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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)

FINAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2025

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

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

Given the emerging nature of 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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*This announcement, for which the directors (the “**Directors**” and each the “**Director**”) of SuperRobotics Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (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 announcement 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 announcement misleading.*

RESULTS

The board of directors (the “**Board**”) of the Company is pleased to announce the consolidated results of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended 31 December 2025 together with the comparative audited figures for the year ended 31 December 2024 as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2025

	<i>Notes</i>	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Revenue	5	29,619	29,904
Cost of sales		<u>(9,919)</u>	<u>(26,678)</u>
Gross profit		19,700	3,226
Other income	6	115	225
Other gains and losses, net	7	(341)	4,691
Selling and distribution expenses		(249)	(364)
Impairment losses reversed/(recognised) under expected credit loss model, net of reversal		735	(1,156)
Reversal of slow-moving inventories		732	855
Administrative expenses		<u>(12,334)</u>	<u>(6,696)</u>
Operating profit	8	8,358	781
Finance costs	9	<u>(24,282)</u>	<u>(22,693)</u>
Loss before income tax		(15,924)	(21,912)
Income tax expense	10	<u>—</u>	<u>—</u>
Loss for the year		(15,924)	(21,912)
Other comprehensive (loss)/income			
<i>Item that may be subsequently reclassified to profit or loss</i>			
Exchange differences on translation of foreign operations		<u>(7,223)</u>	<u>4,681</u>
Other comprehensive (loss)/income for the year		<u>(7,223)</u>	<u>4,681</u>
Total comprehensive loss for the year		<u><u>(23,147)</u></u>	<u><u>(17,231)</u></u>

	<i>Notes</i>	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Loss for the year attributable to:			
Owners of the Company		(11,604)	(10,179)
Non-controlling interests		(4,320)	(11,733)
		<u>(15,924)</u>	<u>(21,912)</u>
Total comprehensive loss for the year attributable to:			
Owners of the Company		(13,772)	(8,930)
Non-controlling interests		(9,375)	(8,301)
		<u>(23,147)</u>	<u>(17,231)</u>
Loss per share			
Basic and diluted (HK cents)	<i>12</i>	<u>(1.74)</u>	<u>(1.68)</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2025

		2025	2024
	Notes	HK\$'000	HK\$'000
Assets			
Non-current assets			
Property, plant and equipment		–	–
Deposits paid for acquisition of property, plant and equipment		650	650
Financial assets at fair value through profit or loss		<u>1,200</u>	<u>1,200</u>
		<u>1,850</u>	<u>1,850</u>
Current assets			
Inventories		–	320
Trade receivables	13	32,564	6,032
Deposits, prepayment and other receivables		1,707	2,542
Financial assets at fair value through profit or loss		–	1,424
Restricted bank balances		306	126
Cash and cash equivalents		<u>8,043</u>	<u>14,038</u>
		<u>42,620</u>	<u>24,482</u>
Total assets		<u><u>44,470</u></u>	<u><u>26,332</u></u>
Equity and liabilities			
Capital and reserves			
Share capital	15	71,550	60,746
Reserves		<u>(147,339)</u>	<u>(138,080)</u>
Capital deficiencies attributable to owners of the Company		<u>(75,789)</u>	<u>(77,334)</u>
Non-controlling interests		<u>(93,990)</u>	<u>(84,615)</u>
Total capital deficiencies		<u><u>(169,779)</u></u>	<u><u>(161,949)</u></u>

	<i>Notes</i>	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Liabilities			
Non-current liabilities			
Amount due to a related company		4,727	–
Interest payables		102	5,431
Other borrowings		<u>2,623</u>	<u>139,792</u>
		<u>7,452</u>	<u>145,223</u>
Current liabilities			
Trade payables	14	9,728	5,524
Accruals and other payables		34,409	19,541
Amount due to a related company		–	9,226
Amount due to a related party		2,261	1,352
Amount due to a director		74	–
Other borrowings		160,207	7,207
Contract liabilities		<u>118</u>	<u>208</u>
		<u>206,797</u>	<u>43,058</u>
Total liabilities		<u>214,249</u>	<u>188,281</u>
Total equity and liabilities		<u>44,470</u>	<u>26,332</u>
Net current liabilities		<u>(164,177)</u>	<u>(18,576)</u>
Total assets less current liabilities		<u>(162,327)</u>	<u>(16,726)</u>
Net liabilities		<u>(169,779)</u>	<u>(161,949)</u>

