial term of three years commencing from 19 April 2024 which shall be renewed automatically for successive terms of one year each subject to termination by either party with one month’s written notice. Mr. Su shall be subject to retirement at the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. Mr. Su shall also be subject to retirement by rotation at least once every three years at the annual general meetings of the Company since his last re-election pursuant to Bye-laws. Pursuant to the service agreement, Mr. Su will be entitled to a Director’s remuneration of HK\$120,000 per annum which has been determined by the Board with reference to his duties and experience and the prevailing marketing conditions.

Mr. Su is the nephew of Mr. Su Zhituan, a substantial shareholder of the Company. As at the Latest Practicable Date, Mr. Su Zhituan is deemed to be interested in 151,425,197 Shares by virtue of the SFO, representing 24.93% of the total issued share capital of the Company, through Tai Dong New Energy Holding Limited. Save as disclosed herein, Mr. Su does not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company.

Save as disclosed herein, as at the Latest Practicable Date, (i) Mr. Su does not hold any position in the Company or any of its subsidiaries; (ii) Mr. Su has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) Mr. Su does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO (Chapter 571 of the laws of Hong Kong).

Save as disclosed herein, there is no information relating to the re-election of Mr. Su that needs to be brought to the attention of the Shareholders nor is there any information relating to Mr. Su 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) Mr. Feng Zheng, an executive Director

Mr. Feng, aged 40, obtained a bachelor's of economics degree in finance from Sun Yat-sen University in the PRC in June 2006. From July 2006 to September 2015, Mr. Feng worked in the roles of a bank savings teller, a wealth manager, a public account manager and a marketing manager at the Binhai branch of the Industrial and Commercial Bank of China. From October 2015 to December 2018, Mr. Feng worked as an assistant branch manager of the Longmen branch of the Industrial and Commercial Bank of China. Since September 2020, Mr. Feng has been the head of the finance department at Taidong Group Co., Ltd., which is wholly-owned by Mr. Su Zhituan.

Mr. Feng has entered into a service agreement with the Company on 19 April 2024, pursuant to which Mr. Feng has been appointed as an executive Director for an initial term of three years commencing from 19 April 2024 which shall be renewed automatically for consecutive periods of one year each subject to termination by either party with one month's written notice. Mr. Feng shall be subject to retirement at the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. Mr. Feng shall also be subject to retirement by rotation at least once every three years at the annual general meetings of the Company since his last re-election pursuant to Bye-laws. Pursuant to the service agreement, Mr. Feng will be entitled to a Director's remuneration of HK\$120,000 per annum which has been determined by the Board with reference to his duties and experience and the prevailing marketing conditions.

Save as disclosed herein, as at the Latest Practicable Date, (i) Mr. Feng does not hold any position in the Company or any of its subsidiaries nor does he have any relationship with any Director, senior management or substantial or controlling shareholders of the Company; (ii) Mr. Feng has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) Mr. Feng does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed herein, there is no information relating to the re-election of Mr. Feng that needs to be brought to the attention of the Shareholders nor is there any information relating to Mr. Feng 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. Xu Guojun (“**Mr. Xu**”), independent non-executive Director and member of each of the audit committee (the “**Audit Committee**”) and the remuneration committee of the Company

Mr. Xu, aged 57, was appointed as an independent non-executive Director on 30 November 2023. He obtained a bachelor’s degree in engineering majoring in mechanical engineering from the Southwest Jiaotong University, the PRC, in July 1989. He has also obtained a certificate of intermediate professional and technical qualifications as an engineer from the Jiangxi Provincial Title Reform Leading Group of the Jiangxi Provincial Personnel Department* (江西省職稱改革領導小組江西省人事廳) in September 1996 and qualifications as a certified property manager as approved and authorised by the Ministry of Personnel of the PRC and the Ministry of Housing and Urban-Rural Development of the PRC in October 2010.

Mr. Xu has more than 30 years of experience in the field of engineering. He was a construction engineer at the Jiangxi Provincial Institute of Administration* (江西省行政學院) from February 1992 to September 1995, a civil engineer and manager of the engineering department of Shenzhen Lushan Real Estate Company Limited* (深圳廬山置業有限公司) from October 1995 to December 2003, an engineering project manager at Shenzhen Mission Hills Property Development Company* (深圳觀瀾湖房地產開發公司) from February 2004 to April 2005, a project director at Shenzhen Jiuding Architectural Design Consulting Company Limited* (深圳市玖鼎建築設計顧問有限公司) from June 2006 to September 2007, a director of engineering at Fujian Gaoxiao Science and Technology Industrialisation Promotion Centre (Group) Company Limited* (福建高校科技產業化促進中心(集團)有限公司) from October 2007 to February 2010, the deputy general manager of Eastern China for Beijing Shoukai Group Baojing Property Management Company Limited* (北京首開集團寶景物業管理有限公司) from June 2010 to June 2012 and a senior engineer and an engineering manager with his last position as the head of regional engineering at Shenzhen Yide Investment Management Company Limited* (深圳市毅德投資管理有限公司) between the period of August 2012 to January 2022.

