

SuperRobotics Holdings Limited

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8176)

**INTERIM REPORT
FOR THE SIX MONTHS ENDED
30 JUNE 2024**

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

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

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

*This report, for which the directors (the “**Directors**” and each, a “**Director**”) of SuperRobotics Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) collectively and individually accept responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

This report, containing the full text of the 2024 Interim Report of the Company, complies with the relevant requirements of the GEM Listing Rules in relation to information to accompany preliminary announcement of interim results. Printed version of the Company’s 2024 Interim Report will be delivered to the shareholders of the Company and available for viewing on the GEM website at <http://www.hkgem.com> and the Company’s website at <http://www.superrobotics.com.hk> on 30 August 2024.

INTERIM RESULTS

The board of Directors of the Company (the “**Board**”) is pleased to present the unaudited condensed consolidated results of the Group for the six months ended 30 June 2024 together with the comparative figures for the corresponding period in 2023 as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		Unaudited for the six months ended 30 June	
		2024	2023
	Notes	HK\$'000	HK\$'000
Continuing Operations			
Turnover	4	2,968	1,735
Cost of sales		<u>(1,419)</u>	<u>(1,041)</u>
Gross Profit		1,549	694
Other revenue		892	2,180
Other gains net		(1,145)	—
Selling and distribution costs		(202)	(1,117)
Administrative expenses		<u>(4,261)</u>	<u>(8,869)</u>
Loss from operations	5	(3,167)	(7,112)
Finance costs		<u>(10,992)</u>	<u>(12,396)</u>
Loss before taxation		(14,159)	(19,508)
Income tax expense	6	<u>—</u>	<u>—</u>
Loss for the period		<u><u>(14,159)</u></u>	<u><u>(19,508)</u></u>

	Unaudited	
	for the six months	
	ended 30 June	
	2024	2023
<i>Notes</i>	HK\$'000	HK\$'000
Other comprehensive income/(expenses) for the period		
Item that may be reclassified subsequently to profit or loss:		
Exchange differences on translating foreign operations	<u>(91)</u>	<u>(10,350)</u>
Total comprehensive income/(loss) for the period	<u>(14,250)</u>	<u>(29,858)</u>
Loss for the period attributable to:		
Owners of the Company	(8,396)	(14,818)
Non-controlling interests	<u>(5,763)</u>	<u>(4,690)</u>
	<u>(14,159)</u>	<u>(19,508)</u>
Total comprehensive income/(loss) for the period attributable to:		
Owners of the Company	(10,632)	(28,756)
Non-controlling interests	<u>(3,618)</u>	<u>(1,102)</u>
	<u>(14,250)</u>	<u>(29,858)</u>
Loss per share		
– Basic and diluted	8	<u>HK(1.38) cents</u> <u>HK(2.81) cents</u>

The accompanying notes form an integral part of these unaudited condensed consolidated financial statements.

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		At 30 June 2024	At 31 December 2023
	<i>Notes</i>	HK\$'000 (unaudited)	HK\$'000 (audited)
ASSETS			
Non-Current Assets			
Property, plant and equipment	9	56	112
Investment – Bond		<u>1,818</u>	<u>1,818</u>
		<u>1,874</u>	<u>1,930</u>
Current assets			
Inventories		—	90
Contract assets		13	13
Trade receivables	11	1,246	8,525
Deposits, prepayments and other receivables	10	3,019	4,993
Financial assets at fair value through profit or loss		1,778	—
Cash and cash equivalents		<u>9,707</u>	<u>12,003</u>
		<u>15,763</u>	<u>25,624</u>
Total assets		<u><u>17,637</u></u>	<u><u>27,554</u></u>
EQUITY AND LIABILITIES			
Capital and reserves attributable to owners of the Company			
Share capital	12	60,746	60,746
Reserves		<u>(139,782)</u>	<u>(129,150)</u>
Capital deficiencies attributable to owners of the Company		<u>(79,036)</u>	<u>(68,404)</u>
Non-controlling interests		<u>(79,932)</u>	<u>(76,314)</u>
Total capital deficiencies		<u><u>(158,968)</u></u>	<u><u>(144,718)</u></u>