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2025

Attributable to owners of the Company

	Share capital – ordinary share <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Contributed surplus <i>HK\$'000</i>	Translation reserve <i>HK\$'000</i>	Accumulated losses <i>HK\$'000</i>	Sub-total <i>HK\$'000</i>	Non- controlling interests <i>HK\$'000</i>	Total capital deficiencies <i>HK\$'000</i>
As at 1 January 2024	60,746	507,186	38,991	(11,967)	(663,360)	(68,404)	(76,314)	(144,718)
Loss for the year	–	–	–	–	(10,179)	(10,179)	(11,733)	(21,912)
Other comprehensive income for the year	–	–	–	1,249	–	1,249	3,432	4,681
Total comprehensive income/(loss) for the year	–	–	–	1,249	(10,179)	(8,930)	(8,301)	(17,231)
As at 31 December 2024 and as at 1 January 2025	60,746	507,186	38,991	(10,718)	(673,539)	(77,334)	(84,615)	(161,949)
Loss for the year	–	–	–	–	(11,604)	(11,604)	(4,320)	(15,924)
Other comprehensive loss for the year	–	–	–	(2,168)	–	(2,168)	(5,055)	(7,223)
Total comprehensive loss for the year	–	–	–	(2,168)	(11,604)	(13,772)	(9,375)	(23,147)
Contribution from shareholders	–	–	1,978	–	–	1,978	–	1,978
Issue of new shares by way of debt capitalisation	10,804	2,641	–	–	–	13,445	–	13,445
Share issuing expenses	–	(106)	–	–	–	(106)	–	(106)
As at 31 December 2025	71,550	509,721	40,969	(12,886)	(685,143)	(75,789)	(93,990)	(169,779)

NOTES:

1. GENERAL INFORMATION

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

The principal activities of the Company and its subsidiaries (collectively referred to as the “**Group**”) are provision of engineering products and related services operations (the “**Engineering Business Operations**”) and sales of food operations (the “**Sales of Food Operations**”).

The consolidated financial statements are presented in Hong Kong dollar (“**HK\$**”), which is also the functional currency of the Company and all values are rounded to the nearest thousand (“**HK\$’000**”), unless otherwise stated.

2. APPLICATION OF AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

Amendments to HKFRS Accounting Standards that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) for the first time, which are mandatorily effective for the annual periods beginning on 1 January 2025 for the preparation of the consolidated financial statements:

Amendments to HKAS 21	Lack of Exchangeability
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The application of amendments to HKFRS Accounting Standards in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

New and amendments to HKFRS Accounting Standards that are mandatorily effective for the current year

The Group has not early applied the following new and amendments to HKFRS Accounting Standards, which are relevant to the Group and have been issued but are not yet effective:

Amendments to HKAS 21	Translation to a hyperinflationary Presentation Currency ³
Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments ²
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing nature-dependent Electricity ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of assets between an Investor and its associate or Joint Venture ¹
Amendments to HKFRS accounting Standards	Annual Improvements to HKFRS accounting Standards – Volume 11 ²
Amendments to HK-Interpretation	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that contain a Repayment on Demand Clause ³
HKFRS 18	Presentation and Disclosure in Financial Statements ³

¹ Effective for annual periods beginning on or after a date to be determined.

² Effective for annual periods beginning on or after 1 January 2026.

³ Effective for annual periods beginning on or after 1 January 2027.

HKFRS 18 *Presentation and Disclosure in Financial Statements*

HKFRS 18 *Presentation and Disclosure in Financial Statements*, which sets out requirements on presentation and disclosures in consolidated financial statements, will replace HKAS 1 *Presentation of Financial Statements*. This new HKFRS Accounting Standard, while carrying forward many of the requirements in HKAS 1, introduces new requirements to present specified categories and defined subtotals in the consolidated statement of profit or loss and other comprehensive income; provide disclosures on management-defined performance measures in the notes to the consolidated financial statements and improve aggregation and disaggregation of information to be disclosed in the consolidated financial statements. In addition, some HKAS 1 paragraphs have been moved to HKAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* (the title of which will be changed to *Basis of Preparation of Financial Statements* upon effective of HKFRS 18) and HKFRS 7. Minor amendments to HKAS 7 *Statement of Cash Flows* and HKAS 33 *Earnings per Share* are also made.

HKFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. HKFRS 18 requires retrospective application with specific transition provisions. The application of the new standard is not expected to have significant impact on the financial performance and positions of the Group in terms of recognition and measurement. However, it is expected to affect the structure and presentation of the consolidated statement of profit or loss and other comprehensive income.

The directors anticipate that the application of all other new and amendments to HKFRS Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future.

3. BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) and by the Hong Kong Companies Ordinance.

Going concern basis

During the year ended 31 December 2025, the Group incurred a net loss of approximately HK\$15,924,000 (2024: HK\$21,912,000) and net cash used in operating activities of approximately HK\$7,808,000 (2024: nil). As at 31 December 2025, the Group had a capital deficiencies of approximately HK\$169,779,000 (2024: HK\$161,949,000) and net current liabilities of approximately HK\$164,177,000 (2024: HK\$18,576,000) including cash and cash equivalents of approximately HK\$8,043,000 (2024: HK\$14,038,000) and other borrowings of approximately HK\$162,830,000 (2024: HK\$146,999,000).

These conditions indicate the existence of material uncertainties which may cast significant doubt about the ability of the Group to continue as a going concern.

