THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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) MAJOR TRANSACTION IN RELATION TO THE TRADING OF LISTED SECURITIES; AND (2) NOTICE OF SPECIAL GENERAL MEETING

A notice convening the SGM to be held at Room 1405, 14/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong at 2:30 p.m. on Wednesday, 10 December 2025 is set out on pages 20 and 21 of this circular. A form of proxy for use at the SGM is also enclosed with this circular.

Whether or not you are able to attend the SGM, 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 (excluding any part of a day that is a public holiday) before the time appointed for the holding of the SGM (i.e. Monday, 8 December 2025 at 2:30 p.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 SGM 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.

20 November 2025

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

"Announcement"	the announcement of the Company dated 11 July 2025
"Board"	the board of Directors
"Bye-law(s)"	the bye-laws of the Company (as amended from time to time)
"CCASS"	the central clearing and settlement system established and operated by Hong Kong Securities Clearing Company Limited
"CFS Shares"	the shares of China Financial Services Holdings Limited, a company incorporated in Hong Kong with limited liability, whose shares are listed on the Main Board (Stock Code: 605)
"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)
"Director(s)"	the director(s) of the Company for the time being
"EDS"	EDS Distribution Limited, a company incorporated in Hong Kong and an indirect non-wholly-owned subsidiary of the Company
"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"	Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	person(s) or company(ies) who is(are) independent of and not connected (within the meaning of the GEM Listing Rules) with the Company and its connected persons
"Latest Practicable Date"	17 November 2025, being the latest practicable date prior to the publication of this circular for ascertaining certain information contained herein
"Main Board"	the Main Board of the Stock Exchange

"PRC"	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 par value of HK$0.10 each in the share capital of the Company, which include treasury share(s) of the Company, if any, and the holders of treasury shares have no voting rights at the general meeting(s) of the Company
"Shareholder(s)"	the holder(s) of the issued Share(s)
"SGM"	the special 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 Wednesday, 10 December 2025, at 2:30 p.m. for the purpose of considering and, if thought fit, approving the Transaction
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Transaction"	the disposal of the CFS Shares on market on 3 October 2024
"treasury shares"	has the meaning ascribed to it under the GEM Listing Rules
"%"	per cent.

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

Non-executive Director:
Ms. Li Jiaqi

Independent non-executive Directors:
Mr. Tam B Ray, Billy
Mr. Xue Wei
Mr. Xu Guojun

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

Head office and principal place of business in Hong Kong:
Room 1405, 14/F
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Sheung Wan, Hong Kong

20 November 2025

To the Shareholders

Dear Sir or Madam,

(1) MAJOR TRANSACTION IN RELATION TO THE TRADING OF LISTED SECURITIES; AND (2) NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

Reference is made to the Announcement in relation to, among other things, the Transaction. In order to rectify the non-compliance with the GEM Listing Rules in respect of the Transaction as set out in the announcement, an SGM will be convened for the Shareholders to consider, if thought fit, approve and ratify the Transaction.

The purpose of this circular is to provide you with (i) information in respect of the resolution to be proposed at the SGM in respect of the Transaction; and (ii) the notice of the SGM.

THE TRANSACTION

It has come to the attention of the Board that the Transaction would have constituted a major transaction on the part of the Company to which the Company had not fully complied with the disclosure requirements under the GEM Listing Rules at the relevant time of entering into the Transaction.

The following are the details in relation to the Transaction:

Date	Stock code	Name of listed issuer	Number of shares of CFS Shares	Transaction	Consideration (after deducting the brokerage, stamp duty, trading fee and SFC levy) (HK$)
3 October 2024	605	China Financial Services Holdings Limited ("**China Financial Services**")	1,017,000	Disposal	6,788,796

As the Transaction was conducted in the open market, the Company is not aware of the identity(ies) of the purchaser(s). To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the purchaser(s) and their ultimate beneficial owner(s) (if any), is/are Independent Third Party(ies).