		At 30 June 2024 <i>HK\$'000</i> (unaudited)	At 31 December 2023 <i>HK\$'000</i> (audited)
LIABILITIES			
Current liabilities			
Trade payables	<i>13</i>	1,480	1,230
Accruals and other payables		30,774	23,547
Contract liabilities		123	125
		<u>32,377</u>	<u>24,902</u>
Non-current liability			
Amount due to related company		8,926	8,926
Other borrowing		135,302	138,444
		<u>144,228</u>	<u>147,370</u>
Total liabilities		<u>176,605</u>	<u>172,272</u>
Total equity and liabilities		<u>17,637</u>	<u>27,554</u>
Net current assets/(liabilities)		<u>(16,614)</u>	<u>722</u>
Net liabilities		<u>(158,968)</u>	<u>(144,718)</u>

The accompanying notes form an integral part of these unaudited condensed consolidated financial statements.

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2024

	Share Capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Contributed surplus <i>HK\$'000</i>	Translation reserve <i>HK\$'000</i>	Accumulated losses <i>HK\$'000</i>	Sub-Total <i>HK\$'000</i>	Non- Controlling interests <i>HK\$'000</i>	Total equity <i>HK\$'000</i>
At 1 January 2024 (audited)	60,746	507,186	38,991	(11,967)	(663,360)	(68,404)	(76,314)	(144,718)
Loss for the period	—	—	—	—	(8,396)	(8,396)	(5,763)	(14,159)
Other comprehensive expenses for the period:								
Exchange differences on translating foreign operations	—	—	—	(2,236)	—	(2,236)	2,145	(91)
Total comprehensive (expenses)/income for the period	—	—	—	(2,236)	(8,396)	(10,632)	(3,618)	(14,250)
At 30 June 2024 (unaudited)	<u>60,746</u>	<u>507,186</u>	<u>38,991</u>	<u>(14,203)</u>	<u>(671,756)</u>	<u>(79,036)</u>	<u>(79,932)</u>	<u>(158,968)</u>

	Share Capital <i>HK\$ '000</i>	Share premium <i>HK\$ '000</i>	Contributed surplus <i>HK\$ '000</i>	Translation reserve <i>HK\$ '000</i>	Accumulated losses <i>HK\$ '000</i>	Share-based payment reserve <i>HK\$ '000</i>	Sub-Total <i>HK\$ '000</i>	Non- Controlling interests <i>HK\$ '000</i>	Total equity <i>HK\$ '000</i>
At 1 January 2023 (audited)	50,622	488,163	38,991	(14,458)	(635,604)	—	(72,286)	(128,059)	(200,345)
Loss for the period	—	—	—	—	(14,818)	—	(14,818)	(4,690)	(19,508)
Other comprehensive expenses for the period:									
Exchange differences on translating foreign operations	—	—	—	(13,938)	—	—	(13,938)	3,588	(10,350)
Total comprehensive (expenses)/ income for the period	—	—	—	(13,938)	(14,818)	—	(28,756)	(1,102)	(29,858)
Placement of new shares	10,125	13,162	—	—	—	—	23,287	—	23,287
At 30 June 2023 (unaudited)	<u>60,747</u>	<u>501,325</u>	<u>38,991</u>	<u>(28,396)</u>	<u>(650,422)</u>	<u>—</u>	<u>(77,755)</u>	<u>(129,161)</u>	<u>(206,916)</u>

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS*Six months ended 30 June*

	2024 HK\$'000 (unaudited)	2023 HK\$'000 (unaudited)
Net cash used in operating activities	2,539	(9,663)
Net cash used in investing activities	(1,778)	(1,557)
Net cash generated from financing activities	<u>(2,193)</u>	<u>13,157</u>
Net increase in cash and cash equivalents	(1,432)	1,937
Cash and cash equivalents at beginning of the period	12,003	13,599
Effects of foreign exchange rate changes	<u>(864)</u>	<u>(2,970)</u>
Cash and cash equivalents at end of the period	<u><u>9,707</u></u>	<u><u>12,566</u></u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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 (the “**Robotics Business**”).

The unaudited condensed consolidated financial statements are presented in units of thousands of Hong Kong dollars (HK\$’000), unless otherwise stated, which is the same as the functional currency of the Company.