In view of these circumstances, the directors have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern. Certain plans and measures have been taken to mitigate the liquidity pressure and to improve its financial position which include, but not limited to, the following:

- (i) On 15 March 2026, the Group entered into a new facilities agreement with 惠州市金達勝投資有限公司 (Huizhou Jindasheng Investment Limited*) (“**HJIL**”), who is a non-controlling shareholder of the Group’s certain subsidiaries. Under the new facilities agreement, HJIL agreed to lend the Group with the amounts of approximately RMB142,658,000 (equivalent to HK\$158,519,000) to repay the outstanding principal amounts of several borrowings and relevant interest payables indebted to HJIL. The facilities are secured by the entire equity interests in a non-wholly owned subsidiary of the Group, 深圳市安澤智能機器人有限公司 (“**Anzer**”). The new facilities will be a non-interest bearing borrowings and matured after 3 years from agreement date.
- (ii) The management of the Company has actively taken measures to improve operating results and net cash inflows of the Group’s Engineering Business Operations in Hong Kong and People’s Republic of China (“**PRC**”) including but not limited to increase sales order for Engineering Business Operations. Subsequent to the end of the reporting period, the Group entered into sales agreement with a customer for providing of engineering related services of approximately HK\$7,778,000.
- (iii) The Group will continue to source additional funding from external resources and/or fund raising opportunities.

The directors have reviewed the Group’s cash flow projection covering a period of not less than twelve months from 31 December 2025 prepared by the management and have considered the possible downward changes in its operating performance. They are of the opinion that the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from 31 December 2025. Accordingly, the directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

Notwithstanding the above, material uncertainty exists as to whether management of the Group is able to achieve its plans and measures as described above. Whether the Group will be able to continue as a going concern would depend upon the Group’s ability to generate adequate financing and operating cash flows through the following:

- (i) Successful implementation of measures to improve the operating results of the Group’s Engineering Business Operations in Hong Kong and PRC and to generate sufficient cash inflow.
- (ii) Successfully sourcing additional funding from external resources and/or fund raising opportunities.

Should the Group be unable to continue as a going concern, adjustments would have to be made to write down the carrying amounts of the Group’s assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value at the end of each reporting period.

* *English name for identification purpose only*

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

For financial instruments which are transacted at fair value and a valuation technique that unobservable inputs are to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

4. SEGMENT INFORMATION

The Group's operating segment have been determined based on the information reported to and reviewed by the executive directors, being the Group's chief operating decision-maker (the "CODM"), which are used for the purposes of assessing performance and making strategic decisions. The Group's operating segment is structured and managed separately according to the nature of their operations, and the products and services they provide. Each of the Group's operating segment represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of other operating segments. The Group currently has two operating segments:

- (a) Engineering Business Operations; and
- (b) Sales of Food Operations.

Segment information about these operations is presented as below:

An analysis of the Group's revenue and results by operating segments

	Segment revenue		Segment results	
	2025	2024	2025	2024
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Engineering Business Operations	29,259	29,301	19,453	2,300
Sales of Food Operations	360	603	(3,120)	(1,015)
	<u>29,619</u>	<u>29,904</u>	<u>16,333</u>	<u>1,285</u>
Reconciliation from segment results to loss before income tax				
Unallocated corporate income			83	6,503
Unallocated corporate expenses			(8,058)	(7,007)
Finance costs			(24,282)	(22,693)
Loss before income tax			<u>(15,924)</u>	<u>(21,912)</u>

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales for both years.

Segment results represent the profit earned/(loss suffered) by each segment without allocation of central administrative expenses, partial other losses, impairment losses recognised/(reversed) under expected credit loss model in respect of bond receivables and partial other operating expenses under the heading of “unallocated corporate expenses”, finance costs, partial other income and partial other gains under the heading of “unallocated corporate income”. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

An analysis of the Group’s financial position by operating segments

	2025 <i>HK\$’000</i>	2024 <i>HK\$’000</i>
ASSETS		
Segment assets		
– Engineering Business Operations	33,589	6,668
– Sales of Food Operations	3,979	5,918
	<hr/>	<hr/>
Total segment assets	37,568	12,586
Unallocated assets	6,902	13,746
	<hr/>	<hr/>
	44,470	26,332
	<hr/> <hr/>	<hr/> <hr/>
	2025 <i>HK\$’000</i>	2024 <i>HK\$’000</i>
LIABILITIES		
Segment liabilities		
– Engineering Business Operations	30,179	20,955
– Sales of Food Operations	107	–
	<hr/>	<hr/>
Total segment liabilities	30,286	20,955
Unallocated liabilities	183,963	167,326
	<hr/>	<hr/>
	214,249	188,281
	<hr/> <hr/>	<hr/> <hr/>

For the purposes of resource allocation and performance assessment between segments:

- all assets are allocated to reportable segments, other than deposits paid for property, plant and equipment, financial assets at fair value through profit or loss, bond receivables, partial deposits, prepayment and other receivables and partial cash and cash equivalents; and
- all liabilities are allocated to reportable segments, other than interest payables, amount due to a related company, other borrowings, partial accruals and other payables.