INFORMATION ON CHINA FINANCIAL SERVICES

China Financial Services is a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange. China Financial Services and its subsidiaries are principally engaged in the provision of financing services in four operating regions, namely Hong Kong and Shenzhen, Chengdu and Beijing of the People's Republic of China.

The following is the financial information of China Financial Services for the two financial years ended 31 December 2022 and 31 December 2023 as set out in the annual report of China Financial Services for the year ended 31 December 2023:

	For the year ended 31 December 2023	For the year ended 31 December 2022
	HK$'000	*HK$'000*
	(Audited)	*(Audited)*
Interest and financing consultancy services income	131,473	200,826
(Loss) before taxation	(155,473)	(19,191)
(Loss) for the year	(157,588)	(48,754)
Total asset	2,214,651	2,644,407
Net assets value	699,944	871,062

INFORMATION ON THE GROUP

The principal activities of the Group are the provision of engineering products and related services.

REASONS FOR AND BENEFITS OF THE TRANSACTION

The Group has been investing in listed securities in Hong Kong in order to enhance the investment portfolio and achieve net asset appreciation of the Group. The Transaction was made with reference to the prevailing market price of the CFS Shares and the Directors considered that the Transaction can enable the Group to optimise its financial and cash position.

EDS acquired the CFS Shares on market on 15 January 2024 at the consideration of HK$300,896.50 (including the brokerage, stamp duty, trading fee and SFC levy), being a minimal amount at a relatively low market price, from its idle funds for investment. The board of directors of EDS at the time of the Transaction consisted of 2 directors (the "**EDS Director(s)**"). Such EDS Directors had access to the securities trading account of EDS, one of which was responsible for monitoring and the other of which was responsible for approving the trading of listed securities for EDS. As part of the internal control procedures of EDS in relation to the trading of listed securities, any trading of listed securities would require approval by the EDS Director designated to approve such transactions, whom was also responsible for determining whether any proposed securities transaction would constitute a notifiable transaction. If any proposed securities transaction would constitute a notifiable transaction, the same EDS Director would be responsible for reporting the proposed securities transaction to the Board and obtaining approval before proceeding with the transaction.

On 3 October 2024, being the date of the Transaction, one of the EDS Directors noticed that the share price of the CFS Shares rose significantly compared to the acquisition price of HK$0.2959 per CFS Share on 15 January 2024 and considered that EDS should dispose of the CFS Shares it held to lock in the profits. Such EDS Director informed the other EDS Director in accordance with the internal control procedures of EDS and as a result of the sudden significant surge in the trading price of CFS Shares which was highly volatile and taking into account that the CFS Shares were acquired at a relatively low market price of HK$300,896.50 (including the brokerage, stamp duty, trading fee and SFC levy) on 15 January 2024, the other EDS Director intuitively assumed that the Transaction would not constitute a notifiable transaction on the part of the Company by reason that the CFS Shares were acquired at a minimal consideration. As such, the EDS Directors had not reported the Transaction to the Board. The Company regrets the inadvertent mistake and will undertake the necessary remedial actions as set out below to avoid future non-compliances from the GEM Listing Rules.

In view of the aforesaid and having considered that the Transaction was made in the open market at prevailing market price, the Directors are of view that the Transaction was fair and reasonable, on normal commercial terms and in the interest of the Company and its shareholders as a whole.

FINANCIAL EFFECTS OF THE TRANSACTION AND USE OF PROCEEDS

As a result of the Transaction, the Group recognised realised gain on fair value change of the financial assets of approximately HK$6.5 million for the year ended 31 December 2024 which was the difference between the carrying amount of the CFS Shares of approximately HK$0.3 million and the consideration (after deducting the brokerage, stamp duty, trading fee and SFC levy) of approximately HK$6.8 million received by the Group for disposing of the CFS Shares under the Transaction.