Mr. Xu has entered into a letter of appointment with the Company on 30 November 2023 for an initial term of one year with effect from 30 November 2023 unless terminated by not less than one month’s notice in writing served by either party. The term shall be automatically renewed for consecutive term(s) of one year and is subject to retirement by rotation and re-election at the first annual general meeting of the Company after his appointment in accordance with the Bye-laws. According to the letter of appointment, Mr. Xu is entitled to a Director’s fee of RMB120,000 per annum which is determined by the Board with reference to his experience and responsibilities in the Company and the recommendation from the Remuneration Committee and a discretionary year-end bonus in such amount as may be determined by the Board in its absolute discretion.

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

Save as disclosed herein, as at the Latest Practicable Date, (i) Mr. Xu does not hold any position in the Company or any of its subsidiaries nor does he have any relationship with any Director, senior management or substantial or controlling shareholders of the Company; (ii) Mr. Xu has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) Mr. Xu does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO (Chapter 571 of the laws of Hong Kong).

Save as disclosed herein, there is no information relating to the re-election of Mr. Xu that needs to be brought to the attention of the Shareholders nor is there any information relating to Mr. Xu that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

- (4) Mr. Tam B Ray, Billy (“**Mr. Tam**”), independent non-executive Director, and member of each of the Audit Committee and Nomination Committee

Mr. Tam, aged 54, was appointed as an independent non-executive Director on 5 March 2012. He 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 Messrs. Ho & Tam. He has been an independent non-executive director 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 (the “**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**”). The Committee found that Mr. Tam breached:

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

- (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.

Mr. Tam was appointed for an initial term of two years from the date of his letter of appointment which has been continued after his initial term. 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 herein, as at the Latest Practicable Date, (i) Mr. Tam does not hold any position in the Company or any of its subsidiaries nor does he have any relationship with any Director, senior management or substantial or controlling shareholders of the Company; (ii) Mr. Tam has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) Mr. Tam does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO (Chapter 571 of the laws of Hong Kong).

Save as disclosed herein, there is no information relating to the re-election of 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 purpose 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 (the “**AGM**”) 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 28 June 2024 at 11:00 a.m., for the following purposes:

ORDINARY RESOLUTIONS

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 2023.
2. To re-elect Mr. Su Zhenhui as an executive Director.
3. To re-elect Mr. Feng Zheng as an executive Director.
4. To re-elect Mr. Xu Guojun as an independent non-executive Director.
5. To re-elect Mr. Tam B Ray, Billy, who has served more than nine years, as an independent non-executive Director.
6. To authorise the board (the “**Board**”) of Directors to fix the Directors’ remuneration.
7. To appoint Elite Partners CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration.
8. 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 of 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**”) or to resell treasury shares of the Company (if permitted under the GEM Listing Rules) 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;

NOTICE OF AGM

- (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;
- (c) the total number of Shares allotted or sold or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) or sold 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 (the “**Bye-laws**”) of the Company 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 (excluding treasury 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 (excluding treasury shares) of the Company on the date of the passing of resolution numbered 9),

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 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

“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).”

9. 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 (excluding treasury 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 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

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

“**THAT** conditional upon resolutions numbered 8 and 9 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 8 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 9 above, provided that such amount shall not exceed 10 per cent of the total number of issued Shares (excluding treasury shares) of the Company as at the date of passing of this resolution.”

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

Hong Kong, 31 May 2024

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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the AGM (i.e. 26 June 2024 at 11:00 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 Tuesday, 25 June 2024 to Friday, 28 June 2024, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 24 June 2024.
4. In relation to the proposed resolutions numbered 2-5 above, Mr. Su Zhenhui, Mr. Feng Zheng, Mr. Xu Guojun 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 31 May 2024.

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5. In relation to the proposed resolutions numbered 8 and 9 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 numbered 9 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 of two executive Directors, namely Mr. Su Zhenhui and Mr. Feng Zheng and three independent non-executive Directors, namely Mr. Tam B Ray, Billy, Ms. Han Xiao and Mr. Xu Guojun.

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