Other segment information

	Engineering Business Operations		Sales of Food Operations		Unallocated		Consolidated	
	2025	2024	2025	2024	2025	2024	2025	2024
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Amounts included in the measure of segment results or segment assets:								
Impairment losses (reversed)/recognised under expected credit loss model, net of reversal:								
– trade receivables	(906)	1,051	–	–	–	–	(906)	1,051
– bond receivables	–	–	–	–	163	(2)	163	(2)
– other receivables	8	107	–	–	–	–	8	107
Reversal of slow-moving inventories	(732)	(855)	–	–	–	–	(732)	(855)
Written-off of prepayment	–	305	–	–	–	–	–	305
Additions to property, plant and equipment	–	–	368	1,150	–	–	368	1,150
Depreciation of property, plant and equipment	–	111	50	–	–	–	50	111
Amounts regularly provided to the CODM but not included in the measure of segment results or segment assets:								
Bank interest income	–	–	–	(1)	(6)	(17)	(6)	(18)
Interest income from bond receivables	–	–	–	–	(76)	(95)	(76)	(95)
Finance costs	–	–	–	–	24,282	22,693	24,282	22,693

Geographical information

Information about the Group's revenue from external customers, presented based on geographical location of the customers, and information about the Group's non-current assets (excluded financial instruments), presented based on geographical location of the assets are detailed below:

	Revenue from external customers		Non-current assets (excluded financial instruments)	
	2025	2024	2025	2024
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
PRC	29,259	3,214	–	–
Hong Kong	360	26,690	–	–
	<u>29,619</u>	<u>29,904</u>	<u>–</u>	<u>–</u>

Information about major customers

Details of the customers individually representing 10% or more of the Group's revenue are as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Engineering Business Operations		
Customer A	–	18,120
Customer B	–	7,967
Customer C	19,009	–
Customer D	4,810	–
Customer E	4,716	–
	<u>4,716</u>	<u>–</u>

Except for disclosed above, no other customers contributed 10% or more to the Group for both years.

5. REVENUE

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Revenue from contracts with customers		
Provision of engineering products and related services	29,259	29,301
Sales of wine	360	603
	<u>29,619</u>	<u>29,904</u>

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Timing of revenue recognition		
At a point in time	24,267	3,051
Over time	5,352	26,853
	<u>29,619</u>	<u>29,904</u>

Transaction allocated to the remaining performance obligation for contracts with customers

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to its contract for provision of engineering products and related services and sales of wine such that the Group does not disclose information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations under the contract for provision of engineering products and related services and sales of wine that had an original expected duration of one year or less.

6. OTHER INCOME

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Bank interest income	6	18
Bad debts recovery	32	91
Interest income from bond receivables	76	95
Government grants	1	–
Sundry income	–	21
	<u>115</u>	<u>225</u>

During the year ended 31 December 2025, the Group recognised government grants in respect of subsidies provided by the PRC local government as a support. There were no unfulfilled conditions or contingencies relating to these government grants.

7. OTHER GAINS AND LOSSES, NET

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Loss on disposal of property, plant and equipment	(68)	(322)
Realised (loss)/gain on fair value change of financial assets at fair value through profit or loss	(254)	6,485
Exchange loss, net	(19)	(77)
Unrealised loss on fair value change of financial assets at fair value through profit or loss	–	(531)
Written-off of prepayment	–	(305)
Loss on early repayment of other borrowings	–	(559)
	<u>(341)</u>	<u>4,691</u>

8. OPERATING PROFIT

Operating profit has been arrived at after charging/(crediting):

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Auditor's remuneration:		
– audit services	815	812
– non-audit services	212	43
Cost of inventories sold (included in cost of sales)	5,797	1,477
Cost of services provided (included in cost of sales)	4,122	25,201
Depreciation of property, plant and equipment	50	111
Impairment losses (reversed)/recognised under expected credit loss model:		
– trade receivables	(906)	1,051
– bond receivables	163	(2)
– other receivables	8	107
	(735)	1,156
Expenses relating to lease of low-value assets	–	3
Staff costs (including directors' emoluments)	5,572	2,900
	<u>5,572</u>	<u>2,900</u>

9. FINANCE COSTS

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Imputed interest on other borrowings	18,149	16,277
Interest on other borrowings	6,132	6,416
	<u>24,281</u>	<u>22,693</u>
Total interest expense on financial liabilities not at fair value through profit or loss	24,281	22,693
Interest on long service payments	1	–
	<u>24,282</u>	<u>22,693</u>

10. INCOME TAX EXPENSE

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

Under the law of the PRC on Enterprise Income Tax (the “EIT law”) and Implementation Regulation of the EIT law, the tax rate of the PRC subsidiaries is 25% for both years.

No provision for the Hong Kong Profits Tax and PRC Enterprise Income Tax for both years has been made as the Group have no estimated assessable profit or taxable profits was wholly absorbed by estimated tax losses brought forward from prior years.

11. DIVIDEND

No final dividend was paid or proposed during the year ended 31 December 2025, nor any dividend has been proposed by the Board subsequent to the end of the reporting period (2024: nil).