Upon the disposal of the CFS Shares, the related asset in the amount of approximately HK$0.3 million will be derecognised from the Company's balance sheet and the net proceeds in the amount of HK$6.8 million will be recognised either as cash or receivables, resulting in an increase in current assets and a net increase in total assets.

It is intended that the net proceeds of approximately HK$6.8 million from the Transaction will be used as general working capital of the Group namely as to approximately HK$2.56 million will be used to settle directors' fees and staff salary, as to approximately HK$1.62 million will be used to settle professional and consultancy fees and as to approximately HK$2.62 million will be used to settle payables due to suppliers. As at the Latest Practicable Date, none of the net proceeds have been utilised.

UPDATE ON THE TRADING OF LISTED SECURITIES

In addition to the Transaction, the Group has entered into the following transactions in relation to the trading of listed securities during the year ended 31 December 2024 up to the Latest Practicable Date:

Date	Stock code	Name of listed issuer	Number of shares	Transaction	Consideration (HK$)
12 January 2024	8163	NOIZ Group Limited	5,100,000	Acquisition	1,099,718.76 (including the brokerage, stamp duty, trading fee and SFC levy)
22 October 2024	1259	Prosperous Future Holdings Limited	15,000,000	Acquisition	857,509.45 (including the brokerage, stamp duty, trading fee and SFC levy)
13 January 2025	8163	NOIZ Group Limited	5,100,000	Disposal	900,150.08 (after deducting the brokerage, stamp duty, trading fee and SFC levy)
8 April 2025	1259	Prosperous Future Holdings Limited	15,000,000	Disposal	269,207.55 (after deducting the brokerage, stamp duty, trading fee and SFC levy)

Prior to the disposal of the listed securities held by the Group on 8 April 2025, an internal accountant (the "**Accountant**") of the Group and the company secretary (the "**Company Secretary**") of the Company, being senior management of the Group, had computed the percentage ratios in accordance with Chapter 19 of the GEM Listing Rules for the disposal of the shares of Prosperous Future Holdings Limited (Stock Code: 1259). The Accountant and the Company Secretary confirmed that none of the percentage ratios for such disposal exceeded 5%, as such, such disposal did not need to be reported to the Board for prior approval before it was proceeded with. Since 8 April 2025, all of the listed securities held by the Group have been disposed of.

The transactions set out above do not constitute transactions on the part of the Company under Chapter 19 of the GEM Listing Rules. Such transactions were funded by the idle funds of the Group for investment purposes and it is intended that the net proceeds of approximately HK$1.17 million from the transactions set out above will be used as general working capital of the Group, namely, as to approximately HK$827,000 will be used to settle professional and consultancy fees, as to HK$93,000 will be used to settle directors' fees and staff salary, as to approximately HK$250,000 will be used to settle other administrative expenses including the service charges for the financial printer and the share registrar. As at the Latest Practicable Date, none of the proceeds have been utilised.

Despite the Company having a net liability position of approximately HK$144,718,000 and approximately HK$161,949,000 as at 31 December 2023 and 31 December 2024 respectively, the Company recorded cash and cash equivalents of approximately HK$12,003,000 and HK$14,038,000 as at 31 December 2023 and 31 December 2024 respectively. The acquisition of the shares of China Financial Services, NOIZ Group Limited and Prosperous Future Holdings Limited at the consideration of approximately HK$2,258,000 in aggregate represented approximately 18.81% and 16.08% respectively of the cash and cash equivalents as at 31 December 2023 and 31 December 2024 respectively. The Group has to retain an appropriate level of cash as its general working capital and for contingencies. The Board was of the view that if all the Company's cash was deposited into the savings account of the Company, it would bear interest of 0.25% per annum only. As at 31 December 2023, the Company estimated that without taking into account of the net proceeds from any equity fund raising activity which might be conducted, there would be a net cash outflow of approximately HK$7 million for operations for the year ended 31 December 2024. Given the amount of cash and cash equivalents of approximately HK$12 million as at 31 December 2023, the Group's utilisation of a limited portion of its cash in the amount of approximately HK$2.26 million for investment in listed securities would provide the Group with opportunities to generate additional income and returns on its cash on hand and also provide liquidity to the Group to accommodate to its working capital needs based on the cash flow forecast for the year ended 31 December 2024. In addition, the Group might also realise the listed securities in the open market in advance according to its operation plan and funding need.