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”), which is a collective term that includes all applicable HKFRSs, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations (“**Int**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”), and accounting principles generally accepted in Hong Kong. In addition, the unaudited condensed consolidated financial statements include applicable disclosures required by the GEM Listing Rules and the disclosure requirements of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

The unaudited condensed consolidated financial statements have been prepared on the historical cost basis. The accounting policies and basis of preparation adopted in the preparation of the unaudited condensed consolidated financial statements are consistent with those adopted in the audited consolidated financial statements for the year ended 31 December 2023, except for the adoption of new and amendments to HKFRSs that affect the Group and has adopted the first time for the current period’s unaudited condensed consolidated interim results.

The HKICPA has issued a number of new and revised standards, amendments to standards and Int (collectively referred to as “**new and revised HKFRSs**”). The Group has adopted the new and revised HKFRSs which are relevant to the Group’s operations and are mandatory for the financial year beginning on 1 January 2024. The adoption of these new and revised HKFRSs does not have any significant financial effect on the Group’s unaudited results of operations and financial position.

3. OPERATING SEGMENTS

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 has one operating segment for both years. Particular of the Group's reportable segment is summarised as follows:

Provision of engineering products and related services (Note)

The CODM considered the Group has only one operating segment under HKFRS 8 *Operating Segments*, accordingly, only entity-wide disclosures, major customers and geographic information are presented.

Note: For the engineering products, 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.

Geographical information

Since all of the Group's revenue and non-current assets were generated from and located in the PRC for both years, no geographical segment information in accordance with HKFRS 8 is presented.

Information about major customers

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

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Continuing operation		
Customer A	N/A	530
Customer B	44	472
Customer C	N/A	370
Customer D	522	264
Customer E	<u>2,396</u>	<u>N/A</u>

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

4. TURNOVER

	For the six months ended 30 June	
	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)
Provision of engineering products and related services	<u>2,968</u>	<u>1,735</u>
	<u>2,968</u>	<u>1,735</u>

5. LOSS FROM OPERATIONS

	For the six months ended 30 June	
	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)
Continuing operations		
Loss from operations has been arrived at after charging:		
Depreciation on property, plant and equipment	53	447
Operating lease rentals in respect of rented premises	—	1,176
Staff costs including directors' emoluments		
— salaries and other allowances	1,088	3,975
— contributions to retirement benefits scheme	84	83
	<u>84</u>	<u>83</u>

6. INCOME TAX

	For the six months ended 30 June	
	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)
Continuing operations		
Current tax expense		
— Hong Kong Profits Tax	—	—
— China Corporate Income Tax	—	—
	<u>—</u>	<u>—</u>
	<u>—</u>	<u>—</u>

Hong Kong profits tax has been provided for at the rate of 16.5% (six months ended 30 June 2023: 16.5%) on the estimated assessable profit for the period. The Group's subsidiaries in Mainland China are subject to the China corporate income tax at a rate of 25% on the estimated assessable profit (six months ended 30 June 2023: Nil).

7. INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2024 (six months ended 30 June 2023: Nil).

8. LOSS PER SHARE

	For the six months ended 30 June	
	2024	2023
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Loss for the period attributable to owners of the Company	<u>(8,396)</u>	<u>(14,818)</u>
	Number of ordinary shares	
	'000	'000
	(unaudited)	(unaudited)
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	<u>607,464</u>	<u>527,475</u>
Diluted loss per share for the six months ended 30 June 2024 and 2023 were the same as the exercise of the outstanding share options would be anti-dilutive.		

9. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2024, the Group did not acquire any property, plant and equipment (six months ended 30 June 2023: HK\$Nil).