12. LOSS PER SHARE

The calculation of basic and diluted loss per share attributable to owners of the Company is based on the following data:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Loss		
Loss for the purpose of basic and diluted loss per share (loss for the year attributable to owners of the Company)	<u>(11,604)</u>	<u>(10,179)</u>
	2025 '000	2024 '000
Number of shares		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	<u>666,709</u>	<u>607,464</u>

The Group had no potential dilutive ordinary shares in issue for both years. The basic and diluted loss per share are same for both years.

13. TRADE RECEIVABLES

The Group allows credit periods to customers maximum up to 12 months.

The aging analysis of trade receivables (net of allowance for credit losses) presented based on earliest of invoice date or revenue recognition date is as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
0 – 30 days	26,702	5,971
31 – 60 days	172	–
61 – 90 days	–	–
Over 90 days	5,690	61
	<u>32,564</u>	<u>6,032</u>

14. TRADE PAYABLES

The following is an aging analysis of trade payables presented based on earliest of invoice date or date of delivery of goods and services:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
0 – 30 days	9,575	5,378
31 – 60 days	–	–
61 – 90 days	–	–
Over 90 days	153	146
	<u>9,728</u>	<u>5,524</u>

The credit period normally granted from suppliers up to 120 days.

15. SHARE CAPITAL

	Number of shares '000	Amounts HK\$'000
Authorised:		
<i>Ordinary shares of HK\$0.1 each</i>		
As at 1 January 2024, as at 31 December 2024, as at 1 January 2025 and as at 31 December 2025	<u>4,950,000</u>	<u>495,000</u>
<i>Preference shares of HK\$0.1 each</i>		
As at 1 January 2024, as at 31 December 2024, as at 1 January 2025 and as at 31 December 2025	<u>50,000</u>	<u>5,000</u>
	Number of shares '000	Amounts HK\$'000
Issued and fully paid:		
<i>Ordinary shares</i>		
As at 1 January 2024, as at 31 December 2024 and as at 1 January 2025	607,464	60,746
Issue of new shares by way of debt capitalisation (<i>note</i>)	<u>108,037</u>	<u>10,804</u>
As at 31 December 2025	<u>715,501</u>	<u>71,550</u>

There are no issued and fully paid preference shares as at 31 December 2025 and 2024.

Note:

On 7 April 2025, the Company completed to allot and issue total of 45,537,129 new shares of HK\$0.174 per settlement share to settle in full of unsecured borrowings and relevant interest payables due by the Group in accordance with the settlement deed with the total amounts of approximately HK\$7,923,000. The fair value of each new ordinary shares is HK\$0.158, which is based on the closing price quoted on the Stock Exchange on 7 April 2025. The difference between fair value of new ordinary shares and settled amounts of approximately HK\$728,000 was recognised in contributed surplus as shareholders' contribution.

On 4 August 2025, the Company completed to allot and issue total of 62,500,000 new shares of HK\$0.120 per settlement share to Tai Dong Holding Limited to settle partial amounts due by the Group with the total amounts of approximately HK\$7,500,000. The fair value of each new ordinary shares is HK\$0.099, which is based on the closing price quoted on the Stock Exchange on 4 August 2025. The difference between fair value of new ordinary shares and settled amounts of approximately HK\$1,250,000 was recognised in contributed surplus as shareholder's contribution.

16. EVENTS AFTER THE REPORTING PERIOD

On 15 March 2026, the Group entered into new facilities agreement with HJIL to lend approximately RMB142,658,000 (equivalent to HK\$158,519,000) repayable 3 years after the agreement date and were used to repay the outstanding principal amounts of several borrowings and relevant interest payables indebted to HJIL. The secured borrowings will be non-interest bearing and secured by entire equity interests in Anzar.

BUSINESS REVIEW

The Group is principally engaged in the provision of engineering products and related services (the “**Engineering Business Operations**”), as well as the sales of food operations (collectively, the “**Sales of Food Operations**”).

For the Engineering Business Operations, the Group offers robotic products. For the provision of engineering related services, the Group provides equipment installation, support and maintenance services for robotics and automation systems.

During the year, the Group continued to develop and improve its robotic products. The Group has also driven the commercialisation of its products at a faster pace compared to 2024. For the year, the revenue of the Engineering Business Operations has decreased by 0.1% and contributed a total revenue of approximately HK\$29.3 million to the total revenue of the Group.

During the year, for the Sales of Food Operations, the revenue has decreased by approximately 40.3% and contributed a total revenue of approximately HK\$0.3 million to the total revenue of the Group.

FINANCIAL REVIEW

For the year, the Group recorded a revenue of approximately HK\$29.6 million (for the financial year ended 31 December 2024: approximately HK\$29.9 million), of which approximately HK\$29.3 million (for the financial year ended 31 December 2024: approximately HK\$29.3 million), HK\$0.3 million (for the financial year ended 31 December 2024: approximately HK\$0.6 million) were generated from the Engineering Business Operations and the Sales on Food Operations respectively.

The Engineering Business Operations in aggregate contributed approximately HK\$29.3 million to the revenue of the Group, representing approximately 98.8% of the revenue, and the Sales of Food Operations contributed approximately HK\$0.3 million to the revenue of the Group, representing approximately 1.2% of the revenue.