REMEDIAL ACTIONS

As an immediate remedial action, the Company has admitted the non-compliance with the GEM Listing Rules requirements regarding the Transaction and has published the Announcement. To prevent similar incidents from happening again in the future, as at the Latest Practicable Date, the Company has taken the following remedial actions:

(i) The Company has designated a team of personnel (the "**Team**"), consisting of the Accountant and the Company Secretary, to monitor and assess any transactions involving the trading of listed securities. Before such transaction is entered into, the transaction will be reported to the relevant member of the Team and confirmation has to be obtained from the relevant member of the Team that such transactions do not constitute notifiable transactions on the part of the Company before they are proceeded with.

(ii) The Team will compute the percentage ratios in accordance with Chapter 19 of the GEM Listing Rules prior to the entering into of any transactions involving the trading of listed securities.

(iii) Any transactions involving the trading of listed securities in which any of the percentage ratios exceeds 5% will be reported to the Board and prior approval of the Board shall be obtained before such transaction is proceeded with.

(iv) The Group has issued relevant guidance and training materials, in particular, on how to identify notifiable transactions under the GEM Listing Rules, to the Directors, senior management, the Accountant, the Company Secretary and the EDS Directors. The Group has also arranged a training session from its legal advisers on compliance requirements for notifiable transactions so as to improve the standard of corporate governance and operating management of the Company.

(v) The Company will seek legal advice and/or other professional advice from time to time as and when it is necessary to ensure proper compliance with the relevant requirements of the GEM Listing Rules by the Group.

EDS has closed its securities account on 2 May 2025 and the Group has not engaged in the trading of listed securities since the closure of the securities account held by EDS. As at the Latest Practicable Date, the Group has no plans to engage in the trading of listed securities for the time being. In the event the Group intends to reopen a securities account, the Group will seek the Board's approval before doing so.

Notwithstanding the above, in the event the Group decides to engage in the trading of listed securities again, the Group will ensure the following is implemented:

(i) any transactions involving the trading of listed securities will meet the investment purpose and will be permissible under the internal control procedures of the Group;

(ii) any risks, including risk limits, counterparty risks and liquidity management, will be taken into account before any such transaction involving the trading of listed securities is entered into; and

(iii) Board approval or pre-approval in relation to any transactions involving the trading of listed securities will be sought before it is proceeded with.

GEM LISTING RULES IMPLICATION

As one or more of the relevant applicable percentage ratios for the Transaction exceeded 25% but was less than 75%, the Transaction constituted a major transaction on the part of the Company under Chapter 19 of the GEM Listing Rules and was therefore subject to the notification, announcement and the Shareholders' approval requirements under the GEM Listing Rules.

In order to rectify the non-compliance with the GEM Listing Rules in respect of the Transaction, an SGM will be convened for the Shareholders to consider, if thought fit, approve and ratify the Transaction. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, no Shareholders have a material interest in the Transaction. Accordingly, no Shareholder is required to abstain from voting at the SGM.

SGM

A notice convening the SGM to be held at Room 1405, 14/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Wednesday, 10 December 2025 at 2:30 p.m. is set out on pages 20-21 of this circular. An ordinary resolution will be proposed at the SGM to approve and ratify, among other things, the Transaction.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, 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 (excluding any part of a day that is a public holiday) before the time appointed for the holding of the SGM (i.e. Monday, 8 December 2025 at 2:30 p.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 SGM or any adjournment (as the care may be) thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

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

Treasury shares, if any, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspective of the GEM Listing Rules, the Company shall procure, upon depositing any treasury shares in CCASS, the abstention from voting at any of its general meeting(s) in relation to those shares.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 5 December 2025 to Wednesday, 10 December 2025, both days inclusive, in order to determine the entitlement to attend the SGM. The record date for attendance and voting at the SGM is Wednesday, 10 December 2025. In order to qualify for attending and voting at the SGM, 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 Thursday, 4 December 2025.