10. DEPOSITS, PREPAYMENT AND OTHER RECEIVABLES

	At 30 June 2024 HK\$'000 (unaudited)	At 31 December 2023 HK\$'000 (audited)
Current assets		
Deposits paid	2,349	25
Prepayments	308	309
Other receivables	362	4,659
Bond receivables	<u>1,818</u>	<u>1,818</u>
	4,837	6,811
Less: non-current portion	<u>(1,818)</u>	<u>(1,818)</u>
	<u>3,019</u>	<u>4,993</u>

11. TRADE RECEIVABLES

The Group assesses the credit status and imposes credit limits for the customers in accordance with the Group's credit policy. The credit limits are closely monitored and subject to periodic reviews. The Group allows credit period ranging from 0 day to 120 days to its customers. Details of the ageing analysis of trade receivables that are not considered to be impaired and based on the past due days are as follows:

	At 30 June 2024 <i>HK\$ '000</i> (unaudited)	At 31 December 2023 <i>HK\$ '000</i> (audited)
0 – 30 days	1,070	8,367
31 – 60 days	—	—
61 – 90 days	—	—
Over 90 days	176	158
	<u>1,246</u>	<u>8,525</u>

12. SHARE CAPITAL

	Number of shares '000	Amount <i>HK\$ '000</i>
Ordinary shares of HK\$0.10 each (2023: HK\$0.10 each)		
<i>Authorised:</i>		
At 31 December 2023 and 30 June 2024	4,950,000	495,000
<i>Issued and fully paid:</i>		
At 1 January 2023	607,464	60,746
At 31 December 2023 and at 1 January 2024	607,464	60,746
At 30 June 2024	607,464	60,746

13. TRADE PAYABLES

The trade payables as at 30 June 2024 and 31 December 2023 are unsecured and repayable within one year.

	At 30 June 2024 <i>HK\$'000</i> (unaudited)	At 31 December 2023 <i>HK\$'000</i> (audited)
0 – 30 days	1,273	949
31 – 60 days	—	—
61 – 90 days	—	5
Over 90 days	207	276
	<u>1,480</u>	<u>1,230</u>

14. COMMITMENTS

The Group does not have significant capital commitment as at 30 June 2024 and 31 December 2023.

15. MATERIAL RELATED PARTY TRANSACTIONS

The Group did not have material related party transactions during the financial period ended 30 June 2024 and the financial year ended 31 December 2023.

Compensation for key management personnel

Remuneration for key management personnel, including amounts paid to the Directors and certain of the Company's highest paid employees for the six months ended 30 June 2024 and 2023, is as follows:

	For the six months ended 30 June	
	2024 <i>HK\$'000</i> (unaudited)	2023 <i>HK\$'000</i> (unaudited)
Salaries and allowances	291	135
Contributions to retirement benefits scheme	—	—
	<u>291</u>	<u>135</u>

16. CONTINGENT LIABILITIES

The Group does not have significant contingent liability as at 30 June 2024.

17. EVENTS AFTER REPORTING PERIOD

There is no significant event after the report period.

MANAGEMENT DISCUSSION AND ANALYSIS

Business review

The Group mainly offers robotic products. For the provision of engineering related services, the Group provides equipment installation, support and maintenance services for robotics and automation systems (collectively, the “**Engineering Business**”).

During the period ended, 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 2023. For the period 2023, the revenue of the Engineering Business has increased by 71.1% and contributed a total revenue of approximately HK\$2.9 million to the total turnover of the Group.

Business Model of the Group

Shenzhen Anzer Intelligent Robotics Co. Limited (“**Anzer**”), a controlled subsidiary of SuperRobotics Holdings Limited (“**SuperRobotics**”), conducts the business operations mainly in the mainland market.

Anzer applies the latest AI and robotic technologies into two main products – commercial patrol robots and special purpose robots.

The patrol robot product offers patrolling/surveilling functions equipped with AI detection and recognition capabilities in autonomous navigation mode. The product requires minimum human intervention when working, and it can also endure more severe working environment than human. Therefore, customers are able to free up its workforce and employ them in much more needed positions, hence to improve productivity.

The special purpose robot products are mainly marketed to government agencies such as public security bureau. Customers are using the products to handle dangerous explosives and chemicals by remote control, so trained personnels can move, disarm, destroy or transport dangerous goods at safe distance without causing personal injury or public damage.

Anzer’s major customers include robotics unicorn firms, and property firms. Our special purpose robot customers mainly include public security bureaus from a number of provinces in Xinjiang, Shandong, Zhejiang, Henan, Guangdong and etc.