For the year, the gross profit was approximately HK\$19.7 million (for the financial year ended 31 December 2024: gross profit of approximately HK\$3.2 million) and the gross profit margin was approximately 66.5% (for the financial year ended 31 December 2024: gross profit margin of 10.8%).

For the year, other income was approximately HK\$115,000 (for the financial year ended 31 December 2024: approximately HK\$225,000). The other income was mainly attributable to interest income from bond receivables of approximately HK\$76,000, bad debts recovery of approximately HK\$32,000 and bank interest income of approximately HK\$6,000.

For the year, other gain and losses, net amounted of a net loss of approximately HK\$341,000 (for the financial year ended 31 December 2024: net income of approximately HK\$4.7 million) which mainly consists of realised loss on fair value change of financial assets at fair value through profit or loss of approximately HK\$254,000, and loss on disposal of property, plant and equipment of approximately HK\$68,000.

The selling and distribution costs for the year was approximately HK\$249,000 (for the financial year ended 31 December 2024: approximately HK\$364,000), representing a decrease of approximately 31.6% over the corresponding year in 2024. Such decrease was mainly attributed to the decrease in staff costs.

The administrative expenses for the year was approximately HK\$12.3 million (for the financial year ended 31 December 2024: approximately HK\$6.7 million). The administrative expenses mainly consist of employee related expense of approximately HK\$5.1 million (for the financial year ended 31 December 2024: approximately HK\$2.0 million), directors' remuneration of approximately HK\$0.5 million (for the year ended 31 December 2024: approximately HK\$0.5 million) and other administrative expense of approximately HK\$6.7 million (for the financial year ended 31 December 2024: approximately HK\$4.2 million).

The finance costs for the year was approximately HK\$24.3 million (for the financial year ended 31 December 2024: approximately HK\$22.7 million) and was mainly attributable to imputed interest and interest on other borrowings.

The consolidated loss amounted to approximately HK\$15.9 million for the year (for the financial year ended 31 December 2024: approximately HK\$21.9 million). The loss was mainly attributed to the (i) imputed interest on other borrowings in financial costs; and (ii) reversal of impairment losses recognised under expected credit loss model; partially offset by; (i) the absence of realised gain on fair value through profit and loss; and (ii) absence of impairment loss under the expected credit loss model during the year.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2025, the Group had a total secured borrowings of approximately HK\$162.8 million, which was secured by equity shares of a non-wholly owned subsidiary indirectly held by the Company and interest bearing fixed interest rate 5% and secured borrowings were denominated in Renminbi.

The total secured borrowings of the Group is approximately HK\$162.8 million will mature between one to three years.

As at 31 December 2025, the Group had total assets of approximately HK\$44.5 million (31 December 2024: approximately HK\$26.3 million), including cash and cash equivalents of approximately HK\$8.0 million (31 December 2024: approximately HK\$14.0 million).

As at 31 December 2025, bank balances of approximately HK\$306,000 (2024: HK\$126,000) are frozen in relation to the labours dispute and amounts of approximately HK\$280,000 (2024: HK\$101,000) are denominated in RMB.

Restricted bank balances and bank balances earns interest at floating rates based on daily bank deposit rates. The restricted bank balances with creditworthy banks with no recent history of default. as at 31 December 2025, amounts of approximately HK\$306,000 (2024: HK\$126,000) of the Group's restricted bank balances placed with banks in the PRC were denominated in RMB respectively, which is subject to foreign exchange control regulations of the PRC.

CAPITAL STRUCTURE

As at 31 December 2025, the total issued share capital of the Company was approximately HK\$71,550,000 (31 December 2024: approximately HK\$60,746,000) divided into 715,500,728 (31 December 2024: 607,463,599) ordinary shares of HK\$0.1 each.

GEARING RATIO

Gearing ratio is not meaningful as the Group has capital deficiencies attributable to owners of the Company as at 31 December 2025 and 2024.

PLEDGE OF ASSETS

The Group pledged equity share of a non-wholly owned subsidiary to secure other borrowings as at 31 December 2025 and 2024.

FOREIGN EXCHANGE RISK

The Group has not used any foreign currency derivative instruments to hedge its exposure to foreign exchange risks. however, the Group's management closely monitors the exposures and will consider hedging the exposures when in need.

EMPLOYEES

As at 31 December 2025, the Group had 19 employees (as at 31 December 2024: 11 employees). Total staff costs including directors' emolument for the year amounted to approximately HK\$5.6 million (for the financial year ended 31 December 2024: approximately HK\$2.9 million). Their remuneration, promotion and salary review are assessed based on job responsibilities, work performance, professional experiences and the prevailing industry practices. The employees in Hong Kong joined the mandatory provident fund scheme, the employees in the PRC joined the national statutory social security insurance scheme.

SIGNIFICANT INVESTMENT

The Group did not make any significant investment during the year.

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND AFFILIATED COMPANIES

The Group did not make any material acquisition or disposal of subsidiaries, associates or affiliated companies during the year.

FUTURE PLAN FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

The Group does not have any concrete plan for material investments or capital assets for the coming year.