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.

RECOMMENDATION

The Directors consider the Transaction fair and reasonable and is 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 ordinary resolution to be proposed at the SGM.

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

1. FINANCIAL INFORMATION OF THE GROUP

The audited financial information of the Company is disclosed in the annual reports of the Company for the years ended 31 December 2022 (page 62 to 142), 2023 (page 58 to 128) and 2024 (page 53 to 124), which were published on 31 March 2023, 24 April 2024 and 22 April 2025 respectively. There was no qualified audit opinion expressed on the consolidated financial statements of the Company for the three years ended 31 December 2022, 2023 and 2024.

The said annual reports of the Company are published on both the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.superrobotics.com.hk):

(a) the annual report of the Company for the year ended 31 December 2022 in relation to the financial information of the Company for the same year (https://www1.hkexnews.hk/listedco/listconews/gem/2023/0331/2023033104191.pdf);

(b) the annual report of the Company for the year ended 31 December 2023 in relation to the financial information of the Company for the same year (https://www1.hkexnews.hk/listedco/listconews/gem/2024/0424/2024042402448.pdf);

(c) the annual report of the Company for the year ended 31 December 2024 in relation to the financial information of the Company for the same year (https://www1.hkexnews.hk/listedco/listconews/gem/2025/0422/2025042201895.pdf).

2. STATEMENT OF INDEBTEDNESS

As at the close of business on 30 September 2025, being the latest practicable date for the sole purpose of this statement of indebtedness prior to the date of the printing of this circular, the Group had outstanding indebtedness as summarised below:

Borrowings

As at the close of business on 30 September 2025, being the latest practicable date for the sole purpose of this statement of indebtedness prior to the date of this circular, the Group had outstanding borrowings amounting to approximately HK$167,948,000 comprising the following: (i) secured borrowings of outstanding principal amounts of approximately HK$121,164,000 which were secured, interest bearing at 5% per annum and repayable 3 years after the extended date or the drawdown date; (ii) secured borrowings of outstanding principal amounts of approximately HK$39,514,000 which were secured, interest-free and repayable 3 years after the extended date; (iii) amount due to a related company of approximately HK$1,720,000 which is controlled by Mr. Su Zhituan, which were unsecured, interest-free and repayable on demand; (iv) amount due to a related party of approximately HK$1,389,000 was due to Mr. Su Zhituan which were unsecured, interest-free and repayable on demand; (v) amounts due to directors of approximately HK$2,814,000 which were unsecured, interest-free and repayable on demand; and (vi) amounts due to former directors of approximately HK$1,347,000 which were unsecured, interest-free and repayable on demand.

Save as aforesaid and normal trade and other payables in the ordinary course of business and apart from intra-group liabilities, as at the close of business on 30 September 2025, being the latest practicable date for determining indebtedness, the Group did not have any loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances or acceptance credits, debentures, mortgages, charges, hire purchases commitments, guarantee or other material contingent liabilities, nor any authorised or otherwise created but unissued debt securities.

3. WORKING CAPITAL

As at the Latest Practicable Date, after due enquiry and taking into account the effects of the Transaction and factors such as the Group's business prospects, cash and indebtedness level, the Directors are of the opinion that the working capital available to the Group is sufficient for the Group's requirements for at least 12 months from the date of publication of this circular.

The Company has obtained the relevant confirmation as required under Rule 19.66(13) of the GEM Listing Rules.