Apart from traditional robotic product business, Anzer takes advantage of existing property business customer base and endeavors to further exploit business opportunities with them. The company expands its business dealings with customers via vertical integration, called “smart property management projects”. Anzer provides property management related equipment/device and offers engineering, installation services. The business application scenarios include carpark control, building and lift intercom, community surveillance and system integration.

Financial review

During the period under review, the Group recorded a turnover of approximately HK\$2.9 million, representing an increase of approximately 71.1% as compared with the corresponding period in 2023, (2023: approximately HK\$1.7 million), which was generated from sale of robotic products approximately HK\$2.4 million, and from automation and service approximately HK\$0.5 million.

Other income of approximately HK\$0.9 million (2023: approximately HK\$0.9 million) mainly attributable to reversed of impairment loss of inventory.

For the robotics products, it mainly generated from customers namely Shenzhen Zhongfu South Industrial Co., Ltd.* (深圳市中富南方實業有限公司), approximately 80.7% of the total turnover, respectively.

For the automation and services, it mainly generated from customers Huizhou City Dayawan Dongbang Industry Trade Company Limited* (惠州市大亞灣東邦工貿有限公司) approximately 17.6% of the total turnover respectively.

The selling and distribution costs was approximately HK\$0.2 million for the six months ended 30 June 2024 (2023: approximately HK\$1.1 million), representing a decrease of approximately 81.9% over the corresponding period in 2023. The decrease is mainly due to reduce in marketing expense of Engineering Business.

The administrative expenses was approximately HK\$4.2 million for the six months ended 30 June 2024 (2023: approximately HK\$8.8 million), representing a decrease of approximately 52% over the corresponding period in 2023. Such decrease was mainly attributed to decrease in research and development expenses and staff cost.

Loss attributable to owners of the Company amounted to approximately HK\$8.4 million for the six months ended 30 June 2024 (2023: approximately HK\$14.8 million). The increase in loss was mainly contributed by the loan interest expenses.

CONNECTED TRANSACTIONS

For the period ended, the sales of robotics equipment and the provision of intelligence project services (the “Products and Services”) with an aggregate consideration of approximately RMB523,000 (equivalent to approximately HK\$566,000) by Anzer, a non-wholly owned subsidiary of the Group, to Huizhou Dayawan Dongbang Industry Trade Company Limited* (惠州市大亞灣東邦工貿有限公司) and Huizhou City Taidong Shiye Investment Co. Ltd* (惠州市太東實業投資有限公司) is wholly owned by Mr. Su Zituan, a substantial Shareholder and a former executive Director in the last 12 months, and thus is a connected person of the Company. When aggregated together constitute non-exempt continuing connected transactions of the Company under Chapter 20 of the GEM Listing Rules.

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2024, the Group had a total secured borrowing of approximately HK\$128.1 million (31 December 2023: approximately HK\$131.2 million), which was secured by equity shares of a non-wholly owned subsidiary indirectly held by the Company and interest bearing at fixed interest rate 18%. The Group also had unsecured borrowings of approximately HK\$7.2 million (31 December 2023: approximately HK\$7.2 million), which interest bearing at fixed interest rate ranging from 5%.

The total secured and unsecured borrowings of the Group is approximately HK\$135.3 million (31 December 2023: approximately HK\$138.4 million), all approximately will mature between two to five years.

As at 30 June 2024, the Group had total assets of approximately HK\$17.6 million (31 December 2023: approximately HK\$27.5 million), including cash and cash equivalents of approximately HK\$9.7 million (31 December 2023: approximately HK\$12.0 million).

SHARE CAPITAL

During the six months ended 30 June 2024, there were no movement in the Company's issued share capital.

GEARING RATIO

Gearing ratio is not meaningful as the Group has capital deficiencies attributable to owners of the Company as at 30 June 2024 and 31 December 2023.

FOREIGN EXCHANGE RISK

The Group has not used any foreign currency derivative instruments to hedge its exposure to foreign exchange risk. However, the management monitors closely the exposures and will consider hedging the exposures should the need arise.