SUBSEQUENT EVENT

On 15 March 2026, the Group entered into a new facilities agreement with 惠州市金達勝投資有限公司 (Huizhou Jindasheng Investment Limited*) (“**HJIL**”), who is a non-controlling shareholder of the Group's certain subsidiaries. Under the new facilities agreement, HJIL agreed to lend the Group with the amount of approximately RMB142,658,000 (equivalent to HK\$158,519,000) to repay the outstanding borrowings indebted to HJIL. The facilities are secured by the entire equity interests in a non-wholly owned subsidiary of the Group, 深圳市安澤智能機器人有限公司 (“**Anzer**”). The new facilities will be an interest free loan and matured after 3 years from agreement date.

INDUSTRY OUTLOOK

In 2025, the company consolidated its strengths in engineering and automation production, maintaining a strong market position. With technology evolving rapidly and customer demand rising, the company continued to prioritize product quality improvement and technological innovation, delivering competitive solutions that enhanced customer value.

* *for identification purpose only*

Following the official launch of AI development and cloud computing in late 2024, these initiatives became the cornerstone of growth throughout 2025. They not only expanded the company's business scope but also established new revenue streams. In addition, the company entered the smart home sector, leveraging AI and IoT integration to meet rising consumer demand for intelligent living solutions.

The company also expanded into trading and retail operations, creating synergies between technology and commerce. By applying cloud computing and big data analytics, the company strengthened its retail business, enabling more precise consumer insights, optimized supply chain management, and improved operational efficiency. This diversification balanced industrial, enterprise, and consumer markets, reinforcing long-term sustainability.

Artificial Intelligence Development

- China's AI market is projected to generate over \$600 billion annually in economic value by 2030.
- Adoption rate stands at 41%, below the global average, but with significant growth potential.
- Only 9% of Chinese enterprises achieve >10% revenue growth through AI, compared to 19% globally.
- In 2025, the company focused on:
 - Deepening AI-business integration.
 - Expanding talent cultivation and training.
 - Delivering intelligent solutions to improve efficiency, reduce costs, and enhance user experience

Cloud Computing Development

- By 2027, China's cloud computing market is expected to exceed 2.1 trillion RMB.
- Intelligent computing power is forecasted to grow at a 52.3% CaGR over the next five years.
- national initiatives such as "Eastern Data Western Computing" and intelligent computing center construction are reshaping infrastructure.

- In 2025, the company:
 - Developed efficient, secure, and flexible cloud services.
 - Formed strategic partnerships to strengthen technical capabilities.
 - Increased R&D initiatives to maintain competitiveness.

Smart Home Development

- Smart home technology emerged as a major consumer trend, integrating AI, IoT, and cloud services.
- Urbanization and rising middle-class consumption fueled demand for smart appliances, home automation, and intelligent security systems.
- In 2025, the company:
 - Developed AI-powered smart home solutions for convenience, energy efficiency, and safety.
 - Integrated smart home offerings with cloud platforms for seamless connectivity.
 - Positioned itself as a trusted provider of intelligent living solutions.

Trading and Retail Expansion

- In 2025, the company is looking to create new channels under the retail expansion.
- By leveraging cloud computing and big data analytics, the company enhanced retail efficiency, improved customer engagement, and strengthened market competitiveness.
- Retail expansion created new revenue channels and reinforced the company's developed growth strategy.

Strategic Direction

In 2026, the company will continue to increase R&D investment and deepen its commitment to AI, cloud computing, smart home, trading, and retail.

- Artificial Intelligence:
 - Expand industry-specific applications in automotive, healthcare, logistics, and manufacturing.
 - Enhance monetization models to close the gap with global leaders.
- Cloud Computing:
 - Scale services to capture market expansion beyond 2 trillion RMB.
 - leverage national computing initiatives to optimize resources and strengthen infrastructure.
- Smart home:
 - Build a fully integrated ecosystem combining AI, IoT, and cloud.
 - Expand product lines to meet diverse consumer needs, from security to lifestyle automation.
- Trading and Retail:
 - In 2026, the company will deepen investment in retail operations, applying more resources to strengthen consumer insights, supply chain efficiency, and digital transformation.
 - Enhance trading operations to complement technology-driven businesses.
 - Explore cross-border opportunities, ensuring compliance and global competitiveness.
 - Position the company as a comprehensive intelligent solutions and commerce leader.

2025 marked a year of consolidation and diversification, with AI, cloud computing, smart home, trading, and retail forming new growth engines. Looking ahead to 2026, the company will continue to pursue an innovation-driven and diversified strategy, ensuring leadership in global competition and advancing toward the vision of becoming a comprehensive intelligent solutions and commerce leader.

FINAL DIVIDEND

The Board did not recommend the payment of a final dividend for the year ended 31 December 2025 (2024: Nil).

AUDIT COMMITTEE

The Company has established the Audit Committee with written terms of reference in compliance with the GEM Listing Rules. The principal responsibilities of the Audit Committee include reviewing the financial statements and reports and considering any significant or unusual items raised by the compliance officer or external auditors before submission to the Board, reviewing the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and making recommendation to the Board on the appointment, re-appointment and removal of external auditors and reviewing the adequacy and effectiveness of the Company's financial reporting, internal control and risk management systems and associated procedures.