4. MATERIAL ADVERSE CHANGE

The Directors confirm that as at the Latest Practicable Date, there has been no material adverse change in the financial or trading position or outlook of the Group since 31 December 2024, the date to which the latest published audited financial statements of the Company were made up, up to and including the Latest Practicable Date.

5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

During the year ended 31 December 2024, the Group has made significant progress in engineering and automation production, establishing a strong market position. With the continuous evolution of technology and growing market demand, the Group will continue to focus on improving product quality and technological innovation, striving to provide more competitive solutions for customers.

In the fourth quarter of 2024, the Group officially launched a new products-AI development and cloud computing. This strategic move aims to seize the opportunities in the rapidly growing AI and cloud computing markets, expanding the Group's business scope and achieving sustainable long-term growth.

In terms of AI development, the Group will focus on developing intelligent solutions that enhance efficiency, reduce costs, and improve user experience. The Group's goal is to become an industry-leading AI technology provider, driving market trends through continuous innovation.

The Group will focus on enhancing the integration of AI technology with business and strengthening AI-related talent cultivation to achieve greater economic benefits. In terms of cloud computing, the Group will strive to provide efficient, secure, and flexible cloud services to meet the needs of different customers. The Group will enhance our technical capabilities and service levels through strategic partnerships, ensuring the company's competitive advantage in the cloud computing market.

In the future, the Board will continue to increase investment in research and development, strengthen market expansion, and promote diversified business development.

1. 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.

2. DISCLOSURE OF INTERESTS

(a) Director's and chief executive's interests in the Company

As at the Latest Practicable Date, so far as is known to the Directors, none of the Directors, chief executives of the Company and their respective associates had any interests and short positions in the Shares, underlying shares and debentures of the Company or any of its associated corporation(s) (within the meaning of Part XV of 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 he was taken or deemed to have under such provisions of the SFO); or were required pursuant to Section 352 of the SFO to be entered into the register referred to therein; or were required pursuant to the Rules 5.46 to 5.66 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

(b) Substantial Shareholders' interests in the Company

As at the Latest Practicable Date, so far as the Directors are aware, the following persons (not being Directors or chief executive of the Company) had or were deemed or taken to have an interest or short position in the Shares or the underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which would be recorded in the register required to be kept under Section 336 of the SFO:

Long position in Shares of the Company

Name of Shareholder	Capacity/nature of interest	Number of Shares held/ interested in	Approximate percentage of shareholding
Su Zhituan *(Note 1)*	Interest of controlled corporation	213,925,197	29.90%
Tai Dong New Energy Holding Limited ("**Tai Dong**") *(Note 1)*	Beneficial owner	151,425,197	21.16%

Name of Shareholder	Capacity/nature of interest	Number of Shares held/ interested in	Approximate percentage of shareholding
Tai Dong Holding Ltd. ("**Tai Dong Holding**") *(Note 1)*	Beneficial owner	62,500,000	8.74%
Hong Kong Bridge Investments Limited ("**Hong Kong Bridge Investments**") *(Note 2)*	Beneficial owner	41,666,666	5.82%
HKBridge Absolute Return Fund, L.P. ("**HKBridge Absolute**") *(Note 3)*	Beneficial owner	64,148,063	8.97%
On Top Global Limited ("**On Top Global**") *(Note 4)*	Beneficial owner	24,397,946	3.41%
Renco Holdings Group Limited ("**Renco Holdings**") *(Notes 2-4)*	Interest of controlled corporation	130,212,675	18.20%
Mr. Huang Jianhang	Beneficial owner	89,970,697	12.57%
Mr. Yeung Kim Wai, Tony *(Note 5)*	Beneficial owner/ interest of spouse	60,810,365	8.50%
Ms. Fan Yuk Lan, Sonna *(Note 5)*	Beneficial owner/ interest of spouse	60,810,365	8.50%

Note：

1. Tai Dong and Tai Dong Holding are respectively interested in 151,425,197 and 62,500,000 shares of the Company. As Tai Dong and Tai Dong Holding is ultimately wholly-owned by Mr. Su Zhituan, Mr. Su Zhituan is deemed under the SFO to be interested in 213,925,197 Shares.