EMPLOYEES

As at 30 June 2024, the Group had 12 employees, (as at 30 June 2023: 33 employees). Total staff costs for the six months ended 30 June 2024 amounted to approximately HK\$1.2 million (for the six months ended 30 June 2023: approximately HK\$4.0 million). Their remuneration, promotion and salary 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 and the employees in the PRC joined the national statutory social security insurance scheme.

SIGNIFICANT INVESTMENT

The Group did not have any significant investment during the six months ended 30 June 2024.

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND AFFILIATED COMPANIES

There was no material acquisition and disposal of subsidiaries, associates and affiliated companies during the six months ended 30 June 2024.

OUTLOOK

Traditional robotics manufacturers are still the main force of the industry, taking the lead in the field of core component manufacturing. Intelligent technology companies enriched the applications of robots. Meanwhile, technology transfer enabled penetration of robot applications into multiple fields. Top tech companies are paying special attention to the robotics with a view to expanding their portfolio, and empowering their own main businesses of e-commerce and consumer entertainment, thus promoting the application of technology in the industry and other fields.

With the declined population, accelerated aging population and rising costs of various factors, intelligent manufacturing, such as robotics, will become the essential pathway towards high-quality development of the domestic manufacturing industry. The robotics industry will be deeply integrated with more industries. Along with recovery of consumption and investment, the domestic robotics industry as a whole is expected to experience a new fast growth. The Ministry of Industry and Information Technology of the People's Republic of China and other 17 departments issued the "Robot+" Application Action Plan, indicating that by 2025, the robot density in the manufacturing industry will double as compared to 2020; the depth and width of application of service robots and special robots in industries will rise significantly, and robots will be much better at promoting the high-quality development of economy and society. The repeated outbreaks of the epidemic have created strong demand for unmanned, automated and intelligent productivity and labour in many fields. The entire robotics industry is showing healthy growth momentum. The market size of the intelligent robot market in China is estimated to reach approximately RMB100 billion in 2025.

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

As at 30 June 2024, so far as is known to the Directors and the chief executive of the Company, the interests and shorts positions of the persons or corporations (other than the Directors and the chief executive of the Company) in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO were as follows:

Name of shareholder	Nature of interests	<i>Notes</i>	Interest in shares of the Company <i>(Note 1)</i>	Interest in underlying shares of the Company <i>(Note 1)</i>	Total interest in shares of the Company <i>(Note 1)</i>	Approximate percentage of shareholding <i>(Notes 1 and 7)</i>
Mr. Su Zhituan	Interest of controlled corporation	2	151,425,197(L)	—	151,425,197(L)	24.93%(L)
Tai Dong New Energy Holding Limited (“Tai Dong”)	Beneficial owner	2	151,425,197(L)	—	151,425,197(L)	24.93%(L)
Hong Kong Bridge Investments Limited (“Hong Kong Bridge Investments”)	Beneficial owner	3	41,666,666(L)	—	41,666,666(L)	6.86%(L)
HKBridge Absolute Return Fund, L.P. (“HKBridge Absolute”)	Beneficial owner	4	64,148,063(L)	—	64,148,063(L)	10.56%(L)
On Top Global Limited (“On Top Global”)	Beneficial owner	5	24,397,946(L)	—	24,397,946(L)	4.02%(L)
Renco Holdings Group Limited (“Renco Holdings”)	Interest of controlled corporation	3,4,5	130,212,675(L)	—	130,212,675(L)	21.44%(L)
Mr. Huang Jianhang	Beneficial owner	6	89,970,697(L)	—	89,970,697(L)	14.81%(L)

Notes:

1. “L” represents long position in shares or underlying shares of the Company and “S” represents short position in shares or underlying shares of the Company.
2. Tai Dong is interested in 151,425,197 shares of the Company. As Tai Dong is ultimately wholly-owned by Mr. Su Zhituan, Mr. Su Zhituan is deemed to be interested in such 151,425,197 shares of the Company.
3. Hong Kong Bridge Investments is interested in 41,666,666 shares of the Company. As Hong Kong Bridge Investments is a wholly-owned subsidiary of Renco Holdings, Renco Holdings is deemed to be interested in such 41,666,666 shares of the Company.
4. HKBridge Absolute, a Cayman Islands exempted limited partnership, the general partner of which is HKBridge (Cayman) GP2 Limited, a Cayman Islands limited liability company, is interested in 64,148,063 shares of the Company. As the entire issued share capital of the general partner of HKBridge Absolute is indirectly owned by Renco Holdings, Renco Holdings is deemed to be interested in such 64,148,063 shares of the Company.
5. On Top Global is interested in 24,397,946 shares of the Company. As On Top Global is a wholly-owned subsidiary of Hong Kong Bridge High-Tech Investment Fund L.P. (“**Hong Kong Bridge High-Tech**”), Hong Kong Bridge High-Tech is deemed to be interested in such 24,397,946 shares. Hong Kong Bridge High-Tech, a Cayman Islands exempted limited partnership, the general partner of which is Hong Kong Bridge High-Tech Investment G.P Limited, a Cayman Islands limited liability company. As the entire issued share capital of the general partner of the Hong Kong Bridge High-Tech is indirectly owned by Renco Holdings, Renco Holdings is deemed to be interest in such 24,397,946 shares of the Company.
6. Mr. Huang Jianhang is interested in 89,970,697 shares of the Company.
7. The percentage is calculated on the basis of 607,463,599 Shares in issue as at 30 June 2024.

Save as disclosed above, as at 30 June 2024, so far as is known to the Directors and the chief executive of the Company, and based on the public records filed on the website of the Stock Exchange and records kept by the Company, no other persons or corporations (other than the Directors and the chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

SECURITIES TRANSACTIONS BY DIRECTORS

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

Having made specific enquiry with each of the Directors, all Directors have confirmed that they have complied with such code and the required standard of dealings on Directors' securities transactions during the six months ended 30 June 2024.

COMPETING INTERESTS

As at 30 June 2024, none of the Directors, substantial shareholders of the Company nor any of their respective close associates (as defined in the GEM Listing Rules) had any interest in a business which causes or may cause any significant competition with the business of the Group.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

The Company did not redeem any of its listed shares during the six months ended 30 June 2023. Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2024.

AUDIT COMMITTEE

The Board has established an audit committee (the "**Audit Committee**") with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. As at the date of this report, the Audit Committee comprises three independent non-executive Directors, namely, Mr. Xu Guojun (chairman), Mr. Tam B Ray, Billy and Mr. Xue Wei. The Audit Committee has reviewed the unaudited condensed consolidated interim results of the Group for the six months ended 30 June 2024 and has provided advice and comments thereon.

CORPORATE GOVERNANCE CODE

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

Throughout the six months ended 30 June 2024, the Company has complied with the code provisions in the Corporate Governance Code as set out in Appendix C1 to the GEM Listing Rules.

Pursuant to the 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. Su Zhenhui. The responsibilities of the chairman of the Company are to, among others, ensure the Board to work effectively and perform its responsibilities, and all key and appropriate issues are discussed by the Board, draw up and approve the agenda for each board meeting and take into accounts, any matters proposed by others Directors for inclusion in the agenda as well as handling other matters as prescribed by the CG Code.

As at 30 June 2024 and up to the date of this report, the Company has not appointed a chief executive officer and is looking for a suitable candidate to act as chief executive officer in order to comply with the CG Code. The office and duties of the chief executive officer in respect of the day-to-day management of the Group's business are handled by the executive Directors collectively.

NON-COMPLIANCE WITH RULE 17.104 OF THE GEM LISTING RULES

Pursuant to Rule 17.104 of the GEM Listing Rules, the Stock Exchange will not consider diversity to be achieved for a single gender board. As such, following the resignation of Ms. Han, the Company has a single gender board which does not meet the diversity requirement under Rule 17.104 of the GEM Listing Rules. The Board will use its best endeavours to ensure that a suitable candidate is appointed as soon as practicable and, in any event, within three months from 5 July 2024 to ensure compliance with Rule 17.104 of the GEM Listing Rules. Further announcement(s) will be made by the Company as and when appropriate.

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

Hong Kong, 30 August 2024

As at the date of this report, the Board comprises two executive Directors, namely Mr. Su Zhenhui (Chairman) and Mr. Feng Zheng; and three independent non-executive Directors, namely Mr. Tam B Ray, Billy, Mr. Xu Guojun and Mr. Xue Wei.