As at 31 December 2025 and up to the date of this announcement, the Audit Committee comprises three independent non-executive Directors, namely, Mr. Xue Wei (chairman), Mr. Tam B Ray, Billy and Mr. Xu Guojun. The Audit Committee has reviewed the audited consolidated results of the Group for the year ended 31 December 2025.

SCOPE OF WORK OF JON GEPSOM CPA LIMITED

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 December 2025 as set out in the preliminary announcement have been agreed by the Company's auditors, Jon Gepsom CPA Limited, to the amounts set out in the Group's consolidated financial statements for the year. The work performed by the Company's auditor in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by the Company's auditors on the preliminary announcement.

EXTRACT OF INDEPENDENT AUDITOR'S OPINION

The following is an extract of the independent auditor's report on the Group's audited consolidated financial statements for the year ended 31 December 2025.

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Material uncertainties related to going concern

We draw attention to note 3 to the consolidated financial statements, which indicates that the Group incurred a net loss of approximately HK\$15,924,000 and net cash used in operating activities of approximately HK\$7,808,000 during the year ended 31 December 2025. As at 31 December 2025, the Group had a capital deficiencies of approximately HK\$169,779,000 and net current liabilities of approximately HK\$164,177,000 including cash and cash equivalents of approximately HK\$8,043,000 and other borrowings of approximately HK\$162,830,000. These conditions, together with other matters described in note 3 to the consolidated financial statements, indicate the existence of material uncertainties which may cast significant doubt on the Group’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

MANAGEMENT ACTION PLANS ON GOING CONCERN MITIGATION MEASURES

In order to meet the Company’s financial obligation and to improve the operational capability, the directors of the Company have been undertaking a number of measures, including:

- (i) On 15 March 2026, the Group entered into a new facilities agreement with HJIL, who is a non-controlling shareholder of the Group’s certain subsidiaries. Under the new facilities agreement, HJIL agreed to lend the Group with the amount of approximately RMB142,658,000 (equivalent to HK\$158,519,000) to repay the outstanding borrowings indebted to HJIL. The facilities are secured by the entire equity interests in a non-wholly owned subsidiary of the Group, Anzer. The new facilities will be an interest free loan and matured after 3 years from agreement date.
- (ii) The management of the Company has actively taken measures to improve operating results and net cash inflows of the Group’s Engineering Business Operations in Hong Kong and People’s Republic of China (“PRC”) including but not limited to increase sales order for Engineering Business Operations. Subsequent to the end of the reporting period, the Group entered into sales agreement with a customer for providing of engineering related services of approximately HK\$7,778,000.
- (iii) The Group will continue to source additional funding from external resources and/or fund raising opportunities.

CODE ON CORPORATE GOVERNANCE PRACTICES

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

Pursuant to code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer of the Company should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and the chief executive officer should be clearly established and set out in writing. The position of the chairman is held by Mr. So Man Pan. The responsibilities of the chairman of the Company is to ensure the Board will work effectively and perform its responsibilities, that all key and appropriate issues are discussed by the Board, to draw up and approve the agenda for each board meeting and take into account any matters proposed by others directors for inclusion in the agenda. As at 31 December 2025 and up to the date of this announcement, the Company has not appointed a chief executive officer and is looking for a suitable candidate to act as chief executive officer in order to comply with the CG Code. The office and duties of the chief executive officer in respect of the day-to-day management of the Group's business is handled by the executive directors collectively.

Pursuant to the code provision C.1.8 of the CG Code, the Company should arrange appropriate insurance to cover potential legal actions against its directors. The Company is still arranging for appropriate liability insurance for the directors for indemnifying their liabilities arising from corporate activities.

Save as disclosed above, as at 31 December 2025 and up to the date of this announcement, the Company has complied with the code provisions in the Corporate Governance Code (the “CG Code”) as set out in Appendix C1 to the GEM Listing Rules.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the year under review, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

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

Having made specific enquiry with each of the directors of the Company, all directors have confirmed that they have complied with such code and the required standard of dealings on directors' securities transactions during the year ended 31 December 2025.

PUBLICATION OF ANNUAL REPORT

This final results announcement is published on the websites of the Stock Exchange and the Company. The 2025 Annual Report will be despatched to the Shareholders and will be published on the websites of the Stock Exchange and the Company in due course in accordance with the GEM Listing Rules.

By Order of the Board
SuperRobotics Holdings Limited
So Man Pan
Executive Director and Chairman

Hong Kong, 31 March 2026

As at the date of this announcement, the Board comprises three executive directors, namely Mr. So Man Pan (Chairman), 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. Xu Guojun and Mr. Xue Wei.

This announcement will remain on the "Latest Company Announcements" page of the Stock Exchange's website at <http://www.hkexnews.hk> for a minimum period of 7 days from the date of its publication and on the Company's website at www.superrobotics.com.hk.