2. Hong Kong Bridge Investments is interested in 41,666,666 Shares. As Hong Kong Bridge Investments is a wholly-owned subsidiary of Renco Holdings, Renco Holdings is deemed under the SFO to be interested in 41,666,666 Shares.

3. 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. As the entire issued share capital of the general partner of HKBridge Absolute is indirectly owned by Renco Holdings, Renco Holdings is deemed under the SFO to be interested in 64,148,063 Shares.

4. On Top Global is interested in 24,397,946 Shares. 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 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 Hong Kong Bridge High-Tech is indirectly owned by Renco Holdings, Renco Holdings is deemed under the SFO to be interested in 24,397,946 Shares.

5. Mr. Yeung Kim Wai, Tony and Ms. Fan Yuk Lan, Sonna are respectively interested in 32,890,681 and 27,919,684 shares of the Company as a beneficial owner. As Mr. Yeung Kim Wai, Tony and Ms. Fan Yuk Lan, Sonna are spouses, they are each deemed, or taken to be, interested in the same number of shares in which the other is interested for the purposes of the SFO.

6. The percentage is calculated on the basis of 715,500,728 Shares in issue as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, the Directors are not aware of any interests or short positions owned by any persons (other than the Directors or chief executives of the Company) in the shares or underlying shares of the Company which were required to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register of the Company required to be kept under Section 336 of Part XV of the SFO.

3. DIRECTORS' INTERESTS IN CONTRACT AND ASSET

As at the Latest Practicable Date, none of the Directors, directly or indirectly, had any interest in any assets which had since 31 December 2024 (being the date to which the latest published audited financial statements of the Company were made up) been acquired or disposed of by or leased to the Group, or were proposed to be acquired or disposed of by or leased to the Group. As at the Latest Practicable Date, none of the Directors was materially interested in any subsisting contract or arrangement which is significant in relation to the business of the Group.

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group which will not expire or be determinable by the Group within one year without payment of compensation, other than statutory compensation.

5. DIRECTORS' INTERESTS IN COMPETING BUSINESSES

As at the Latest Practicable Date, so far as the Directors are aware of, none of the Directors or any of their respective associates had any interest in business which competes or may compete, whether directly or indirectly, with the business of the Group or had any other conflict which any person has or may have with the Group pursuant to the GEM Listing Rules.

6. MATERIAL LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation, claim or arbitration of material importance and there was no litigation, claim or arbitration of material importance known to the Directors to be pending or threatened against any member of the Group.

7. MATERIAL CONTRACTS

The following material contracts (not being contracts in the ordinary course of business) has been entered into by members of the Group within the two years preceding the date of this circular and up to the Latest Practicable Date and is or may be material:

(i) On 20 March 2025, the Company entered into (i) a deed with Mr. Yeung Kim Wai, Tony, in connection with the settlement of the loan consisting of the principal amount of HK$3,407,155.72 granted by Mr. Yeung Kim Wai, Tony as lender to the Company as borrower pursuant to a loan agreement dated 27 March 2023 (as amended and supplemented by a settlement deed dated 9 May 2023); and (ii) a deed with Ms. Fan Yuk Lan, Sonna in connection with the settlement of the loan in the principal amount of HK$3,800,000 granted by Ms. Fan Yuk Lan, Sonna as lender to the Company as borrower pursuant to a loan agreement dated 23 March 2023. For further details, please refer to the announcements of the Company dated 20 March 2025 and 7 April 2025.

(ii) On 7 May 2025, the Company as issuer and Tai Dong Holding Limited ("**Tai Dong**") as subscriber entered into a conditional agreement (the "**Subscription Agreement**") in relation to (i) the subscription of a total of 62,500,000 subscription shares (the "**Subscription Shares**", and each a "**Subscription Share**") at the subscription price (the "**Subscription Price**") of HK$0.120 per Subscription Share; and (ii) the capitalization of HK$7,500,000 of the outstanding indebtedness in the aggregate amount of HK$9,226,000 due from the Group to Tai Dong (the "**Outstanding Sum**") into share capital of the Company by partially applying the Outstanding Sum owed of HK$7,500,000 in payment of the Subscription Price payable for the allotment and issue of the Subscription Shares to Tai Dong or its nominee under the Subscription Agreement.

8. MISCELLANEOUS

(a) The company secretary of the Company is Mr. Chan Cheuk Ho ("**Mr. Chan**"). Mr. Chan obtained a bachelor's degree in business administration from the Chinese University of Hong Kong in 1989 and a master's degree in business administration from the University of Manchester in 2003. Mr. Chan has been a fellow member of the Hong Kong Institute of Certified Public Accountants since 2003.

(b) The compliance officer of the Company is Mr. Su Zhenhui ("**Mr. Su**"). Mr. Su obtained a Bachelor of Commerce – Professional Accounting from Macquarie University in Sydney, Australia in 2020.

(c) The share registrar and transfer office of the Company in Hong Kong is Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

(d) The English text of the circular shall prevail over the respective Chinese text in the case of inconsistency.

9. AUDIT COMMITTEE

The Company established the audit committee of the Company (the "**Audit Committee**") with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process, risk management system and internal control systems of the Group so as to provide advice and comments thereon to the Board of Directors. The Audit Committee comprised of three independent non-executive Directors, namely, Mr. Tam B Ray, Billy ("**Mr. Tam**"), Mr. Xue Wei ("**Mr. Xue**") and Mr. Xu Guojun ("**Mr. Xu**"). Mr. Xue is the chairman of the Audit Committee.

Mr. Tam B Ray, Billy

Mr. Tam, aged 55, 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 nonexecutive 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.

Mr. Xue Wei

Mr. Xue, aged 54, obtained a diploma in industrial and civil engineering from Jianghan University, the PRC in July 1991, a master of business administration from the Wuhan University of Technology, the PRC in July 2001 and a doctorial degree in history of economic thoughts from Wuhan University, the PRC in June 2023. Mr. Xue also has accreditations as a certified public accountant, certified public valuer, certified tax agent, certified cost engineer, certified real estate appraiser and certified land valuer in the PRC.

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

Mr. Xu Guojun

Mr. Xu, aged 58, 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.

* *for identification purposes only*

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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the "**SGM**") 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 Wednesday, 10 December 2025 at 2:30 p.m., for the following purposes:

ORDINARY RESOLUTION

1. "**THAT**:

   the sale by EDS Distribution Limited of 1,017,000 shares of China Financial Services Holdings Limited at the total consideration of HK$6,788,796 (after deducting the brokerage, stamp duty, trading fee and SFC levy) on 3 October 2024 in the open market on the Main Board of The Stock Exchange of Hong Kong Limited to independent third parties be and is hereby approved and ratified."

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

Hong Kong, 20 November 2025

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

Head office and 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 SGM 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 SGM 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 (excluding any part of a day that is a public holiday) before the time for holding the SGM (i.e. Monday, 8 December 2025 at 2:30 p.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 SGM 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 Friday, 5 December 2025 to Wednesday, 10 December 2025, both days inclusive, in order to determine the entitlement to attend the SGM. The record date for attendance and voting at the SGM is Wednesday, 10 December 2025. In order to qualify for attending and voting at the SGM, 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 Thursday, 4 December 2025.

As at the date of this notice, the Board comprises of two executive Directors, namely Mr. Su Zhenhui and Mr. Feng Zheng, one non-executive Director, namely Ms. Li Jiaqi, and three independent non-executive Directors, namely Mr. Tam B Ray, Billy, Mr. Xue Wei 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.